

Articles, Constitution and By Laws
709th Military Police Battalion Association

ARTICLE I – NAME AND PURPOSE OF ASSOCIATION

The name of this organization shall be the 709th Military Police Battalion Association, hereinafter referred to as “the Association”. The Association shall consist of membership, without stock, and shall be operated as an unincorporated non-profit association. The purpose of the association shall be to perpetuate the spirit of the 709th Military Police Battalion, to promote the continuance of the fellowship which existed among the members over their years of service in the Battalion and to foster a fraternal spirit among the members of the Association. All income of the Association shall be devoted to the afore stated purpose. No income or dues paid may be utilized for the purposes of compensation, remuneration, honorarium reward or any other type payment except as stipulated in Article V.

The Association shall possess all powers provided for and shall be entitled to engage in any legitimate business pursuit not in contravention of local, state or federal law.

ARTICLE II – PRINCIPAL OFFICE

For the purpose of these By-Laws any reference to the "principal office" of the Association shall be deemed to refer to such location as may be determined by the Board of Directors and set forth in a resolution duly adopted. The association may have such other offices as the business of the corporation may require and the Board of Directors may determine.

ARTICLE III – MEMBERSHIP

Membership of the Association shall be granted to applicants who are qualified veterans of the 709th Military Police Battalion and any of its subordinate units or who served with a Military Police Unit attached or assigned to the 709th Military Police Battalion.

Members must have completed a written application for membership.

Membership of any member may be revoked by a vote of the Board of Directors.

ARTICLE IV – DUES

Association membership dues shall be established by vote of the Board of Directors.

ARTICLE V – OFFICERS AND TERMS OF OFFICE

Executive Committee:

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. Upon initial formation of the Association the President and Secretary shall serve a 1 year term, the Vice President and Treasurer shall serve a 2 year term, and the terms shall thereafter remain staggered with the President, Vice President, Secretary and

Treasurer serving two year terms and the Immediate Past President serving by virtue of his previous office.

Board of Directors:

The Board of Directors shall consist of the Executive Committee and 4 Board Members who shall serve two year terms.

Terms.

The terms of the offices of the Board of Directors and Executive Committee shall commence with the beginning of the fiscal year.

Elections.

The President and Vice President shall appoint by majority and minority respectively, a Nominating Committee consisting of three members which shall submit nominations for Officers and Directors to be elected at the Annual meeting.

Vacancies.

The Board of Directors shall fill by appointment any vacancy occurring in its membership, such appointment holding until the next annual meeting, when the members shall fill unexpired terms by election.

Removal.

Any director or member may be removed from the board due to unsatisfactory service or non-performance of duty by a two-thirds vote of the remaining members of the Board.

Compensation.

No officers or director shall receive any salary or payment for his services except that actual expenses for attendance at meetings of the Executive Committee or Board of Directors at any called meeting other than meetings held at general member reunions may be reimbursed at 50% of lodging and 50% of travel.

ARTICLE VI – DUTIES OF OFFICERS AND BOARD OF DIRECTORS

President. The President shall be a member of the Executive Committee and preside over all meetings of the Association and of the Board, sign as President with the Treasurer all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signatures except as in amounts approved by the Executive Committee which allow one signature, call special meetings of the Association and of the Board, and perform all acts and duties usually required of an executive and presiding officer.

Vice President. The Vice President shall be vested with all the powers of the President in his absence.

Treasurer. The treasurer shall be vested with all the powers of the President and the Vice President in their absence or disability, and shall perform other duties as shall be prescribed by the Board. The Treasurer shall be the custodian of the permanent funds and securities of the Association; shall keep or cause to be kept a full and complete record of all receipts and disbursements; shall provide an address for all monies to be received, shall deposit all moneys in the name and to the credit of the Association in such depositories as may be designated by the Executive Committee; shall sign as Treasurer with the President, all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signature; shall present a monthly report of receipts and disbursements to the Board of Directors and at each meeting of the Executive Committee, Board, and when instructed by the Executive Committee, for presentation to members in newsletters and for review by electronic means, and shall present a yearly financial summary at each annual meeting.

Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board; shall generally be in charge of all committee work, serve all notices required by law and by these By-laws; shall keep a complete record of all business of the Association and make a full report of all matters and business pertaining to his office to the members at the annual meeting; shall make all reports required by law and perform such other duties as may be required of him by the Association or by the Board.

ARTICLE VII. – MEETINGS AND VOTE

Annual Meeting. The Board of Directors shall hold an annual meeting for the election of directors and the transaction of business that may properly come before the Association. The directors will determine place and time of the annual meeting. Members may participate by electronic means provided no less than 3 members of the Executive Committee are in attendance in person.

Special Meetings. Special meetings may be called at any time by a 2/3 vote of the Association Board at such time and place as the Association Board directs.

Meeting Notice. Notice of any meeting shall be sent to all Board Members at their last known address at least fifteen days prior to the date of the meeting.

Quorum. A quorum shall consist of members present at annual meetings and votes shall be determined by a majority of members present and voting.

Voting. Each Board Member is entitled to one vote, with voting governed by parliamentary procedure according to Robert's Rules of Order. Members may vote by electronic means or by mail ballot sent to the Secretary, on assessments, and on any other issues when authorized by the Board of Directors.

ARTICLE VIII – MANAGEMENT OF BUSINESS

The Association Executive Committee shall have general supervision and control of the business and affairs of the Association.

The Board of Directors shall make all necessary rules and regulations not inconsistent with law or the by-laws of this Association for the Association. It shall be their duty to require proper records to be kept of all business transactions.

Bonds. A blanket insurance policy shall protect the Association in the event of misappropriation of funds, embezzlement or fraud. The Association shall pay the cost of said bond.

Insurance. A blanket liability and Officers and Directors Policy shall protect the Association and its Officers and Directors. The Association shall pay the cost of said policy.

Annual Audits. At least once in each fiscal year the Association Board shall have an audit made of the books of the Treasurer and the report of this auditor or auditing committee shall be submitted to the members of the Association at their annual meeting.

Contracts. Except as otherwise provided in these By-laws, the Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific business. No debts shall be contracted against the Association except by order of the Executive Committee or persons specifically authorized by the Board.

Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be jointly signed in the name of the Association by the President and Treasurer, or one of the 5 Executive Committee officers of the Association, except as in amounts approved by the Executive Committee which allow one signature.

All accounts must contain the signatory the President, Vice President and Treasurer.

All funds of the Association shall be deposited within 90 days to the credit of the Association in such national bank or banks as the Executive Committee may select.

No funds may be used to pay or reimburse any member for any actions, travel or expenses not heretofore allowed, unless related to a specific task or project which is directed by the Executive Committee. Payment of expenses for general attendance at social meetings and events is prohibited.

Fiscal Year. The fiscal year of the Association shall be January 1 to December 31 or as determined by a majority vote of the Executive Committee.

Accounting System and Reports. The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system including reports.

Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

IX- COMMITTEES:

The Executive Committee may form and may dissolve committees from time to time, either standing, or ad-hoc, and the President may appoint the Chairman and members of the committees.

ARTICLE X – BY-LAWS

The Board shall have the power to make such by-laws as may seem expedient, but such by-laws shall be subject to repeal or amendment by any meeting of this Association

ARTICLE XI – AMENDMENTS

These By-laws may be amended at any regular or special meeting by a two-thirds (2/3) members of the Board present and voting in person, electronically or by mail, provided that no amendment shall be adopted unless a copy of such proposed amendment shall have been included in or enclosed with the notice of such meeting.

ARTICLE XII – DISSOLUTION

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be transferred as a gift to another Association or corporation having purposes similar to this Association, or shall be distributed for charitable purposes related to the purposes stated herein, as determined by the Board prior to dissolution.

ARTICLE XIII – INDEMNIFICATION

This Association shall, to the full extent permitted by law, indemnify any director or officer of this Association against expenses including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer of this Association, except in matters in which it is finally adjudged in such action, suit or proceeding that he is liable for negligence or willful misconduct in the performance of his corporate duties.

The above Articles, Constitution and By-Laws were properly adopted as constituted by the legal officers on January 16th, 2016.

David W. Lowery
Secretary