



ALAMO CHAPTER
MILITARY INTELLIGENCE CORPS ASSOCIATION
510 DEER CREEK DRIVE
BOERNE, TX 78006

ALAMO CHAPTER BYLAWS MILITARY INTELLIGENCE CORPS ASSOCIATION

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ARTICLE I NAME AND PURPOSE

SECTION 1. NAME.

The name of this organization is the Alamo Chapter of The Military Intelligence Corps Association (MICA), hereafter called "Chapter."

SECTION 2. PURPOSE.

The Chapter is organized for fraternal and educational purposes, the promotion of the Army Military Intelligence Corps past and present, and promotion of friendship and goodwill among its members.

ARTICLE II GENERAL PROVISIONS

- a. This is a private organization. It is not part of the Department of Defense or any of its components and it has no governmental status.
- b. The headquarters of this Chapter is located at 510 Deer Creek Drive, Boerne, Texas 78006-1918.
- c. Neither the United States Army nor its various agencies shall be obligated, financially or otherwise, by an action of the Chapter, and the Chapter will not represent itself as an instrument of the United States Government.
- d. The Chapter will be self-sustaining financially through contributions and income derived from fund-raising events dedicated to the promotion of Military Intelligence.
- e. There shall be no capital stock, and no distribution of profits to any officer, member, or other person; the entire income of the Chapter, from all sources, shall be applied and used in the conduct of its activities in furtherance of its purpose as set forth in Article I, Section 2, Purpose.
- f. The Chapter's activities are directed toward achieving the purpose as set forth in Article I. These activities will not in any way prejudice or discredit the Department of the Army or other agencies of the Federal Government.
- g. The term "he" refers to both male and female gender throughout this Constitution.

ARTICLE III OFFICERS AND CHAPTER EXECUTIVE COUNCIL

SECTION 1. OFFICERS.

The officers of the Chapter shall be a President, Vice President, Secretary, and Treasurer. If a vacancy occurs in the Office of the President, the Vice President shall fill the unexpired term. The Executive Council may appoint such other officers as they shall deem necessary, who shall perform such duties as

from time to time may be prescribed by the Council. Under such conditions, one person may hold more than one office.

All officers and agents are subject to removal at any time by an affirmative vote of a majority of the Executive Council. All officers, agents, and employees (if any), other than those who are elected shall hold office at the discretion of the officer appointing them.

SECTION 2. DUTIES OF THE OFFICERS OF THE CHAPTER.

PRESIDENT. The President presides at all meetings of the Chapter, calls and presides at Executive Council meetings, appoints any committee chairperson and any other position required for the conduct of business. The President shall, in the unavailability or incapacity of the Treasurer, sign checks and withdrawal authorizations on behalf of the Chapter, and the same shall be honored on his signature alone. As the Chief Executive Officer of the Chapter, the President shall have general and active management of the business affairs and property of the chapter and shall be responsible that all orders and resolutions of the Chapter and the Executive Council are carried into effect.

VICE PRESIDENT. The Vice President shall, in the absence or incapacity of the President, perform the duties of the President. The Vice President shall perform such other duties as may be directed by the President.

SECRETARY. The Secretary shall keep and maintain such records and files as may be required in the conduct of Chapter business. He acts as the official custodian of the Chapter Constitution, Bylaws, Charter, and all current and past records, including official file copies of past financial records. The Secretary shall record the minutes of all business meetings of the Chapter and Executive Council, including actions taken by vote or direction of the President. He shall assist the President and the Executive Council with correspondence of the Chapter. He shall give notice of all Executive Council and membership meetings as requested by the President.

TREASURER. The Treasurer shall have charge and custody of all receipts, funds, and securities of the Chapter, and shall secure them in the name of the Chapter in such depositories as may be designated by the Executive Council. The Treasurer shall sign checks and withdrawal authorizations on behalf of the Chapter and the same shall be honored on his signature alone. He shall keep accurate and current accounts in books belonging to the chapter, collect Chapter fees as required, and shall render to the Executive Council, as required, an account of all his transactions as bonded in accordance with policy established by the Executive Council. The Chapter books shall be audited annually by a committee or agency designated by a majority vote of the Executive Council.

SECTION 3. CHAPTER EXECUTIVE COUNCIL.

a. The Chapter Executive Council consists of the President, Vice President, Secretary, Treasurer, and three other elected members in good standing. The officers and three other members shall be elected at a scheduled meeting of the Chapter. A plurality of votes of those assembled shall be requisite for election. The terms of the officers and three elected members shall begin immediately after election and shall continue until their successors have been duly elected. The President may, however, appoint additional council members if vacancies occur prior to the next election.

b. The Chapter Executive Council manages the business and property of the Chapter consistent with law and this constitution, have power to make and amend Bylaws for its own government, which Bylaws will not be inconsistent with this Constitution and the Constitution and Bylaws of National MICA, and shall have the power to provide in the Bylaws for the appointment of such officers, agents, and/or employees as it shall deem necessary and proper, and to prescribe their duties and compensation.



ARTICLE IV MEMBERSHIP

SECTION 1. ELIGIBILITY.

a. Membership in the Chapter shall be open to anyone interested in furthering the objectives of MICA as set forth in the MICA Constitution. The classes of membership and the fees therefore are prescribed in the National MICA Constitution and membership is open to all persons who meet the eligibility criteria specified in paragraph b of this section. The Chapter will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group, or gender. The categories of membership as specified by the current National MICA Constitution and Bylaws are as follows:

- Individual Members
- Corporate Members

b. Qualification for membership is as follows:

Individual Members: Army Officers, Warrant Officers, enlisted Soldiers, DA Civilians, Active, Reserve, and Retired; cadets of the USMA and Army ROTC Programs; members of foreign military service organizations, and civilians who subscribe to the purposes for which MICA is formed.

c. Corporate Members: Business firms who subscribe to the purposes of MICA and who participate in the development of Army Military Intelligence systems or who contribute to the advancement of Military Intelligence by providing concepts, studies, and services.

d. The membership is jointly and severally liable under the laws of the State of Texas for organization debts or liabilities in the event the organization's assets are insufficient to discharge liabilities.

SECTION 2. APPLICATION.

Application for membership can be made on the National MICA website, <https://www.mica-national.org/membership/#join>. The application sets forth the facts establishing membership eligibility, be accompanied by payment of the membership fee, and submission to National MICA for approval.

SECTION 3. TERMINATION.

Membership in the Chapter shall remain in force so long as the member does not violate the provisions of Section 5 of this Article. Termination for cause of Membership in this Chapter can occur at any regular or special meeting of the Chapter upon concurrence of three-fourths (3/4) of the members attending said meeting; such action may be taken only after the member concerned has been advised by written notice of said proposed action at least twenty (20) days prior to such meeting, which written notice was mailed to his address of record retained in the office of the Chapter, and only after said member has been given opportunity to be heard at said meeting, if said member has indicated his desire to the President prior to said meeting.

SECTION 4. RIGHTS.

All members of the Chapter have the privilege of attending meetings and engaging in discussions at meetings and receive the benefits specified in the Bylaws. Only members shall be entitled to hold office and vote. Each member shall have one (1) vote which may be cast either in person or by duly elected proxy.

SECTION 5. CONDUCT.

All members of the Chapter must conduct themselves in a manner that will not in any way prejudice or discredit MICA, the Department of the Army, or other agencies of the Federal Government. Any members whose conduct violates the standards will have action taken as outlined in Section 3.

ARTICLE V EXPENDITURES AND ACCOUNTING

a. The Treasurer is authorized to expend funds for authorized purposes as approved by the Executive Council. The Treasurer may maintain a petty cash fund in an amount not to exceed two hundred fifty dollars (\$250.00). Although the Treasurer physically releases funds in the form of checks, it is the Vice President who normally presents those checks for payment and conducts the external financial business of the Chapter.

b. Accounting records of all funds are maintained on a double entry basis system in accordance with sound accounting principles as approved by the executive council. If necessary, the Chapter can purchase QuickBooks or another accounting system.

c. The officers and employees of the Chapter may be reimbursed for expenses incurred while performing Chapter business as prescribed in the Bylaws or prior approval by the Executive Council.

d. A majority of members will appoint an Accountant to conduct an audit when annual gross revenues are \$100,000 but less than \$250,000. The Chapter will appoint a Certified Public Accountant if annual gross revenues are equal to or exceed \$250,000. The Chapter pays the CPA for this service.

ARTICLE VI ACTIVITIES

a. The objects and purposes for which this Chapter is formed are stated in the MICA Constitution and Bylaws. In furtherance of the foregoing, this Chapter shall have the following powers:

b. Membership fees and dues, fund-raising events, service charges, donations, etc. are the Chapter's primary source of funding.

c. The purpose of the Chapter being purely charitable, benevolent, historical, educational, and not for profit or financial gain, no financial gain shall accrue to any Incorporator or Trustee of the Chapter in the conduct of same: any receipts of the Corporation in excess of authorized expenses are held and disposed of by the Chapter in the furtherance of the objects and purposes herein stated.

d. The Chapter will comply with all applicable local, state, and federal laws governing civilian activities.

e. No part of the net earnings of the chapter shall be to the benefit of, or be distributed to its members, trustees, offices, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 thereof. No substantial part of the activities of the Chapter shall be supporting propaganda, or otherwise attempting to influence



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legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidates for public office. Notwithstanding any other provisions of these articles, the Chapter will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE VII AMENDMENTS

SECTION I. ADOPTION.

This Constitution shall become effective when approved by a simple majority of the members, subject to the approval of the MICA Executive Council.

SECTION 2. AMENDMENTS.

This Constitution may be amended or repealed by a vote of the members of the Chapter present in person or by proxy at a duly called meeting of the Chapter provided that the notice of intent to amend or repeal contains a copy of the proposed amendment or repeal. Following membership vote, changes/amendments to the Constitution are subject to approval of the MICA Executive Council. Recommendations for amendment or repeal are presented to the Vice President in writing, signed by not less than ten (10) members of the Chapter, at least two (2) months before the date of the meeting at which the proposed amendment or repeal is to be considered. A majority vote of the members of the Executive Council can establish, amend, or repeal this Constitution.

ARTICLE VIII DISSOLUTION

In case of dissolution of the organization, whatever funds are contained in the treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligations. Upon the dissolution of the Chapter, the residual balance of these assets shall be transferred to National MICA. Any other assets of the Chapter not converted to cash upon dissolution shall be sold to the highest bidder at public or private sale, and the proceeds of the sale after expenses shall be transferred to MICA or donated to other 501(c)(3) organizations.

I certify this Constitution was approved by a majority vote of the membership at our General Membership Meeting held on _____.

Rex Pierce
President



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