

DRAFT Constitution

Article I. Name

The name of this organization shall be:

THE 95TH DIVISION LEGACY ASSOCIATION

Article II. Purpose

To organize an association that unites all past, present, and future soldiers of the 95TH Division, in all of its forms, beginning with the Soldiers of the original 95TH Infantry Division (and its 95TH Infantry Division Association), their families, and friends of the Division in a national organization dedicated to the preservation of its history, traditions, and fellowship. Specific objectives include:

- A. Honor, perpetuate, and memorialize the achievements and legacy of the 95TH Division and its soldiers in conjunction with the 95TH Infantry Division Foundation.
- B. Maintain and strengthen the bonds of comradeship shared by its men and women and to unite and promote fellowship among current 95TH Division soldiers and their families, veterans, descendants of veterans and friends of the Division throughout the world.
- C. Grant charters to any group of members at large who will agree to accept the terms set forth in the By-laws of the 95TH Division Legacy Association.
- D. Sponsor and foster national and local reunions, publish an official Association periodical, maintain an official Association website, and support other means of communication to include social media tools.
- E. Encourage mutual benefits and support resulting from a close and cooperative alliance between the Association and the 95TH Division (IET), United States Army Reserve.
- F. Provide a forum for sustaining member contact in a way that celebrates member successes, promotes member interests and welfare, and strives to achieve the bonds forged by the original ***Iron Men of Metz***.
- G. Promote National Defense, maintain and extend the institutions of American freedom, and uphold the Constitution of the United States of America.

Article III. Membership Requirements

- A. Active Membership. Those persons who are current in annual dues payment are considered to be Active Members.
 1. Any person who has served, honorably, in the 95TH Infantry Division or in any of its subsequent organizations or attached units, who agrees to accept the terms and conditions set forth in the Association Constitution and By-laws, shall be eligible for active membership.
 2. Any other person who feels a sentimental attachment to the 95TH Division or its Association, who agrees to accept the terms and conditions set forth in the Association Constitution and By-laws, shall be eligible for active membership.
- B. Lifetime Membership. Lifetime Members of the 95TH Infantry Division Association shall be 'grandfathered' as Lifetime Members of the 95TH Division Legacy Association. Otherwise, there will be no Lifetime Membership Program in this Association.
- C. Honorary Membership. Any person who by act or deed has demonstrated a special devotion to the 95TH Division may be appointed to honorary membership by the President with the advice and consent of the majority of the members of the Executive Council.
- D. Ineligible for Membership. Any person who has been dishonorably discharged from the Armed Forces of the United States shall be ineligible for membership in the Association.

Article IV. Officers and Executive Council

- A. Officers. There shall be six (6) elected officers: a president, two (2) vice presidents, a secretary, a public affairs officer, and a treasurer. There will also be a Chaplain, appointed by the President, subject to

the approval of the Executive Council. All officers must be active members. The Officers are responsible for conducting the day to day activities of the Association.

- B. Executive Council. There shall be an Executive Council, composed of Seven (7) active members. The Executive Council is the primary source of governance for the Association by ensuring that the Officers and Active Members adhere to the provisions of the Constitution and By-laws. It will meet, periodically, to formulate policy and to approve the business practices of and provide guidance to the Officers. The Executive Council will meet in person at least once per year, normally prior to the Association Reunion.
- C. Roles and Responsibilities. Roles and Responsibilities of Officers, the Executive Council and others are defined in the Association By-laws.

Article V. Meetings

- A. Meetings of the Members. Business Meetings of the members may include:
 - 1. Standing Meetings. The standing meeting of Active members of the 95TH Division Legacy Association shall be held, normally annually, in conjunction with each Association Reunion at a time and place designated by the President.
 - 2. Special Meetings. A special meeting of Active members may be called by the President with the concurrence of the Executive Council.
- B. Meetings of Officers and the Executive Council.
 - 1. The Officers and Executive Council shall meet, as required, as designated by the President.
 - 2. Meetings of the Executive Council may also be called by the Chairman of the Executive Council.
 - 3. Meetings may be conducted in person or via teleconference.
 - 4. Meetings announcements should provide at least 30 days' notice when travel is involved and at least two weeks for teleconference meetings.
 - 5. The President will schedule a meeting of the Officers and Executive Council 3-6 months prior to the Reunion and Standing Meeting to finalize reunion plans and to set an Agenda for the membership meeting. Several trips and/or conference calls will likely be needed with various persons in preparation for this annual gathering.
- C. Quorum.
 - 1. Meetings of the Members. A quorum shall consist of one half of the Active members in good standing who are in attendance at the current Reunion or Special Meeting.
 - 2. Meetings of the Officers and/or Executive Council. A quorum is four (4) members of the Executive Council. Officers normally don't vote except in matters of advice as requested by the President.
- D. Voting.
 - 1. Each Active member present at a regularly called meeting of the Association shall be entitled to one (1) vote.
 - 2. Voting by proxy shall not be allowed.
 - 3. Amendments to the Constitution shall require, for approval, the affirmative vote of two-thirds (2/3) of the Active members present at a Standing meeting.
 - 4. All other matters of business, including elections of Officers, amendments to By-laws, and on such other matters as may be brought properly before a meeting, shall require for approval the affirmative vote of a majority of the Active members present.

Article VI. Dissolution

The Association may be dissolved by a two-thirds (2/3) vote of the Active members, present and voting, at any official meeting of the Members after notice of such action has been posted on the Association website and published in the Association *JOURNAL* for a period of at least 90 days. Any assets remaining after dissolution expenses have been paid shall be distributed only to a successor non-profit or other non-profit organization, as determined as part of the dissolution proceedings. The Executive Council will have oversight of dissolution activities and ensure the wishes of the membership are carried out.

DRAFT BY-LAWS

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

A. Roles and Responsibilities of Officers.

1. Officers. The Officers of the Association shall be responsible for day-to-day operations of the business of the Association. This includes responsibilities such as maintaining contact with the membership through such tools as the *JOURNAL*, a website and social media, providing current news, promoting the growth of the Association through contact with the current 95TH Division and European groups supportive of the legacy of the *Iron Men of Metz*, collecting dues and planning reunions and meetings.
2. President. The President shall:
 - a. Have the power to call meetings of the active members of the Association.
 - b. Preside at all formal meetings of the Officers and of the Association.
 - c. Recommend to the Executive Council any action which he/she considers necessary and proper to the welfare of the Association.
 - d. Execute, on behalf of the Association, any contracts or other instruments which the Executive Council has authorized to be executed.
 - e. Subject to the majority approval of the Executive Council, make appointments of officers and of members of the Executive Council to serve for the remainder of vacated officer/member positions' terms.
 - f. With the approval of the Executive Council, grant Charters to groups of active members, requesting formation of such a group.
 - g. Appoints the Association's Chaplain.
3. 1st Vice President. The 1ST Vice President shall:
 - a. In the absence of the President, assume the roles and responsibilities of the President.
 - b. Coordinate the overall timeline and insure that all necessary planning steps are laid out and addressed by the Reunion Committee, to ensure a successful Reunion and annual Business Meeting of the Association.*
 - c. Provide oversight for an on-going History Committee, which will coordinate acquisition of historical references, documents, and records (which may be a virtual library), maintain a liaison with the Memorial, work with the Foundation to maintain Monuments, and work with descendants and others who are seeking information about the Division and its Soldiers.*
 - d. Perform other such duties as may be assigned from time to time by the President.
4. 2nd Vice President. The 2^{NC} Vice President shall:
 - a. In the absence of the 1st Vice President, assume the roles and responsibilities of the 1ST Vice President.
 - b. Chair a Membership Committee to create and execute a meaningful approach to growing membership.*
 - c. Chair a Social Media Committee, with the Public Relations Officer as Vice-Chair, to coordinate all levers of communication and maximize use of all of these elements to benefit the Association.*
 - d. Perform other such duties as may be assigned from time to time by the President.

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

5 Secretary. The Secretary shall:

- a. Perform all administrative duties necessary to carry out the purposes and policies of the Association.
- b. Maintain a Correspondence file and a Document file.
- c. Maintain a current contact record for each active member and for recent and other prospective members as far as is practicable.
- d. Record minutes of all meetings of the active members of the Association, meetings of officers, and joint meetings of Officers and Executive Council.
- e. Be responsible for correspondence for annual notification on dues and follow-up on those delinquent, with information provided by the Treasurer.

6 Public Relations Officer. The Public Relations Officer shall:

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

7 Treasurer. The Treasurer shall:

- a. With input from the President, prepare an annual budget by the end of each calendar year for review, finalization, and approval by the Executive Council.
- b. Receive and account for all funds of the 95TH Division Legacy Association.
 - i. Keep all vouchers and receipts for all expenditures and funds received. He/she is authorized to spend \$100 or less, by check or electronically, for items budgeted by the Association.
 - ii. Obtain the written approval of the President for expenditures in excess of \$200.
- c. Maintain proper accounting records in conformance with generally accepted accounting practices.
- d. Produce quarterly financial statements with receipts and expense details, balance sheet, and comparisons against the budget for review and approval by the Executive Council. The end-of-year statement will be as of December 31 and will be submitted to the Executive Council for review and approval.
- e. Maintain the number of years of financial data and records required by law.
- f. The Treasurer shall be bonded by a suitable company and in such sum as approved by the Executive Council.
- g. Complete tax returns, secure the President's signature, and file them, as required by law. Discuss any issues encountered with the Executive Council. Maintain the Tax ID Number assigned, along with required copies of past returns.

8 Chaplain. The appointed Chaplain Shall:

- a. Minister to the needs of members and friends of the Association in times of sorrow, celebration, and remembrance.
- b. Conduct outreach to the members and friends of the Association through the *JOURNAL*, the website, and social media in an appropriate, non-denominational way.
- c. Assist in the development of the religious activities of the Association, especially at annual reunions, organizing Catholic and Protestant church services, sermons and music, and providing prayers at meals and ceremonies.
- d. Advise the President and provide religious and social context for planned activities.

B. Election of Officers.

- 1 The Chairman of the Executive Council shall appoint a nominating committee of not fewer than three (3) members of the Executive Council to prepare a slate of candidates For Executive Council review and approval.

- 2 Nominations may also be made from the floor at the time of the election. If there is more than one candidate for an office, voting will be by secret ballot.
 - 3 Election of active members to be officers shall take place at an annual Business Meeting of the Association, normally at the time of the Reunion, by vote of all active members present.
 - 4 In the event that the Reunion and Business Meeting can't be held, the Executive Council will convene and determine whether or not to reschedule the Business Meeting. If cancelled, the Executive Council will notify the membership, communicate the approved candidate slate and provide a period of thirty (30) days for additional nominees to be sent to the nominating committee. Following this period and no more than ninety (90) days from the originally planned Business Meeting date, the Executive Council will convene to elect new officers. All positions for which there are multiple candidates will be elected by secret ballot. The election result will be communicated promptly to the membership.
 - 5 Vacancies occurring between elections. The President is empowered to nominate active members to replace Officers who have vacated their positions before completing their term of office. The nominee(s) will be presented to the Executive Council for approval.
- C. Terms of Office – Officers.
- 1 The term of office for Officers shall be for the period of time between Association Reunions, normally for a period of two (2) years.
 - 2 In the event that the Business Meeting can't be held, the current officers will continue to serve until a new meeting can be called or until it is cancelled and the Executive Council elects a new slate of officers.
- D. Term Limitations. The President shall not serve for more than two (2) terms, consecutively. Term limitations do not apply to other Officer positions.
- E. Roles and Responsibilities of the Executive Council.
- 1 The Executive Council shall:
 - a. Be comprised of seven voting members, including the President.
 - b. Be the primary source of governance for the Association by ensuring the Officers and Active Members of the Association adhere to the provisions of the Constitution and By-laws.
 - c. Adopt policies and recommend for the consideration of the Active Members any action which it considers necessary and proper for the welfare of the Association.
 - d. Consider proposed changes to the Constitution and By-laws, which may be proposed by any Active Member, thoroughly vetting the pros and cons of the suggested changes, and preparing them for a vote by the Active Membership at the Business Meeting. Proposed changes must be received by the Executive Council at least sixty (60) days prior to the annual Business Meeting. All proposed changes will be considered at the Business Meeting unless withdrawn by the Active Member who proposed the change.
 - e. Arrange for an annual financial audit of the Association's financial records by a qualified independent auditor and ensure that recommendations are implemented, as directed.
 - f. Review the proposed annual budget prepared by the Treasurer and adopt a final budget by not later than the end of the first quarter.
 - g. Annually review the Constitution and By-laws to ensure that all Officers, the Executive Council, and Active Members are adhering to established procedures. Deviations from required protocol will be addressed and corrected.
 - h. Approves proposed Charter Groups and ensures that each conducts its affairs consistent with the Constitution and By-laws of the Association and consistent with the dignified legacy of the 95TH Infantry Division.
 - i. Review the existing dues structure for Active Members, annually, in time to announce any changes for the following calendar year at the Business Meeting.
 - 2 Four (4) members of the Executive Council shall constitute a quorum for the transaction of the business by the Executive Council.
 - 3 The Executive Council Chairman will make provisions to ensure documentation of Executive Council minutes.

- 4 The Chairman shall preside at all meetings of the Executive Council. In the absence of the Chairman, the Vice Chairman shall carry out the responsibilities of the Chairman.
- F. Membership in the Executive Council.
- 1 To be eligible to serve, a person must be an Active Member in good standing in the 95TH Division Legacy Association.
 - 2 The President is a voting member by virtue of his/her office.
 - 3 Election of Executive Council Members. There shall be six (6) elected members of the Executive Council. The President is the seventh and final member.
 - a. Terms of office shall be staggered so that two (2) positions' terms expire each year.
 - b. The current and/or outgoing President will nominate Active Members to fill vacancies on the Executive Council created by expired terms of office. Those nominated are subject to approval by the remaining members of the Executive Council.
 - c. Other than the President, no active member currently serving as an Officer may be on the Executive Council.
 - d. Election of active members to be members of the Executive Council shall take place at an annual Business Meeting of the Association, normally at the time of the Reunion, by vote of all active members present.
 - e. Nominations may be made from the floor, as well, at the time of the election. If there is more than one candidate for a position, voting will be by secret ballot.
 - f. Should any member of the Executive Council be unable to serve the full period of the term, this is to be reported to the President, who, subject to the approval of majority of the Executive Council, shall appoint an Active Member to serve for the unexpired portion of the retiring Council member's term.
 - 4 Honorary Members – Executive Council. The Commanding General and Command Sergeant Major of the 95TH Division (IET) are non-voting honorary members of the Executive Council and will be notified of meetings and welcome to participate. In addition, all past presidents of the Association are honorary members, serving in an advisory, non-voting role.
 - 5 Terms of Office – Executive Council.
 - a. The term of office for elected members of the Executive Council shall be for three (3) years, from election through three (3) consecutive reunions.
 - b. In the event that the Business Meeting of the membership can't be held, the current members whose terms have expired will continue to serve until a new meeting can be called or is cancelled. Nominated candidates will be submitted to the membership, along with the Officers' slate, and elected, as described in Article I, B, 4, above.
 - 6 Term Limitations – Executive Council. Members of the Executive Council shall not serve for more than three (3) terms, consecutively.
 - 7 Executive Council Leadership.
 - a. The Executive Council of seven (7) members shall select from its number an individual to serve as Chairman and another to serve as Vice chairman.
 - b. The President can't serve in any of these capacities.
 - c. These positions will be selected annually by the Executive Council, establishing its own rules for selection. There are no limits on how long a member of the Executive Council can serve in a leadership role.
- G. Compensation. All Officers and members of the Executive Council shall serve without compensation. Expense stipends may be considered in extraordinary cases, only at the discretion of the Executive Council.
- H. Removal from Office of Officers and Executive Council members. Officers and Executive Council members may be removed from office for failure to perform the duties prescribed for the office, conduct unbecoming an officer, conviction of a felony, dishonorable separation from military service, dishonesty, or conduct prejudicial to this Association. Five (5) 'yes' votes to remove by the Executive Council, if an Officer is being considered, or four (4) votes to remove, if a Council member is being

considered are necessary for removal. The accused shall have the right to be heard, in person or in writing, to contest the charges/penalty or to have others to speak in his/her defense.

Article II. Charter Groups.

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

Article III. Statement of Policy toward Previously Existing Groups.

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

Article IV. Dues.

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

