



BY-LAWS AND ORGANIZATIONAL GUIDELINES

ARTICLE 1

NAME

Section 1 - The Association shall be known as; The First Battalion, Fiftieth Infantry Association, Inc. The Association is a Pennsylvania non-profit corporation and is organized within the United States.

ARTICLE II

PURPOSES, OBJECTIVES AND LIMITATIONS

Section 1 - The purposes of the Association are:

- a. To have a National Veterans Chapter for the battalion, to support and to provide social opportunities for Vietnam Veterans of the battalion, and to hold regularly scheduled reunions for fraternal gathering.
- b. To preserve the memories of those who were killed in combat and comfort their survivors.
- c. To assist disabled and needy veterans of the battalion, and the widows and widowers and orphans of deceased veterans of the battalion.

Section 2 - The Association is organized by citizens of the United States of America, who have a constitutional right to form an organization, to meet peacefully and conduct social and association business activities as permitted by these by-laws.

Section 3 - The Association shall be a non-profit entity voluntarily formed by its members under the values and beliefs of our nation.

- a. To stimulate a feeling of mutual devotion, helpfulness, and comradeship among veterans and active duty persons of the battalion who were not veterans of any conflict.

Section 4 - There shall be no private inurement, profit or gain to any member of the Association or other person. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons; provided, however, that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the association.

Section 5 - Notwithstanding any other provision of these by-laws, the Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(19) of the Internal Revenue Code, or any successor Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code or any successor Code.

Section 6 - Upon an authorized dissolution of the Association, and after

(a) paying or making provision for all liabilities and obligations of the Association, and (b) returning, transferring or conveying assets held by the Association and required to be so returned, transferred or conveyed by reason of dissolution of the Association, the Executive Board shall distribute all the Association's remaining assets exclusively for the purposes of the Association, in such manner and to such organizations as the Board shall determine, which organizations shall, at the time of dissolution, be (a) organized and operated exclusively as a veterans' organization and (b) be exempt from taxation under Section 501(c)(19) of the Internal Revenue Code, or corresponding provisions of any successor Code or United States internal revenue law. Any of the Association's assets not so distributed shall be paid over or transferred to the United States.

ARTICLE III

ORGANIZATION

Section 1 - The administration and conduct of Association business activities shall be vested in the duly elected officers as established by the by-laws.

Section 2 - Treasury will be maintained to cover the costs of postage, reproductions, stationary, and other expenses incidental to Association activities. It is not intended that the Association engage in any extensive financial transactions.

ARTICLE IV

MEMBERSHIP

Section 1 - At least 90 percent of the members of the Association shall be past or present members of the battalion, and substantially all of the other members shall be spouses, widows or widowers of past or present members of the battalion.

Section 2 - The following persons shall be eligible for membership in the Association in the following classes of membership:

- a. Active- Any veteran of the 1/50th Infantry who served in Vietnam and has paid his membership donation into the Association treasury shall become an active member.

b. Associate - Any individual not eligible under section a, may be nominated by the Board. Associate Members are defined as a person(s) who served honorably in the United States Armed Service but not in a combat situation.

c. General - Any individual not eligible under sections a or b, but is a relative of such persons, or any person with a special interest in the battalion, may be nominated by the Board.

d. Honorary- Any widow or family member of a KIA from the battalion may be accepted by the Association Executive Board after showing interest in the Association. In addition, at the Board's discretion, an Honorary Life Membership may be awarded to a family member of those killed in the line of duty while with the battalion who has performed an outstanding service to the Association.

e. Life- Any veteran of the battalion whom has contributed a donation in an amount established from time to time by the Executive Board or the Association shall become a Life Member. Life Members shall hold Active membership in perpetuity.

Section 3 - Continued eligibility:

a. General - Any Association member shall have active membership status as long as that individual exhibits interest in Association, maintains membership and does not disgrace the Association by any disorderly act or behavior. The Board shall take appropriate measures to expel members for conduct detrimental to the purpose for which the Association is established. Individuals notified of such expulsion may appeal to the membership in writing, for review of the board's action.

b. Annual Membership - For membership, a suggested annual membership donation to the Association shall be \$25.00 or a one time \$150.00 donation in the case of the Life membership.* This donation is not refundable. Any increase in amount must be approved by a 2/3 vote of the General Membership. Membership donation shall be paid no later than 31 December of year prior to a year for which the donations are assessed. Dues shall be paid to the Treasurer.

c. Membership duration- A member who has not renewed his status for the current year shall no longer be considered a member in good standing, has no vote, nor be eligible for any office. He shall not be entitled to any privilege of membership until re-instated.

d. The fiscal year shall begin on the first day of January and terminate at midnight December 31 of that year.

ARTICLE V

EXECUTIVE BOARD

Section 1 - Association Officers

a. The Board shall be composed of: The President, Vice-President, Treasurer, Secretary, Legal Counsel, Historian and Chaplain.

b. To the maximum extent permitted by law, no Association officer shall be liable for the acts or failure to act on the part of any member, officer, or agent of this Association.

Section 2 - Terms of Association Officers

All members of the Executive Board shall serve for a period of two (2) years, or until another election is held, whichever is longer.

Section 3 - Succession of Association Officers

a. The order of succession of officers is as follows: President, Vice-President, Treasurer, Secretary, Legal Counsel, Historian and Chaplain, Temporary appointments until the next election for death, resignation, or removal, may be made by a special meeting of the Executive Board per Article VIII, section 3.

Section 4 - General Items

a. The Board shall meet prior to the reunion membership meeting and/or as required by the President or Vice-President. The Board may meet in person or by telephonic conference in its sole discretion.

b. The Board shall have direction of the affairs of the Association, and shall determine its policies within the limits of the by-laws. The initial Board shall adopt the initial bylaws, subject to ratification by the members at the next Association meeting or reunion. The Board shall manage the business of the Association. The Board shall be responsible for the financial integrity, performance, and review of all policies to accomplish the mission of the Association.

Section 5 - Duties of Executive Board

a. President: The President shall have the duty of presiding at the General Membership Meetings of the Association, to cause to be issued notices, to appoint committees, to execute agreements or other documents in the name of the Association and to perform other duties as pertain to the office which shall not contravene any provisions of the Association by-laws.

b. Vice- President: The Vice-President shall carry out the duties of the President during the absence of the President, and perform other duties as required by the President.

c. Secretary: The Secretary shall record minutes of meetings, issue notices, handle correspondence pertaining to Association, and maintain roster of membership, which shall contain names and addresses of members, commencement dates and amount of donations paid.

d. Treasurer: The Treasurer shall keep accurate records of receipts and expenditures of funds, maintain custody of funds, and be accountable for assets, ensure liabilities are paid and submit an annual report on the fiscal status of the Association. On the expiration of his term of office, he shall deliver all books, records, and documents to the Association President.

e. Historian: The Historian shall keep record of events, collect history of the Association and gather information on those killed in action while serving in Vietnam. He shall submit information to Secretary for Association records.

f. Chaplain: The Chaplain shall assist in all religious activities of the chapter, aid the membership in spiritual matters and participate in Association meetings. He is responsible for maintaining records of sick or disabled veterans for the purpose of any Fund, which shall be established.

g. Legal Counsel The Legal Counsel shall assist the Executive Board to assure that all Association matters are conducted according to all applicable Federal, State or Local Laws.

ARTICLE VI

ELECTIONS

Section 1 - Elections

a. The base year for holding elections shall be 1997. Elections will be held every two (2) years thereafter, or at every regularly scheduled General Membership Meeting.

b. Each Member shall be entitled to one (1) vote. Ballots during a General Membership Meeting shall be counted by three (3) Trustees, appointed by the President. Proxy votes submitted by Postal or Electronic Mail shall be allowed, providing they are received by the Secretary one week prior to the General Membership Meeting of the reunion

c. Those elected to the Board will assume their duties of office immediately after election.

Section 2 - Nominations

a. The Board will select a nominations committee consisting of three (3) members. The President shall be chairman and one of the three members. The committee will present a slate of officers to the membership. Officers shall be elected by a majority of Membership.

b. At the general membership meeting, further nomination may be made for any eligible member in good standing by any active member from the floor.

c. All candidates for Association officer must express a willingness to serve and perform the duties of office.

ARTICLE VII

FINANCIAL

Section 1 - Fund Raising, Donations, and Raffles

a. Fund raising activity may be undertaken by the Association for the purpose of obtaining funds for the Treasury, in order to maintain a viable association. Fund raising activity must be approved by Board prior to the activity.

b. Because of the possibility of having active duty military personnel as members, fund raising activities will comply with restrictions imposed by paragraph 5, AR 210-1.

Section 2 - Records, Account of Banking, Financial Deposit

- a. The Treasurer shall have the power to sign checks on behalf of the Association.
- b. The checkbook shall be in the possession of the Treasurer. Financial information can be verified by mail, E-Mail or telephone message to the Treasurer.

Section 3 - Use of Funds

- a. The Secretary may draw up to One Thousand (\$1000.00) Dollars annually for the purpose of mailing newsletters, buying stationary and secretarial expenses that arise during the official duties of his position.
- b. All other funds drawn on the Association account shall be approved by the Board. No amount more than One Thousand (\$1000.00) Dollars shall be exercised without the approval of the General Membership.
- c. All financial transactions will be paid in cash or check and are to be paid as they occur.

Section 4 - Membership

- a. Any member dropped for non-payment of annual donations may be re-instated upon tender of donations for the current year and the following year at one time.
- b. The Board may remove any officer or member for sufficient cause after given an opportunity of a hearing with 2/3 of the Board giving approval. Notice to that affect shall be given in writing. The individual may file an appeal to any Board's decision at the next schedule Association meeting.
- c. Association shall not carry on activities not permitted by an association exempt from Federal Income Tax under 501 (c) (19) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent Federal Tax laws.

ARTICLE VIII

CONDUCT OF MEETINGS

Section 1 - Meetings shall be held during the reunion for the reading of the Financial Report, determining place of next reunion, election of officers and transaction of Association business as may properly come before the Board.

Section 2 - Notice of meetings will be published in the newsletter and everyone who is on the membership roster shall be notified.

Section 3 - Special Meetings: Problems that arise that need to be approved by the Board shall be taken care of by mail or by phone, and at the discretion of the President.

Section 4 - Any member may make a motion, or bring up Chapter business at the General Membership Meeting.

Section 5- A majority of members present at the General Membership Meeting shall be considered a quorum at the meeting. Action by the Board may be taken without a meeting by unanimous consent of the Board. General Membership shall ratify that action of the Board.

Section 6- Order of business

The suggested order of business at each meeting of the Association or the Board shall be as follows:

- a. Invocation
- b. Call to Order - Pledge of Allegiance to the flag of the United States of America.
- c. Approval of the previous meeting's minutes
- d. Treasurer's Report
- e. Correspondence
- f. Old Business
- g. New Business
1. Elections of officers
- h. Open Business
- i. Benediction
- j. Adjournment

Section 7- Guest speakers and special programs may be inserted in the above order at the discretion of the President.

Section 8- The Flag of the United States of America shall be publicly displayed at all meetings. A table to honor POW's/MIA's shall also be set up in a place of honor.

Section 9 - Procedures not specified by these by-laws regarding the conduct of meetings shall be governed by the Robert's Rules of Order.

ARTICLE IX

COMMITTEES

Section 1 - Committees shall be appointed by the Board. They shall be formed and operate by mail, Electronic Mail, telephone, or in person.

Section 2 - The following standing committees should submit a report on their activity at General Membership Meeting

- a. Reunion
 1. Shall have the responsibility of the planning of all events and activities of the Reunion.
- b. By-laws
 1. Shall be formed to review the by-laws on an Annual basis, making recommendations of necessary changes.

c. Historical

1. Shall be responsible for tracing the history of the Battalion, its members, casualties, and updating the Memorial Book, as required.

d. Membership/ Nominations

1. Shall present a slate of nominees for election to the Board. It shall be sent to members of the Board Thirty (30) days prior to the General Membership Meeting.

ARTICLE X

CONSTRUCTIONS AND AMENDMENTS

Section 1 - This document may be amended, repealed, or suspended at any time by vote of 2/3 of members attending any publicized meeting of the Association. Amendments to the by-laws may be presented by any member in good standing and shall be voted on by the General Membership.

Section 2 - Once an amendment has been made of a proposed change to any section of the by-laws, any further modifications to the proposed or new proposal to same Article or Section will not necessitate any additional modification.

Section 3 - Proposed amendment to the by-laws. Adopted 12/31/98: "Should there be a tie vote on any or all matters affecting the Association, the President of the Association shall cast his vote to break the tie".

ARTICLE XI

DISSOLUTION OF CHAPTER

Section 1 - The Association will exist until dissolved by a 2/3 vote scheduled general membership meeting. The motion for dissolution must be announced in a previous newsletter.

Section 2 - In the event of dissolution of this Association, assets and liabilities shall be paid and distributed as provided in Article II, Section 6 above.

Adopted and Approved by the Executive Board on this 1st day of December 2001

* Annual Membership donation was increased to \$25.00 by a majority vote at the business meeting of the May, 2005, Reunion.

Secretary