

MEMORANDUM

TO: Members of the 22nd Infantry Regiment Society
FROM: John Poggi, Secretary
DATE: March 26, 2023
SUBJECT: **Amended and Restated Constitution and By-Laws of the 22nd Infantry Regiment Society, Inc.: background and summary of amendments**

BACKGROUND

The Constitution and By-Laws of the 22nd Infantry Regiment Society, Inc. were originally adopted at a reunion held on April 26, 1996. Available records indicate they have been amended at subsequent reunions seven times, most recently on May 6, 2017.

At our reunion in Dallas on October 2, 2021, the membership approved several resolutions that require further amendment of the Society's Constitution and By-Laws:

- (1) Authorization for the Executive Committee to investigate the merits of transitioning the federal tax status of the Society from IRC 501(c)(19) which requires 75 percent of members to be veterans, to IRC 501(c)(3), which enables tax exempt status without the strict percentage requirements for veteran members.
- (2) Authorization to suspend membership fees and transition non-life members to life membership status;
- (3) Approval of transitioning the Newsletter from hard copy distribution by postal mail to electronic delivery for members who have active email accounts, thereby reducing printing and mail expenses, and potentially freeing up a significant portion of the funds reserved for postal mail distribution to Life Members;
- (4) Approval of the addition of a director of communications as an appointed officer.

The "**Amended and Restated Constitution and By-Laws**" incorporating these changes will be submitted for formal approval by the Members at our 2023 reunion at the DoubleTree by Hilton Hotel in Columbus, Georgia. The meeting will commence at 9 a.m. on Saturday, May 20, 2023 in the Azalea Ballroom.

In general, the new document follows the structure, substance and order of preceding versions. However, the necessity to amend substantive provisions of our governing documents provided an opportunity for the Executive Committee to address and approve a variety of administrative and editorial changes, such as:

- Formatting and minor grammatical changes intended to improve clarity, cross-referencing and readability (e.g., numbering and headings)
- Updates to facilitate efficient administration (e.g., providing for an Assistant Treasurer to disburse funds; changing the direction to elect a Vice President to represent specific eras, and softening it to an attempt to recruit)
- Clarified definitions of responsibilities and reporting relationships of appointed roles (such as, Web Administrator, Quartermaster)
- changes to adjust for minor inconsistencies in prior versions.

**SUMMARY OF CHANGES INCLUDED IN THE
 AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

The table below contains brief descriptions of selected revisions contained in the Amended and Restated Constitution and By-Laws.

Section	Topic	Comment
General	Section references	Headings and numbering conformed
Preamble	History of Regiment	Updated extensively to include previously omitted language, division affiliations in Vietnam and an expanded narrative of post-1990's deployments.
Art. III	Membership	3.1: Gives Executive Committee to authority to approve membership by a veteran discharged under less-than-honorable circumstances.
Art. IV	Dues	4.5: Authorizes the President, with approval of the Executive Committee, to reduce or suspend dues payments. "Suspension" enables the proposal approved at the 2021 meeting to terminate payment of dues.
Art. V	Officers and Executive Committee	Eliminates references to requiring directors "representing" different eras; specifies "up to five Vice Presidents;" lists the appointed Web Administrator is a VP.

Section	Topic	Comment
Sec. 5.1 C	List of appointed officers	Inserted “may include” to justify empty chairs for some of the enumerated positions; added “Director of Communications”
Sec. 5.3.1	ExCom: past presidents	Changes membership in ExCom by past presidents from automatic to “who have volunteered to continue to serve”
Sec. 5.4 C	Vice Presidents	Changes “There will be” era-specific VPs to “the President shall use his reasonable best efforts to recruit,” and adds language to enable reps from future conflict eras
Sec. 5.4 G	Executive Committee	Specifies role and duties of Quartermaster
Art. VI	Board of Directors	Language added re day of meeting at reunion (6.1); notice of meetings (6.3.1); clarifying authorization for remote telephone or Zoom-type meetings (6.3.2); and avoiding political entanglements.
Art. IX	Notice to members of proposed amendments	Added new section 9.3: 30 days notice to members before meeting to vote on amendments to governance documents.
Art. X	Establishment of Web Page	Clarifies duties and reporting relationship of Web Administrator.
Art. XI	Liquidations upon Dissolution	Expands organizations eligible to receive assets of the Society in liquidation to include 501(c)(3) entities with objectives focused on the support and welfare of veterans or their families.

Section	Topic	Comment
By-Laws	General	Headings and numbering; deleted “Article” and inserted “By-Law” to lessen the likelihood of confusing By-Law provisions with Articles in the Constitution
By-Law II	Tax Exempt Status	2.1 Re-worded statement to conform to current law and incorporate any future changes to statute or regulation
		2.2 Incorporates authority granted by 2022 general meeting for Board to investigate alternative tax-exempt status as a 501(c)(3) corporation
By-Law IV	Expenditures	4.1 Specifies duly appointed Assistant Treasurer as an authorized check signer, and refers to electronic transfers
By-Law V	Newsletter	Broadens specification of newsletter distribution to include both “postal mail or electronic means.”
By-Law VI	“Hardship” dues suspension	Softens language from “can not pay” to “may have difficulty paying his/her dues because of personal hardship”
By-Law VII	Property of Society	New wording permits property of Society (plaques, memorabilia, etc.) to be held in custody by non-members (e.g., widows and children) with consent of ExCom.
By-Law XI	Parliamentary Authority	Conformed citation to applicable edition of <i>Roberts Rules of Order Newly Revised</i> (12 th Edition, 2020)

Any Member of the Society who has questions or wishes to discuss any provision of the Amended and Restated Constitution and By-Laws before our May 30 meeting is invited to contact John Poggi (C Co, 2nd Bn, 1969), Secretary of the Society, at johnpoggi@aol.com.

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