

October, 2003

# **Constitution**

(Corporate By-Laws)  
of the

## **2d CAVALRY ASSOCIATION**



The Oldest Unit-related Veterans Society  
Of the Oldest Continuously-Serving  
Regiment of the United States Army

Formed in 1899  
Incorporated in Florida  
December, 1999

# Constitution of the 2d Cavalry Association, Inc.

## INDEX

|              |  |    |
|--------------|--|----|
| Preamble     |  | 2  |
| ARTICLE I    | Purpose and Objectives                               | 3  |
| ARTICLE II   | Membership   | 4  |
| ARTICLE III  | Fiscal Year and Dues                                 | 5  |
| ARTICLE IV   | The Board of Governors and Operation Offices         | 5  |
| ARTICLE V    | Officers and Committees; Duties and Responsibilities | 8  |
| ARTICLE VI   | Appointed Offices                                    | 12 |
| ARTICLE VII  | Routine Actions                                      | 13 |
| ARTICLE VIII | Meetings   | 13 |
| ARTICLE IX   | Quorums and Minutes of Meetings                      | 14 |
| ARTICLE X    | Dues and Treasury                                    | 14 |
| ARTICLE XI   | Formation of Association Chapters                    | 15 |
| ARTICLE XII  | Discipline   | 19 |
| ARTICLE XIII | Alteration or Amendment                              | 20 |
| ARTICLE XIV  | Administration                                       | 20 |

## PREAMBLE

Although entitled "Constitution," this document constitutes the administrative bylaws of this corporation, not-for-profit, filed with the Secretary of State of Florida on 20 December 1999 after one-hundred years of existence as an unincorporated Association and is intended to supersede the "Constitution" dated 31 January 1958 as thereafter amended.

This corporation, hereinafter referred to as the Association, is an organization of former, present and future members of the oldest continuously-serving regiment of the United States Army, whose lineage is as follows:

| <b>Designation</b>                          | <b>Dates</b>              |
|---|---------------------------|
| The Second Dragoons                         | 23 MAY 1836-10 AUG 1861   |
| The Second United States Cavalry            | 11 AUG 1861 – 14 MAY 1942 |
| 2d Armored Regiment of 9th Armored Division | 15 MAY 1942 – 7 DEC 1942  |
| 2d Cavalry Group (Mechanized)               | 8 DEC 1942 –31 DEC 1945   |
| 2d Constabulary Regiment                    | 1 JAN 1946 – 15 NOV 1948  |
| 2d Armored Cavalry Regiment                 | 16 NOV 1948 to date       |

Henceforth, each of these designations will be referred to as the Regiment.

The Association's original and continued purpose was to assist in the preservation of the dash and elan of American Cavalry tradition, commemorate the historical contribution of the Regiment to the development and the defense of the United States of America and is dedicated to those who gave their lives for their country while wearing the insignia of the 2d Cavalry. It is the oldest unit-related veterans' group in the United States whose members reside in all States. Florida was chosen for incorporation because that is where the Regiment fought its first battles in the Seminole Wars from December, 1836 through April, 1842.

## **ARTICLE I. PURPOSES AND OBJECTIVES**

1. Preserve the lineage and history of the Regiment as the longest continuously serving regiment of the United States Army with particular emphasis on supporting the mission and the personnel (past, present and future) of the Regiment, their survivors and dependents;
2. Acquire and administer funds and property from dues, contributions, grants and the earnings of members which, after payment of all reasonable costs and operating expenses, shall be devoted solely to accomplishment of the corporate *Purposes and Objectives* as stated herein;
3. Foster and perpetuate fellowship and camaraderie among Association membership;
4. Recognize the Regiment's contribution to the early development of our Republic since 1836 through its proud and dedicated service as one of the most battle-honored regiments of the US Army;
5. Perpetuate the spirit of United States Cavalry as a decisive combat arm of the Army;
6. Support the Regiment by assisting its families and dependents while it is deployed on foreign service around the world;
7. Enhance the dignity and honor of military service and encourage such service among young people by dedicating the deeds and aspiration of this Association to the memory of our comrades who gave their lives while serving in the Regiment;
8. Support legislation and policy enacted by Congress and national officials which favorably address military readiness and the morale and the welfare of service personnel and their families;
9. Provide sponsorship of, or support to, non-military groups devoted to the history and traditions of the 2d Dragoons and the United States Army in general;

10. Promote and support parades, ceremonies and all other activities of a patriotic and historical nature, especially including those depicting the Regiment itself; and

11. Publish a periodic magazine or newsletter called *The Thoroughbred* to further promote the corporate *Purposes and Objectives* and provide the membership of the Association and its Chapters and the Regiment with news of activities and events.

## **ARTICLE II. MEMBERSHIP**

All persons who support the corporate *Purposes and Objectives* stated above and meet the requirements of such classes of membership as may from time to time be prescribed by these By-Laws shall be accepted as members of this corporation and be entitled to all membership privileges without regard to race, creed, age or sex. Pursuant to the Articles of Incorporation, and the Internal Revenue Code provisions applicable to this War Veterans Association, three (3) classes of membership are permitted: Regular, Associate and Honorary:

### 1. Regular Members:

a. Any individual age 18 or older who has served:

(1) On active duty with the Regiment for a period of one year or more;

(2) In the Regiment for any period of actual combat or foreign deployment;

(3) With a unit attached to, or in direct support of, the Regiment during any period involving actual combat.

b. Individuals who served with the Regiment in an emergency capacity may apply through the President to the Board of Governors for a determination of eligibility;

c. A spouse, widow or widower of a war veteran of the United States within the definition of Regiment as stated above.

d. Regular members have the right to vote in Association meetings and elections and to hold office.

2. Associate Members: Any individual who supports the corporate *Purposes and Objectives* but who does not otherwise qualify for regular membership under these By-Laws.

a. Examples are:

(1) Sons, daughters and other related individuals of Regular members;

(2) Those who, while never assigned directly to the Regiment, have supported it in some administrative or operational capacity or specialty other than in periods of actual combat or foreign deployment; and

(3) Members of the Honorary Squadron of Dragoons.

b. Associate members are entitled to enjoy the privileges of the Association, or of its several Chapters if duly enrolled therein, except the right to vote in meetings or elections or hold office.

c. Associate members are limited to less than ten (10%) percent of the total association membership.

3. Honorary Members: Honorary membership may be conferred in recognition of an outstanding contribution to the Association or the Regiment at a Biennial Meeting of the membership based on a written recommendation, submitted by a member of the Board of Governors, justifying the recommendation and which is approved by a two thirds (2/3) majority of the membership present and voting. Honorary members do not pay dues or have the right to vote or to hold office. This category does not include those appointed as *Honorary Colonel* or *Honorary Command Sergeant Major* of the Regiment who are regular members.

### **ARTICLE III. FISCAL YEAR AND DUES**

The fiscal year shall be the calendar year, 1 Jan to 31 Dec. Dues for those members paying periodic dues (i.e., yearly/bi-yearly, etc.) and new life members paying in one or more installments. Dues shall be in an amount as determined from time to time by the Board of Governors.

### **ARTICLE IV - THE BOARD OF GOVERNORS AND OPERATING OFFICERS**

1. Board of Governors. The Board of Governors are the Directors of this Association, which Board shall henceforth consist of eleven (11) members. Nine (9) members shall be elected from and by the regular membership for staggered terms of six (6) years with the remaining two (2) members sitting by virtue of their status as the incumbent Commanding Officer and Command Sergeant Major of the Regiment; however, neither the Regimental Commanding Officer (RCO) or the Regimental Command Sergeant Major (RCSM) shall be eligible for election as an operating officer of this Association.

2. Honorary President. The President, with the advice and consent of the Board of Governors, may appoint an Honorary President. This position is reserved for a regular member in good standing, not presently a member of the Board of Governors, who has contributed extraordinary service toward furthering the

purposes and objectives of the Association. The Honorary President shall not be appointed to succeed himself or be twice appointed in recognition of the same service. The Honorary President is not a voting member of the Board except as to his existing right to vote as a regular member of the Association.

3. Operating Officers. Immediately following each biennial election, the incoming Board of Governors, from its number, shall elect a Chairman and the following set of operating officers from its own membership, each for a term of two (2) years or until the next biennial election is completed. The operating officers of the Association shall be a President, a Vice President for Chapters, a Vice President for Committees, a Secretary and a Treasurer.

4. Vacancies. In the event of the death, incapacitation, resignation or conflicting duties which preclude full execution of the responsibilities of an officer or member of the Board of Governors as declared by a majority of the Board, the President may select an individual to fill the temporary vacancy. The replacement shall serve for the remainder of the term of the Officer or Governor replaced. Replacements for officers shall come from the remaining Board members; replacements for Board members shall come from the regular membership at large.

5. Action Taken Without A Meeting. The Board of Governors shall have the power to take any action in the absence of a meeting which they could take at a scheduled meeting by contacting at least nine (9) members of the Board and obtaining the approval of at least seven (7) of the members so contacted as to such action taken. Any action so approved shall have the same effect as though taken at a regular meeting of the Board; however, all actions so taken must be documented and recorded by the Secretary who will verify that the action(s) taken received concurrence of at least seven (7) Board members.

6. Nomination of Members of the Board of Governors.

a. Nomination for election of regular members to the Board of Governors shall be made in writing by a Nominating Committee. Nominations may also be made in writing by any five regular members in good standing.

b. The Nominating Committee shall consist of a Chairman and two or more regular members appointed by the President at each biennial meeting of the members, to serve from the close of such annual meeting until the close of the next Biennial Meeting.

c. The Committee shall make as many nominations for election to the Board as it shall in its discretion determine but not less than the number of vacancies that are to be filled. Nominations shall be made only of regular members in good standing and with their consent.

d. All written nominations shall be submitted to the Secretary a minimum of three (3) full months prior to the next Biennial Meeting. At least two (2) months prior to such meeting, the Secretary shall cause a list of all nominations submitted to be provided to all regular members in good standing. Timely publication in *The Thoroughbred* shall be deemed sufficient notice. Nominations shall be voted upon by the regular membership present at the biennial meeting and who submit absentee ballots.

7. Election of Governors. Governors are normally elected at the Biennial Meeting of the membership. Only votes of the members cast at said meeting in person or by mail to the Secretary and received by him prior to his departure for said meeting shall be counted. Proxy voting is not permitted to the membership at large and election shall be achieved by receipt of a simple majority of the valid votes cast. The Chairman or the Secretary, shall announce the names of those elected to the Board of Governors who shall immediately take office and proceed to the election of the operating officers from among the members of the Board.

8. Meetings Of The Board of Governors. A meeting of the Board of Governors shall be held after election and immediately following the meeting of the membership. The Board may also meet as often as it may deem appropriate in the interests of the Association. Special meetings may be called by the President or Chairman at the request of any member of the Board. Emergency meetings may be held in person or by written and/or voice or e-mail communication. A quorum for any meeting of the Board shall be seven (7) members. All meetings of the Board of Governors shall be deemed "open" meetings but the Chairman shall have the power to limit participation in discussions by non-board members.

9. Powers and Duties Of the Board of Governors.

a. Besides electing operating officers, the function of the Board of Governors is to act solely as a corporate Board of Directors. It shall be the legislative body of the Association and shall have a quasi-judicial status for the hearing of complaints and the adjudication of disciplinary matters. It may adopt such rules or regulations for the conduct of its meetings and the management of the affairs of the Association as it deems proper and which are not inconsistent with the Articles of Incorporation, these By-Laws or the Internal Revenue Code;

b. The President may appoint such standing committees as he deems desirable; however, appointment of the following permanent standing committees is mandatory: (1) *Publications & Publicity Committee*; (2) *Audit Committee*; (3) *Regimental Liaison Committee*, (4) *Reunion Committee*, and (5) *Scholarship Committee*. Each of the five standing committees shall be chaired by a member of the Board of Governors, and the President shall appoint the regular members to serve on each. Any committee, other than the five (5) permanent committees listed above, may be abolished or disbanded when its assigned task is accomplished;

c. Functioning thus as a corporate *Board of Directors* with the customary duties and responsibilities appertaining thereto, each Governor shall be presumed to possess the right to be kept fully informed of all activities of the operating officers, their appointees, the several Chapters and all membership activities;

d. Except as elsewhere herein expressly provided otherwise, the duty of the Chairman of the Board of Governors is solely to preside over meetings of the Board; and

e. All administrative meetings and activities of this Association, its Board of Governors and Operating Officers, shall always be deemed 'open" to interested membership.

10. Special Appointments. The President may appoint such other officers or agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the President may, from time to time, determine. Such appointments shall be in writing and shall specify the authorities granted and the duty or duties to be performed.

11. Removal and Resignation.

a. After notice to the individual and opportunity to defend, any Governor or Officer may be removed from the Board for cause by a two thirds (2/3) vote of the members of the Board either in meeting or by mail, with mail votes addressed to and recorded by the Secretary with an information copy of the mail vote sent simultaneously to the Chairman of the Board of Governors.

b. Any Board member may resign at any time by giving written notice to the Chairman. Such resignation shall take effect on the date of receipt of such notice by the President or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE V. OFFICERS AND COMMITTEES; DUTIES AND RESPONSIBILITIES**

The operating officers and their duties and responsibilities shall be:

1. President. The President shall be the chief operating officer of the Association and shall have and exercise general charge and supervision of all its affairs and shall do and perform such other duties as may be from time to time assigned to him by the Board. He or his designee shall represent the Association at all public functions and preside over all meetings of the executive officers of the

Association. The President, or in his absence, a Vice President, together with the Secretary (or Treasurer when appropriate), shall execute all documents, notes, contracts and papers of the Association that may be required for the extraordinary business affairs of the Association or by law. Checks or drafts for payment of routine expenses may be issued solely by the Treasurer. The President shall appoint the chairman and members of all committees and be an ex-officio member thereof.

2. Vice President(s). The Vice President(s) shall be prepared to exercise all of the duties of the President in the absence or disability of the President and shall perform such other duties as may from time to time be assigned by the President or the Board of Governors. This association shall have two (2) Vice Presidents:

a. Vice President - Chapters. In addition to the above, the Vice President for Chapters shall be the officer responsible for the handling of all matters dealing with the formation, operation and termination of the sub-units of the Association known as 2d Cavalry Association Chapters. He shall report directly to the President.

b. Vice President - Committees. The Vice President for Committees assists the President as necessary with the specific duty of supervising and coordinating the activities of the several committees of the Association. He shall also report only to the President.

c. Both officers are deemed to hold equal "rank" but the VP-Committees should be deemed first in line to temporarily replace the President.

3. Secretary.

a. The Secretary or his designee shall attend all meetings of the Board of Governors, the Officers or of the membership and record all votes or other action taken and take Minutes of the proceedings. He shall keep the records of the Association as permanent Archives; prepare and dispatch all correspondence; take charge of the books, documents, papers and the Association Corporate Seal; and shall have and perform such other duties and have such other responsibilities as the Board may from time to time determine. Together with the President, or in the latter's absence or disability, a Vice President, he shall sign all contracts, notes, deeds, or other documents or papers that shall be authorized by the Board and, when required, affix the Corporate Seal of the Association thereto as provided by these By-Laws, the Statutes of the State of Florida or of any other state having jurisdiction;

b. The Secretary may appoint a regular member in good standing as his Secretary Pro Tem to assist him and provide continuity in the Secretarial function in his absence, which officer shall serve at his pleasure but shall not be a voting member of the Board.

4. Treasurer. The Treasurer shall have the custody of all funds and securities of the Association, keep full and accurate accounts of receipts and disbursements and, when appropriate, see to the preparation of budgets and federal and state income tax returns, if required. Periodically, he should prepare and disseminate a financial statement at such intervals as the Board shall determine, and recommend yearly or biennial budgets for consideration at the next Biennial or other meeting of the Board of Governors.

a. More specifically, the Treasurer shall perform or be responsible that:

(1) Checks, notes, drafts or other obligations payable to the Association are deposited to the credit of the Association at such bank(s) or depository(s) established for the Association;

(2) Receipts and vouchers, checks, drafts, bills of exchange, promissory notes or other obligations authorized by the Board and issued by the Association, are signed except in cases where the signing and execution thereof may be expressly designated by the Board or by these By-Laws to some other officer or agent of the Association;

(3) Payments as may be necessary or proper to be made on behalf of the Association in the current administration of its business affairs are made;

(4) A full and accurate account of all monies and obligations received, paid, or incurred by him or his assistants for or on account of the Association are entered regularly on the books of the Association to be kept by him for that purpose. Said books of account and records shall be available for inspection by any member of the Board of Governors at all reasonable times and after reasonable notice at the offices of the Association or elsewhere as the President may direct; and

(5) In general, insure that all duties incident to the Office of Treasurer, pursuant to the Articles of Incorporation, these By-Laws and such Regulations as may be from time to time established by the Board, are performed in accord with good accounting practice as meets all requirements of the Internal Revenue Code pertaining to this type of organization.

b. The Treasurer may appoint a regular member in good standing as his Treasurer Pro Tem to assist him and provide continuity in the Treasurer's function in his absence, which officer shall serve at his pleasure but shall not be a voting member of the Board.

5. Publications & Publicity Committee. The Publications and Publicity Committee shall be responsible, with the cooperation of the Editor of *The Thoroughbred*, for the preparation of articles and announcements pertaining to Association activities

to be submitted for use in Service and Veterans' magazines and publications and other public media. It is responsible for the editing, publishing and distribution of *The Thoroughbred* to all regular members no less frequently than semiannually. It shall coordinate and supervise all activities pertaining to publicity and advertising in close cooperation with the other committees, operating officers and the Board of Governors. The committee is authorized to seek the direct support of appropriate officers and staff sections of the Regiment.

6. Audit Committee. The Audit Committee shall review all records of financial transactions involving the Treasury of the Association no less frequently than once at the close of each fiscal (calendar) year, and shall submit a written report to the President within fifteen (15) days after completion of each such review, indicating that all records are accurate and in order, and all monies are accounted for; or indicating the specific natures of the discrepancies discovered. In addition to its annual review, the Audit Committee shall conduct a review of financial records and monies each time a new Treasurer is elected by the Board of Governors. It is contemplated that audit reports and/or financial statements on the condition of the Association will periodically be published in *The Thoroughbred* for the information of the membership.

7. Reunion Committee. The Reunion Committee shall plan all necessary details for the successful holding of a reunion of the Association no less frequently than every two years to coincide with the biennial business meeting of the Association. The Reunion Committee shall investigate and recommend to the Board of Governors proposals, concerning items, such as time, site, program activities, billeting arrangements, transportation, and other relevant factors for each reunion, coordinating, when feasible, with the Regiment and with the Liaison Committee.

8. Regimental Liaison Committee. The Regimental Liaison Committee shall maintain direct contact with the Regiment, except such contact as is more properly executed directly by the President of the Association, at his option. The Regimental Liaison Committee shall keep the ever-changing personnel of the Regiment aware of existence of the Association and its Chapters and, as a minimum:

- a. Keep the RCO and RCSM advised of activities of the Association;
- b. With the RCO's permission and the RCSM's assistance, establish liaison with Regimental Information Officers and their staffs; and.
- c. Encourage regimental staff at all levels to seek applications for membership in the Association from those on active duty who are eligible for membership.

9. Scholarship Committee. The Scholarship Committee shall plan all necessary

details for the award of scholarships annually. The number and amount of scholarships will be determined by the board of governors based on the recommendation of the committee.

10. Reinstatement of Operating Officers and Members of the Board of Governors. Except for the appointive assistants provided for in paragraphs 3b, 4b above and Article VI below, all officers are members of, and elected from, the Board of Governors at Biennial Meetings of the Membership of the Association; however, while the individual is elected to a six (6) year term on the Board, his further status as an operating officer is only for two (2) years between each Biennial meeting of the Board or until a successor has been elected and qualifies unless said officer shall sooner resign, be removed, or otherwise disqualified to serve. Operating Officers may serve any number of successive terms in any one office but the "Appointive" officers described in Article VI below may hold their positions indefinitely at the pleasure of the President, Secretary and Treasurer as appropriate.

## **ARTICLE VI. APPOINTIVE OFFICES**

The President may appoint such additional administrative officers, with such duties and responsibilities as the affairs of the Association shall make necessary or desirable, which officers shall serve at the pleasure of the President but who shall not be voting officers. Such officers may include, but are not limited to, the following:

1. Adjutant. Upon recommendation of the Secretary and Treasurer, the President may appoint an Adjutant who shall exercise such of the duties otherwise required herein of those officers involving enrollment of new members into the Association, billing and collection of new and renewal dues of all types, maintenance of personnel records and establishment of a computerized membership database together with associated hard copy files. It is contemplated that such Adjutant will be an Association regular member without a specific limit of tenure but serving at the pleasure of the Secretary and the Treasurer so long as he is willing and able. The primary requisite for such Adjutant is to already possess the necessary training, experience, hardware, software, and the willingness to spend the time necessary to perform fully this duty.

2. Editor. The President shall appoint an Editor with responsibility, in conjunction with the Publications & Publicity Committee, for the composition and publication of *The Thoroughbred*, as the official newsletter or magazine of the Association. He is responsible for submitting to the Treasurer, such requests for funds deemed necessary to provide for the publication and distribution of *The Thoroughbred* in a professional style, to each regular member in good standing and for use in public relation efforts. The contents of *The Thoroughbred* shall be in keeping with the *Purposes and Objectives* of the Association and be published

on a frequent enough basis to be used to transmit official notices and information of events to Association members. The editor must insure that *The Thoroughbred* is never used for censure of, or personal attacks upon, Association members or others or permit content that might tend to violate the Internal Revenue Code. Notices of meetings, elections, etc., and of official documents which are timely published in *The Thoroughbred* shall be deemed Official Notices wherever required by any provision of the Articles of Incorporation or these By-Laws.

3. Quartermaster. The President may appoint a Quartermaster to have overall supervision of inventory items and other property of the Association and with such other duties and responsibilities as may from time to time be assigned. It is contemplated that such Quartermaster will work freely with his counterparts in the Regiment i.e., the Reed Museum and the several 2CA Chapters to promote efficiency and avoid wasteful duplications of effort. The Quartermaster should be kept aware of the inventories of the several chapters but shall have no legal power over the same where the Chapter is separately incorporated in order to own property in its own right, provided said separately-owned property is proper for an Association Chapter under the Objects *and* Purposes set in these by-laws.

#### **ARTICLE VII. - ROUTINE ACTIONS**

1. The operating officers and appointees shall be responsible for handling all routine matters within their purview under the guidance of policies promulgated by the Board of Governors. The operating officers, consisting of the President, two Vice Presidents, the Secretary and the Treasurer, shall be deemed to be an Executive Committee capable of all routine and some emergency major operating decisions binding the Association, when required; however, any such "major" decisions should be presented to the full Board of Governors for ratification as soon as practicable.

2. All reasonable latitude is encouraged to the operating officers and appointees of the Association in the interest of promoting the maximum energetic and innovative discharge of all duties and responsibilities commensurate with the corporate Purposes *and* Objectives and other applicable provisions of the Articles of Incorporation and these By-Laws.

3. In the interests of efficiency, maximum use of e-mail communication by officers, Governors and Regimental staffs is encouraged. It is presumed that all Association officers and members have the need to know of all details of all Association activities and meetings.

#### **ARTICLE VIII. - MEETINGS**

1. Biennial Meeting. A business meeting of the membership and reunion of the Association shall be held each odd-numbered year, to elect members to the

Board of Governors as provided above and to transact such other business as may properly come before the meeting.

2. Board of Governors. Meetings of the Board of Governors shall be held as often as necessary to perform the Board's assigned duties as determined by the President, with timely notice to all Board members to insure their ability to participate, which notice may be published in *The Thoroughbred* if time permits or, when necessary, provided by letter, telephone, FAX or e-mail transmission. All Board meetings shall be "open" to regular members as described above, although the Chairman may limit input from non-Board members; and minutes of all such meetings shall be kept by the Secretary as a permanent record of the Association.

3. Meetings of Executive Committee: Meetings of the Executive Committee may be held at any time or place at the discretion of the President; and, since the members thereof may reside at widely separated locations, the use of telephone and email communication is authorized, provided minutes of such meetings are kept and filed by the Secretary.

#### **ARTICLE IX. – QUORUMS AND MINUTES OF MEETINGS**

1. Membership: A quorum of a meeting of the membership of the Association, excepting meetings of the Board of Governors, shall be the members present at such meeting.

2. Governors: A quorum for a regular or scheduled meeting of the Board of Governors at which any official action is to be taken or decisions made shall require the presence of seven (7) members, and a majority vote shall control.

3. Minutes of all meetings of the membership, the Operating Officers and the Board of Governors shall be kept by the Secretary or his designee and filed as a permanent record of the Association, and said records shall be open to inspection by any officer or regular member at all reasonable times and places upon reasonable notice to the Secretary.

#### **ARTICLE X. - DUES AND TREASURY**

1. Annual Dues - Membership from Year to Year. Fees for membership accompanying an initial application for membership in the Association or for renewal of membership shall be as determined from time to time by the Board and shall entitle the applicant to participate in the activities of the Association at the local and national level for the calendar year for which the dues are paid. Membership fees may be paid in advance at any time.

2. Donations. All donations to the Association shall be accepted by the Treasurer and accounted for in accordance with recognized good accounting principles

and, more specifically, the strict requirements of the Internal Revenue Code of 1954 as amended. The application of such donations to the Association shall be determined by the Board of Governors.

3. Miscellaneous. The Treasurer shall keep records in accordance with good accounting practice, which, as a minimum, reflects the date, source and amount of all receipts and the date, payee, and amount of all monies expended, which records will further clearly reflect the nature and cause of each transaction.

## **ARTICLE XI. - FORMATION OF ASSOCIATION CHAPTERS**

1. Intent. The Board of Governors finds that the creation and support of Association Chapters at the local level will foster year-around activities to provide a mechanism for each individual member of the Association to contribute his or her imagination, time, effort and spirit in such a way as to further the *Purposes and Objectives* of the Association while also providing valued service to the local community; create ongoing inter-member relationships that will result in a strong and permanent foundation under the national organization: and create an “esprit de corps” which is the backbone of any truly effective organization.

2. Procedure.

a. Any group of not less than ten (10) regular members of good standing in the national Association, usually, but not necessarily, residents of a specific geographical area, may petition the President through the Vice President - Chapters to be chartered as a 2d Cavalry Association Chapter for the purpose of furthering the corporate *Purposes and Objectives* in their local area;

b. The VP Chapters shall investigate to determine the sufficiency and accuracy of the petition; recommend changes, if any, to make the petition comply with these By Laws or any applicable Regulations; and report the same to the President with his recommendation of approval or disapproval;

c. If approved by the President, the VP-Chapters shall notify the Chapter in writing that its petition has been approved and that it is established for a probationary period of one (1) year. If disapproved, the applicants shall be advised of the specific reasons for the disapproval with leave to correct or amend the petition accordingly. The Board of Governors shall have sole jurisdiction to determine what activities shall be permitted to 2d Cavalry Association Chapters; but, provided said desired activities do not in any way jeopardize the non-profit status of the Association or violate local or state laws, that discretion shall, be liberally exercised in favor of the Chapter.

d. At least semi-annually, each Chapter, whether probationary or permanent, shall make written report to the VP-Chapters setting forth the names, addresses, member number and telephone numbers of any members added to

or deleted from the Chapter since the application was filed or during subsequent reporting periods and briefly summarizing the Chapter's activities during the period. The VP Chapters shall make such inspections he deems desirable to confirm such progress and report his findings to the President and to the Editor of *the Thoroughbred*. The VP Chapters shall also provide the list of additions/deletions from Chapter membership to the officer charged with maintaining the Association database.

e. Upon successful completion of the probationary year, the VP Chapters shall recommend to the President that a permanent Charter be granted to the Chapter. Such Charter shall be in the form prescribed by the Board of Governors, be signed by the President, attested to by the Secretary and sealed with the Corporate Seal.

f. Prior membership in good standing in the Second Cavalry Association, Inc., (and continuing that membership) shall be a prime condition of regular Chapter membership.

3. Petition. As a minimum, the petition shall provide the following information:

a. The proposed name of the Chapter, which may be related to a State, metropolitan area, geographical area where the Chapter will exist or to an area where members served, i.e., *The Bindlach Chapter*.

b. The permanent mailing address of the Chapter which may be the address of a Chapter officer and the primary place of meeting if different from the mailing address;

c. Names of at least ten (10) current Association regular members who will form the Chapter, including member number, home address, telephone number and e-mail address, if any;

d. The names of the proposed first officers of the Chapter which shall be as a minimum, a President, Secretary and Treasurer;

e. Any other information the applicants believe will justify them in forming a 2d Cavalry Association Chapter; and

g. Be signed by each of the ten (10) founding members. A Chapter may enroll Associate Members as defined in Article II, Membership, provided the minimum ten Regular Members remain active. Said Associate Chapter Members shall not have the right to vote or hold office at any level but may participate in all activities of the Chapter.

4. Operation of Chapters.

a. All Chapters must be operated consistently with the initial petition, as modified, or under its permanent Charter when granted. While the broadest latitude will be accorded to each Chapter in the determination and execution of its own activities, no activity may be undertaken, directly or indirectly, which may conceivably have the effect of jeopardizing the non-profit status of the Corporation under the laws of the State of Florida or of any other state which may have jurisdiction or the regulations of the Internal Revenue Code of 1954, as now or hereafter amended.

b. A Chapter may assess local dues from its regular members but said dues shall not affect the individual's obligation to timely pay his national dues. Chapters shall administer their finances using good business and accounting practices which include regular reporting to their membership and, upon demand, periodically, to the VP-Chapters.

c. Each Chapter must avoid the scheduling of meetings or other activities at any time or place which may reasonably interfere with attendance at Biennial Reunions.

d. Each Chapter is encouraged to appoint or elect a Quartermaster to work with the national Association's counterpart to coordinate the purchase and sale of "Memorabilia" and, most particularly, to avoid competition with the national Association in such sales; such "coordination" might include the granting, by the national Association, of "discounts" to the Chapter for their sale of national items.

5. Discipline of Chapter Members. Each Chapter shall be the judge of its own membership subject to the restrictions imposed by these By-Laws, the laws of their home State and the Constitution of the United States. Members of the Chapter may be brought before the chapter membership for suspension or expulsion from the Chapter for cause if charges are made in writing, sworn to by the accuser(s) and copy provided to the defendant at the onset. If requested, a hearing on such charges must be held. A decision of the Chapter membership to suspend or expel must be reduced to writing with the facts deemed proved clearly set forth; a true copy shall be filed with the Vice President - Chapters as soon as practicable. An action to suspend or expel a member from the National Association for cause may be initiated only by the Vice President -Chapters pursuant to these By-Laws.

6. Dissolution of Chapters. The Charter of an Association Chapter, whether probationary or permanent, may be terminated by the President upon the recommendation of the Vice President - Chapters after notice and hearing before the Board of Governors if requested, based upon the following:

a. The petition of a majority of the Chapter's regular membership;

- b. Failure of the Chapter to file required reports;
- c. Substantial departure from the objectives and activities stated in the Chapter's application as approved or its permanent Charter;
- d. Failure to comply with paragraph 7 below;
- e. Activities of the Chapter or conduct of members which tends to bring the Chapter or national corporation into disrepute;
- f. Any activity or membership status contrary to the limitations contained in the Internal Revenue Code pertaining to Veterans' Organizations; or
- g. Failure to maintain the minimum ten (10) current regular members required of a Chapter, in which case the Chapter will be suspended until the condition is redressed.
- h. Absent existence of grounds for termination as described above, once granted, a Chapter Charter shall stay in full force and effect. Periodic reapplication shall not be necessary.

7. Liabilities; Ratification. No Chapter or any officer or member thereof shall have the power or authority at any time to execute any contract, agreement, obligation or liability purporting to bind the Second Cavalry Association, Inc., the Regiment, or the officers or membership of either; and no act or statement by a Chapter or any officer or member thereof shall ever be deemed to be a statement or act of the Association unless the matter has first been considered by the Board of Governors and expressly adopted or ratified in writing. The foregoing text shall be included in each Chapter charter issued, Any such contract or obligation must be deemed to be the private undertaking of the individual Chapter members involved, unless the chapter is separately incorporated as provided below.

8. Further Incorporation. Because advantages may exist for a Chapter to be itself incorporated, to-wit: a degree of tort liability protection of individual members and the ability to own property in the Chapter's name rather than in the name of individual members, local incorporation of Association Chapters is authorized; provided, subject to the local governing law, the documents therefore include all limitations contained in these by-laws applicable to the National Association and especially including those in subsection 7 above; and also provide that the Chapter Charter contains a *Purposes and Objectives* clause, as a minimum, identical to the national clause set forth above, and all documents of incorporation harmonize with the provisions of the appropriate Internal Revenue Code (IRC) governing veterans associations.

9. Taxpayer Identification Numbers (TIN). Each Chapter or other subordinate organization may acquire and maintain its own TIN separate from the national

Association and must do so when required by the IRC.

## **ARTICLE XII - DISCIPLINE**

1. Members may be suspended or expelled from the Association only upon a showing of cause. Written charges shall be based upon any or all of the following grounds:

a. Disloyalty to the United States or the Association;

b. Neglect of duty (resulting in loss);

c. Dishonesty;

d. Failure to meet the requirements of membership in the Association as set forth in Articles I, II and III;

e. Conduct unbecoming a member of the Association; and/or

f. Any conduct contrary to the limitations of the Internal Revenue Code.

2. Charges must be made in writing and under oath by the accuser to the Secretary, who shall endorse thereon his approval or disapproval and file them with the President. If so approved, the Secretary will serve a true copy upon the defendant by Certified Mail, Return Receipt Requested, and provide copies to each member of the Board of Governors.

3. The Defendant shall answer the charges in writing to the Secretary within thirty (30) business days of the date of his receipt thereof, or the charges shall be deemed to stand admitted and the Board of Governors may order such action as the best interests of the Association shall dictate; however, a default shall be set aside within a reasonable period for good cause shown.

4. If the Defendant, in person or by counsel, shall file an answer denying the charges in whole or in part, the Secretary shall schedule a hearing on the charges before the Board of Governors at its next regular meeting or a special meeting called for that purpose, at which time the issues raised by the charges and the answer will be heard.

5. The Board of Governors shall sit as the trier of fact and render judgment based upon the evidence presented. If any Board of Governors member is challenged by the defendant for any substantial reason, the Chairman shall appoint a replacement from the regular membership; however, any challenge shall be made at least one (1) week prior to the date set for the hearing. A quorum of the Board of Governors shall be required for a hearing.

6. Either party may apply for a continuance a reasonable period prior to the day set for hearing if good cause be shown.

7. The Board's decision of acquittal, suspension or expulsion shall be made by a majority vote of the members, sitting and shall recite, in brief form, their specific findings of fact on each charge made. This decision shall be reduced to writing as soon as practicable following the hearing and filed with the Secretary, with copy to the defendant.

8. The decision of the Board of Governors shall be final.

### **ARTICLE XIII - ALTERATION OR AMENDMENT**

1. No alteration or amendment of these By-Laws shall be adopted unless the full text thereof is submitted in writing and signed by the member proposing the same to the Secretary at least three (3) months before the meeting at which adoption will be sought.

2. Notice by the best means available of the proposed amendment(s) shall be given by the Secretary to regular members of the Association in good standing at least one (1) month prior to the meeting at which the amendment(s) will be voted on if not at a Biennial Meeting. Input, pro or con, of the membership on the proposal(s) shall be solicited. If such notice is given, the Board of Governors shall have the authority to enact such additions or changes at its next meeting. Timely notice printed in *The Thoroughbred* shall suffice.

### **ARTICLE XIV: ADMINISTRATION**

1. Registered Office and Agent. This Association shall at all times maintain a registered office in the State of Florida and a registered agent whose address is identical with the address of such registered office. The Association may have such other offices at such places and for such purposes as the Board shall from time to time determine and the Association shall enjoy powers and authorities granted to corporations not-for-profit by the laws of the State of Florida and any other state which may have jurisdiction at any time.

2. Rules of Order. Robert's Rules of Order shall apply to all meetings and situations where not inconsistent with these By-Laws.

3. Compensation of Governors, Officers and Members. Members or officers shall not be compensated except for actual expenses incurred in the performance of duties for the corporation. All compensation paid must be in accordance with regulations of the Internal Revenue Code pertaining to the Association. All payments must be reflected by a cash receipt and precise records of all such payments and the receipts therefore shall be maintained by the Treasurer.

4. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. The terms "Association" and "Corporation" and the terms "Governor" and "Director" may be used interchangeably.

5. Savings Clause. Should any provision of these By-Laws ever be declared by any court of competent jurisdiction to be unconstitutional or invalid for any reason, the same shall not affect the validity of said By-Laws as a whole, or any part thereof, other than the part so judicially determined to be invalid.