

# **Constitution of the 16th Infantry Regiment Association**

## **General**

The 16th Infantry Regiment Association was organized 22 August 1990 at Fort Washington, Maryland, after approval from the Internal Revenue Service as an officially recognized Nonprofit Veterans Organization under US code 501(c)(19), TIN: 52-1720999. Moreover, the 16th Infantry Regiment Association was designated on 28 August 2010 as a Non-Profit Corporation, Control No. 10060844, by the State of Georgia. This document and its associated by-laws supersede all previous operating documents of the Association.

## **Article I: Name**

The name of this Association shall be the “16th Infantry Regiment Association,” hereafter referred to as the “Association” throughout this document. This name will be used for all official business and correspondence of the Association. The term “Regiment” in this document will typically be intended to mean the current active elements of the 16th Infantry Regiment, all formerly active elements of the 16th Infantry Regiment (both Regular Army and Army Reserve), and the Association itself.

## **Article II: Mission and Objectives**

Section 1: The mission of this Association shall be to provide a venue for past and present members of the 16th Infantry Regiment to share in the history and well-earned camaraderie of the US Army’s greatest regiment.

Section 2: The objectives of the Association are:

- A. Honor, communicate, and perpetuate the Regiment’s past history and present service.
- B. Support the Soldiers and families of the Regiment’s active duty battalions.
- C. Provide available financial assistance to selected active duty Soldiers of the Regiment and their families at Christmas and, when requested, provide financial assistance, as available, to selected active duty Soldiers for other special circumstances.
- D. Provide available financial assistance, when deemed appropriate to Association members.
- E. Increase awareness of the Association and its activities and benefits among current and former members of the Regiment.
- F. Support the annual Distinguished Member of the Regiment (DMOR) Program.

- G. Maintain a comprehensive Association website that informs current and former 16th Infantrymen of the Association’s activities and heralds the accomplishments of the Regiment and its members.
- H. Generate revenues to support the Association’s mission and achieve its other objectives.

### **Article III: Affiliations**

This Association has no other official affiliations with any other organizations.

### **Article IV: Membership**

Section 1: Types of Membership. The membership of this Association shall consist of three types of members: Regimental Members are past or present Soldiers who have served honorably with the 16th Infantry Regiment; Honorary Members of the Association are individuals who have been awarded such title by the Association (this is different than the Honorary Member of the Regiment title bestowed by the Secretary of the Army—see Article III, Section 4 of the By-Laws); and Associate Members of the Association. All 3 types of members are subject to the annual membership dues unless they possess a life membership.

Section 2: Criteria for Membership. Membership in this Association shall be open to all who meet the criteria for membership as follows (the two “categories” of membership, Regular and Life, are discussed further in the By-Laws):

A. Regimental Members. All former and current Soldiers who have been assigned to, and served honorably with, elements of the 16th Infantry Regiment on active duty or in reserve status, in peacetime or war, and who have paid the requisite membership fee, will be considered members in good standing of the Association. Those Soldiers who served with elements of the Regiment in the past, and who received something less than an honorable discharge, may be considered for membership by the Association’s governing officers. The individual’s record of conduct and contributions to his community, state, and nation since discharge will be the primary basis on which membership will be considered. Membership will be granted only by unanimous vote of the Board of governing officers. Only Regimental Members have voting rights in Association matters.

B. Honorary Members of the Association. Individuals who have served as attachments with the Regiment in peacetime or war, and who rendered some form of exceptional service to the Regiment. Also, individuals, either military or civilian, who have never served with the Regiment in any capacity, but who have rendered service to the Regiment that is clearly outstanding in some fashion, may be considered for Honorary Membership. Application for such membership can be made by application by the individual or at the recommendation of a Regimental Member. Appropriate evidence for such membership must be provided on

application. Honorary Membership will be granted by unanimous vote of the Board. Honorary Members have no voting rights in Association matters.

C. Associate Members. Individuals who, for familial or historical reasons, wish to be affiliated with the Association. Associate Members have no voting rights in Association matters.

Section 3: This Association and its members shall not discriminate against any individuals for reasons of race, color, religion, gender, age, sexual orientation, and/or physical ability status.

## **Article V: Officers**

Section 1: The officers of the Association shall consist of a Governing Board (hereafter referred to as the “Board”) of five voting officers, who will be elected at the annual General Membership Meeting as their term expires, and an indeterminate number of non-voting Board officers. There shall also be an indeterminate number of non-Board officers appointed by the President for specific duties designed to support the operation of the Association. The voting officers shall consist of the following positions:

A. President. The President’s term shall be a term of three years and he shall perform the following duties:

1. Presides over, and is the chairman of, the Governing Board of the Association and its activities.
2. Serves as the primary Association representative and point of contact.
3. Presides over the annual General Membership Meeting and Board meetings.
4. Initiates and manages actions to further the Association’s mission and objectives.
5. Retains authority to make all official contacts with outside agencies, organizations, officials, and offices, particularly those of the active battalion commanders and the Honorary Colonel of the Regiment.
6. Oversees and directs the operations of the Board.
7. Delegates duties and responsibilities not specified in this document to other members of the Board or to non-Board officers.
8. Nominates names for the appointment of voting Board officers to the Board to fill vacancies in the Board until the next annual General Membership Meeting.
9. Appoints *Emeriti* to the Board and appoints non-Board officers.

10. Delegates oversight responsibilities for non-Board officers to Board officers as desired. Typically he will refrain from directing non-Board officers whose responsibility are one of the other Board Members, but retains authority to remove that responsibility at any time.
11. Ensure the Board is informed of the initial agreement to, and follow-on status of, all contractual obligations and expenditures.
12. Appoints committees as needed and provides necessary guidance to ensure compliance with the committee's mission, responsibilities, and suspenses.
13. Coordinates the Board efforts to identify and nominate new Board members.
14. In coordination with the Board, approve the expenditure of Association funds.
15. Appoint Association members to special committees.

B. First Vice President. The First Vice President's term shall be a term of three years and he shall perform the following duties:

1. Function as President in case of his absence or is otherwise unable to discharge his presidential duties as outlined in Article 1, Section 5. A.
2. Serve as a committee chairman as directed by the President.
3. Supervise those non-Board officers assigned to him by the President.
4. Performs such duties of those non-Board Officers assigned to him for oversight by the President in those cases where the position is vacant, or where the officer is unable to perform those functions.
5. Performs other duties as the President may direct.

C. Second Vice President. The Second Vice President's term shall be a term of three years and he shall perform the following duties:

1. Function as President in case of the absence of the President and First Vice President.
2. Serve as a committee chairman as directed by the President.
3. Supervise those non-Board officers assigned to him by the President.
4. Performs such duties of those non-Board Officers assigned to him for oversight by the President in those cases where the position is vacant, or where the officer is unable to perform those functions.

5. Performs other duties as the President may direct.

D. Adjutant. The Adjutant's term shall be a term of three years and he shall perform the following duties:

1. Maintain the Master Regimental Database System (MRDS) of names and addresses of all members past and present.
2. Ensure the proper and up to date maintenance of the MRDS on the Web Site through the webmaster.
3. Supervise those non-Board officers assigned to him by the President.
4. Ensure that the Treasurer and the *Dagwood Dispatches* Editor are both using the website MRDS for membership accountability, mailouts, etc.
5. Receive membership applications and fees. Process the applications into the MRDS and forward all fees to the Treasurer received that month no later than the last day of that month.
6. Reconcile quarterly with the Treasurer the MRDS and membership payments received to ensure the records of both officers have the same members and cash equivalent in dues received.
7. Initiate and forward administrative correspondence as directed by the President.
8. Serve as a committee chairman as directed by the President.
9. Record and publish on the website the minutes of the annual General Membership Meeting and meetings of the Board. Minutes will be published once they have been reviewed and approved by the Board.
10. Provide the Board a quarterly report of all types and categories of members. Ensure that report is published those in the quarterly *Dagwood Dispatches*.
11. Supervise those non-Board officers assigned to him by the President.
12. Performs such duties of those non-Board Officers assigned to him for oversight by the President in those cases where the position is vacant, or where the officer is unable to perform those functions. At a minimum, the Adjutant will have oversight of the Regimental Webmaster unless that officer is also a Board officer.
13. Performs other duties as the President may direct.

E. Treasurer. The Treasurer's term shall be a term of three years and he shall perform the following duties:

1. Maintain the Association bank accounts in accordance with the provisions of this document and all requisite local, state, and national laws pertaining thereto. As such, he will receive, record, deposit, and distribute all Association funds.
2. Prepare a following year annual budget for review and approval at the annual General Membership meeting.
3. Ensure that the annual budget is published in the *Dagwood Dispatches* and the website no later than 1 January of the year it is to be implemented.
4. Provide the Board a quarterly financial status report. Prepare a quarterly financial summary for publication in the *Dagwood Dispatches* and the website (in the Members Only section).
5. Acquire appropriate invoices for the approved expenditure of funds and maintain such records for the annual audit.
6. Ensure that Association bank accounts and other valuable holdings are audited at least once annually by a credentialed outside audit agency.
7. Coordinate with the Adjutant regarding membership accounting and dues. Receive all membership fees from the Adjutant for inclusion in the Association accounts.
8. Coordinate with the Quartermaster regarding accounting for sales from, and purchases by, the Regimental sales store. Receive all revenues from the Quartermaster for inclusion in the Association accounts.
9. Supervise those non-Board officers assigned to him by the President.
10. Performs such duties of those non-Board Officers assigned to him for oversight by the President in those cases where the position is vacant, or where the officer is unable to perform those functions. At a minimum, the Adjutant will have oversight of the Regimental Quartermaster and Archivist, unless one or both of those officers are also Board officers.

Section 2: The non-voting Board shall consist of the following positions:

A. "*Emeritus Saltuarius Honorabilis*" (i.e., Honorable Former Ranger). The *Emeriti* are individuals who can provide statesman-like advice, guidance, and direction to the current Board.

They will serve as non-voting members of the Board (see Article VI for additional details on this office). All are eligible to serve on the Board but, only two *Emeriti* at a time will serve on the Board during Full Board Meetings as trustees. They will be appointed by the President to serve a term in length designated by him. All *Emeriti*, however, may be sought out for their advice and guidance at any time.

B. Commanders of the Active Battalions. The commanders of the Regiment's active battalions will serve as non-voting members of the Board. Their term shall coincide with the length of their tour of command for their respective battalions. They shall perform the following duties:

1. Advise the Board on what assistance the Association can provide to the active battalions and their Soldiers and families, particularly of those units that are deployed to freedom's frontiers.
2. Advise the Board of Regimental activities to be conducted at their location to which members of the Association are invited. These include activities such as Victory Week at Fort Riley, investiture ceremonies, military balls, dining ins and outs, or similar events.

C. Honorary Colonel of the Regiment (HCOR) and Honorary Sergeant Major of the Regiment (HSMOR). The HCOR and HSMOR will serve as a non-voting members of the Board. Their term shall coincide with the length of their term of appointment of their offices. They shall perform the following duties:

1. Advise the Board on what assistance the Association can provide to the AR 600-82 programs.
2. Advise the Board regarding nomination procedures for, conduct of, and dates of HCOR, HSMOR, Distinguished Member of the Regiment (DMOR), and Honorary Member of the Regiment (HMOR) selection and investitures.

Section 3: Term of Office for Board Officers. The term of office for the voting members of the Board shall be for three years and shall run from the time of election at the General Membership Meeting to the next General Membership Meeting three years hence. The term of office will typically be limited to two 3-year terms, but may be extended one additional term by simple majority vote for extension approval at the General Membership Meeting. Outgoing office holders are thereafter eligible to hold any other office on the Board and are eligible to return to an office previously held after one term of absence. The Board will, as far as practicable, ensure that the positions of President and First Vice President are not up for election in the same year to help ensure continuity of experience in office.

Section 4: Non-Board Officers. The Association's non-Board officers are appointed by the President and serve at his convenience. The term shall be indefinite, but may be terminated at the pleasure of the President. Any of these offices may be held concurrently by a member of the Board, but should be limited to one position only except in unusual circumstances, and then for a

limited period of time. The non-Board officers shall consist of, but are not limited to, the following officers:

A. Regimental Quartermaster. The Regimental Quartermaster shall perform the following duties:

1. Manage the Quartermaster Sales Store.
2. Oversee the negotiation, acquisition, storage, and sale of Regimental memorabilia and other items offered for sale by the Association.
3. Responsible for sales of such items on the Association website, the *Dagwood Dispatches*, and at all Association functions.
4. Enter into no contracts nor obligate Association funds without approval of the Board.
5. Provide all copies of all invoices and receipts generated in the acquisition and sale of the memorabilia to the Treasurer.
6. Maintain accurate logs of all acquisitions, sales, and other dispositions of memorabilia.
7. Provide all proceeds from sales to the Treasurer quarterly no later than the last day of March, June, September, and December.
8. Maintains and accounts for the Association's Regimental Colors, guidons, and other paraphernalia needed for Association activities and events such as the annual reunion.
9. Performs other duties as the President may direct on these matters.

B. Regimental Webmaster. The Regimental Webmaster shall perform the following duties:

1. Manage and maintain the Association website.
2. Design, redesign, and update the website in accordance with directions provided by the Board.
3. Maintain the on-line portal software (DNN).
4. Maintain the "Members Only" access list and issue the access codes to new members.
5. Performs other duties as the President may direct on these matters.

C. *Dagwood Dispatches* Editor. The Editor shall perform the following duties:

1. Create and publish the Regimental quarterly newsletter, *Dagwood Dispatches*.
2. Include pertinent information in the newsletter including:
  - a. Information on Association activities such as reunions, investitures, elections, meetings, and other associated publicity.
  - b. Information regarding recent activities of the active battalions.
  - c. Information on Company sub-organization events.
  - d. Articles on Regimental history.
  - e. The letter from the President.
  - f. Proposals on proposed items such as Board nominees and changes to the Constitution and By-Laws.
  - g. Other items of general interest to Association members.

D. Regimental Historian. The Regimental Historian shall perform the following duties:

1. Provide focused historical services regarding the 16th Infantry Regiment to the Association and outside agencies in order to honor, communicate, perpetuate, and promote the Regiment's past history and present service.
2. Conduct research to record and maintain, as accurately as possible, the following kinds of information:
  - a. The Regimental history from 1861 to present.
  - b. Regimental commanders (company thru regiment) and dates of command.
  - c. Station lists of Regimental elements.
  - d. Regimental Honor Roll (i.e., those 16th Infantrymen who have died while in service, particularly those who died as a result of combat).
  - e. HCORs, DMORs, HSMORs, and HMORs.
3. Respond, as able, to queries about the Regiment's history and its Soldiers that are received on the website or other sources.

4. Provide the webmaster accurate historical information for the Regimental history portions of the website.
5. Provide occasional articles relating to the Regiment's history to the *Dagwood Dispatches* and the Association website.
6. Maintain the Regimental archives. This includes, but is not limited to, routine maintenance, cleaning, and proper storage of all items according to type.
7. Maintain an accurate inventory of all items held in the archive.
8. Make recommendations on the proper disposition of older items no longer needed and newer items received that should not be integrated into the collection.
9. Dispose of items as directed by the Board.
10. Performs other duties as the President may direct on these matters.

D. Regimental Judge Advocate. The Regimental Judge Advocate shall perform the following duties:

1. Provide legal guidance to the Association as needed. Typically this will be to the Board, but may require guidance to the broader Membership at times.
2. Performs other duties as the President may direct on these matters.

F. Regimental Chaplain. The Regimental Chaplain shall perform the following duties:

1. Provide the invocation at the General Membership Meeting, if present.
2. Performs other duties as the President may direct on these matters.

G. Reunion Coordinator. The Reunion Coordinator shall perform the following duties:

1. Plans and coordinates Association activities related to the Regimental reunion and the annual General Membership Meeting held in conjunction with the Annual 1st Infantry Division Reunion.
2. Plans and coordinates Association activities related to the Annual Officer's Dinner of the 1st Infantry Division.
3. Performs other duties as the President may direct on these matters.

H. Veterans Assistance Officer. The Veterans Assistance Officer shall perform the following duties:

1. Provides Association members assistance in locating the proper personnel, agencies, and departments at municipal, county, state, and national levels which can assist them in resolving veteran-related issues.
2. Provides guidance and information to the Association membership on their rights and privileges as veterans.

I. Recruiting Committee Chair. The Recruiting Committee Chair shall perform the following duties:

1. Act as the Recruiting Coordinator for the committee.
2. Hold periodic meetings with Company Representatives to plan and coordinate Association recruiting efforts and activities.
3. Coordinate directly with the President, or his appointed representative, on all matters concerning recruiting.
4. Canvass the Association membership for leads on potential recruit contacts.

J. Battalion and Company Representatives. The Battalion and Company Representatives shall perform the following duties:

1. Act as the primary recruiter of potential Regimental Members from the represented sub-organization.
2. Provide write-ups for company announcements and event descriptions to the Webmaster for posting on the Association website and the *Dagwood Dispatches*.
3. Coordinate directly with the President on all matters concerning sub-organization activities or events requiring Association concurrence.

K. Special Committee Chairs. The President may appoint, from time to time, Regimental Members to chair additional special committees for specific purposes for specified time frame. These special committees are intended to be of a temporary nature and will be discontinued when the Committee's services are completed. The Committee Chair shall perform the following duties:

1. Act as the Chair for the committee to which appointed.

2. Coordinate and manage all activities of the committee within the guidelines and mission parameters provided by the President.
3. Complete tasks assigned by the President within the allotted suspense date.
4. Report all findings, recommendations, plans and recommendations to the President, or at the General Membership Meeting if required.
5. Performs other duties as the President may direct on these matters.

Section 5: Qualifications. The qualifications for both Board and non-Board officers, less that of Judge Advocate, are the same as for Regimental Members. All Regimental Members of the Association in good standing are eligible to hold any office within the Association, with the exception of the Judge Advocate. The Association Judge Advocate should be a licensed lawyer, however, when such is not obtainable, an acting Judge Advocate with para-legal experience may be appointed. The Judge Advocate may be an Associate or Honorary Member.

Section 6: Board Vacancies. Should a voting Board officer's position become vacant during his term, the President shall nominate and the Board shall appoint by vote an acting officer for that position until the next annual General Membership meeting, at which time a permanent replacement will be nominated and elected for a period of 3 years. Should a tie take place among the voting Board officers, the *Emeritus* appointed as advisor to the Board who is the senior in rank held while in active military service will provide the deciding vote.

Section 7: Removal of Officers. Voting officers of the Board may only be immediately removed for acts that are proven to be: illegal; clearly immoral or unethical in regard to actions when acting for or against the Association; in willful violation of the provisions of this document; or if the officer refuses to perform the duties appointed. "Refusal" for the purposes of this document means a verbal or written refusal to perform the appointed duties, or three or more failures to perform a duty after specifically directed by the President in writing. A period of one week between each written directive is considered a reasonable period to comply. Under those conditions, if the member refuses to resign when asked by the President, or if the member has been proven to have committed an act or acts that are illegal; clearly immoral or unethical in regard to actions when acting for or against the Association; or in willful violation of the provisions of this document, the Board has the authority to remove that officer by majority vote of the Board. Removal for incompetence, ineffectiveness, or other lesser infractions can only be accomplished at the annual General Membership Meeting during the new business portion of the meeting. Before such a move can be brought to a vote, the proposal must have the approval of at least three of the five Board members. If so, a simple majority vote by the Regimental Members (including the Board members) present shall result in the officer's removal. Should less than three of the five Board members support such a proposal, a supermajority vote of 2/3 of the Regimental Members (including the Board members) present at the General Membership Meeting will be required for the officer's removal. Removal of non-Board officers for cause will be at the discretion of the Board.

Section 8: Removal of Members. As with Board officers, Regimental Members may only be immediately removed for acts that are proven to be: illegal; clearly immoral or unethical in regard to actions taken for or against the Association; or in willful violation of the provisions of this document. Under those conditions, if the member refuses to resign, only the Regimental Members have the authority to remove that member by vote at the annual General Membership Meeting during the new business portion of the meeting. Before such a move can be brought to a vote, the proposal must have the approval of at least three of the five Board members. If so, a simple majority vote by the Regimental Members (including the Board members) present shall result in the member's removal. Should less than three of the five Board members support such a proposal, a 2/3 supermajority vote by the Regimental Members (including the Board) will be required for the member's removal. The removed member's dues for that year will then be prorated and returned to him by the Treasurer, unless the former member opts to donate the amount as specified in writing. Honorary and Associate members may be removed by a simple majority vote of the Board. Similarly, the removed member's dues for that year will then be prorated and returned to him by the Treasurer, unless the former member opts to donate in writing the amount as specified.

#### **Article VI: Emeritus Positions**

Article VI, Section 1 (amendment adopted 5 June 2014): General. The Association recognizes the value of certain individuals who can provide statesman-like advice, guidance, and direction to the current Board, or whose contributions to the Regiment and the Association have been superlative. Nominees under consideration for the Emeritus title typically include former Association presidents, HCORs, HSGMRs, and US Army general officers who once served with the Regiment and went on to greater accomplishments. Typically, the Board may also consider individuals whose service to the Regiment and Association over the years has been exceptional. Association presidents and HCORs will automatically be considered as nominees by the Governing Board for the title "*Emeritus Saltuarius Honorabilis*" (i.e., Honorable Former Rangers) in recognition of their contributions to the Regiment and Association. General officers and other individuals will be considered as they are nominated. Nominations must be submitted by a current Association member. Normally, only two individuals per year will be selected for this award, excepting those years when a president or Honorary Colonel leaves office. Under extraordinary circumstances, the Governing Board may determine it is appropriate to go over this limit. These instances should be rare and the limit should be exceeded only when there are unforeseen circumstances, or when consideration at a later date is not feasible (such as the approaching death of an exceptional Association member who deserves consideration). For Association presidents and HCORs, the Governing Board, less the president in those cases where the president is under consideration, and the two Trustee Emeriti, will meet at some point near the end of incumbent's term to consider each nominee's contributions to determine whether they will be awarded the Emeritus title. A simple majority vote of the officers present will determine the award. Should a tie vote ensue, the senior voting officer of the Governing Board present will decide the issue. The vote requires a quorum of four. General officers and other nominees will be considered in the same manner, but only require Governing Board members to decide on the award. General officers and other nominees will generally be considered during the January Board meeting each year.

Section 2: Duties and Responsibilities. The duties and responsibilities of the *Emeriti* will be to provide advice, guidance, and direction to the Board to assist them in the execution of their duties. Such guidance should be provided when requested by the Board. Such advice will be considered by the Board but it will not be bound to follow it.

Section 3: Term of Office. The title *Emeritus Saltuarius Honorabilis* will be held for life once bestowed unless the subsequent conduct of the recipient no longer warrants it. Withdrawal of such title can only be achieved through a 2/3 supermajority vote by the Regimental Members at the annual General Membership Meeting.

### **Article VII: Meetings**

Section 1: General Membership Meetings. A General Membership Meeting of the Association shall be held at least once a year, typically during the annual reunion of the Society of the 1st Infantry Division. The President of the Board will call the meeting and ensure that the date is publicized in the Association newsletter, *Dagwood Dispatches*, and on the Association website at least 90 days before the meeting. The meeting agenda will be drawn up by the Board and concurrently publicized with the meeting date. At a minimum, the agenda will include a review of the Association's accomplishments for the past year, current membership strength, and a review of the Association's budget expenditures for the past year, current budget status, and planned expenditures for the next year. The Annual General Membership Meeting shall be conducted for the following purposes:

- A. To provide Association members with an annual "State of the Regiment" brief.
- B. Elect new Board members as required.
- C. Present proposals to the Regiment that require vote approval by the Regimental Members. These include, but may not be limited to changes to the Constitution or By-Laws.

Section 2: Board Meetings. Board meetings of the Association shall be held periodically, but at least once quarterly, if not more frequent. The meetings shall be held at the call of the President and shall be conducted for the following purposes (these are not all inclusive):

- A. To provide general management of the Association's routine activities.
- B. To periodically review the status of the Association's efforts to achieve its mission and objectives.
- C. To make decisions on course corrections, proposals, projects, and expenditures that support the Association mission and objectives.
- D. To ensure that all Association efforts are in accord with the provisions of this document, and especially with the Association mission and objectives.

- E. To plan for Association events and activities and for Association participation in outside organizations' activities.
- F. To conduct appropriate coordination with other entities such as the active battalion commanders, Honorary Colonel of the Regiment, other military associations such as the Society of the First Infantry Division, and other legal or professional organizations that can assist the Association in meeting its objectives.
- G. To prepare the "State of the Regiment" report for the annual General Membership Meeting.
- H. To provide guidance and direction to non-Board officers, if such guidance is required from the collective Board.

### **Article VIII: Amendments**

Amendments to the Constitution may be proposed by any Regimental Member and presented during the New Business portion of the annual General Membership Meeting. The proposal must be put forth in writing and forwarded to the President of the Board at least 90 days before the General Membership Meeting so that it may be posted on the website and in the *Dagwood Dispatches*. The concerned Regimental Member, or a member of the Board, will present the proposal during the New Business portion of the annual General Membership Meeting. After discussion, the proposed amendment will be voted on by the Regimental Members. Amendments will require a supermajority vote of 2/3 of the Regimental Members present to be adopted. Proposals from the floor may be discussed at the General Membership Meeting during "New Business"; however, will not be voted on at that Meeting. They shall follow the procedures outlined above. Votes on minor or obviously needed changes to the Constitution may be conducted by mail-in ballot during the year if approved by the Board.

### **Article IX: Dissolution**

This Association may be dissolved only by a supermajority vote of two-thirds of Regimental Members in good standing who exist at the time when the vote is to be taken. The Board may direct that the vote conducted at the General Membership Meeting or by mail-in ballot or both. Upon dissolution of the Association, the Board shall, after paying or making provisions for the payment of all liabilities accrued to the Association, dispose of all assets of the Association in such a manner, or to such organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as a tax exempt organization under section 501 (c)(19) of the Internal Revenue Tax Code of 1953 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall

determine. Any such assets not disposed of shall be disposed by the Court of Common Pleas (or equivalent) of the county or state in which the principle office of the Association is then registered.

Date Ratified: 3 August 2012 at Memphis, TN by a quorum of Regimental members.

President: Robert Humphries \_\_\_\_\_

First Vice President: Steven E. Clay \_\_\_\_\_

Second Vice President: Phillip Hall \_\_\_\_\_

Adjutant: John Marfia \_\_\_\_\_

Treasurer: Donald Oberkiser \_\_\_\_\_

## **By-Laws of the 16th Infantry Regiment Association**

### **Article I: Membership**

Section 1: Membership Categories (as opposed to the 3 “types” of membership outlined in Article IV of the Constitution). Qualified individuals are eligible to become one of two categories of members: regular member and life member. Qualifications for membership types are outlined in Article IV of the Constitution.

Section 2: Dues for Membership. Dues for membership to this Association shall be set by the Board and issued periodically in a policy letter from the President. The dues will be periodically reviewed by the Board and revised based on inflation or other pertinent reasons. The dues for the various types and categories of membership will be posted on the website and in the *Dagwood Dispatches*.

Section 3: Membership Responsibilities. Membership responsibilities shall include:

- A. Attend Association activities when possible.
- B. Vote on proposed Association projects and Board nominations.
- C. Assist, when able, in achieving Association objectives. This includes active assistance through service on committees, financial assistance, and other kinds of help. Assistance is particularly important for activities associated with Article II, Section 2A, 2B and 2C of the Constitution.

Section 4: Membership Applications and Renewals. All new membership applications and renewals will be sent to the Adjutant via mail or on line through the Association website. Hard copy applications can be downloaded at the website. Hard copy applications sent by mail will be accompanied by a personal check made out to the "16th Infantry Regiment Association" for the current year's dues. Membership applications and payment may also be completed on line at the Association website using PayPal.

## **Article II: Nomination and Election of Board Officers**

Section 1: Nominations. All impending open seats on the Board will be advertised on the Association website and in the *Dagwood Dispatches* at least 90 days before the annual General Membership Meeting, unless there is a late resignation of a Board member after that date. Nominations for election to offices on the Board may be proposed by any Regimental Member in good standing. All nominations for office must be submitted in writing to the Adjutant within no later than 1 June in an election year. The only nominations that will be considered from the floor will be for those offices for which there has been no nominations previously received. Before a vote is taken on any office, the Adjutant must confirm that all nominees are Regimental Members in good standing with the Association.

Section 2: Elections. Elections will be held once a year, if needed, to fill impending or existing vacancies to the five voting positions of the Governing Board. Once nominations are complete for an office, the President, or his appointed representative, will call for a vote of the Regular Members present.

A. Balloting. Every Regimental Member present at the General Membership meeting will be verified by the Adjutant, or other designated Board officer if the Adjutant is not present, to be a member in good standing according to the rolls of the Association. Every Regimental Member will be issued a ballot with the names of each of the positions to be voted on and the nominees running for each office. The member will mark his ballot for only one person per position and surrender his ballot to the Adjutant, or the appointed Board member. Once all ballots are in (to include absentee ballots), the votes will be counted and recorded by the Adjutant, or other designated Board officer. Such Board officers, voting and non-voting, as are present at the General Membership Meeting will witness and confirm the count.

B. Absentee Balloting. Absentee ballots will be made available to all Regimental Members in the July *Dagwood Dispatches* and on the Association web site. Ballots must be marked properly (one vote per position), placed in an envelope, sealed and taped, and mailed to the absentee ballot custodian. The absentee ballot custodian, designated by the President, will typically be one of the Association's *Emeriti* officers who will be attending the General Membership Meeting. The *Emeritus* will collect such ballots and bring them with him to the General Membership Meeting. Any absentee ballots not received by the day of his departure will be considered void. The *Emeritus* will deliver the absentee ballots to the Adjutant, or other designated Board officer if the Adjutant is not present, at the General Membership Meeting. The absentee ballots will be opened and counted after the vote of those Regular Members present at

the General Membership Meeting. As each absentee ballot is opened, the Adjutant, or other designated Board officer, will verify that the name of the voting Regular Member is a member in good standing according to the rolls of the Association, before counting that vote.

C. Election. Officers will be elected by a plurality of the eligible Regimental Members voting, less the President (or an appointed representative if the President is not attending the General Membership Meeting) who will abstain from the initial vote. In the event of a tie, the President, or his appointed representative, will cast the deciding vote.

### **Article III: Committees**

Section 1: Committee Appointments and Duties. Committees may be appointed by the President for the purposes of developing and executing plans for Association activities, analyzing proposals, or exploring options for the Association to implement. The President may choose the composition of the individuals (who must be Association members of in good standing) that will work on the project, set suspense dates for completion of work, and approve, disapprove, or modify the committee proposals. Typically, the committee report/results will be presented to the Board before final decisions are made.

Section 2: Consultants. Committee chairs may use non-member outside consultants who have expertise in key areas to explore options and provide expert opinions, however, such individuals have no standing on the committee nor within the Association.

Section 3: Obligations and Agreements. Committee Chairs will not obligate any Association funds nor commit the Association to any agreements without outside parties for any purpose without the expressed permission of the Board.

### **Article IV: AR 600-82 Programs**

Distinguished Member of the Regiment (DMOR) Award. The Association has a stated policy on the desired number of, and methodology to identify and nominate candidates for, the DMOR award. These should be members of the Regiment who are deserving of recognition as outlined in AR 600-82. The Association will work closely with the HCOR and the currently serving commanders of the active battalions to achieve these aims. It is the Association's desire to ensure recognition of a variety of current and former members of the Regiment who can truly be described as "distinguished" without diminishing the exceptional nature of the award. Further stated positions of the Association on AR 600-82 programs shall be provided via policy letter.

### **Article V: Meetings**

Section 1: General Membership Meetings. A General Membership Meeting will be held at least once annually, typically during the annual reunion of the Society of the 1st Infantry Division. All members are encouraged to attend, but attendance is not mandatory. A quorum for the purposes of making decisions and conducting elections at the General Membership Meeting will consist of

at least 20 Regimental Members of the Association. Should the necessary number of Regimental Members needed for a quorum fail to appear at the General Membership Meeting, the Governing Board may continue to conduct business to further the good and efficient operation of the Association and to take care of the best interests of the Association and its members as they were elected or appointed to do. The Board may take action, or vote, on any issue on behalf of the Membership except for amending the Constitution or actions that commit the Association to an obligation of funds equaling more than 33 percent of its existing monetary holdings.

Section 2: Agenda. The Board is responsible for placing items on the agenda. Recommendations from Regimental Members for items to be placed on the agenda will be considered. The typical agenda for the General Membership Meeting will be as follows:

A. Opening. Once a quorum is present, the President, or his appointed representative, will call the meeting to order. He will then make any administrative announcements and introductions as needed to start the meeting.

B. Minutes. The Adjutant will next read the minutes of the previous year's meeting. Since it is likely that many of the members attending were not at the previous year's meeting, there will be no requirement of the members to approve the minutes. Since most, if not all, of the Board members will have been present, the Board will have already approved the minutes when they are presented. Moreover, the approved minutes will have been on the website for at least 90 days before the Annual General Membership meeting in the Members Only section for Regimental Members to read beforehand. The minutes are thus read to inform the current quorum of past decisions and business so that they will be better informed on any voting matters in the current meeting.

C. Reports. The President, or his appointed representative, will next provide the State of the Regiment briefing. This report will, at a minimum, consist of: a review of the Association's accomplishments for the past year, current membership strength, a review of the Association's budget expenditures for the past year, current budget status, and planned expenditures for the next year. If necessary, additional reports from other Board Officers and Committee Chairs will follow.

D. Unfinished Business. After the reports, the President, or his appointed representative, will address any unfinished business from the previous year's meeting. These may include:

1. Any matters on the previous meeting's agenda that were not reached.
2. Any matters that were postponed to the present meeting.

E. New Business. The first item under new business will be the election of Board officers if an election is needed. After the election is conducted, the President, or his appointed representative, will next call for any additional new business. Any Regimental Member may introduce new business items from the floor if all new business items are exhausted and there is time. If the new business is a proposal, once the President recognizes him, the Regimental Member will start his new business with, "I move that the Association does ...." The President,

or his appointed representative, will repeat the motion and ask for a second. If the motion is seconded, the President, or his appointed representative, will allow the member to provide the background to the proposal. He will then allow for opposing viewpoints or questions, and a rebuttal. Once discussion is complete or has culminated a move for closing discussion will be rendered, seconded, and voice vote taken to close discussion. If the proposal requires a hand vote, the President, or his appointed representative, will then call for a vote on the proposal by a show of hands. The President, or his appointed representative, and the Adjutant will confirm the count and the results and decision will be recorded. These procedures do not apply to Amendments to the Association Constitution and By-Laws which are specified elsewhere.

F. Closing. When there is no further new business, the President, or his appointed representative, will announce the time and place of the next General Membership Meeting, if known, then declare the meeting at an end.

Section 3: Board Meetings. Board meetings will generally be conducted in the same fashion as outlined in Section 2 of this article. There are two types of Board meetings: Routine and Full.

A. Routine Board Meetings. Routine Board Meetings are conducted to perform the routine administrative and recurring requirements needed for the efficient operations of the Association. These meetings typically consist of the five voting members of the Board. They will be conducted at periodic intervals of no less than once a quarter, but may be conducted more frequently as needed. A quorum of 3 voting officers is needed to hold such a meeting on which routine voting actions are taken. All voting members of the Board must be notified of the time, location and purpose of such meetings. Typically, these meetings are held for the following reasons or purposes:

1. To vote on expenditures of Association funds of a non-routine nature in a single amount of more than \$250 but less than \$2000 (the President may approve expenditures of funds less than \$250).
2. To discuss and appoint non-Board officers and committees. This may also be done by the President outside Board meetings to ensure the efficient operation of the Association.
3. To discuss and prepare plans for Association activities such as the General Membership Meeting, the annual reunion, AR 600-82 activities, ceremonies, and other activities involving the general membership.
4. To developing proposals for new activities, awards, or expenditures which require full Board discussion or approval by the Regular Membership.
5. To discuss and implement solutions for problems with Association operations of a routine or exceptional nature which do not require Regular Membership approval, such as changes to the DD format and website, recruiting and retention issues, etc.
6. Other purposes as appropriate.

B. Full Board Meetings. Full Board Meetings are conducted to resolve issues of an exceptional nature that impede or have a bearing on the efficient operations of the Association. These meetings typically consist of the entire Board, including non-voting members. They will be conducted as needed and at the call of the President. A quorum of 3 voting officers and 3 non-voting members is needed to hold such a meeting on which voting actions are taken. All members of the Board must be notified of the time, location and purpose of such meetings. Typically, these meetings may be held for the following reasons or purposes:

1. To discuss expenditures of Association funds of a non-routine nature of amounts exceeding more than \$2000. If there are no concerns that such a proposal is unusual or contentious in nature, the President of the Board may opt to canvass all members via e-mail or other means of communication for their input and assent to the expenditure after which the voting members may take a vote at a Routine Board Meeting. Such large amounts should not be approved if they place the Association long-term objectives in financial hardship.

2. To discuss and assist in preparations plans for Association activities such as the General Membership Meeting, the annual reunion, AR 600-82 activities, ceremonies, and other activities involving the general membership.

3. To further develop proposals for new activities, awards, or expenditures which require full Board discussion or approval by the Regular Membership.

4. Discuss solutions for problems with Association operations of a routine or exceptional nature which require Regular Membership approval, such as changes to the Constitution and By-Laws, removal of voting Board officers and Regular Members, an obligation of funds equaling more than 33 percent of its existing monetary holdings, etc.

5. Other purposes as appropriate.

## **Article VI: Sub-Organizations**

Section 1: General. The Association allows and welcomes Battalion and Company sub-organizations to participate in its activities. Sub-organizations can potentially bring a greater number of former 16th Infantrymen into the fold who can, in turn, allow greater levels of achievement of the Association mission and objectives. The Association, however, will recognize such organizations only as recruiting instruments for the larger body of Regimental Members who identify first with the "Regiment" and actively support the Association's mission and objectives. Therefore, no favor or exceptions will be granted to company sub-organizations that give said organization an advantage over other sub-organizations. Nor will the Association abide actions on the part of sub-organizations that are considered detrimental or in opposition to the Association's mission and objectives. In other words, the Association will allow such organizations to operate within the purview of the Association's good offices only as long as those sub-organizations are actively supporting the larger Association's mission and objectives.

Moreover, these sub-organizations, in any capacity, have no authority to commit the Association to any obligations outside the Association or with the active battalions.

Section 2: Privileges. The Association will allow, conditionally, certain privileges to sub-organizations which can be terminated at the discretion of the Board. The privileges consist of the following:

- A. Space on the website for sub-organization announcements.
- B. Space in the *Dagwood Dispatches* for sub-organization announcements.

## **Article VII: Finances**

Section 1: General. The Association will maintain at least one bank account for the purposes of conducting the financial business of the Association. The Treasurer is charged with the responsibility of maintaining and operating said account, under the stewardship of the Board. The Treasurer will issue no checks or authorize no payments from the account without Board approval, except those of a recurring nature already pre-approved by the Board. The Treasurer, with Board approval, may open up to 2 additional accounts for the purposes of more efficiently maintaining Association finances.

Section 2: Management. The Treasurer will typically receive funds from two primary sources: the Adjutant and the Quartermaster. Monies received from the Adjutant are generally membership dues, but there may be other funds received from that source from time to time. Monies received from the Quartermaster are generally receipts from Quartermaster Store sales, but there may also be other funds received from that source from time to time. The Treasurer shall maintain records of monies received, monies paid out, and other related transactions by maintaining appropriate books and ledgers. He will maintain a file of paid invoices from companies and organizations with which the Association does business. Such records will be externally audited at least once a year and before turn over of the position to a new Treasurer. The records may be internally audited at any time on direction of the President. Before turn over of the records to a new Treasurer, the outgoing Treasurer must ensure all accounts are properly transferred and signed for by the new Treasurer in accordance with Federal and State banking laws and the stipulations set forth by the respective banks involved. Payments for routine, recurring requirements (such a *Dagwood Dispatches* mail outs) that pre-approved by the President, will be rendered by the Treasurer in a timely manner that ensures and protects the good name of the Association. Payments of a non-recurring nature, unless pre-approved by the President in a Board meeting or in writing to the Treasurer (e-mail is sufficient) will not be rendered unless approval is secured from the President, under the constraints as set forth in Section 3, Article V (Meetings) in these By-Laws.

Section 3: Reports. The Treasurer will render a quarterly financial report to the Board and an annual report at the General Membership Meeting. The report, at minimum, will consist of a review of the Association's budget expenditures since the last report, current budget status, and any future planned expenditures.

Section 4: Audits. The President will arrange for each account to be audited at least once yearly. The results of the audit will be published either with the minutes or as a separate report. In either case, the results of the audit will be posted to the “members only” section on the website.

### **Article VIII: Communications**

Section 1: General. The Association will maintain primary two organs of communication: the *Dagwood Dispatches* and the Association website. These organs are maintained for the purposes of communicating to the Association Membership and the active battalions, and to communicate to the broader American population the history and activities of the Regiment.

Section 2: *Dagwood Dispatches*. The primary purpose of the *Dagwood Dispatches* (DD) is to communicate with all members of the Regiment, especially those who possess no computer, or are not computer literate. Hard copies of the DD will typically be mailed only to Association members who meet the latter two criteria. Exceptions can be approved by the Board officer who manages the editor. The current issue and immediate past issues of the DD will also be published on the Association website. Hard copy files of all back issues will be retained by the editor for historical purposes.

Section 3: Association Website. The website is the primary means of communication with the Association and the American public. It will consist of two sections: a public section and a “Members Only” section. At a minimum, the website will consist of the following information:

A. The Public Section will include:

1. Regimental History
2. Regimental Honors (KIAs, awards, etc.)
3. Association Administration (Officers and POC information)
4. News and Activities (Reunions, battalion events, ceremonies, etc.)
5. Current issue of the *Dagwood Dispatches*.
6. A method to recruit new members.

B. The Members Only Section will include:

1. Constitution and By-Laws
2. Meeting Minutes from the past year.

3. Proposals such as Board nominees and recommended changes to the changes to the Constitution and By-Laws.
4. Nominee bios for elections, HCORs, DMORs, HSMORs, and HMORs.
5. Selected Board reports.
6. Standard Operating Procedures (SOPs) not covered in the Constitution and By Laws.

### **Article IX: Regimental Archives**

Section 1: General. The Regimental archives consist of books, papers, photographs, flags, guidons, decorations, uniforms, equipment and other military paraphernalia that have some historical significance to the history of the 16th Infantry Regiment. The archives are maintained for the purposes of helping to perpetuate the Regiment's history. It also maintains certain documents and items that can be used to add historical significance to Association activities and efforts to research the Regiment's story.

Section 2: Maintenance. The archives will be maintained, as far as is practicable, in environments that provide such items protection from heat, cold, humidity, insects, water, and other elements that destroy or degrade such items.

Section 3: Management. The Regimental Historian will maintain an accurate inventory register of all archived items. The Historian has the authority to take ownership of items of historical significance to the Regiment. Ownership of such items must be voluntarily transferred to the Association in perpetuity. The Historian must obtain from the contributor a signed document stating that ownership is "permanently and forever transferred to the 16th Infantry Regiment Association" and that the former owner "understands that the Association retains authority over final disposition of the donated item(s) and may freely make any decisions regarding the retention, sale, destruction, or transfer to other historical agencies of said item." If the item is to be retained, the Archivist will document the item in the inventory register. If any items are to be sold, destroyed, or transferred, the Archivist will make such recommendations to the Board for decision. In any case, once the disposition is complete, the Archivist will provide copies of the disposition document for sales or transfers (i.e., bill of sale or record of transfer to outside agency) to the Adjutant. If the item is destroyed, a written statement by the Archivist, with witness signatures of at least two other Regimental Members will be drawn up and signed, and a copy submitted to the Adjutant. The disposition of the item will then be noted in the inventory register.

### **Article X: Quartermaster Sales Store**

Section 1: General. The Regimental Sales Store is managed by the Quartermaster and consists of hats, coins, t-shirts, pins, stickers, and similar memorabilia associated with the 16th Infantry Regiment. The store is maintained for the purposes of fostering camaraderie of the Regiment and raising funds to help achieve the Association's mission.

Section 2: Store Management and Operation. The Quartermaster will identify existing, or have cause to be manufactured, appropriate items for sale that will appeal to the Membership. He will engage such services as needed to identify, create, and order such items and make the available through advertising in the *Dagwood Dispatches* and the Association website, at relevant meetings, reunions, or other gatherings, and/or other appropriate venues. He will maintain records of purchases, sales, and other related transactions by maintaining appropriate books and ledgers. He will maintain a file of all invoices and receipts for purchases for the store, and sales records for purchases from the store. All verified invoices will be forwarded to the Treasurer for payment. Moreover, the Quartermaster will maintain an accurate inventory register of all store items at all times. Such records will be internally, or externally, audited on direction of the President and before turn over of the store management to a new Quartermaster.

Section 3: Financial Management. The Quartermaster will inform the Treasurer of Quartermaster Sales Store electronic sales transactions made directly to the Association's bank or other accounts. He will also manually forward receipts from sales to the Treasurer for deposit on a no less than quarterly basis on the following dates: 31 March, 30, June, 30 September and 31 December. The Quartermaster will also provide to the Board a detailed quarterly report on reconciliation of sales, receipts, and inventory on 31 March, 30, June, 30 September and 31 December.

#### **Article XI: Rules of Order**

When conducting the annual General Membership Meeting and Board meetings when votes are required, this Association shall be governed by Robert's Rules of Order.

#### **Article XII: Amendments**

Amendments to Articles I, II, and VIII of the By-Laws can only be approved by the Regular Members of the Association at the annual General Membership Meeting. To ensure maximum flexibility during the remainder of the year, amendment of the remaining articles can be approved by a majority vote of the Board or can be deferred to the annual General Membership Meeting. Amendments to any articles of the By-Laws can be proposed by any Regimental Member and presented during the New Business portion of the annual General Membership Meeting. The proposal must be put forth in writing and forwarded to the President of the Board at least 90 days before the General Membership Meeting so that it may be posted on the website and in the *Dagwood Dispatches*. The concerned Regimental Member, or a member of the Board, will present the proposal during the New Business portion of the annual General Membership Meeting. After discussion, the proposed amendment will be voted on by the Regimental Members. Amendments to the By-Laws will require a simple majority vote of 50 + percent of the Regimental Members present to be adopted. . Votes on minor or obviously needed changes to the By-Laws may be conducted by mail-in ballot during the year if approved by the Board.

Date Ratified: 3 August 2012 at Memphis, TN by a quorum of Regimental members.

President: Robert Humphries

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First Vice President: Steven E. Clay

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Second Vice President: Phillip Hall

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Adjutant: John Marfia

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Treasurer: Donald Oberkiser

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