

# Bylaws

# The Old Guard



# Association

As approved by the Executive Committee  
and adopted by the Membership Meeting  
at Fort Myer, Virginia

25 February 1998

*Revised April 24, 2004*

# "THE OLD GUARD" ASSOCIATION

## Bylaws

### ARTICLE I

#### Name, Aims and Purpose

##### Section 1. Name and Principal Office.

The name of the Association shall be "The Old Guard" Association, herein after referred to as the Association. The principal office of the Association shall be located in Fort Myer, Virginia, or such other locations as may be necessary by military commitments.

##### Section 2. Aims and Purposes.

- a. To establish a permanent organization that will further develop the common bond existing between all who served with "The Old Guard."
- b. To maintain records and publish the history and achievements of the 3rd U.S. Infantry Regiment and "The Old Guard" Association.
- c. To be of assistance and service in matters pertaining to Veterans matters.
- d. To perpetuate the memory of the deceased Veterans of the 3rd U.S. Infantry Regiment (The Old Guard).
- e. To maintain close liaison with the 3rd U.S. Infantry Regiment (The Old Guard), Fort Myer, Virginia. To recognize outstanding achievement by appropriate presentations.

##### Section 3. Newsletter.

- a. To carry out these aims and purposes, the Association shall publish quarterly, the Association newsletter, "Pride."
- b. The Editor of the "Pride" shall be appointed by the President.

### ARTICLE II

#### AUTHORITY

**Section 1.** "The Old Guard" Association is established at Fort Myer, Virginia as a private organization with the consent of the installation commander under the provisions of AR 210-1, contingent upon the following requirements and conditions.

- a. That programs and activities conducted do not prejudice or discredit the military service or other agencies of the United States Government.
- b. That activities will not be conducted in the name of an installation or organization of the Army establishment without permission of the Garrison Commander.
- c. That neither an appropriated fund activity nor a non-appropriated fund instrumentality will assert any claim to the assets of this organization, nor incur or assume any obligation of any private organization, except as may arise out of contractual relationships.
- d. That this organization will not engage in activities that are in conflict with authorized activities or non-appropriated fund instrumentalities as defined in AR 215-1.
- e. That the nature, function, and objectives of this organization, together with provisions for proper disposition of residual assets and liabilities upon dissolution, will be established in this **By-law**.
- f. That this organization will be self-sustaining and receive no support, assistance, or facilities from the Army or from non-appropriated fund instrumentalities defined in AR215-1, except as provided in DoDI 1000.15 and DoD 5500.7-R, Joint Ethics Regulation, August 30, 1993.
- g. That the installation Commander or delegee has authority to enforce compliance by this organization with the conditions herein enumerated, to inquire into their activities, and to withdraw his consent for existence of the organization on the installation if deemed necessary in the interest of the Government.
- h. That this organization is not established to provide moral, welfare, and recreation services essential to the operation of the Army.
- i. That this organization, if conducting special events on Fort Myer, agrees to indemnify and hold harmless the United States of America, The U.S. Army, Military District of Washington, and their agents, servants, and employees, from any liability for any and all claims, demands, rights liens, and causes of action of whatsoever kind and nature arising out of the organization's operations or activities on Fort Myer.

**Section 2.** All members will understand they are not personally liable if the assets of the organization are insufficient to discharge all liabilities in the event of bankruptcy, insolvency, of dissolution.

## ARTICLE III

### MEMBERSHIP

**Section 1.** Membership in the "Old Guard" Association shall be voluntary and open to all eligible personnel regardless of race, color, sex, religion, age or national origin.

Members in the Association shall consist of five (5) classes, as follows: **Charter Member, Regular Member, Life Member, Associate Member, and Honorary Member.**

**CHARTER MEMBERSHIP:** Any regular or life member joining the Association on or before March 28, 1998.

**REGULAR AND LIFE MEMBER:** Any officer, enlisted and veteran with honorable service in the regular components, supporting, or attached units of the 3rd U. S. Infantry Regiment the "Old Guard" shall be eligible for membership in the association. An applicant for membership shall first file with the Secretary of the Association, and application for membership on such forms as shall, from time to time, be prescribed by the Board of Directors, accompanied by payment in full of the then current dues. Such applicant shall become a Regular or Life member on approval of the application by the Secretary. No applicant, having made proper application and possessing the foregoing qualifications shall be denied membership in the Association by the Secretary, providing, however, that the Board of Directors may, in its discretion, refuse membership to any applicant who, at any time during or since their service, had been guilty of any conduct unbecoming a member of the "Old Guard" Association.

**ASSOCIATE MEMBERS:** Associate membership may be granted to any person not meeting membership requirements who has contributed significantly to the support of the "Old Guard" Association in the accomplishment of its mission. Applications for associate membership are subject to the approval of the Board of Directors.

**HONORARY MEMBERS:** Any person whose life and activities has fostered the "Old Guard" ideals, may be named an HONORARY MEMBER of the Association by majority vote of the Board of Directors. Any member of the Association may propose a candidate for Honorary Membership by written recommendation to the Board of Directors, outlining detailed qualifications of the candidate. Any Honorary Membership may be withdrawn by a majority vote of the Board of Directors at a duly-constituted Board meeting.

#### **Section 2. Voting Privileges:**

Charter, Regular and Life members of the Association shall be entitled to one vote on each matter submitted to the vote of the membership.

**Section 3.-Termination of Membership:**

The name of any member may be stricken from the roll of members:

- a. Upon written resignation of a member, accepted by Board of Directors
- b. Upon direction of the Board of Directors, based on non-payment of dues or assessment, or on any reason which would warrant refusal of membership to a new applicant.
- c. The Board of Directors, by affirmative vote of two-thirds of the members of the board, may suspend or expel a member for cause after an appropriate hearing by the Board of Directors. Notice of proposed termination, with supporting documents, must be served on such member (by certified mail) at least sixty days in advance of hearing.

**Section 4. Dues:**

Dues for all members shall be such amount as shall from time to time be fixed by the Board of Directors.

- a. Annual dues are set by the Board of Directors. Expiration date will be 31 December of the year joined or renewed.
- b. Life Membership. Any new member or current regular member in good standing can obtain life membership, if his or her application is approved by the Secretary, by paying the amount set by the Board of Directors and published in the Association literature. The fee is returned if the application is not accepted. Life membership dues may be paid in five (5) installments.

**ARTICLE IV**

**OFFICERS**

**Section 1.** The officers of the Association shall be a President, Vice President, Secretary, Treasure and such officers as may be designated by the Board of Directors from time to time. These officers shall comprise the *Executive Council of the Board of Directors*.

**Section 2. President:**

The President shall be the principal executive officer of the Association and shall in general, supervise and control all of the business meetings. The president shall be limited to two (2) one-year terms in office, either consecutively or at different times. The President will:

- a. Represent the Association at all functions in which the Association is invited to participate.

- b. Introduce events which the Association is sponsoring.
- c. Preside as host at all Association Functions.
- d. Make presentations on behalf of the Association.
- e. Appoint and fill vacancies of all Ad Hoc or special committees.
- f. Participate in activity that will enhance the status of the Association and its member.

**Section 3. Vice President:**

The Vice President assumes the duties of the President in the absence or incapacity of the President and perform such other duties as the President may assign. The Vice President is the chairman of the membership committee.

**Section 4. Adjutant:**

The Adjutant will:

- a. Keep the minutes of all meetings of the Association and of all meeting of the Board of Directors.
- b. See that all notices are duly published in accordance with the provisions of the by-laws or as required by law.
- c. Be custodian of the records and documents executed by the Association pursuant to proper authority.
- d. Perform such other duties as may be directed by the President or the Board of Directors.

**Section 5. Treasurer:**

- a. The Treasurer shall give bond for faithful discharge of such duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- b. The Treasurer shall have charge of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such bank, trust companies or other depositories as shall be designated from time to time by the Board of Directors.

The Treasurer is authorized to obligate and disburse monies, not to exceed \$100.00 for normal expenditures (i.e., stamps and envelopes) without prior approval, with such action to be brought before the Board of Directors at the next regular meeting for ratification.

- c. The Treasurer shall perform all duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.
- d. The Treasurer shall be required to submit an annual financial report to be published in the 'Pride' newsletter.

## **Section 6. Directors:**

The Board of Directors shall consist of ten (10) Directors, who shall be elected and so certified at the Annual Banquet, and who shall assume office with the Board of Directors which is elected during the reunion.

- a. Directors shall be elected for a term of two (2) years.
- b. Each director shall serve not more than two (2) consecutive two-year terms as Director, but may again be elected a Director following an interval of one (1) year after completing such two (2) consecutive terms.

## **Section 7. Appointed Officers:**

- a. **Chaplin** of the Association is to be appointed by the Board of Directors to serve permanently in this capacity. The Chaplin will conduct the memorial service at the annual Banquet and carry out such duties incidental to this office. The Chaplin shall sit on with the Board of Directors without vote.
- b. **Historian:** an Historian shall be appointed by the Board of Directors for a specified term and shall be responsible for maintaining custody of all historical records, documents, and memorabilia acquired by the Association. He shall compile from those records or other authentic sources a written historical narrative of the history of the Association and its activities and accomplishments, and provide it to the Board of Directors at the annual reunion.
  1. The Historian shall sit with the with the Board of Directors, without vote, and appraise the Board on those pertinent matters concerning the 3rd U.S. Infantry Regiment (The Old Guard) and Association history.
  2. The Historian shall maintain close liason with the curator's of the 3rd U.S. Infantry Regiment (The Old Guard) Museum.
- c. **Sergeant-at-Arms:** The Sergeant-at-Arms is appointed by the President and shall be the custodian of the National colors, Association Flag, and other heraldry items of the Association and will insure they are properly displayed during meetings or other occasions as required. He will be responsible for establishing, equipping, and training honor and color guards representing the Association.
- d. **Newsletter Editor:** Newsletter editor shall be appointed by the President for an unspecified term and a member of the Board of Directors, without vote. The Editor shall be under the direct supervision of the President.

## **ARTICLE V**

### **ADMINISTRATION**

#### **Section 1 .Supervision**

The organization shall be administered in accordance with the approved Bylaws and other applicable directives under the supervision of the Board of Directors.

- a. The Treasurer will submit a financial report to the installation Commander as required by AR210-1.
- b. The Secretary will submit a copy of minutes and financial statement to the installation Commander.
- c. The Executive Council shall carry out the purpose and objectives of the organization by approving the transactions of its business in accordance with the approved Bylaws and established policies.

## **ARTICLE VI**

### **MEETINGS**

**Section 1.** Meetings of the Executive Council shall be held at the President, telephonically or by assembly at a designated location. Two-thirds members shall constitute a quorum for the transaction of business. The vote of the majority of the Executive council members present shall govern.

#### **Section 2. Meeting of Directors:**

A regular meeting of the Board of Directors shall be held, without notice any or all days (s) of the annual reunion at the location of the annual reunion. Special meetings of the Board of Directors may be called by the President or at the request of nay five (5) Directors.

**Section 3. General Meeting:**

At the general membership meeting shall be held during the annual reunion. At the general membership meeting, members present in person at duly scheduled business meeting shall constitute a quorum. Voting at meetings of the members shall be by eligible members who are present.

**Section 4. Order of Business:**

- a. Open meeting (Invocation-Pledge of Allegiance)
- b. Read and approve/amend and approve the minutes of the previous meeting.
- c. Officers, Board, and Standing Committee Reports.
- d. Special Committee Report.
- e. Unfinished Business
- f. New Business
- g. Programs
- h. Good of the Order
- i. Adjournment

**ARTICLE VII**

**FINANCE**

**Section 1. Finance and Budget Committee.**

A Finance and Budget Committee shall be appointed by the President to draw up a budget for the approval of the Board of Directors. It shall examine and make known to the President its recommendations for any request for funds over and above the items provided for by the budget.

**Section 2. Bills, Obligations, Accounts and investments:**

- a. All bills or obligations of the Association shall be paid by the Treasurer of the Association upon approval by the President and Secretary. Checking accounts, Time deposits, and Investments shall require the signature of the President, Secretary and the Treasurer.
- b. No liabilities or obligations will be incurred against the Association by any member, person, or agent, unless authorized by vote of the Board of Directors in session. Any negotiation involving a donation, loan or expenditure may be challenged by one or more members upon submission of any official complaint to the Board of Directors.

c. The Board of Directors shall not incur any liabilities and/or obligations in excess of net capital on hand unless authorized by two-thirds vote of the members at a special meeting held for the special purpose of over extended finances.

**Section 3. Expenditure.**

The Secretary is authorized to obligate and disburse monies, not to exceed 100.00 for normal expenditures (i.e., stamps and envelopes) without prior approval from the Board of Directors.

**Section 4. Compensation.**

No compensation shall be authorized by any Officer or Director other than in payment of reasonable compensation for services rendered as approved by the Board of Directors.

**Section 5. Loans.**

No monies shall be borrowed or loaned by the Association nor shall any notes be given by the Association unless authorization unless authorized by a vote of the Board of Directors.

**ARTICLE VIII**

**ELECTIONS**

**Section 1. Election and Term of Officers:**

a. Election Committee:

At least thirty (30) days before the election the Election Committee shall provide the Secretary with a list of all nominees. If at that time, there is an insufficient number of nominations, the President may appoint a nomination committee to provide such additional candidates as may be necessary to fill each vacancy. At a meeting of the members of the Association, nominations for Director will be introduced. On the day fixed for the election, a ballot listing the names of the nominees will be distributed to eligible members who may cast their vote. The Election Committee shall tally the votes; promptly announce the winning candidates; file the votes in the records of the Association. Member nominated for director must be present at the annual reunion in order to be elected with the exceptions:

1. Nominee contacted the Chairman or President prior to the election expressing his desire to still be a candidate for Director and the reason why presence will be prohibited. The executive committee will determine the validity of requested absence.

- (2) Nominee is unavoidably detained from attending the meeting due to an emergency or unforeseen circumstances. Nominee must contact the Chairman or President prior to election meeting giving reasons of absence. The executive committee will determine validity of absence.
- (3) In the event the above occurs, the election will be conducted as if nominees are present. If the absent nominee receives the largest number of votes the ballots will be retained, then the nominee will be declared the elected Director.

**b. Officers:**

Officers of the Association shall be elected annually by the new Board of Directors from the new Board of Directors at its first meeting after the election and prior to the effective date of office.

**c. Effective date:**

The effective date for commencing term of office for directors/Officers will be the first day of January, each year, terminating the last day of December, each year.

**Section 2. Vacancies:**

Any vacancies shall be filled by the Executive Council for the unexpired portion of the term. All vacancies should be considered to exist under the following condition:

- a. Reassignment of any members from the unit from which elected.
- b. Prolonged absence of a member from scheduled meetings, such absence of a member not excused by military necessities and declaration of a vacancy by a majority of the Board of Directors.

**Section 3. Removal:**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association would be served thereby.

## **ARTICLE IX**

### **COMMITTEES**

#### **Section 1. Standing Committee:**

The Chairman of all standing committees shall be appointed by the President. All other committee members shall be appointed by the chairman unless otherwise presented herein.

#### **Section 2. Special Committees:**

The President or the Board of Directors may appoint special committee when deemed necessary for proper administration of Association affairs.

## **ARTICLE X**

### **DISSOLUTION**

Upon dissolution, either by initiative of the membership or upon withdrawal of consent by the Installation Commander, disposition of remaining assets after all debts and obligations have been liquidated will be in accordance with the majority vote of the Board of Directors.

## **ARTICLE XI**

### **AMENDMENTS**

These Bylaws may be amended or replaced and new Bylaws may be adopted at any meeting of the Board of Directors of the Association, by two-thirds vote of the Directors present at the meeting; provided that any such amendment voted upon shall be ratified by a two-thirds vote of the members present at any duly called and constituted meeting of the members of the Association. No action can be taken to amend these Bylaws unless:

- a. Proposed amendments have been mailed or delivered to the Secretary at least sixty (60) days prior to the meeting.
- b. The Secretary will put such amendments into proper wording or phraseology. He is required then to mail or deliver the proposed amendment to the officer and Directors at least ten (10) days prior to the meeting.

**ARTICLE XII**

**RULES OF ORDER**

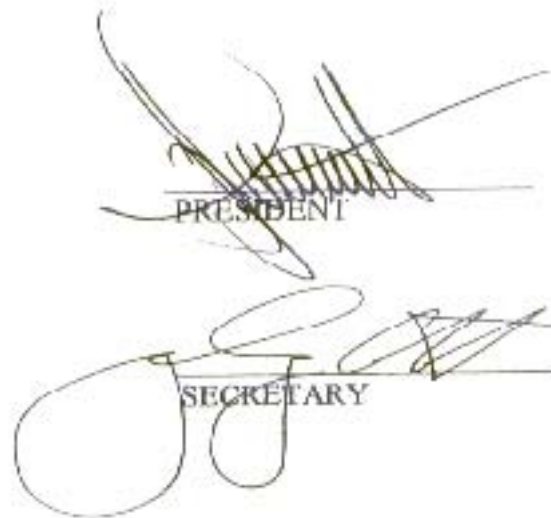
Except where herein for, Roberts Rules of Order will prevail.


**NOTE:** The title of Articles and Sections in these Bylaws is for identification only and should not be used in interpretation or application of these Bylaws.

**ARTICLE XIII**

**FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January in each year and end the thirty-first day of December in each year.

  
PRESIDENT

  
SECRETARY