

Section 5. MEMBERSHIP RIGHTS – Any duly authorized paid up member is eligible to hold any position within the Association and is eligible to receive any award authorized by the Association. (Adopted 2009)

ARTICLE III MEETINGS AND EXECUTIVE COUNCIL

Section 1. MEETINGS - The annual meeting of the membership of the Association shall be held on the second day of the annual reunion, if held, unless another date is designated by the Executive Council. The president may convene as many sessions during the reunion as he deems necessary to transact the business affairs of the Association.

Section 2. EXECUTIVE COUNCIL –

- A. The management and administration of the business affairs of the Association and right to establish its policies shall be vested in the Executive Council. The Executive Council shall be comprised of nine (9) members who are responsible to set overall policy and direct the Corporation.
- B. The nine seats on the Executive Council are comprised of a President, Secretary, Finance Chair, and the Chairs of the Standing Committees; e.g. Publication, Reunion, Unit Representative, Outreach, Website, Museum/Association Interface, or other such committees as Council deems necessary.
- C. Following each annual election, the Executive Council shall determine, among themselves and by a method of their choosing, which member will fill each role. (Adopted 12/31/15)

Section 3. QUORUM - For all constituted meetings of the membership, a quorum shall consist of those members present in person. For meetings of the Executive Council, a quorum shall consist of at least six (6) members present in person. (Adopted 12/31/15)

Section 4. SPECIAL MEETINGS - Special meetings may be called upon request of the Executive Council or at a special request of ten (10) percent of the membership in good standing. No special meeting will be convened prior to thirty (30) days after the membership has been duly notified in writing of such a meeting by the secretary.

Section 5. VOTING - Each of the Executive Council members listed in Article III, Section 2, will have one vote in the Executive Council. Appointive officers are not members of the Executive Council and will not have a vote at its meeting.

Section 6. NOTICES - Any member who provides to the Association his or her email address consents to receive notice by email in lieu of receipt of notice required to be sent by mail under the by-laws, unless the member gives written notice otherwise. (Adopted 2009)

ARTICLE IV ELECTIVE AND APPOINTIVE OFFICERS

Section 1. ELECTIVE OFFICERS - The Association shall, *by mail-in ballot*, elect by plurality vote, members necessary to fill the following positions: President, Secretary, Finance Chair, and the Chairs the Standing Committees. The election should coincide with the scheduled annual meeting, if held, or at the beginning of the fiscal year. (Adopted 12/31/15)

Section 2. APPOINTIVE OFFICERS - The president shall appoint the following officers: one (1) *statutory agent*, and one (1) chaplain; and, such other officers as the president deems necessary for the proper functioning of the corporation. All appointive officers are responsible to the president and serve at the president's discretion. (Adopted 12/31/15)

Section 3. REMOVAL OF OFFICERS - An elected official of this Association may be removed from office upon the recommendation of the president and two-thirds (2/3) vote of the Executive Council. Should this vote be necessary prior to the annual meeting of the Association, it shall be conducted via U.S. mail by the secretary. Any transmission by authorized communications equipment that contains an affirmative vote or approval of the person described above is to be considered a signed writing for purposes of this section. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed.

The secretary shall preserve such ballots until the next meeting of the Executive Council for an audit. The removal shall become effective immediately after the vote has been certified by the secretary to the president, who shall notify the officer of his removal by registered mail.

- The president may be removed by a two-thirds (2/3) vote of the Executive Council, which would notify the president of his/her removal by registered mail.

The tenure of appointed officers may be terminated at the discretion of the president, unless otherwise directed by the Executive Council. (Adopted 12/31/15)

ARTICLE V ANNUAL REUNION - FISCAL YEAR

Section 1. ANNUAL REUNION - A reasonable effort will be made to hold a reunion of the membership once during the calendar year. (Adopted 7/31/14) The site and date of a national reunion will be determined by the Executive Council.

Section 2. FISCAL YEAR - The fiscal year of the Association shall be from July 1 through June 30.

Section 3. MEMBERSHIP YEAR - The annual membership year shall begin on January 1 and end on December 31. Members failing to remit dues by January 1 risk removal from the Hellcat News mailing list.

ARTICLE VI CHAPTERS

Section 1. CHAPTERS - Any group of ten (10) or more members in good standing may make written application to the secretary to form a regional group. The authority to grant, or reject such a request rests in the president, who shall specify the name and jurisdiction of such group. Such groups shall not have the authority to obligate this Association in any way, nor to issue any statement whatsoever on behalf of the corporation.

ARTICLE VII AMENDMENTS

Section 1. AMENDMENTS - Proposed amendments to the constitution shall be presented in writing to the Executive Council, and shall be filed with the secretary. Such amendments shall be acted upon by mail-in ballot. Notice of the proposed amendments shall be given to the membership at least thirty (30) days prior to the date of the vote, at which time such a proposed amendment is to be acted upon. An affirmative vote of two-thirds (2/3) of the members whose votes are received by the voting deadline shall be necessary to adopt any amendment. (Adopted 4/21/12)

ARTICLE VIII RULES OF ORDER

Roberts Rules of Order Revised shall be the standard authority on questions of parliamentary law.

EFFECTIVE DATE

The original constitution having been duly presented at the Fourteenth Annual reunion held in Charlotte, North Carolina, 4 August to 6 August 1960, and having received a unanimous vote is effective as of 6 August 1960 along with those amendments made in accordance with provision of ARTICLE VII of the constitution. All existing constitutional provisions prior to 6 August 1960 are hereby repealed.

BYLAWS

ARTICLE I ADMINISTRATION

Section 1. OFFICIAL ADDRESS - The official address of the corporation shall be the business address of the secretary; and shall be listed in every issue of the Hellcat News.

Section 2. STATUTORY AGENT - A statutory agent, who is a legal resident of the State of Ohio, shall be appointed by the president. The president is also empowered to appoint such other officials as may be required to comply with the laws of the State of Ohio as pertains to the 12th Armored Division Association Corporation.

ARTICLE II MEMBERSHIP AND DUES

Section 1. MEMBERSHIP

1. REGULAR MEMBERSHIP: Any person who was a bonafide member of the 12th Armored Division for at least one (1) day between the dates of its activation and its deactivation, or any unit which was officially attached to said 12th Armored Division during said period, shall be eligible for annual membership in the 12th Armored Division Association.

- Any other person who has demonstrated an interest in the perpetuation of the 12th Armored Division Association shall be entitled to hold membership and, having attained the age of majority, may serve in any elected or appointed position.
- Upon the death of a veteran, the spouse will be granted a one year membership, if applicable.

2. DISTINGUISHED MEMBERSHIP: Nomination for election to Distinguished Membership shall be submitted in writing to the nominating committee together with a statement to justify election to this type of membership. Said proposal will then be approved by a three fourth (3/4) vote of the Executive Council. It will be submitted to a vote of the membership in attendance at the corporation's annual meeting. If approved by a unanimous vote, "Distinguished Membership" will be conferred. Such member shall be exempt from paying membership dues.

Section 2. DUES – Annual member dues shall be as outlined in the table below:

<u>Veterans</u>	E-mail: No cost Bulk Mail: No cost 1 st Class: \$18.00
<u>Hellkittens</u> Life Members	E-mail: No cost Bulk Mail: No cost 1 st Class: \$18.00

<u>Hellkittens</u> Annual Members (All adopted by grateful members)	<u>Cost of gift membership:</u> E-mail: \$30.00 Bulk Mail: \$30.00 1 st Class: \$48.00
<u>Legacy</u> Life members	E-mail: No cost Bulk Mail: \$ 5.00 1 st Class: \$18.00
<u>Legacy</u> Annual members	E-mail: \$30.00 Bulk Mail: \$35.00 1 st Class: \$48.00

First class implies domestic and foreign mailing to an APO or FPO. Annual dues are payable on or before the 1st of January of each year. Notice of dues payable shall be published via the Hellcat News annually. No other notice shall be required.

- Life memberships are no longer offered effective 2007.
- Effective 2015, 12th AD veterans are exempt from paying annual dues.

ARTICLE III MEETINGS

Section 1. MEETINGS – If an annual reunion is held, the membership shall convene to conduct such business, as required. In the absence of an annual reunion, business will be conducted via U.S. Mail, if applicable.

Section 2. SPECIAL MEETINGS - In the event a request is made for a special meeting of the entire membership, or of the Executive Council, the president, of the Executive Council of the organization shall determine the need for such special meeting, or whether the proposed matter can be determined by a mail ballot. The secretary, in the event of a mail ballot, shall mail ballots and allow thirty (30) days for return unless the Executive Council determines a shorter time is satisfactory. Eligibility must be verified via the ballot return envelope. The majority of those votes returned shall determine the issue, unless a larger majority has been designated as a requirement. If requested, the secretary will preserve such ballots for an audit by the Executive Council at its next regular meeting. Following such a meeting, those ballots will be destroyed.

Section 3. QUARTERLY EXECUTIVE COUNCIL MEETINGS – to conduct the ongoing business of the corporation, the Executive Council may meet quarterly, at the request of any member of Council, via teleconference. All Council members attending such meetings by electronic conferencing shall be entitled to vote as if they were personally and physically present. All requirements with regard to a quorum for such meetings are in effect as outlined in Article III, Section 3 of the constitution. A simple majority vote carries a motion, unless specifically outlined in the bylaws.

Additionally, to approve meeting minutes, authorize expenditures, and such items as required to conduct ongoing business, Council members may present a motion, second,

and vote via e-mail or other electronic means. Per Ohio statute 1702.25, in the event of an e-mail vote, motions must be approved unanimously in order to carry.

Section 4. LINE OF SUCCESSION - The president is presiding officer of all meetings of the Executive Council and general membership. In the absence of the president, the presiding officer shall be chosen by lot from among those present.

ARTICLE IV ELECTION AND DUTIES OF OFFICERS

Section 1. NOMINATING COMMITTEE - The president shall appoint a nominating committee to fill office vacancies. There will be no restrictions on the number of names submitted for each office, however all nominees must have e-mail access and all nominations must be received by the published deadline. The determination of the nominating committee is final. A call for nominees shall be posted in the Hellcat News at least 120 days prior to the mailing of ballots. Ballots will include nominee position statements, if presented.

Section 2. VOTING – To allow for all ballots to be counted and newly elected officials to take office at the annual meeting, ballots and return envelopes shall be mailed to members in the May issue of the Hellcat News, and returned to the secretary, or an appointed individual, by a date to be determined annually by the Executive Council and included with the ballot.

- Electronic subscribers to the Hellcat News will receive an attachment ballot. The paper ballot must be returned to the secretary, or to an appointed individual, by the established date.

Section 3. DIRECTORS - The Executive Council shall include nine (9) directors elected to serve a two-year term.

- Five directors' terms will expire in even numbered years and four directors' terms will expire in odd-numbered years.
- Positions will be filled in accordance with the 12th ADA Constitution.

Section 4. OFFICE TENURE

Directors may serve an unlimited number of terms.

Section 5. DUTIES OF OFFICERS

PRESIDENT - The president shall be the executive officer of the corporation. As such, he/she will ensure effective operation of the Council and that its committees conform to the highest standards of corporate governance.

The president shall appoint an Association chaplain, statutory agent, annual nominating committee, and such adjunct committees as may be required from time to time. The president will approve all expenses incurred by the corporation.

The president shall preside at all meetings of the corporation and of the Council and may call special meetings of the Council for the purpose of transacting business.

SECRETARY - The secretary shall be responsible for the records of the corporation and the Executive Council, and, at the discretion of the president, shall act as secretary to both bodies. The secretary shall retain minutes of all official meetings of the Executive Council and general membership, and publish same in the Hellcat News no later than the third issue following the meetings. It shall further be the secretary's duty to:

1. maintain custody of the books and papers of the corporation and the Executive Council;
2. attend to all correspondence required of the corporation and the Executive Council;
3. assist in reinstating lapsed members
4. maintain a current file and record of all members of the Association and their addresses;
5. send out notices and perform all duties incident to this office, and such other duties as may be required by the Executive Council;
6. forward to the Association's treasurer at timely intervals, which in no event shall exceed one (1) month, all checks and monies received;
7. enter into discussions of matters brought before the Executive Council.
 - **ADMINISTRATIVE SECRETARY:** In the event the function of secretary cannot be performed by one individual, the president shall reassign responsibilities as necessary to an appointed administrative secretary

FINANCE COMMITTEE CHAIR: The Finance Committee Chair shall oversee the activities of the treasurer and auditor, and make a report at each Council meeting. The Finance Committee Chair shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available as specified by the Executive Council. The treasurer shall keep an accurate record of the books and accounts, and shall deposit all corporation funds. The auditor shall review Association records at the close of each fiscal year, and present his/her findings to the Finance Committee Chair, ultimately for Council approval.

TREASURER - It shall be the duties of the treasurer to:

1. receive all dues of the members and all other monies that may be received by or paid to the corporation from the hands of the secretary and deposit those monies in the bank of his/her selection to the account of the 12th Armored Division Association;
2. present an oral report of the affairs of the Association to be read at the annual meeting of the membership (if held) as well as an estimate of income and expenses for the fiscal year ending June 30, as a guide for the conduct of business of the Association, this being the annual budget. The projected budget is to be

approved by a simple majority vote of the Executive Council. That report must be submitted in writing to the editor for publication in the Hellcat News.

3. Payment of Executive Council Budget Approved Invoices

- A. The Treasurer shall pay all invoices for recurring monthly/quarterly approved non-operating expenditures (i.e. Hellcat News) which do not exceed the prior year's corresponding monthly/quarterly expenditure, exclusive of taxes and/or delivery charges, according to the vendor's terms or 30-days of the invoice date. Any invoice for a recurring expense that exceeds the prior year's corresponding monthly/quarterly payment by less than 10%, excluding taxes, shall require Finance Chair approval prior to payment. Any similar invoice, which exceeds the 10% threshold, must be presented to the Executive Council by the Finance Chair for payment approval.
 - B. All monthly/quarterly operating expenses expenditures of less than \$200 shall be approved by the Finance Chair prior to payment. Any submission for monthly/quarterly operating expense expenditures exceeding \$200 shall be submitted by the Finance Chair to the Executive Council for payment approval.
 - C. All non-recurring or one-time expenditures approved in advance by the Executive Council, may be paid by the Treasurer upon receipt within the terms specified or 30-days of the invoice date. Any such invoice that exceeds the approved amount, less taxes and/or delivery charges, must be submitted to the Finance Chair for review by Executive Council prior to payment.
 - D. The Treasurer shall provide the Finance Chair with a monthly summary of all invoices paid.
 - E. At the end of each quarter, the Finance Chair shall prepare a summary of the finances of the organization for Executive Council review.
4. pay the Editor the sum of \$1,800.00 annually, paid in monthly increments.
 5. pay the Layout Technician a per page fee to be established annually by the Executive Council. (Currently \$15 per page – 07.2016)
 6. provide such bond, at the corporation's expense, as may be required by the Executive Council:
 7. invest surplus funds as directed by the Executive Council;
 8. take such steps as are necessary to assure that the Treasurer, and any other individual(s) as determined by Executive Council, who will have access to all bank accounts, checking accounts, and investments in the corporation shall be bonded;
 9. establish and maintain a reserve fund of twenty-five thousand dollars (\$25,000.00.) No withdrawal shall be made from this fund without the approval of two-thirds (2/3) of the membership of the Executive Council. Additional deposits may be made to increase the reserve fund at any time upon the directions of the president. However, no withdrawal may be made from this reserve fund except as outlined above; and,
 10. No monies shall be expended from the reserve fund for non-operational expenses without the approval of two-thirds of the full membership.

11. Imminent demise of the corporation shall be defined as, “that point in time when projected liabilities exceed two years of total assets.” At such time, notice of imminent demise of the corporation shall be published for the membership in each issue of the Hellcat News.

PUBLICATION COMMITTEE CHAIR: The Publication Committee Chair shall oversee operation of the Hellcat News publication. The Editor shall serve on this committee. The Chair shall also coordinate articles placed in military magazines (e.g. Army Times, DAV Magazine, etc.) when applicable.

EDITOR OF THE HELLCAT NEWS - The editor of the Hellcat News shall be responsible to the Publication Committee Chair to edit, prepare for publication, and then circulate, the official publication of the Association, the Hellcat News. The authority to edit, rewrite, or reject any material for publication in the Hellcat News is subject to approval under the following policies adopted by the Executive Council. In the event the editor has concerns with article content, the editor is required to contact the author of an article prior to its submission to the layout technician. If agreement/satisfaction is not reached the author should contact the Publication Committee Chair for further recourse.

REUNION COMMITTEE CHAIR: The Chair of the Reunion Committee shall oversee the planning of national, regional, and local reunions and support local committees as applicable. The Chair shall update the Executive Council of upcoming events as well as the progress of national reunion planning, and make such information available for publication. (Responsibilities and Guidelines are available.)

UNIT REPRESENTATIVE COMMITTEE CHAIR: The Unit Representative Committee Chair shall keep unit representatives updated on Council discussions/initiatives and request specific information be included in their monthly columns. This will ensure a more timely dissemination of information to the general membership regarding activities, initiatives, etc. In addition, the Chair shall seek individuals to fill unit representative vacancies.

WEBSITE COMMITTEE CHAIR: The Website Committee Chair shall enlist the services of individuals to assist in website maintenance and content development.

MUSEUM/ASSOCIATION INTERFACE COMMITTEE: The Interface Committee Chair shall serve as liaison in communicating with 12th Armored Division Museum board members regarding joint initiatives, assist the researchers in the Museum in the acquisition of historical materials, including documents and oral histories, and shall coordinate management of Association materials being housed at the museum. The historian(s) shall serve on this committee.

OUTREACH COMMITTEE CHAIR: The Outreach Committee Chair shall coordinate and oversee groups of members who reach out to veterans and spouses on a regular basis, ensuring they are supported by their Hellcat family. Committee members shall maintain ongoing contact with these most valued Hellcats and Hellkittens.

Section 5. UNEXPIRED TERMS REPLACEMENTS

The Executive Council shall be empowered to appoint, by simple majority, replacement Council members unable to fulfill the term of office for any elected director who, for whatever reason, cannot complete their term of office.

- The Council, at its discretion, shall
 - 1) Seek to fill the position with a volunteer member of the Association, or
 - 2) Assign dual responsibility to another Council member,
 - Individual holding dual responsibilities shall be afforded only one vote on all business before Council.
 - 3) For the position of treasurer, consider acquiring the services of an outside individual or financial institution on a voluntary or fee-for-service basis.

Section 6. VACANT COUNCIL POSITIONS

Should the nominating committee fail to identify viable candidates to stand for election through the candidate identification process as prescribed under Article IV Section 1 of the Constitution, the Executive Council shall be empowered to fill such positions, by simple majority, until the next election cycle.

- The Council, at its discretion, shall assign dual responsibility to another Council member,
 - Individual holding dual responsibilities shall be afforded only one vote on all business before Council.

ARTICLE V ANNUAL REUNION - FISCAL YEAR

Section 1. DATE OF REUNIONS - The date and location of the annual reunion of the Association will be set by the Executive Council and announced no later than the November issue of the Hellcat News.

Section 2. AUDIT - The president shall appoint a committee to audit the treasurer's accounts of the Association and its officers as the Executive Council may direct. If possible, one (1) member of the committee shall be an experienced accountant. If deemed necessary, and authorized by the Executive Council, the president may employ a recognized accounting/auditing firm to verify any reports made of such records, files or accounts.

ARTICLE VI

CHAPTERS

Section 1. OFFICERS – Authorized chapters may elect a presiding officer.

Section 2. DUES - No chapter shall be permitted to collect dues for its chapter.

Section 3. ACTIVITY - No chapter activity shall be authorized which would conflict with the annual reunion dates.

Section 4. REVOCATION - The Executive Council is authorized to revoke the charter of any chapter of the Association. The Executive Council is further authorized to take such legal action as may be necessary to stop any chapter from acting in any manner deemed detrimental to the best interests of the 12th Armored Division Association or in conflict with its Constitution or bylaws.

ARTICLE VII

AMENDMENTS

These bylaws may be amended at any meeting of the Executive Council by an affirmative vote of two-thirds (2/3) of the members present, provided notice of the proposed amendments is given to all members of the Council prior to the meeting. Amendments will become effective upon adoption.