

# **REDBALL Military Transport Club By-Laws (approved January 14, 2015)**

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## **Article 1            Identification and Purpose**

**Section 1:** The name of the Organization shall be REDBALL (or Redball or Red Ball) Military Transport Club, hereinafter called the “Club” or” Chapter”.

The REDBALL Military Transport Club is affiliated with The Military Vehicle Preservation Association (MVPA), based in the State of Missouri, U.S.A., hereinafter called the “National” and when affiliated as such, shall abide by the National’s constitution and by-laws as modified by this document.

**Note: If the Club drops their affiliation with MVPA at any time, requirements to abide by the National’s constitution, their by-laws or other regulations will no longer apply.**

**Section 2:** The purpose of the Club is to provide adequate organization for interested historians, vehicle preservationists, and collectors to encourage national and regional acquisition, restoration, preservation, public education and to foster public interest in the collection/display of antique historic military transport equipment, vehicles and mobile weaponry transport and any other purpose allowed by law.

## **Article 2            Membership/Dues**

**Section 1:** Membership is open to all individuals who express and maintain an active interest in the continuation of the military vehicle hobby in general and the Club in particular.

**Section 2:** There shall be 2 categories of membership; (1) regular membership (dues annual-active) and (2) Life membership (1x payment of current life dues amount)

- a) Individuals interested in membership must submit a completed Club application form (along with initial dues payment) to a Club Officer.

Note: interested non-U.S. addressed individuals may apply via electronic communication (email) with Club website and forward initial dues payment via mail to Club Treasurer (address listed on the application). No Action on the application will be taken until dues payment has been received via mail.

- b) Upon review for completeness, the application (and payment) will either be returned as incomplete or accepted for membership. Applicant will be so notified.
- b) No person shall be denied membership in the Club based on race, creed, religion, national origin or political affiliations or philosophies.
- c) Membership in MVPA shall not be a requirement of Club membership. (Note: Club Officers and Board Members (hereafter referred to as "Board") will be required to have MVPA membership (the cost of which will be paid for by the Club)

**Section 3:** Dues shall be set annually by the Club based on recommendations from the Board (initial membership/dues then annual dues thereafter.

- a) Dues shall be payable beginning January each year. Dues reminder announcements will be made at regular monthly meeting.
- b) Members have until June to pay dues. After June, unpaid members risk being dropped from the membership role as determined by the Treasurer and/or Secretary. Members dropped from the Club for non-payment of dues may be reinstated only after payment of past due amounts. Depending on the lapsed period, individual may be required to pay a new initiation fee as well.
- c) Dues are not pro-rated based on time or membership duration.

**Section 4:** Regular or Life Members in good standing shall be eligible to hold office, elect officers, serve on committees and vote at regular meetings.

**Section 5:** All members shall notify Secretary or Treasurer of any change in status i.e. name, address, phone number, email address, etc. If mail is returned to the Club on 2 occasions, there will be no more correspondence attempted until member provides updated information.

**Section 6:** The Board may suspend or expel, for cause, or reinstate a member at which time they will notify such member.

**Section 7:** Any member may withdraw from the Club, after fulfilling all obligations to it, by giving written or verbal notice of such intention to a Club officer.

Each member's right, title and interest in the Club shall cease on resignation/termination of membership. Any Club property being held by the member shall be returned to the Club as soon as possible. There shall be no refund of any membership dues.

**Section 8:** The Board may waive dues for certain individuals if it judges this to be in the Club's interest. Such a waiver may be either permanent or temporary and does not require general membership approval to become effective.

**Section 9:** Discipline of Members

Any member may be disciplined by the Club for conduct which, in the opinion of the Board, is improper or injurious to the good order, interests, peace, reputation, or welfare of the Club or any of its members.

Discipline of the member/s shall be fashioned by the Board. Discipline may include but is not limited to reprimand (both oral and /or written), expulsion, and/or demand for restitution to those parties damaged by the actions of the member/s. The

member shall have the right and opportunity to state their case in front of the Board and membership body.

As a condition of membership the member shall accept final decision of the body and waives the right to legal action against the Club.

### **Article 3**      **Meetings**

**Section 1:** Regular meetings of the Club membership shall be held each month of the calendar year unless otherwise announced as a change to the regular schedule.

These meetings shall be held on the second Wednesday of each month unless there is an announced schedule change. Ideally the time and location should remain the same unless otherwise announced as circumstances arise.

**Section 2:** Special meetings of members may be called at any time by the President to discuss extraordinary business when such business cannot wait for a regular monthly meeting.

**Section 3:** Quorum – At any regular and/or special meeting of the Club members, there must be Least 13 members in good standing present in person at the meeting to constitute a quorum for all purposes and the act of the members present in person (quorum) at any meeting shall be the act of the full membership. No actions will be taken unless this requirement is met.

**Section 4:** Each meeting shall be chaired by the Club President and in his stead the Vice- President. In the absence of both the President and the Vice-President, the Secretary, Treasurer or Sergeant-at-Arms shall chair the meeting. In the event all Officers are absent, a member in good standing shall volunteer to conduct the meeting and see that minutes are recorded and sent to Club Secretary.

Roberts Rules of Order shall govern the form of the meeting.

a) Any matter brought before the membership at a regular meeting is approved by the membership if it receives the affirmative vote of a majority of the members present at that meeting provided there is at least a quorum present as defined in Section 3. There shall be no voting by mail or absentee ballots.

Note: see **Article 9 Amendments, Section 1** for an exception to this provision as it relates to definition of a majority.

b) If any matter approved by the members is also approved by the Board, it becomes effective upon Board approval unless the matter itself provided another date upon which it becomes effective.

c) If any matter approved by the members is not approved by the Board, the matter does not become effective unless overridden pursuant to following Section 4 d.

d) The non-approving vote of the Board in Section 4(c) can be overridden by the total membership. The matter must be again presented to the membership for voting if a petition signed by (10%) of the total members in good standing is given to the Board. The matter shall then be presented at the next regular Club meeting. It is approved by the membership if it receives the affirmative vote of a majority of the members present at that meeting. This approval now overrides the Board's non-approval vote on the matter.

**Section 5:** Club Officers or members shall not receive any salary for their services as such, but the Board shall have the power, in its discretion, to contract for and to pay members rendering unusual or special services to the Club, compensation appropriate to the value of such services.

Club Officers and members may also be reimbursed for any monies spent on duly approved Club business provided a receipt is shown for such expenses.

Club President may authorize small (up to \$100) monetary gift to a member as special recognition for personal contributions/service to the Club by that member.

#### **Article 4**      **Board of Directors**

**Section1:** The business and property of the Club shall be managed by its Board of Directors, herein referred to as the Board, who shall be members in good standing of the Club.

The Board shall consist of the duly elected President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms and 5 Members-at-large.

The Board will ask for names of potential candidates to fill open Board seats. The Board will select from the candidates identified and announce their action to the general membership for confirmation. This will complete the process of filling the open Board positions.

Board members shall continue to serve as long as they are re-appointed or authorized annually by the membership or until they are removed for cause (see Section2).

**Section 2:** Members may remove any Board member with cause at any regular or special meeting, provided there is notice of such meeting which states that such Board member's removal is to be considered. Removal will be by secret ballot of those present in person and be determined by majority of those voting.

Should a Board member be so removed, the Board will appoint a member in good standing to complete the balance of the term.

**Section 3:** Any vacancy on the Board occurring during the year for any reason other than stated in Section 2 above may be filled by appointment of any qualified member in good standing selected by the Board to complete the balance of term.

**Section 4:** The Board shall meet as needed. Special Board meetings may be called by or at the request of the President or any 2 Board members.

**Section 5:** A majority of the Board present shall constitute a quorum and the act of said quorum shall be considered to be the act of the Board.

**Section 6:** Powers of the Board

(a) The powers of the Board are to conduct, manage, and control the affairs of the Club and to initiate such business policies and procedures deemed necessary and appropriate for the good of the organization.

(b) The power of the Board is limited in that no final decisions of the Board are binding without the confirmation of the membership by majority vote at a regular or special meeting.

Note: See Article **3 Meeting, Section 3 Quorum**, and Article **9 Amendments, Section 1**

## **Article 5: Officers**

**Section 1:** The Officers shall be the President, Vice-President, Secretary, Treasurer, and Sergeant-at-Arms.

Any individual who is a member in good standing for 3 consecutive years will be eligible to hold any office.

**Section 2:** The officers shall be elected by members in good standing present at the January meeting. Term of office will be 1 year.

**Section 3:** Officer Nominations will come from the meeting floor as a motion. In most cases a slate of officers will be put up for election via one motion/second and then a vote.

Results of the voting so recorded and Officers are confirmed for New Year.

**Section 4:** Officers are responsible for conducting the meeting-see Article 3, section 4.

**Section 5:** The Secretary shall keep permanent record/minutes of all meetings of the membership and Board.

At each meeting, Secretary will review the minutes of the prior meeting. The membership or Board shall accept, correct or reject the previous minutes via motion and voice vote.

Secretary shall be responsible for all Club correspondence, keeping up to date records, mailing lists, and membership lists in cooperation with the Club Treasurer.

Secretary will also perform other duties incident to the office as directed by the Board.

**Section 6:** The Treasurer shall have custody of all funds of the Club.

When necessary or required, Treasurer may endorse on behalf of the Club for collection checks, cash, and notes or other obligations or income and shall deposit same to the credit of the Club at such bank or depository in which the Club has officially established a checking account.

Treasurer shall sign all receipts and vouchers, all checks drawn upon the Club's checking account and make such payments as may be necessary on behalf of the Club.

Treasurer shall enter regularly on the Club's records/books full and accurate accounts of all monies and obligations received and paid or incurred by Treasurer for or on account of the Club and shall exhibit such records/books for review/audit at any time as may be ordered by the Board.



Treasurer must maintain said monies in account(s) separate from their own account(s) and/or any other Club member or individual. Name of Club account(s) should be "Redball Military Transport Club".

All Club accounts should be secured by two Officers (2) signatories, one being the Treasurer and one being any other Officer of the Club, either of which can endorse checks, make deposits and withdrawals.

When Club account(s) balance exceeds \$15000, Treasurer shall arrange for adequate dishonesty insurance on the signatories at the Club's expense.

Treasurer shall make a current monthly report as to income and expenditures at each regular meeting, special or Board meeting.

## **Article 6**      **Display of Weapons, Uniforms and Vehicles**

**Section 1:** No weapons which are capable of discharging any form of live ammunition shall be displayed or otherwise possessed at any Club event unless authorized by the Club (Club Officers) as an "exception" as stated below.

Additionally, all weapons eligible to be displayed shall conform to all federal, State and Local ordinances.

No live ammunition of any type shall be possessed at any Club sanctioned event unless authorized by the Club (Club Officers) as an "exception" as stated below.

Fake, de-milled, and real weapons (which have been rendered inoperative) may be displayed with static displays and/or vehicle displays.

**Conditions found other than the above should be brought to the attention of Club Officers and addressed immediately to bring the condition/situation into compliance with this policy.**

**Exceptions: The Club (Club Officers) reserves the right to alter or enact changes to these requirements based on the particular circumstances of the event or occurrence.**

**Section 2:** Vehicles must not be driven or transported on site in such a manner as to endanger property or people.

Vehicles may be moved only to their display or parking areas as designated by Club officials unless authorized for other movement.

No action shall be taken which will jeopardize the Club's insurance policy.

## **Article 7**                    **Miscellaneous**

**Section 1:** Insurance – The Club is responsible for all and any type of insurance coverage required at any event sponsored by the Club.

The Board shall investigate and secure appropriate insurance coverage needed for the Club in general and/or any event in particular.

**Section 2:** Committees – The Board may designate one or more committees, each of which shall have at least one Director as a member.

Such committees shall have and exercise the authority of the Board in the management of the committee function.

This authority shall not operate to relieve the Board or any Director of any responsibility imposed upon them by law.

Committee chairman shall request volunteers and designate responsibilities as they deem necessary for the work of the committee.

Examples of committee: Events Committee, Audit Committee, By-Laws Review Committee.

**Section 3:** Each person who acts as a Director and/or Officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by said person in connection with the defense of any action, suit, or proceeding to be liable for gross negligence or willful misconduct and accept any sum paid in settlement of any action, suit or proceeding based on gross negligence or willful misconduct in the performance of said person's duties.

## **Article 8**      **Rules and Regulations**

**Section 1:** Unless otherwise reserved, restricted or prohibited by the MVPA By-Laws applying to affiliates, the Board shall have the power to adopt and enforce rules and regulations as they determine necessary for the operation of the Club.

**Note: If the Club drops their affiliation with MVPA at any time, requirements to abide by the National's constitution, their by-laws or other regulations will no longer apply.**

The Club may provide for enforcement of such rules and regulations with reasonable and uniformly applied fines and penalties.

## **Article 9**      **Amendments**

**Section 1:** These By-Laws may be amended, altered or repealed from time to time as determined by the Board.

The Board must take in consideration the legality of such amendments/ changes.

The Board may seek input from the membership as well.

After consideration and discussion, the Board may act to make a recommendation for the change to the general body and call for a vote to be taken of those members present at the next regularly scheduled meeting.

Such amendments/changes shall be considered passed and adopted if approved by two-thirds majority of members present after said voting occurs.

**Article 10**            **Club Abandonment or Dissolution**

**Section 1:** In the event of abandonment or dissolution of the Club, it is understood and intended that the general funds of the Club will first be used to pay off all current and outstanding debt.

**Section 2:** Further, all monies remaining ,including any from the sale of Club assets or equipment, will be distributed equally to those three (3) primary organizations of record to whom we have been a benefactor i.e. (1) LST 325 Organization, (2) National Museum of the U.S. Army and (3) the U.S. Army Transportation Museum as approved by the Board.

**Note:** in lieu of this action, the Board may act to distribute these funds to organization(s) that have a mission consistent with the mission of the Club including the organizations listed earlier in this section.

The Board’s recommendation for acceptance of these revised/updated Club By-Laws was approved by general membership present at the regular Club meeting held January 14, 2015.

These revised and updated REDBALL Military Transport Club By-Laws are hereby approved (final) and adopted this 14<sup>th</sup> day of January, 2015, for the Club by the undersigned Club Officers of the Board of Directors of The REDBALL Military Transport Club.

President \_\_\_\_\_ Original Signed By \_\_\_\_\_ James R. Siglin

Vice-President Original Signed By Richard Almquist

Secretary Original Signed By Ron Gardner

Treasurer Original Signed By Mark Genowitz

Sergeant-at-Arms Original Signed By Robert Rubino