

**Amended and Restated
Constitution and By-Laws
of the
22nd Infantry Regiment Society, Inc.**

Originally adopted at Reunion Meeting on April 26, 1996.

Amended at Reunion on October 17, 1997.

Amended at Reunion on May 14, 1999.

Amended at Reunion on May 4, 2002.

Amended at Reunion on May 27, 2005.

Amended at Reunion on May 3, 2014.

Amended at Reunion on September 12, 2015.

Amended at Reunion on May 6, 2017.

and

Amended and restated at Reunion in Columbus, GA on May 20, 2023.

Preamble

Two Regiments have held the designation 22d Infantry Regiment since 1812. The original 22nd Infantry Regiment was formed on January 29, 1812 by a mandate from Congress in response to the open state of war that had begun between the United States and Great Britain, and officially constituted on June 26, 1812. General Winfield Scott was responsible for outfitting these new troops, but due to a shortage of blue cloth, he was forced to substitute a rough gray material for his riflemen.

On July 5, 1814, the Regiment entered into a battle with a superior British force near the town of Chippewa, Canada. The British General, Sir Jonathan Rialls, saw the gray-clad Regiment in the center and right of the American battle line. Rialls is said to have remarked, "Today should be an easy day. Those men (the 22nd) are nothing but Buffalo militia." Rialls' tune soon changed as the gray line began to advance in a disciplined manner. The Regiment started its final charge only fifty meters from the British line. As the British broke and left the field of battle, Rialls' adjutant asked the general if he was sure the gray-clad soldiers

were militia. General Rialls replied, “Those are Regulars by God!” General Rialls’ statement of praise has become the unofficial motto of the 22nd Infantry Regiment.

In honor of the first regular formation to defeat a superior British force, the United States Military Academy at West Point adopted a gray uniform based on the design worn by the 22nd Infantry Regiment. This design is still the official dress uniform of the West Point cadets.

The 22nd Regiment was consolidated with the 6th, 16th, 23rd and 32nd Infantry to form the 2nd Infantry Regiment. There was no 22nd Infantry Regiment between 1815 and 1866. Since the original 22nd consolidated to form the 2nd Infantry, its lineage is not carried by the current 22nd Infantry.

The Regiment’s current lineage dates from September 21, 1866 when the 22nd Infantry Regiment was formed from elements of the 13th Infantry Regiment. The Regiment fought in five campaigns of the Indian Wars on the western frontier, was the first to land on Cuban soil in the Spanish-American War, distinguished themselves remarkably well in the Philippines where they overcame the elements and the Moros in the Philippine insurrection. During World War I, the Regiment was entrusted with guarding the important buildings of our nation’s capital in Washington, D.C.

In World War II, the 22nd Infantry Regiment distinguished itself time and time again from June 6, 1944, when it landed on Utah Beach, through the end of the War on May 8, 1945. It was the only Regiment in the European/African theater to earn two Presidential Unit Citations. Highlights of the rugged World War II fighting of the Regiment, after leaving Utah Beach, included being the spearhead of the St. Lo breakthrough in late July 1944, being among the first Allies to enter Paris in August 1944, being the first Allies to set foot on German soil in September 1944, and to fight continuously for sixteen days in the hell that was the Hürtgen Forest.

During the height of the Cold War in Europe, from 1950 to 1956, the 22nd Infantry Regiment was the unit sitting on the Fulda Gap, the historic invasion route through Germany.

In Vietnam, the Regiment continued to distinguish itself with a Presidential Unit Citation during the time period 1966 through 1972 and fought in 13 campaigns. The 1st Battalion deployed to Vietnam as part of the 4th Infantry Division, operating in the Central Highlands. The 2nd Battalion operated as mechanized infantry, and the 3rd Battalion operated as straight leg infantry, initially assigned to the 4th ID and then with 3rd Brigade, 25th Infantry Division in III Corps from 1967 through 1970 before being reassigned back to the 4th upon return to the United States and Fort Carson, CO.

The Regiment answered our country's call again to fight in Somalia and Haiti in the 1990's and the 1st Battalion of the Regiment served as the lead battalion of Force XXI, the test bed of the Army from 1996 to 2002, testing new tactics, new equipment, and new ways to stand tall in defense of Democracy in the next century.

Operation Iraqi Freedom saw the 1st Battalion securing Tikrit and playing an instrumental role in the capture of Saddam Hussein in 2003, with repeat deployments to Iraq between 2005 and 2009 as part of the 4th Infantry Division and were deployed to Afghanistan in 2010-2011. The 2nd Battalion completed multiple deployments to Afghanistan, Iraq, and Kuwait between 2005 and 2022 as part of the 10th Mountain Division's 1st Brigade Combat Team, based in Fort Drum, N.Y.

With this long heritage of service to America, it is fitting and proper that we veterans who have served under the colors of the 22nd Infantry Regiment band together in a Society to preserve the honor and tradition of this great American Infantry Regiment.

CONSTITUTION OF THE 22ND INFANTRY REGIMENT SOCIETY, INC.

As Amended and Restated at Reunion Meeting on May 20, 2023

Article I – Name, Incorporation, Address, Registered Agent, Members, Founding Incorporators, and Motto

1.1 Name

The name of the organization shall be “22nd Infantry Regiment Society, Inc.” (the “Society”).

1.2 Incorporation

The 22nd Infantry Regiment Society, Inc. adopted articles of incorporation on March 7, 1997 and received a Certificate of Incorporation pursuant to the Georgia Nonprofit Corporation Code printed March 26, 1997 and effective March 12, 1997.

1.3. Address and original registered agent

The street address of the initial registered office of the corporation is 1588 Asheforde Drive, Marietta, Cobb County, GA 30068, and the initial registered agent of the corporation at such address is Robert O. Babcock.

1.4 Founding incorporators

The name, address and title of each founding incorporator is:

Robert O. Babcock, 1588 Asheford Drive, Marietta, GA 30068 – (Current address in 2023: 229 Hidden Spring Way, Athens, GA 30605)	President
John F. Ruggles, 2540 E. Mitchell Drive, Phoenix, AZ 85016 – (Deceased – 15 January 1999)	First Vice President
Tom Reid, 2967 Blackberry Lane, Marietta, GA 30068 – (Deceased – 13 February 2003)	Treasurer
Awbrey G. Norris, 965 Troon Trace, Winter Springs, FL 32708 – (Deceased – 25 June 2008)	Secretary/Registrar

1.5. Members

The 22nd Infantry Regiment Society, Inc. will have members.

1.6. Website and postal mail address

1.6.1 The website of the Society as of May 23, 2023 is:

<https://22ndinfantry.org/>

1.6.2 The postal mail office of the Society as of May 23, 2023 is:

22nd Infantry Regiment Society
PO Box 3258
Independence MO 64055-8258

1.7. Motto

Our official motto is “Deeds Not Words!”
Our unofficial motto is “Regulars, By God!”

Article II – Purpose and Objectives

- 2.1** To preserve and foster the spirit of fellowship among past, present, and future members of the 22nd Infantry Regiment of the United States Army and provide an organization through which they may unite in bonds of comradeship.
- 2.2.** To commemorate and pay honor to the memory of the soldiers who gave their lives in the service of their country while serving with the 22nd Infantry Regiment.
- 2.3.** To preserve and publicize the history and traditions of the 22nd Infantry Regiment and to ensure that past, present and future members of the Regiment, their descendants and the American public can be made aware of the great accomplishments and sacrifices of the 22nd Infantry Regiment.
- 2.4** To recognize the diversity of age, ethnic background, divisional allegiance, eras served, and other factors that must be blended for our Society to thrive in the future.
- 2.5** To acquire and preserve records of the service of the members of the 22nd Infantry Regiment, as well as documents and relics, and insure they are maintained in the most appropriate place – active duty units, military museum, or Society archives.
- 2.6** To ensure the Society participates in present day 22nd Infantry Regiment events to ensure continuity for the future and that current troops learn, first hand from those who made it, the strong heritage and history that exists in this proud Regiment.
- 2.7** To foster true patriotism, to maintain and extend the institutions of American freedom, and at all times uphold and defend the Constitution of the United States.
- 2.8** To promote and perpetuate those Army and unit traditions that contribute to esprit de corps and superior performance of duty.

2.9 To publish a newsletter on a regular basis to keep membership informed of the activities of the Society supporting the above listed objectives.

2.10 To hold a national reunion no less frequently than every two years at a time and in a place where the maximum number of members can participate.

Article III – Membership

3.1 Membership of the 22nd Infantry Regiment Society shall consist of four (4) categories: **LIFE, E-LIFE, REGULAR, ASSOCIATE ACTIVE DUTY/VETERAN, ASSOCIATE, HONORARY.** Eligibility for these memberships shall be interpreted by the Executive Committee. No individual who has been dishonorably discharged from the military service shall be eligible for any membership in this Society, except with the express approval of the Executive Committee after review of the circumstances of the individual's service and discharge.

3.2 Categories of Membership are:

A.1 Life Members – Any individual who qualifies for membership in the Society as a Regular or Associate member may become a life member by paying the required fee as stated in the Life Membership general guidelines described in article IV, Section 4.1.3 of this document OR who has, through their contribution to the Society, been appointed to Life Membership by the Board of Directors. Privileges of Life Members are the same as the category of membership they qualified for – Regular or Associate. Members who paid Life Membership fees prior to 1996 are recognized as life members with all the rights and privileges of a life member.

A.2 E-Life Members – Any individual on active duty from any 22nd Infantry Battalion who is chosen to be awarded Soldier of Year (SOY) or Non-Commissioned Officer (NCO) of the Year, shall be granted an E-Life Membership, with all rights and benefits.

B. Regular Members – Any individual who has served, or is currently serving, as an active member of the 22nd Infantry Regiment of the U.S. Army shall be eligible for regular membership in the Society and shall be entitled to all privileges of membership including voting and holding office.

C. Associate Active Duty/Veteran Members – Any individual who is currently serving in or has served in support of the 22nd Infantry Regiment shall be entitled to all privileges of membership including voting and holding office.

D. Associate Members – Any individual who supports the purpose and objectives of the Society as stated in Article II and/or any family member of a present or deceased member of the Society shall be eligible for Associate Membership. Associate members shall be

entitled to receive a membership card designating their associate Membership in the Society, a copy of the Newsletter when published, and invitation to reunions whenever they occur. Associate Members do not vote, nor do they hold any Society office. Associate Members are not entitled to any other benefits, nor can they participate in any programs of the Society without the explicit approval of the Executive Committee.

E. Honorary Members – Any individual, for reasons of service to the Society or of potential benefit to the Society, may be appointed to Honorary membership by the President with the advice and consent of a majority of the members of the Executive Committee. An honorary member will not be required to pay any dues to the Society and shall be entitled to all privileges of membership except those of voting and holding office. Honorary memberships are valid until revoked by the President with the consent of a majority of the members of the Executive Committee.

Article IV – Dues and financial accounts

4.1 Dues by membership category

Dues payable by members of the Society shall be as follows, unless reduced or suspended in accordance with section 4.5, below:

4.1.1 *Regular and Associate member* dues are payable on or before January 1 of each year. Any dues received after September 1 in a year shall be deemed dues for the following year. Dues are \$10 per year for each Regular and each Associate member. Members can assist further by paying the “Double Deucer” rate of \$22. Regardless of whether a member pays the \$10 or \$22 rate, the membership privileges and benefits are identical. The “Double Deucer” rate allows the Society to keep doing more to meet the objectives of the Society and allows the Society the possibility of continuing to mail newsletters to those who, for whatever reason, can’t or don’t pay their dues. Those who pay the “Double Deucer” rate will be designated on the Society’s internal membership roster with a “D” suffix to indicate they have paid \$22 or more, no special designation shall be otherwise indicated.

4.1.2 *Honorary members* are not required to pay dues.

4.1.3 *Life Membership*: All Regular and Associate members may apply for Life Membership regardless of age or membership category. Life Memberships replace annual dues and are non-refundable and non-transferable. Details are as follows:

Fee Schedule

20 – 29 Years of Age	\$310.00
30 – 39 Years of Age	270.00
40 – 49 Years of Age	230.00
50 – 59 Years of Age	190.00
60 – 69 Years of Age	140.00
70 – 79 Years of Age	100.00
80 – 89 Years of Age	60.00
90+	30.00

4.2 Financial accounting for Life Membership dues payments

4.2.1 Fees received for Life Memberships will be kept in a separate “Escrow Account” that will be invested in an interest bearing account (i.e., savings, CD’s, T-bills) insured by a federal agency.

4.2.2 Life Membership Fees will be invested per the mutual recommendation of the Society’s Executive Committee.

4.2.3 Interest will be earned and kept in the “Escrow Account.”

4.2.4 Life membership fees can be paid in as many as four installments. If the installment method is selected, one quarter of the fee is to be paid with the application for life membership with one quarter being paid no later than the first day of the following three months. Or, the life membership fees can be paid in two equal installments. Life membership cards will not be issued until the life membership dues are paid in full.

4.2.5 When a member applies for life membership, the fee is determined by their current age bracket regardless of whether or not they have paid the current year’s regular or associate membership fee. The honor system will be used for proof of age. No documented proof of age will be required except in situations determined by the Executive Committee to be suspect.

4.2.6 In January of each year, the Treasurer shall withdraw an amount equal to the established annual membership dues for each paid Life Member, who has become a paid Life Member after April 26, 1996, (currently \$10 per member per year) and deposit it in the working funds account of the Society. For those members who attained Life Member status prior to April 26, 1996, no additional fees will be due to the Society except as encouraged in Section 4.2.10 of this Article.

4.2.7 If a Life Member should die, all fees remaining in the escrow account shall be retained in the escrow account. No further rebates will be transferred to the working funds account for that deceased member. When a Life Member dies, regardless of age, no family or other individual can assume that Life Membership without paying the fees in accordance with the rules outlined above.

4.2.8 Excess funds accumulated in the escrow account because of increased investment rates, premature deaths, donations, or other sources of income can be moved to the working funds account per the direction of the Executive Committee.

4.2.9 Once a member has achieved the status of Life Member, a specially designed “Life Membership Card” will be issued.

4.2.10 Life members are encouraged, but not required, to donate “Double Deucer” or other donation amounts each year to help defray costs of the Society.

4.3 Dues for Active Duty Soldiers

Active duty soldiers of pay grade E-5 or below shall have all rights and privileges of Regular members but will only pay dues of \$4 per year. Dues go to normal rates when a soldier leaves active duty or attains the pay grade of E-6 or above.

4.4 Dues are nonrefundable

All payments for dues, whether annual or for Life Membership, are final and not refundable for any purpose whatsoever,

4.5 Reduction or suspension of dues

Annual dues may be suspended or reduced for periods of one year, or until the next regular reunion of the Society, by the President with the approval of the Executive Committee. Dues may not be increased above the levels set in section 4.1 without an affirmative vote of a majority of the members present at a duly called meeting of the Society.

Article V – Officers and Executive Committee

5.1 Officers

The Officers of the 22nd Infantry Regiment Society shall be:

- A. **Honorary** – An Honorary Regimental Colonel and an Honorary Regimental Sergeant Major as authorized and designated by the Department of the Army.
- B. **Elected** – A President, First Vice President, up to five Vice Presidents, Secretary, and Treasurer shall be elected at each reunion by a majority vote of those members present and voting. Among the candidates nominated to serve as Vice Presidents will be representatives of different recent eras in the Regiment's history, as described in section 5.4 (C), below.
- C. **Appointed** – The President, with concurrence of the Executive Committee, will appoint officers/chairmen as required to fulfill the requirements of the Society. These officers may include but are not limited to: Vice President – Web Administrator, Membership Secretary/Registrar, Newsletter Editor, Reunion Chairman, Historian/Archivist, Chaplain, Membership Chairman, Assistant Secretary/Treasurer, Sergeant-At-Arms, Director of Communications and assistants as required to assist these and other officers.

5.2 Terms of Office for Honorary, Elected and Appointed Officers

Terms of Office for Officers of the Society shall be:

- A. **Honorary** – For three years with extensions as allowed by Department of the Army regulations or until he resigns or is removed for cause by majority vote of the Board of Directors or by the Department of the Army.
- B. **Elected** – Elected officers shall assume their duties on the day they are sworn in at the national reunion and serve until the next election. In the event a reunion is not held, due to lack of registered attendees to justify a reunion as decided by the Executive Committee, then an election will be held by mail no later than two years after the last election.
- C. **Appointed** – Appointed officers shall serve at the pleasure of the President until they resign or until they are replaced by another person appointed by the President.

5.. Executive Committee

5.3.1 Membership of the Executive Committee

The Executive Committee shall consist of:

- A. President, First Vice President, Secretary, Treasurer and Quartermaster
- B. Past Presidents of the Society who have volunteered to continue to serve.
- C. Honorary Colonel and Honorary Sergeant Major of the Regiment.

5.3.2 Meetings of the Executive Committee

The Executive Committee shall meet at times and frequencies deemed necessary by the President or any Executive Committee member to conduct the business of the Society which requires Executive Committee decisions and/or approval. Meetings can be via telephone, online conferencing, or exchange of signed written consent forms if face-to-face meetings are not feasible. Meetings of the Executive Committee and the decisions they make shall be documented by the Secretary or another Executive Committee member in the absence of the Secretary.

5.3.3 Executive Committee: Quorum for Meetings

A quorum of the Executive Committee shall consist of a number which represents either (a) 50% of the total Executive Committee membership, or (b) no fewer than three of the President, First Vice President, Secretary, Treasurer, Quartermaster and Past Presidents. Decisions made by the quorum shall be binding. The President and other Executive Committee members will make every good effort to solicit, either by phone, postal or electronic mail or other means, the input and vote of all members of the Executive Committee on all Executive Committee decisions. If the urgent nature of the decision or unavailability of Committee members does not allow time to get in touch with all members, then the quorum rule shall apply.

5.4 Duties of Officers and Executive Committee

- A. **President** – shall be responsible for presiding over meetings of the membership, the Board of Directors and the Executive Committee during his term of office and ensuring the day to day operations of the Society are in keeping with the purpose and objectives of the Society as defined in this Constitution.

- B. **First Vice President** – shall be responsible to work with the President to ensure the purpose and objectives of the Society are met. The First Vice President shall assume the duties of the President in the event of the President’s absence or incapacitation.
- C. **Vice Presidents** – shall be responsible to represent the interests of the membership of the Society in general and the specific interests of the era they represent in particular. To the extent practicable, the President shall use his reasonable best efforts to recruit from the membership at least one candidate for elective office to represent each of the following eras:

World War II (1940-45)
Cold War era (1946-1965 and 1973-2000)
Vietnam (1965-1973)
Global War on Terror (2001 – present)

Additional vice presidents may be elected as representatives of such other periods of service by the 22nd Infantry as may be recommended by the Executive Committee and approved by vote of the membership at a reunion meeting.

The Vice Presidents shall assume the duties and responsibilities as assigned them by the President and/or Executive Committee.

- D. **Secretary** – shall receive all correspondence addressed to the Society (this can be delegated to another officer with closer proximity to the post office box of Society), insure it gets to the appropriate officer of the Society, conduct all official correspondence, keep minutes of meetings of the membership, the Executive Committee, and the Board of Directors, and perform other duties as may be required of his office by the President and/or the Executive Committee.
- E. **Treasurer** – shall collect all dues and other monies, issue all membership cards, ensure all monies are deposited in an insured financial institution, insure proper receipts are maintained for all monies spent, present a complete financial statement at each national reunion, and perform other duties as may be required of his office by the President and/or the Executive Committee. He shall keep all records and books of accounts open for inspection at all times to any member of the Society.
- F. **Membership Secretary** – shall maintain a complete and up-to-date record of all members, their current mailing address, unit they served with and dates while in the 22nd Infantry, their dues and membership status, and prepare and distribute to the Board of Directors a current roster of the membership each six months. He shall also perform other duties as assigned by the President and/or the Executive Committee. He shall maintain the membership records on a computer file with documentation and backup that would allow another person to assume the responsibilities of the Membership Secretary at any time.

- G. **Quartermaster** – shall manage the Society's inventory of items related to the 22nd Infantry Regiment such as insignia, memorabilia, clothing and publications; fulfill orders for such items; maintain accurate records of such transactions; deposit proceeds of donations as directed by the Treasurer; restock the inventory as needed, with prior approval from the Executive Committee for necessary expenditures; serve as a member of the Executive Committee, and perform such other duties as may be assigned by the President.
- H. **Other Appointed Officers/Chairmen** – shall perform duties as outlined and documented by the President when he assigns them to their position.
- I. **Executive Committee** – shall act to insure compliance with the provisions of this Constitution and shall be the governing body on all matters of policy and questions of importance arising between annual meetings.

Article VI – Board of Directors

6.1 Membership of the Board of Directors

The Board of Directors shall consist of:

- A. The elected officers (President, First Vice President, the serving Vice Presidents, Secretary and Treasurer)
- B. The Honorary Colonel and Honorary Sergeant Major of the Regiment
- C. Past Presidents of the Society
- D. And up to six Board members nominated by active members or the current Board of Directors and voted on by the members at the national reunion representing a cross section of the active, paid member of the Society. The Board will use its best efforts to recruit and nominate for election at least one member of the Board from the Active Army Regiment.

6.2 Duties of the Board of Directors

The Board of Directors shall meet on an appointed day of each national reunion to vote on 1. whatever items are properly brought to their attention. The Board of Directors shall also act in a timely manner on any items brought to their attention by a member of the Executive Committee. Votes of the Board of Directors can be delivered in person, by postal or

electronic mail, or by written proxy given to a specific member of the Board to vote in their behalf.

The President shall preside over meetings of the Board of Directors. The Board of Directors shall appoint qualified individuals to annually review the financial condition and records of the Society during the month of January and report their findings in writing to the Board of Directors no later than March 1 of each year. The Board of Directors shall nominate a slate of officers and Board members to present to the members at the first meeting of each national reunion. It shall also be the responsibility of the Board of Directors to ensure full cooperation with other 22nd Infantry Regiment Associations that may exist and who have similar purposes and objectives as our Society.

6.3 Meetings and Notice

6.3.1 The Board shall meet at the call of the President, or upon the demand of any three members. Notice of at least 30 days should be given for regularly scheduled meetings; in the event of a matter requiring urgent attention, those calling the meeting shall use reasonable efforts to provide at least 48 hours' notice whenever practicable. A majority of the Board members in attendance shall constitute a quorum.

6.3.2 Meetings of the Board of Directors and committees: remote attendance

In accordance with the provisions of GA Code § 14-3-820 (2018), any or all directors or members of any committee of the Society may participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

6.4 Prohibited activities

The Board shall not engage in any political or legislative (lobbying) activities on behalf of the Society in violation of the Internal Revenue Code 501(c)(19) exemption requirements, nor shall the Board authorize any member to invoke the name of the Society in connection with such activities.

Article VII – Discussions and Activities

7.1 Inappropriate topics for Society meetings

Consistent with the principles and objectives of this Society set forth in Article II, political discussions are considered inappropriate and are hereby prohibited at any of the business meetings. Other topics, as determined by vote of a majority of the members present, may be deemed not proper topics for general meetings or board meetings.

7.2 Recognition of unit and individual accomplishments

Any activities recognizing the accomplishments of the 22nd Infantry Regiment are to be presented so as to bring credit on entire units, not on individuals, except for those who have been awarded the Congressional Medal of Honor while serving with the 22nd Infantry Regiment. If an exceptional activity by members of the Society, either while a member of the active Army, or subsequent to that time merits individual recognition, it will only be done after prior approval of the Executive Committee. This does not preclude publishing stories of individual acts of heroism or exceptional accomplishments/effort in the newsletter of the Society. The purpose of this section relates to public awards and permanent forms of recognition such as memorials, monuments, etc.

7.3 Prohibited uses of membership list

The membership list of this Society will only be used for the benefits of the members of the Society. No member of the Society shall make the membership list available to anyone for purposes of solicitation, mass mailings, etc. Similarly, no paid advertisements will be accepted to include items for sale through the newsletter.

Article VIII – Suspensions, Expulsions, and Removal from Office

8.1 Suspensions

Any member in default of dues for a period of sixty (60) days from the first of January may be removed from the active mailing list. No member, however, whose name appears on the roster of the Society, whether his membership dues are current or not current, shall be stricken from the roster.

8.2 Expulsions

Any officer or member, upon a three-fourths (3/4) vote for impeachment by the Executive Committee, may be impeached from this Society upon charges involving conduct unbecoming a gentleman and inconsistent with men of honor. Any such member may be

expelled from the Society by a three-fourths (3/4) vote of the members at any regular meeting.

8.3 Removal from Office

An officer may be removed from office for failure to perform his prescribed duties, conduct unbecoming an officer, conviction of a felony, dishonorable separation from military service, dishonesty, or other conduct prejudicial to the reputation of this Society. In all cases involving charges for suspension, impeachment, or removal from office, the accused shall be heard in his own defense and shall have the opportunity to vindicate or clear himself by his own testimony and that of others. All charges of misconduct or malfeasance by an officer or member shall be submitted to the Executive Committee which shall act thereon.

Article IX – Amendments or Revisions

9.1 Required vote to amend Constitution and Bylaws

This Constitution may be amended by a two-thirds (2/3) vote of all active members present and voting at any regular or special meeting of the Society which has been called by the President and/or the Board of Directors.

9.2 Submission of proposed amendments to President or Board

All proposed amendments and/or resolutions must be sent, in writing, to the President or Board of Directors at least sixty (60) days prior to being voted on at a regular or special meeting as described in section 9.1 of this Article.

9.3 Distribution of proposed amendments by President to Members

The President shall be responsible to provide notice of any vote on proposed amendment to the Constitution or By-Laws of the Society. For notice to be effective, the time and place of the meeting accompanied by the text of the proposed amendments shall be transmitted by postal mail or electronic distribution, in either case to each member's last known residence or email address on file with the Society, not less than thirty (30) days before the date of the meeting.

Article X – Establishment of a 22nd Infantry Regiment Society Web Page on the Internet

10.1 Creation and purpose of 22nd Infantry Regiment Society Web Page

The Society has established the 22nd Infantry Society web site for the purposes of:

- A. Having a common site (<https://22ndinfantry.org>) for all current and prospective members to learn the latest information about our Society.

- B. Maintaining a guest book for communications among members and prospective members.
- C. Maintaining key historical events about our Regiment's service to America.
- D. Whatever other objectives may be deemed appropriate by the Web Committee, subject to approval by the Executive Committee..

10.2 Appointment and duties of "Vice President – Web Administrator"

The web page will be maintained by the "Vice President – Web Administrator" who will be appointed by the President after conferring with the Web Committee on the appointment. The Web Committee will consist of the elective officers – the President, Vice Presidents, Secretary, Treasurer and the appointed Director of Communications and Vice President-Web Administrator. The Vice President – Web Administrator will preside over the Committee and call meetings as deemed appropriate by him or another Committee member. All meetings will be conducted remotely whenever possible, in accordance with Article VI, section 6.3.2.

10.3 Appropriation of funds to support web site

The Board of Directors will appropriate such funds as it deems appropriate from time to time to pay for maintaining the web site to include URL fees, storage, and ISP fees, and such equipment and software requested by the Web Committee that the Board may approve.

10.4 Promotion of website

Use of our website will be promoted in each Newsletter, by establishing links with other web pages, and by whatever means is deemed appropriate by the Web Committee and the Newsletter Editor.

10.5 Members encouraged to utilize web site

All members of our Society are encouraged to become web enabled and to visit our web site on a regular basis.

10.6 Removal of inappropriate material from web site

The Vice President – Web Administrator is responsible for maintaining the Society's web page, guest book, forum, other parts of the web page, and other Society electronic communications in a manner consistent with the objectives and standards of the Society set forth in Articles II and VII. In the event that the Web Administrator identifies content which appears inappropriate to the purpose or reputation of the Society, he shall (1) promptly advise the Web Committee and (2) request a decision regarding the removal of the material. In the case of particularly offensive material, the Web Administrator may remove the material pending a formal decision by the Web Committee. Should the Web Committee be unable to reach a unanimous conclusion on removal or retention of the material, the President shall make the final decision.

Article XI – Liquidations upon Dissolution

In the event of dissolution of the 22nd Infantry Regiment Society, Inc., all assets will be first used to pay any outstanding liabilities of the Society. The second and final order of distribution of assets will be to either (a) another veteran organization qualified under Internal Revenue Code 501(c)(19) who support the purposes and objectives of the 22nd Infantry Regiment Society, or (b) a charitable organization qualified under Internal Revenue Code 501(c)(3) which is primarily focused on the support and welfare of veterans or their families.

As amended and approved by vote of the members on May 20, 2023

Mark S. Woempner, President

By-Laws of the 22nd Infantry Regiment Society

As Amended and Restated at Reunion Meeting on May 20, 2023

By-Law I – Order of Business

1.1 All meetings of the 22nd Infantry Regiment Society shall be conducted substantially in the following order, subject to reasonable adjustment as approved by the President and Secretary:

1. The Presiding Officer shall call the meeting to order.
2. Invocation.
3. Pledge of Allegiance to the Flag.
4. The Secretary shall call the roll of officers, all Committee chairmen, and obtain the names of all the members present.
5. Minutes of the last meeting, and of any Executive Committee meetings at which significant actions were taken, shall be reviewed and approved.
6. Presentation of financial report made and acted upon.
7. Reports of officers and committee chairmen.
8. Unfinished business.
9. New business.
10. Nomination and election of officers.
11. Benediction.
12. Adjournment.

1.2. The order of business may be suspended by a two-thirds (2/3) majority vote of the members present, taken without debate.

By-Law II – Tax Exempt Status

Section 2.1 It is the duty of the Executive Committee to ensure that a sufficient number of our Regular Members are eligible veterans as defined by the Internal Revenue Code and applicable regulations to ensure that the organization maintains its tax exempt status under IRC 501(c)(19). As an IRC 501(c)(19) organization, amounts paid to the organization for the explicit use of the organization in accomplishing its Purpose and Objectives may be deductible by the donor as a charitable contribution under applicable law.

2.2 In the event of a determination that the Society may cease to qualify as an IRC 501(c)(19) organization, the Executive Committee is authorized to consult appropriate tax and legal professionals to investigate whether the Society's charitable and educational activities would qualify it for tax-exempt status under a different provision of IRC 501(c), or other applicable law.

By-Law III – Fiscal Year

The fiscal year of the 22nd Infantry Regiment Society shall begin on January 1 of each year. Dues for the new year shall be payable beginning on September 1 of the previous year and will be past due on January 1.

By-Law IV – Expenditures

The elected and appointed officers shall be reimbursed for expenses incurred for Society business when properly documented proof is provided to the Treasurer. Proof required is original receipt showing what was purchased, date, and amount along with an explanation of purpose of the purchase. Checks may be written by either the Treasurer, the President or a duly appointed Assistant Treasurer. The Treasurer shall provide a register of all checks written indicating date, amount, party paid to, and purpose of expenditure to the Executive Committee at the beginning of each quarter, or monthly if requested by the Committee. Checks or electronic transfers written for more than \$200 shall require the prior approval, in writing, of one other Executive Committee member in addition to the person writing the check.

By-Law V – Newsletter

The 22nd Infantry Regiment Society shall publish a newsletter, the official publication of the Society, a minimum of three times a year as funds may permit. The Society shall distribute a copy to each member or household in good standing. Distribution of the newsletter may be by postal mail or electronic means.

By-Law VI – Suspension of dues for personal hardship

When a person who is qualified to be a member of the Society may have difficulty paying his/her dues because of personal hardship, the President has the authority to waive the dues for that person, either for the year or permanently, based on information provided by either the affected member or another person with relevant knowledge of the situation.

By-Law VII – Eligibility to Hold Office and to Vote

7.1 Any Regular member of this Society shall be eligible to an elective office, or his name considered for same, provided that such member has paid all current dues to the Society prior to or at the national reunion.

7.2 No Regular member shall be eligible to vote unless all current dues have been paid by him to the Society either prior to or at the time of voting.

By-Law VIII – Property of Society

All flags, plaques, certificates, memorabilia or property items of whatever nature donated to the Society, acquired in the name of the Society from any source, or any items that were acquired with funds of the Society, are the sole property of the Society. No member or other person may acquire or retain custody of Society property without having first obtained the express prior written approval of the Executive Committee, clearly setting forth the terms for acquisition or possession and conditions, if any, of return of such property. The Executive Committee may condition its approval on a majority vote of the members present at a regular or special meeting.

By-Law IX – Commemorative Dates and Memorial Ceremonies

It is suggested that all members appropriately commemorate as many as possible of the dates which are of historical importance to the 22nd Infantry Regiment.

By-Law X – Amendments

10.1 These By-Laws may be amended by a two-thirds (2/3) vote of all regular members present and voting at any regular or special meeting of the Society which has been called by the President and/or the Board of Directors.

10.2 All amendments and/or resolutions emanating from a member must be sent, in writing, to the President and/or Board of Directors at least sixty days prior to be voted on at a regular or special meeting as described in section 10.1 of this Article.

By-Law XI – Parliamentary Authority

During any meetings conducted under the authority of the Society’s Constitution and By-Laws, *Roberts Rules of Order Newly Revised* (12th Edition, 2020), shall govern in all cases not specifically covered by this Society’s Constitution and By-Laws.

As amended and approved by vote of the members on May 20, 2023

Mark S. Woempner, President

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