



# 42d Infantry “Rainbow” Division Association By-Laws



as Amended on:  
**April 11, 2018**



**42d Infantry “RAINBOW”  
Division Association**



April 26, 2018

**To:** All members of the 42d Infantry Division “Rainbow “ Association

**Subject:** Updated By Laws

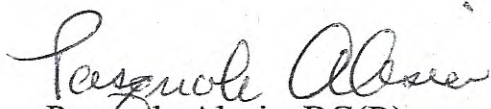
As you know, our By Laws were updated and approved by our membership on 15 April 2016. After working with the new By Laws for two years, our Board of Directors recommended some additional changes. The changes or additions are as follows: 1) Re-Distribution of Life Member Dues(page 7-F2) Nominating/Election Committee (page 9:B,para 1c);3) Annual Association Meeting Dinner(page 3, Article III,Sect3,ParaA&B)

These changes were presented and discussed at Chapter Meetings In March(H/V) and April(Downstate). Both Chapters voted unanimously to approve these changes. It’s our hope that these changes will enhance the financial status of each chapter, streamline our election process, and permanently schedule our Annual Dinner Meeting in the month of December. Once again, special thanks to Frank Riggio for his outstanding efforts in updating the new By Law document.

In addition, thanks to our Chapter Leaders for their support and cooperation in helping our Association achieve its goals and objectives. Lastly, thanks to our Association Members for their continued participation in Chapter meetings and activities.

Keep up the great work !

Yours in the Rainbow

  
Pasquale Alesia, BG(R)  
President



## *42d Infantry Division Lineage*

### **World War I - 1917 - 1919**

Belgium and France - AEF

Champagne-Marne

St. Mihiel

Meuse-Argonne Offensive

Casualties: 2,058 KIA 12,625 WIA

### **World War II - 1943 - 1947**

Ardennes - Alsace

Rhineland

Central Europe

Casualties: 5,949

### **War on Terrorism**

1-101st Cavalry -Ground Zero - 911

42ID bridge, river and airport security

2-102 Armor Battalion - Guantanamo Bay

89th MP Brigade Opns in Sadr City

1/69th Infantry security at Baghdad Airport

Operation Iraqi Freedom

50th Infantry Brigade Combat Team to Iraq

27th Infantry Brigade Combat Team - Afghanistan

### **Homeland Security**

Disaster Relief

Hurricane Katrina , Floyd

Ground Zero Support - 911

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**ATTACHMENTS:**

- 1. SAMPLE CHAPTER AUTHORIZATION CERTIFICATE(s)**

## **ARTICLE I – PURPOSE**

The purpose for which this Association has been organized is to promote the esprit de corps and the historical bond and fraternity of the officers, noncommissioned officers and enlisted persons who are presently serving or who have served in the 42d Infantry "Rainbow" Division.

This corporation shall be incorporated under the Not for Profit Law of the State of New York. Whenever the word Association shall appear it shall mean the corporation and vice-versa.

## **ARTICLE II - OFFICES**

The principal office of the corporation shall be in the State of New York. The corporation may also have offices at such other places within or outside this State as the Board may from time to time determine or the business of the corporation may require.

## **ARTICLE III - MEMBERSHIP**

### **1. QUALIFICATION FOR MEMBERSHIP**

A. Regular Membership is open to all present or former officers, noncommissioned officers and enlisted members of any unit or units who have been or are presently part of or attached to the 42d Infantry "Rainbow" Division.

B. Honorary Membership is a class of membership bestowed by the Association upon any individual not classified elsewhere who is a true supporter of the 42d Infantry "Rainbow" Division and is due the distinction and honor of the Association.

### **2. ASSOCIATION & CHAPTER MEMBERSHIP & AFFILIATION.**

All members of the Association will also be a member of a Chapter of the Association. The member may select the Chapter they wish to belong to and may transfer from any chapter of the Association to any other chapter of the Association as long as the member is in good standing.

### **3. MEMBERSHIP MEETINGS**

#### **A. MEETING DATES**

The Association will hold an Annual Association Meeting and Dinner in the month of November. Each Chapter will rotate the support of this meeting and the choice of venue on an annual basis. Each Chapter will hold meetings as directed by their respective Chapter Chairperson.

#### **B. QUORUM**

The quorum necessary to conduct business or to vote at the annual Association meeting in November shall be at least (30) members of the Association in good standing. The quorum necessary at a Chapter Meeting shall be at least 10 members in good standing. A membership roll showing the list of members will be available at all Association and Chapter Meetings (current date certified by the Chapter Secretary or Association Secretary. Copies of Chapter Rolls shall be submitted to the Association Secretary semi-annually.

### C. ACTION

Except as otherwise provided herein, a majority vote of the Association members that are in good standing present at any duly authorized meeting of the Association or of any Chapter thereof, shall be necessary to adopt any business or proposal as presented at that meeting. **Robert's Rules of Order shall apply, whenever there is a procedural matter not covered or resolved by the application of these by laws.**

#### 4. FIXING RECORD DATE

For the purpose of determining the Association Chapter members entitled to notice of or to vote at any Association or Chapter meeting of the members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board of Directors of the Association, and in the case of Chapters, the Executive Board of any Chapter shall fix, in advance, a date as to the record date for any such determination of members. Such date shall not be more than fifty (50) days nor less than ten (10) days before any such meeting, nor more than fifty days prior to any other action.

#### 5. ACTION BY MEMBERS WITHOUT A MEETING

A. Whenever Association / Chapter members are required or permitted to take any action by vote either concerning an Association wide matter or of a Chapter matter, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by the member entitled to vote therein.

B. Any matter raised, made into a motion and passed at any authorized Association / Chapter meeting that will have an effect on dues, assessment or have any other Association wide implications, the motion must be approved and passed by two-thirds of a majority of members of the entire Association . All motions so passed within the Association or any Chapter must be submitted in written form, certified by the Association / Chapter Secretary as an exact copy of the motion passed to the Board of Directors of the Association, Attn: Association Secretary, within thirty (30) days of being passed.

C. The Association Board of Directors will review the motion, and if necessary, refer it to a committee of the Association for review & recommendation. If the motion, after review by the Board of Directors, is found to be in accordance with the Association by-laws, the Association Secretary will submit the motion in written form to each Chapter Secretary. The Chapter Secretary shall present the motion for a vote by all members of the Chapter in good standing, provided that the members of the Association have at least sixty (60) day prior notice of the contents of the motion and notice that a vote will be taken on the motion at the next regular or special meeting of the Association, in person or by proxy. If there is insufficient time for proper notice as required herein, the

vote will be taken at the next subsequent meeting that will permit sufficient notice to comply with this section.

D. The written results of the vote will be submitted to the Association Secretary within ten (10) days after the vote is taken by the Chapter Secretary. The voting results will be reported back to the Chapters by the Association Secretary within ten (10) days. The report will include the effective date if the motion was adopted.

## 6. ORDER OF BUSINESS

The order of business at all Association meetings of members shall be as follows:

- A. Opening Ceremony
- B. Reading of the minutes of the preceding meeting
- C. Treasurer's Report
- D. Committee Reports
- E. Reports of officers
- F. Old business
- G. New Business
- H. Date, Time and Location of next Meeting
- I. Motion to Close the Meeting

## 7. MEMBERSHIP DUES

A. Each regular member will pay the Secretary of the CHAPTER not later than the 30th day of January each calendar year, in amount of \$25.00 (Association \$5.00, Chapter \$20.00). The Secretary of the Chapter will deposit all checks to the Association's account and record the information, forwarding deposit receipts and information to the Association Treasurer. The Association Treasurer will then write a check back to the Chapter Treasurer in the amount of \$20.00 for each dues paying Chapter Member each quarter. Chapter Members will be considered delinquent and not in good standing if annual dues are not received by 31 March.

B. Dues as per paragraph a above are for the Calendar year beginning January 1st and ending December 31st. Dues for new members are to be assessed for the entire year in which a member joins.

C. Chapters will notify the Association of any waivers of the normal dues rates for the promotion of new members.



D. Changes in dues shall be made by a motion, presented by the Board of Directors and ratified by a majority of the Association members present at the next authorized meeting of the Chapter.

E. Life membership. In lieu of annual dues payable pursuant to paragraph a, any regular member in good standing and/or any honorary member with permission of a majority of the Board of Directors, may tender payment to the Chapter Secretary an amount in relation to the individual's age at the time of submission of full payment as indicated by the chart below and thereby obtain life membership status. Life membership status requires no further payment of annual dues. All other benefits and obligations prescribed by the Association By-Laws and other duly adopted resolutions adopted and authorized there under pertain to Life Members on an equal basis to all other Association Members within that class of membership. Payment for Life Membership status shall cover all dues for the calendar year in which the Life Membership is paid in full. If a member has paid annual dues prior to submitting payment for Life Membership within the same calendar year, the annual dues paid within the same calendar year shall be credited toward the purchase of the Life Membership status.

<b>AGE</b>	<b>AMOUNT</b>
80 plus	\$ 75.00
76 - 79	\$ 105.00
71 - 75	\$130.00
66 - 70	\$180.00
61 - 65	\$185.00
56 - 60	\$190.00
51 - 55	\$210.00
50 and below	\$220.00

F. **Redistribution of Life Member Dues.** Each year, at an Association Board of Director's Meeting held in the January/February time frame, the Board will decide the status of Life Member Dues Redistribution based upon the Association/Chapter financial status.

Redistribution of Life Member Dues is currently defined as each Chapter receiving 80% of current Association Dues for each Life Member in the chapter.

G. Members in good standing are those members whose dues are current or are paid Life Members. Chapters are authorized to appoint individuals as Honorary Members of their Chapter.

H. Members delinquent in non-payment of dues for one (1) year are considered suspended.

I. Members delinquent in non-payment for two (2) or more years are considered dropped.

J. Donations or funds raised by the Association and received directly by the Association for use by the Association shall be deposited in the Association's account for use by the Association. The Association Treasurer shall keep records of all funds collected under this paragraph and the duties found under Article V, 3, d & e. Funds forwarded to the Association Treasurer by Chapters and donations or other income of the Association shall be deposited into the account or accounts of the Association for use as directed by the Board of Directors.

K. Honorary Members do not have a Dues obligation.

#### 8. DUTIES OF MEMBERS

A. To notify the Association / Chapter Secretary, in writing, of any change of residence, e-mail address or place of business within 30 days thereafter.

B. To attend regular and special meetings of association.

C. To maintain order and decorum at all meetings of the Association and obey these by-laws.

### **ARTICLE IV - DIRECTORS**

#### 1. MANAGEMENT OF THE ASSOCIATION

The Association shall be managed by the four (4) elected officers of the Association and the Chapter Chairperson. The Association President shall appoint an Association Lawyer to act as the Resolutions & By Law Committee Chairperson and advisor to the Board. All currently serving Board Members will continue to serve until their respective terms expire. The Association's Board of Directors shall provide management of the Association and supervision and oversight of Chapters to ensure compliance to the By Laws, Federal and State laws under which the Association was established.

## 2. ELECTION AND TERM OF DIRECTORS

At the annual Association membership meeting, the following individuals elected as Officers of the Association shall be deemed to be elected to positions as members of the Board of Directors: President, Vice-President, shall serve two year terms and the Secretary and Treasurer shall serve three year terms. All Chapter Chairperson are automatically members of the Board at the time of their election.

## 3. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Vacancies occurring in the Board for any reason may be filled for the remainder of the unexpired term by a majority vote of the Directors then in office.

## 4. REMOVAL OF DIRECTORS

Any or all of the Directors may be removed for cause by vote of the Association members or by action of the Board. Directors may be removed without cause only by a two-thirds vote of the Association members.

## 5. RESIGNATION OF DIRECTORS

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

## 6. MEETINGS OF THE ASSOCIATION'S BOARD OF DIRECTORS

### A. NOTICES OF MEETINGS

Meetings of the Board may be held at such time and place as it shall from time to time be determined by the President. Board members will be notified at least five days in advance by the Secretary of the date, time and place of the Board meeting. **The President calls any and all meetings of the Board.**

### B. ADJOURNMENT OF MEETINGS

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be sent by the Secretary to all Directors who were absent at the time of the adjournment and, unless such time and place was announced at the meeting, to the other directors.

## 7. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Chapter Chairperson, Secretary, Treasurer and Standing Committee chairs.

## 8. STANDING COMMITTEES

The President will appoint from the Associations' membership a minimum of three (3) members to the each of the Associations' standing committees as listed below. The Nominating Committee shall be composed of a chairperson selected by the Association President and the Chairperson of each of the Chapter's Nominating Committees. The President shall also designate a Chairperson for each of the other Standing Committees. Each Committee member shall then serve at the pleasure of the President.

A. HISTORICAL COMMITTEE

This committee shall organize, catalogue and store or arrange to store all archival materials and data pertinent to the Association. Coordination shall be maintained with the active Division and appropriate Division of Military and Naval Affairs (DMNA) officials in order to preserve flags, memorabilia, rosters, historical data and other matters relating to the 42d Infantry "Rainbow" Division and its subordinate units.

B. NOMINATING / ELECTIONS COMMITTEE

(1) NOMINATIONS

(a) It shall be the duty of this committee to present to the Secretary of the Association no later than the 15<sup>th</sup> day of August of each year as required, a slate of Association officer nominees constituting the official ballot to be voted upon by each Chapter member in good standing.

(b) In addition to names the Nominating Committee places on the Official Ballot of the Association, any other **member in good standing** of the Association wishing to run for any office, may submit a petition for their name to be placed on the ballot. The petition should state the office the individual wishes to run for, and in addition the signatures of two (2) sponsors, in addition to the applicant, who are members of the perspective nominees Chapter, in Good Standing, along with the signature of the nominee and the date the nominee signs the position. All such petitions will be reviewed by the Nominating Committee to determine if the perspective nominee and sponsors are in good standing. The signatures on the petition should have the name of the person signing printed legibly under each signature. Petitions must be postmarked no later than the 1<sup>st</sup> day of August each year to be accepted and sent to the Nominating Committee by Certified Mail, Return Receipt Requested. Petitions postmarked after August 1<sup>st</sup> of the year of submission shall be returned to the sender applicant without action. The Return Receipt Post Card of the United States Post Office, along with the signature of the recipient and the date stamp on U.S. Post office receipt, bearing a date of August 1<sup>st</sup> or earlier, is prima facie evidence that the petition was submitted within the time required by these by-laws. The names submitted by the Nominating Committee, along with the name or names of any person who has submitted a properly and timely filed petition will constitute the official ballot of the Association.

(c) The Nominating Committee will strive to identify more than one individual for each position on the slate of Association Officer nominees. (President, Vice-President, Secretary and Treasurer) In the event that any specific position up for election has only one viable candidate, said candidate is considered to be running for office UNOPPOSED and will be elected in accordance with Robert's Rules of Order by "Acclimation." At the Election Meeting, the Association Secretary will cast one ballot for this sole candidate thereby electing this candidate to office.

(2) ELECTIONS

(a) The Secretary of the Association shall transmit the official ballot to the Chapter Secretaries not later than the 5<sup>th</sup> day of September as required.

(b) Each Chapter shall hold an election on the official ballot. Each Chapter election shall be conducted between the 15<sup>th</sup> day and the 30<sup>th</sup> day of September of as required on a date to be determined by the Board of Directors of each Chapter and may be by electronic means. If the Chapter has a scheduled meeting after Sept 15<sup>th</sup>, then a written vote can be conducted at that meeting.

(c) Only Chapter **members in good standing** may vote. The Chapter Secretary will submit the results of the Chapter vote, taken upon an official ballot, in written form, by regular, fax or e-mail certified by the Chapter Secretary as being a true and accurate count of votes taken for each candidate listed upon the official ballot, to the Secretary of the Association no later than the 10th of October and the Association Secretary will announce the results no later than October 30th of as required. The results of the election shall be published in the Chapter Minutes and the in next addition of the Association Newsletter. All persons elected will take office as of the first day of January of the year following the election for the terms indicated below.

(d) The slate shall consist of the following:

Association
President for a two (2) year term
Vice President for a two (2) year term
Secretary for a three (3) year term
Treasurer for a three (3) year term

C. RESOLUTIONS & BY LAWS COMMITTEE

The Resolutions and By Law committee is responsible to review all proposed resolutions and amendments to these by-laws and submit them to the Association membership for their approval.

D. WEBSITE COMMITTEE

The President shall appoint an individual to maintain the Association's website. Those individuals with direct access to the Webmaster will be the President and Secretary of the Association as well as each Chapter Secretary.

## 9. SPECIAL COMMITTEES

A. The President may at his/her discretion designate and appoint any other committees as s/he deems necessary in order to promote the goals of this Association. In no case shall the chairperson(s) of these committees serve on the executive committee. The duration of the term of the committees shall be specifically stated at the time of their designation along with the purpose of the Committee.

### B. Audit Committee

Appointed by the President to audit Secretaries and Treasurer's accounts and records at the end of each Association's fiscal year. (31December)

## ARTICLE V - OFFICERS

### 1. ELECTIONS, TERMS, REMOVAL AND RESIGNATIONS

A. ELECTIONS Unless otherwise provided for in the certificate of incorporation, or these by-laws, the members may elect or appoint a President, a Vice-President, one or more, Chapter Chairperson and Vice-Chairperson, a Secretary, one or more Chapter Secretaries, a Treasurer, one or more Chapter Treasurers. All officers shall be elected or appointed to hold office for the period as defined below, until the meeting of the Board following the Association's annual membership meeting at which Officers and Directors are elected. The positions of Association President and Association Vice-President should be maintained with one position being filled by an Officer and the other position be filled by an Enlisted Association member.

B. TERM The Association President, Association Vice-President or Chapter Chairperson shall be elected to serve for a term of two (2) years. The Association Treasurer, Chapter Treasurer, Association Secretary and Chapter Secretary shall be elected to serve for a term of three (3) years. Each officer shall hold office for the term for which s/he is elected and / or until his/her successor has been elected or appointed.

C. REMOVAL AND RESIGNATION Any officer may be removed by the Board with cause. In the event of the illness, death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

## 2. DUTIES

### A. PRESIDENT

The President shall be the chief executive officer of the Association. S/He shall preside at all meetings of the members and of the board. S/He shall have the responsibility of the general management of the affairs of the Association and shall see that all orders and resolutions of the board are carried into effect. S/He shall appoint all committee members and committee chairpersons.

### B. VICE-PRESIDENT

During the absence or disability or resignation of the President, the Vice-President, becomes President and shall have all the powers and functions of the President and shall perform such other duties as the board shall prescribe. The Board of Directors then shall appoint a temporary Vice-President.

### C. TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the Association, and shall deposit said funds in the name of the Association in any such bank or trust company as the Directors may elect. S/He shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Association, when countersigned by the President. S/He shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President. The Board of Directors may authorize an expenditure of up to \$500.00 without membership approval All bills exceeding \$500.00 must be submitted to the Secretary who will in turn annotate the bill with the expenditure approval date. The Secretary will then forward the item to the President for signature and subsequent payment by the Treasurer. S/He shall at all reasonable times exhibit the Association's books and accounts to any Director or member of the Association. At the end of the Association's fiscal year (31 Dec), s/he shall have an audit of the accounts of the Association by a committee appointed by the President, and shall present such audit in writing at the Association's Board of Director's

Meeting each March. The Treasurer shall be assisted in his/her functions by the Regional Chapter Treasurers who shall be elected from their respective regions.

#### **D. SECRETARY**

The Secretary shall keep the minutes of the Board of Directors, the Executive Committee and also the minutes of the Association's Membership Meetings. S/He shall have the custody of the seal of the Association and shall affix and attest the same to documents when duly authorized by the Board of Directors. S/He shall attend to the giving and serving of all notices of the Association, and shall have charge of such books and papers as the Board of Directors may direct, s/he shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. S/he shall keep a consolidated membership roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their places of residence and the time when they became members. At the end of the Association's Fiscal Year (December 31<sup>st</sup>) the Association's Secretary shall have an audit of dues receipts and Membership Rolls by a committee appointed by the President and shall present such audit in writing at the Association's Board of Director's Meeting each March.

#### **E. ASSISTANT SECRETARY**

During the absence or disability of the Secretary, the Association President shall appoint an Association member to act as an Assistant Secretary of the Association on a temporary basis to perform such duties as may be delegated by the Association President.

### **ARTICLE VI - CHAPTERS**

#### **1. INTENT**

It was always the intent of the Founders of the 42d Infantry Rainbow Division Association to form Regional Chapters in the future. The basic principle can be found in the original By-laws Article IV, 1. Wherein it names Regional Vice Presidents as members of the Board of Directors. Also Article V, a. and c.



2. ASSOCIATION, MEMBERSHIP & AFFILIATION.

All members of the Association will also be a member of a Chapter of the Association. The member may select the Chapter they wish to belong to and may transfer from any Chapter of the Association to any other chapter of the Association as long as the member is in good standing.

3. PROCEDURE TO CREATE A CHAPTER

A Regional Chapter can be formed by application submitted by at least 5 individuals In good standing. The application will include proposed name of Chapter, proposed Area /Region covered, to include the names and addresses of the individuals proposing said chapter. It will be forwarded thru the Association Secretary to the Board of Directors for approval. If possible the proposed meeting site and date of startup should be included.

4. ORDER OF BUSINESS

The order of business at all Association meetings of members shall be as follows:

- A. Opening Ceremony
- B. Reading of the minutes of the preceding meeting
- C. Treasurer's Report
- D. Committee Reports
- E. Reports of officers
- F. Old business
- G. New Business
- H. Date, Time and Location of next Meeting
- I. Motion to Close the Meeting

5. CHAPTER OFFICERS

Shall consist of a Chairperson, Vice Chairperson, Treasurer and Secretary. These elected Officers of a Chapter shall constitute the Executive Committee of the Chapter.

6. DUTIES OF CHAPTER OFFICERS

A. CHAIRPERSON

Each Chapter shall elect from amongst their Chapter members, a Chapter Chairperson. The Chapter Chairperson shall be the chief executive officer of the Chapter which s/he represents. The Chapter Chairperson shall perform all the duties of the Association President with respect to Chapter meetings, and shall be a member of the Executive Committee.

## B. VICE CHAIRPERSON

Each Chapter shall elect from amongst their Chapter members, a Chapter Vice Chairperson. During the absence or disability or resignation of the Chairperson, the Chapter Vice Chairperson becomes Chairperson and shall have all the powers and functions of the Chapter Chairperson. The Executive Committee then shall appoint a temporary Vice-Chairperson.

## C. TREASURER

Each Chapter shall elect from amongst the members of the Chapter, a Treasurer who shall perform such duties as outlined. As outlined for the Association Treasurer in Article V, Section 3, E. Chapter Treasurers shall be audited by a committee appointed by the Association President between December 15<sup>th</sup> and December 31<sup>st</sup>. Such audit will be presented in writing at the Chapter March meeting.

## D. SECRETARY

Each Chapter shall elect from amongst the members of the Chapter a Secretary who shall perform such duties as outlined for the Secretary within their respective Chapters. Chapter Secretary shall have an audit of the dues receipts of the Chapter by a committee appointed by the Association President. Such audit shall be presented in writing at the Association's Board of Director's Meeting each March.

## 7. AUTHORIZATION CERTIFICATE

Once a Chapter is approved by the Board of Directors, the Association Secretary will issue a Certification Certificate Authorizing the Chapter's formation to the Chapter Secretary. See attached sample certificate.

## 8. OPERATION

Chapters may hold meetings and events as the members of the chapter so direct. Schedules of meetings and events shall be forwarded to the Association Secretary. If at all possible, meetings and events should be scheduled so as to NOT conflict with Association functions.

## 9. REPORTS

Chapter Chairperson, Vice Chairperson, Secretary and Treasurer shall keep the Association Board of Directors informed of Chapter activities, membership and status by providing reports and/or briefings as the Board may reasonably require. (Schedule of Meeting Dates, Minutes from any meetings, and monthly Treasurer Reports)

10. MEMBERSHIP DUES

A. Each regular member will pay the Secretary of the CHAPTER not later than the 30th day of January each calendar year, in amount of \$25.00 (Association \$5.00, Chapter \$20.00). The Secretary of the Chapter will deposit all checks to the Association's account and record the information, forwarding deposit receipts and information to the Association Treasurer. The Association Treasurer will then write a check back to the Chapter Treasurer in the amount of \$20.00 for each dues paying Chapter Member each quarter. Chapter Members will be considered delinquent and not in good standing if annual dues are received by 31 March.

B. Dues as per paragraph a above are for the Calendar year beginning January 1st and ending December 31st. Dues for new members are to be assessed for the entire year in which a member joins.

C. Changes in dues shall be made by a motion, presented by the Board of Directors and ratified by a majority of the Chapter members present at any authorized meeting of the Chapter.

D. Life membership. Refer to Article III, Section 7E

AGE	AMOUNT
80 plus	\$ 75.00
76 - 79	\$ 105.00
71 - 75	\$130.00
66 - 70	\$180.00
61 - 65	\$185.00
56 - 60	\$190.00
51 - 55	\$210.00
50 and below	\$220.00

E. **Members in good standing** are those members whose dues are current or are paid Life Members. Chapters are authorized to appoint individuals as Honorary Members of their Chapter.

F. Members delinquent in non-payment of dues for one (1) year are considered suspended.

G. Members delinquent in non-payment for two (2) or more years are considered dropped.

## 11. CHAPTER BANK ACCOUNT

A. The Treasurer shall maintain the Bank account of the Chapter. S/He shall record all funds received from the Association Treasurer, verifying amounts with the Chapter Secretary's deposits. S/He shall also issue checks and record all funds authorized for expenditure by the membership. Her/His books will be audited annually.

B. Donations or funds raised by a Chapter and received directly by a Chapter for use solely by that Chapter shall be deposited in that Chapters account. The Chapter Treasurer shall keep records of all funds collected under this paragraph and the duties found under Article V, 3, d & e.

## 12. RULES AND PROCEDURES

Chapters shall comply with all State and local laws required of the Association as well as the Association's By-Laws. Chapters may adopt their own set of By-Laws which must be approved by their membership and be consistent with the Association's Bylaws. A copy of the Chapter Bylaws must be provided to the Association. **Robert's Rules of Order shall apply, whenever there is a procedural matter not covered or resolved by the application of these by laws.**

## 13. DISBANDMENT

Upon a voted request by  $\frac{3}{4}$  of the Chapter's membership to disband, the Chapter will submit a written request to disband with a sworn affidavit of the Chairperson and Chapter Secretary indicating the date of the meeting and  $\frac{3}{4}$  votes by the membership in good standing requesting disbandment.

## 14. RETROACTIVITY

Any chapter in existence on the date these By-Laws are updated and approved shall remain in effect and subject to all of the provisions contained herein.

## 15. CHAPTER STANDING COMMITTEES

The Chapter Chairperson will appoint from the Chapters' membership a minimum of three (3) members to the each of the Chapters' standing committees as listed below. The Chairperson of the Chapter's Nominating Committee shall also serve as a member of the Associations' Nomination Committee. Additionally, the Chapter Chairperson shall also designate a Chairperson for each of the other Chapter Standing Committees. Each Chapter Committee member shall then serve at the pleasure of the Chapter Chairperson.

### A. MEMBERSHIP COMMITTEE

The responsibility of the membership committee shall be to expand the membership of the Chapter through all means possible.

### B. ENTERTAINMENT COMMITTEE

The entertainment committee will arrange for recreational and social activities of the Chapter. The committee shall submit to the Chapter membership at the September Chapter membership meeting a proposed calendar of social events for the year, which will then be voted upon by the membership.

### C. PLANNING COMMITTEE

This committee shall be responsible to develop the arrangements and plan the events, publicity and facilities for the Membership Meeting. This committee shall provide for the refreshments, food and entertainment at any Assembly of the Chapter as designated by the Chairperson.

### D. SUNSHINE COMMITTEE

This committee shall be responsible for keeping in touch with all members of the Chapter in regards to the health status of members. Upon notification of the death of a member of the Chapter the Committee will arrange for a flag case to be sent to the family of the deceased member at the time of the funeral or memorial service. These flag cases will be provided by the Chapter. Upon notification of the illness of a Chapter member, the Committee will send get well cards to cheer those members who have fallen ill. They will coordinate their activities with the Secretary in order to maintain current status of reported Chapter member and the listings of addresses of the members of the Chapter and their families.

## E. NOMINATING / ELECTIONS COMMITTEE

### (1) NOMINATIONS

(a) It shall be the duty of this committee to present to the Secretary of the Chapter no later than the 15<sup>th</sup> day of August of each year, a slate of Chapter officer nominees constituting the official ballot to be voted upon by each Chapter member in good standing.

(b) In addition to names the Nominating Committee places on the Official Ballot of the Chapter, any other member of the Chapter **in good standing** wishing to run for any office, may submit a petition for their name to be placed on the ballot. The petition should state the office the individual wishes to run for, and in addition the signatures of two (2) sponsors, in addition to the applicant, who are members of the perspective nominees Chapter, in Good Standing, along with the signature of the nominee and the date the nominee signs the position. All such petitions will be reviewed by the Nominating Committee to determine if the perspective nominee and sponsors are in good standing. The signatures on the petition should have the name of the person signing printed legibly under each signature. Petitions must be postmarked no later than the 1<sup>st</sup> day of August each year to be accepted and sent to the Chapter Secretary by Certified Mail, Return Receipt Requested. Petitions postmarked after the 1<sup>st</sup> day of August of the year of submission shall be returned to the sender applicant without action. The Return Receipt Post Card of the United States Post Office, along with the signature of the recipient and the date stamp on U.S. Post office receipt, bearing a date of 1 August or earlier, is prima facie evidence that the petition was submitted within the time required by these by-laws. The names submitted by the Nominating Committee, along with the name or names of any person who has submitted a properly and timely filed petition will constitute the official ballot of the Chapter.

(c) The Nominating Committee will strive to identify more than one individual for each position on the slate of Chapter Officer nominees. (Chairperson, Vice-Chairperson, Secretary and Treasurer) In the event that any specific position up for election has only one viable candidate, said candidate is considered to be running for office UNOPPOSED and will be elected in accordance with Robert's Rules of Order by "Acclimation." At the Election Meeting, the Chapter Secretary will cast one ballot for this sole candidate thereby electing this candidate to office.

### (2) ELECTIONS

(a) The Secretary of the Chapter shall transmit the official ballot to Chapter Members not later than the 5<sup>th</sup> day of September as required . Each Chapter shall hold an election on the official ballot. Each Chapter election shall be conducted between the 15<sup>th</sup> day and the 30<sup>th</sup> day of September of as required on a

date to be determined by the Board of Directors of each Chapter and may be by electronic means. If the Chapter has a scheduled meeting after Sept 15<sup>th</sup>, then a written vote can be conducted at that meeting.

(b) Only Chapter **members in good standing** may vote. The Chapter Secretary will submit the results of the Chapter vote, taken upon an official ballot, in written form, by regular, fax or e-mail certified by the Chapter Secretary as being a true and accurate count of votes taken for each candidate listed upon the official ballot, to the Secretary of the Association no later than the 10th of October and the Association Secretary will announce the results no later than October 30th of as required. The results of the election shall be published in the Association's Board of Directors Minutes and the in next addition of the Association Newsletter, "The Bugler", published in January and July each year. All persons elected will take office as of the first day of January of the year following the election for the terms indicated below.

(c) The slate shall consist of the following:

Regional Chapter
Chairperson for a two (2) year term
Vice Chairperson for a two (2) year term
Chapter Secretary for a three (3) year term
Chapter Treasurer for a three (3) year term

## ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the incorporation shall govern.

## ARTICLE VIII - ELECTRONIC TRANSMITTAL

In all instances of Association notifications and communications to its membership, in addition to notification by US Postal Service mail, the use of electronic transmittals, (E-Mail, Facsimile, etc.), shall be deemed to be an effective and acceptable way in which to officially notify and communicate with the Associations' membership.

## **ARTICLE IX - ACCOUNT OF THE ASSOCIATION**

All the funds of the Association shall be kept in a separate account in the name of the Association in an accredited bank to be designated from time to time by the Board of Directors, and checks upon such funds will be signed by both the Treasurer and the President of the Association. Individual Chapters will maintain their own accounts.

## **ARTICLE X - DISSOLUTION**

### **1. PROCEDURES**

A. In the event a petition signed by ten (10) of the members of the association, requesting dissolution of this Association shall be presented to the Board of Directors, the Board will then schedule a special meeting of the Association in accordance with the provisions of these by-laws.

B. The Secretary shall in addition to the notification of the meeting, provide a proxy to each member in good standing.

C. A two-thirds affirmative vote of all members of the Association in good standing at the time of the resolution for dissolution shall be required to dissolve this Association.

D. In the event that the total number of members present at the special meeting called for consideration of dissolution and the total number of valid proxies received by the Secretary for the vote on dissolution do not total at least three-quarters of the membership in good standing the proxies of all other members of the Association shall be assumed by and divided equally amongst the members of the Board of Directors present at such meeting, for the purpose of voting on dissolution only.

### **2. DISTRIBUTION OF ASSETS**

A. In the event of the dissolution of this Association, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the Association shall go and be distributed to such nonprofit charitable corporation(s), or the State of New York and or any instrumentality thereof to include the Division of Military and Naval Affairs (DMNA), or municipal corporation(s), or corporation(s), as may be selected by the Board of Directors of this Association.

B. In no way shall any of the assets or property of this Association, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose.



ARTICLE XI - SEAL

The seal of the Association shall be as follows:

SEAL POSTED ON THIS SIGNATURE PAGE OF OUR BYLAWS

ARTICLE XII - AMENDMENTS

1. These by-laws may be adopted, amended or repealed by a majority of the members of the Association in good standing. Bylaws may also be adopted, amended or repealed by the board of directors, BUT, any by-law so adopted, amended or repealed by the board should be ratified by a majority of the membership in good standing at the Association's next Annual Meeting or combined vote of the Chapters.

2. I hereby certify that the foregoing by-laws were adopted by a majority vote of the Board of Directors pursuant to paragraph 1 of Article XII of the by-laws on, **APRIL 11, 2018** after due notice to the Board at least one week in advance of said vote.

President: Pasquale Alesia  
Pasquale A. Alesia, President

Attested: Thomas J. Principe, Esq.  
THOMAS J. PRINCIPLE

Secretary: Stefano Mesiovi, SFC

**These ByLaws have been updated through the dedication and efforts of the below listed individuals who worked on this project.**

Pat Alesia, President

- |                 |               |               |
|-----------------|---------------|---------------|
| Bob Anderson    | Henry Gim     | Joe Schroder  |
| Jerry Anzalone  | Sal Mongiovi  | Don Singer    |
| Frank Degano    | Louis Milgram | Bill Vorlicek |
| George DeSimone | Frank Riggio  | Hank Zalack   |
| Tom Fitzpatrick | Nick Rinaldo  |               |