

By-laws

Article I. Roles and Responsibilities of the Officers and of the Executive Council; Elections; Terms of Service; Compensation; Removal from Office

A. Roles and Responsibilities of Officers.

1. Officers. The Officers of the Association shall be responsible for day-to-day operations of the business of the Association. This includes responsibilities such as maintaining contact with the membership through such tools as the *JOURNAL*, a website and social media, providing current news, promoting the growth of the Association through contact with the current 95TH Division and European groups supportive of the legacy of the *Iron Men of Metz*, collecting dues and planning reunions and meetings.
2. President. The President shall:
 - a. Have the power to call meetings of the active members of the Association.
 - b. Preside at all formal meetings of the Officers and of the Association.
 - c. Recommend to the Executive Council any action which he/she considers necessary and proper to the welfare of the Association.
 - d. Execute, on behalf of the Association, any contracts or other instruments which the Executive Council has authorized to be executed.
 - e. In conjunction with the Treasurer, recommend when membership dues should be revised and present to the Executive Council for approval.
 - f. Subject to the majority approval of the Executive Council, make appointments of officers and of members of the Executive Council to serve for the remainder of vacated officer/member positions' terms.
 - g. With the approval of the Executive Council, grant Charters to groups of active members, requesting formation of such a group.
 - h. Appoints the Association's Chaplain.

3. 1ST Vice President. The 1ST Vice President shall:
 - a. In the absence of the President, assume the roles and responsibilities of the President.
 - b. Coordinate the overall timeline and insure that all necessary planning steps are laid out and addressed by the Reunion Committee, to ensure a successful Reunion and annual Business Meeting of the Association.*
 - c. Provide oversight for an on-going History Committee, which will coordinate acquisition of historical references, documents, and records (which may be a virtual library), maintain a liaison with the Memorial, work with the Foundation to maintain Monuments, and work with descendants and others who are seeking information about the Division and its Soldiers.*
 - d. Perform other such duties as may be assigned from time to time by the President.
4. 2ND Vice President. The 2ND Vice President shall:
 - a. In the absence of the 1ST Vice President, assume the roles and responsibilities of the 1ST Vice President.
 - b. Chair a Membership Committee to create and execute a meaningful approach to growing membership.*
 - c. Chair a Social Media Committee, with the Public Relations Officer as Vice-Chair, to coordinate all levers of communication and maximize use of all of these elements to benefit the Association.*
 - d. Perform other such duties as may be assigned from time to time by the President.

NOTE: *Identified functions may be assigned by the President to either Vice-President, based upon skill sets, workloads, and interests of the incumbents.

5. Secretary. The Secretary shall:
 - a. Perform all administrative duties necessary to carry out the purposes and policies of the Association.
 - b. Maintain a Correspondence file and a Document file.

- c. Maintain records of the incumbent in each position, the expiration date of their term and the number of terms served by the President and each member of the Executive Council, in order to document which positions are to be scheduled for election, and maintain this on the web site. *
- d. Maintain a current contact record for each active member and for recent and other prospective members as far as is practicable.
- e. Record minutes of all meetings of the active members of the Association, meetings of officers, and joint meetings of Officers and Executive Council.
- f. Be responsible for correspondence for annual notification on dues and follow-up on those delinquent, with information provided by the Treasurer.

6. Public Relations Officer. The Public Relations Officer shall:

- a. Assemble, publish, and distribute the *JOURNAL*, the Association's periodic newsletter.
- b. Direct the development and maintenance of an effective and functioning website and such other social media tools as are deemed beneficial to the Association.
- c. Promote the Reunion in advance of and during the event through contact with local media and community leaders and organizations.
- d. Support Outreach to those eligible to be members, including spouses, widows, descendants of veterans, soldiers and families currently affiliated with the Division, and friends of the Division throughout the world.
- e. Perform such other tasks as may be assigned, from time to time, by the President.

7. Treasurer. The Treasurer shall:

- a. Receive and account for all funds of the 95TH Division Legacy Association.
 - i. Keep all vouchers and receipts for all expenditures and funds received. He/she is authorized to spend \$100 or less,

by check or electronically, for items budgeted by the Association.

- ii. Obtain the written approval of the President for expenditures in excess of \$200.
 - b. Maintain proper accounting records in conformance with generally accepted accounting practices.
 - c. Produce quarterly financial statements with receipts and expense details, balance sheet, and comparisons to the prior year for review by the Officers and the Executive Council. The end-of-year statement will be as of December 31 and will be submitted to the Executive Council for review and approval.
 - d. Maintain the number of years of financial data and records required by law.
 - e. Complete tax returns, secure the President's signature, and file them, as required by law. Discuss any issues encountered with the Executive Council. Maintain the Tax ID Number assigned, along with required copies of past returns.
8. Chaplain. The appointed Chaplain Shall:
- a. Minister to the needs of members and friends of the Association in times of sorrow, celebration, and remembrance.
 - b. Conduct outreach to the members and friends of the Association through the *JOURNAL*, the website, and social media in an appropriate, non-denominational way.
 - c. Assist in the development of the religious activities of the Association, especially at annual reunions, organizing Catholic and Protestant church services, sermons and music, and providing prayers at meals and ceremonies.
 - d. Advise the President and provide religious and social context for planned activities.

B. Election of Officers.

1. The Chairman of the Executive Council shall appoint a nominating committee of not fewer than three (3) members of the Executive Council to prepare a slate of candidates For Executive Council review and approval.
2. Nominations may also be made from the floor at the time of the election. If there is more than one candidate for an office, voting will be by secret ballot.
3. Election of active members to be officers shall take place at an annual Business Meeting of the Association, normally at the time of the Reunion, by vote of all active members present.
4. In the event that the Reunion and Business Meeting can't be held, officers will continue to serve until such time as a Business Meeting can be conducted.
5. Vacancies. The President is empowered to nominate active members to replace Officers who have vacated their positions. The nominee(s) will be presented to the Executive Council for approval.

C. Terms of Office – Officers.

1. The term of office for Officers shall be for the period of two (2) years, with elections held in odd-numbered years.

D. Term Limitations. The President shall not serve for more than two (2) terms, consecutively. Term limitations do not apply to other Officer positions.

E. Roles and Responsibilities of the Executive Council.

1. The Executive Council shall:
 - a. Be comprised of seven voting members, including the President.
 - b. Be the primary source of governance for the Association by ensuring the Officers and Active Members of the Association adhere to the provisions of the Constitution and By-laws.

- c. Adopt policies and recommend for the consideration of the Active Members any action which it considers necessary and proper for the welfare of the Association.
- d. Consider proposed changes to the Constitution and By-laws, which may be proposed by any Active Member, thoroughly vetting the pros and cons of the suggested changes, and preparing them for a vote by the Active Membership at the Business Meeting. Proposed changes must be received by the Executive Council at least sixty (60) days prior to the annual Business Meeting. All proposed changes will be considered at the Business Meeting unless withdrawn by the Active Member who proposed the change.
- e. At their discretion, arrange for an audit of the Association's financial records by a qualified independent auditor and ensure that recommendations are implemented, as directed.
- f. Annually review the Constitution and By-laws to ensure that all Officers, the Executive Council, and Active Members are adhering to established procedures. Deviations from required protocol will be addressed and corrected.
- g. Election of Executive Council Leadership.
 - i. The Executive Council of seven (7) members shall select from its number an individual to serve as Chairman and another to serve as Vice chairman.
 - ii. The President can't serve in any of these capacities.
 - iii. These positions will be selected annually by the Executive Council, establishing its own rules for selection. There are no limits on how long a member of the Executive Council can serve in a leadership role.
- h. The Chairman will call an annual meeting of all Council members, in the absence of the President, to assess the way the organization is functioning and to recommend any new initiatives to consider.

- i. Approve proposed Charter Groups and ensure that each conducts its affairs consistent with the Constitution and By-laws of the Association and consistent with the dignified legacy of the 95TH Infantry Division.
 - j. Review and approve any changes to the dues structure that may be proposed by the President.
2. Four (4) members of the Executive Council shall constitute a quorum for the transaction of the business by the Executive Council.
3. The Executive Council Chairman will make provisions to ensure documentation of Executive Council minutes.
4. The Chairman shall preside at all meetings of the Executive Council. In the absence of the Chairman, the Vice Chairman shall carry out the responsibilities of the Chairman.

F. Membership in the Executive Council.

1. To be eligible to serve, a person must be an Active Member in good standing in the 95TH Division Legacy Association.
2. There shall be six (6) elected members of the Executive Council. The President is, by virtue of his/her office, the seventh and final member.
3. Other than the President, no active member currently serving as an Officer may be on the Executive Council.
4. Election of Executive Council Members.
 - a. Terms of office shall be staggered so that two (2) positions' terms expire each year.
 - b. Prior to the Annual Business meeting, the current and/or outgoing President will nominate Active Members to fill vacancies on the Executive Council created by expiring terms of office. Those nominated are subject to approval by the remaining members of the Executive Council.
 - c. Election of active members to be members of the Executive Council shall take place at an annual Business Meeting of the

Association, normally at the time of the Reunion, by vote of all active members present.

- d. Nominations may be made from the floor, as well, at the time of the election. If there is more than one candidate for a position, voting will be by secret ballot.
 - e. In the event that the Reunion and Business Meeting can't be held, Executive Council members will continue to serve until such time as a Business Meeting can be conducted. .
 - f. Vacancies: The President is empowered to nominate Active Members to replace Executive Council members who have vacated their positions. The nominee(s) will be presented to the Executive Council for approval. Those approved will serve for the remainder of that position's term.
- 5. Honorary Members – Executive Council. All past presidents of the Association are honorary members, serving in an advisory, non-voting role.
 - 6. Terms of Office – Executive Council. The term of office for Executive Council positions shall be for three (3) years.
 - 7. Term Limitations – Executive Council. Members of the Executive Council shall not serve for more than three (3) terms, consecutively.
- G. Compensation. All Officers and members of the Executive Council shall serve without compensation. Expense stipends may be considered in extraordinary cases, only at the discretion of the Executive Council.
 - H. Removal from Office of Officers and Executive Council members. Officers and Executive Council members may be removed from office for failure to perform the duties prescribed for the office, conduct unbecoming an officer, conviction of a felony, dishonorable separation from military service, dishonesty, or conduct prejudicial to this Association. Five (5) 'yes' votes to remove by the Executive Council, if an Officer is being considered, or four (4) votes to remove, if a Council member is being considered are necessary for removal. The accused shall have the right to be heard, in person or in writing, to contest the charges/penalty or to have others to speak in his/her defense.

Article II. Charter Groups.

A. Domestic Charter Groups

1. The President may, with the approval of the Executive Council, grant to any group of active members at large a charter from the Association, authorizing such group to conduct itself as a subsidiary of the Association and conduct activities in an independent manner.
2. Terms of Membership in such Charter Group are established by the group and membership in the 95TH Division Legacy Association does not entitle any of its members to membership in the Charter Group; provided, however, that no person other than active members at large of the Association may be a member of any chartered group.
3. Members of Charter Groups are subject to all conditions of membership in the 95TH Division Legacy Association.
4. The Charter Group may select a name of its own choosing, but must submit that name to the Secretary of the Association for approval to avoid duplication and to ensure suitability of the name in association with the 95TH Division Legacy Association.
5. Charter Groups may conduct meetings/business at the annual Association Reunion and may secure access to the JOURNAL, the website, and social media for publicity and to enhance the role of the chartered group.
6. A membership of not less than ten (10) active members shall be required to obtain a charter from the Association.
7. Charter Groups may establish dues for its activities.

B. Overseas Charter Groups. The Association has a strong interest in maintaining and strengthening the bonds of friendship with overseas organizations that share a common interest in memorializing the achievements and legacy of the 95th Division, but are limited in their ability to participate in domestic activities of the Association because of time and distance. This special Charter Group structure is therefore established for Overseas Charter groups.

1. The President may, with the approval of the Executive Council, grant a charter from the Association to an organization based outside the United States, authorizing such group to conduct itself as a subsidiary of the Association and conduct activities in an independent manner.
2. Terms of membership in such Overseas Charter Group are established by the Charter Group. Individual members of the Overseas Charter Group are not required to become members of the 95TH Division Legacy Association. Membership in the 95TH Division Legacy Association does not entitle Association members to membership in the Charter Group.
3. The Overseas Charter Group will appoint one person as the key Point of Contact with the Association. This Point of Contact will receive the same communications that are delivered to Association members, to include a mailed copy of the Journal for the Charter Group to share, and access to members-only sections of the web site (which can be shared with all members of the Overseas Charter Group).
4. The Overseas Charter Group may select a name of its own choosing, but must submit that name to the Secretary of the Association for approval to avoid duplication and to ensure suitability of the name in association with the 95TH Division Legacy Association.
5. Overseas Charter Groups may submit information for inclusion in the JOURNAL, the website, and social media for publicity and to enhance the role of the chartered group.
6. A membership of not less than ten (10) Charter Group members shall be required to obtain a charter from the Association.
7. Overseas Charter Groups may establish dues for its activities.
8. The Association President will, with approval from the Executive Council, establish an annual dues structure for Overseas Charter Groups.

Article III. Statement of Policy toward Previously Existing Groups.

- A. All members of the 95TH Infantry Division Association in good standing at the time of the formation of the 95TH Division Legacy Association shall be deemed members in good standing of the 95TH Division Legacy Association. It is the intent of the Association to continue to build on the legacy and fellowship achieved by the original *Iron Men of Metz*.
- B. The 95TH Division Legacy Association recognizes the total independence of unit associations which grew out of the bond of comradeship in World War II, but shall encourage cooperation between itself and these unit associations, working together to preserve shared legacies.
- C. The 95TH Division Foundation is a totally independent organization, dedicated to preserving the legacy of the Division. The 95TH Division Legacy Association intends to preserve and expand the relationship previously established with the 95TH Division Foundation and to fully support the Foundation in its mission.
- D. The Victory Belles was previously established as an Auxiliary for spouses in the 95TH Infantry Division Association. This organization will continue as the first Charter Group of the 95TH Division Legacy Association.

Article IV. Dues.

- A. Dues for all Active Members shall be established by the Executive Committee, annually, and any changes will be announced at the annual Business Meeting. Dues are for the period January – December 31, each year.
- B. Current dues structures will be posted on the website and also in each publication of the *JOURNAL*. Both the website and the newsletter will also provide information, on a continuing basis, about becoming a member, conditions of membership, and paying dues.
- C. Those who are on Active Duty or in the Active Reserve of the Military will pay 50% of the rate paid by regular members for the privilege of membership as long as they are in that status.