

1-121ST Field Artillery Veterans Association

BY-LAWS

Version 2.1

As of November 11, 2015

ARTICLE I – NAME

The name of the organization shall be the 1-121ST Field Artillery Veterans Association. The Association is incorporated in accordance with Chapter 181.0202 of Wisconsin Statutes, recorded on September 25, 2015.

ARTICLE II – PURPOSE AND MISSION

The purposes of this Association shall be as set forth in the Articles of Incorporation of the Association. These Bylaws specify various matters affecting the operations and governance of the Association.

1. The Mission of the 1-121ST Field Artillery Veterans Association shall be:
 - a. To foster and perpetuate the traditions of the 1st Battalion, 121st Field Artillery Regiment and to preserve the memories and incidents of the units of the 1-121ST Field Artillery and of its members during times of war and times of peace.
 - b. To encourage patriotism, and to foster respect for our country and state and for the Armed Forces of the United States.
 - c. To perpetuate the memories of those members of the 1-121ST Field Artillery who gave their lives in the service of their country and state.
 - d. To assist Soldiers in transition from war time service to civilian lives.

ARTICLE III – NON-DISCRIMINATION

1. The Association shall not directly or indirectly discriminate against any person or organization for reason of race, gender, age, religion, disability, national origin, ancestry, marital status or sexual orientation.

ARTICLE IV– CORPORATE POWER AND AUTHORITY

1. The Association, in order to carry out its purposes, has the power and authority to:
 - a. Contract; sue and be sued; to acquire; hold; sell; dispose of; donate; lease; pledge; mortgage; or otherwise alienate or encumber any property movable or immovable, corporeal or incorporeal subject to the limitations prescribed by law
 - b. To borrow money and to mortgage or pledge its property to secure any indebtedness.
 - c. To receive and collect dues and accept gifts and contributions and generally do any and all other acts and things and exercise any and all other rights and powers necessary to carry out the purposes of the Association.

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- d. All income or increases from whatever source derived shall be used exclusively to promote the purposes for which the Association is organized.
2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - DISSOLUTION

1. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI - MEMBERSHIP AND DUES

1. The membership of the Association shall be of the following classes: Active, Members in Perpetuity, Associate, Honorary Life, and Memorial. Active and Members in Perpetuity discharged under other than honorable condition are not eligible.
 - a. **ACTIVE MEMBERSHIP:** Composed of former and present members of any of the units, and former units, of the 1-121st Field Artillery, who are registered members of this Association. They may hold office and vote in the affairs of the Association.
 - b. **MEMBERS IN PERPETUITY:** Composed of those persons who meet the qualifications of Active Membership, but shall have paid the Association the amount specified by the Board of Directors.

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Such members are exempt from the payment of annual dues; however, they have the right to hold office and to vote in the affairs of the Association. A Member in Perpetuity shall have their name carried on the rolls of the Association forever.

- c. ASSOCIATE MEMBERSHIP: Composed of any citizen over 17 years of age; who has demonstrated a strong interest in the activities, history, and the perpetuation of the 1-121st Field Artillery. They shall pay dues, however, they shall not hold office, nor shall they be permitted to vote in the affairs of the Association. They can either be annual members or members in perpetuity by paying the amount specified by the Board of Directors.
 - d. HONORARY LIFE MEMBERSHIP: Composed of those persons whose names have been duly submitted to the Board of Directors by not less than five (5) Active Members and/or Members in Perpetuity of the Association, and have been approved by a unanimous vote of the members of the Board of Directors necessary to reach Quorum. Such members shall pay no dues, nor shall they have the right to hold office or vote in the affairs of the Association. Qualifications for Honorary Life Membership:
 - 1) Governor, or former governor of the State, if during their tenure in office have demonstrated a keen interest in the National Guard of Wisconsin and/or the 1-121ST Field Artillery Veterans Association, and had taken active measures to insure public and official awareness of the state's military posture and heritage.
 - 2) Former officer, warrant officer, or enlisted person of the National Guard of Wisconsin, the 1-121st Field Artillery or the Association, who shall have served the State, the 1-121st Field Artillery and/or the Association honorably for not less than Twenty (20) years, and shall have distinguished himself or herself by service to one or more of these organizations over and above that required of their position and/or rank.
 - e. MEMORIAL MEMBERSHIP: Composed of any parent or descendent, 17 years of age or older, of any person who gave his life in the service of the United States of America while serving as a member of the 1-121st Field Artillery, or the 1-121st Field Artillery Veterans Association.
 - f. All members are entitled to participate in the social and business affairs of the Association; however, the right to vote and hold office shall be vested solely in the Active Membership and Members in Perpetuity.
 - g. Based on a recommendation from the Membership Committee a majority vote of the Board of Directors can revoke the membership of those whose actions bring discredit to the Association.
2. DUES:
- a. Active, Associate and Members in Perpetuity shall pay dues as fixed by the Board of Directors.
 - b. Annual dues shall become due and payable on January 1st of each year.

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- c. Dues may be paid in cash, check or draft at any meeting. Checks or drafts made payable to the 1-121ST Field Artillery Veterans Association may be mailed to the Association on or before the due date.
- d. Those members delinquent in dues for 3 or more years shall be removed from the rolls. Reinstatement of delinquent members after 3 or more years can be affected by the payment of the immediate 2 years of prior dues plus the dues for the current year.

ARTICLE VII - BOARD OF DIRECTORS

- 1. Because of its corporate status, the affairs of the Association, in keeping with the policies set forth by the Charter of the Association, shall be managed by a Board of Directors elected annually by the active members and Members in Perpetuity. The Board of Directors shall be subject to the limitations of the Articles of Incorporation of the Association, these Bylaws and the State of Wisconsin.
- 2. The Board of Directors shall consist of between 6 and 18 active or Members in Perpetuity of the Association, each of whom shall hold office for a period of three (3) years.
- 3. To ensure continuity of operations of the Board of Directors, the membership shall elect only 1/3 of the members to the Board each year for a term of three (3) years.
- 4. Members of the Board of Directors who fail to participate in the business meetings and/or functions of the Association for a period of three (3) consecutive quarters, without sufficient justification to the Board of Directors, shall be relieved of their duties at a Regular or Special Meeting of the Board of Directors. Any Director may be removed with or without cause by a 2/3 majority vote of the Board.
- 5. Individuals so removed from office shall be notified in writing of the decision of the Board of Directors within at least five (5) days of the meeting at which the Director will be voted to be removed. The Director to be removed shall have an opportunity to appear and be heard at the meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 6. To fulfill an un-expired term of four or more months of any member of the Board of Directors, the Association shall nominate and elect a new member to the Board at the next regular meeting of the Association.
- 7. Un-expired terms of less than (4) months will be left vacant until the annual election of the Board of Directors.
- 8. Duties: Without limiting the broader duties of the Board, specific duties of the Board include the following: ensure that the goals and objectives of the Association are implemented; evaluate and monitor all programs; develop programs and activities that promote the purpose of the Association; select, supervise, evaluate and, if necessary, discharge the Executive Director; establish governance, program, personnel, financial, and development policies, approve an annual budget;

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- monitor finances; ensure that adequate resources are available to the Association; authorize all legal documents; and present an annual report at the annual meeting.
9. Resignation: Any Director may resign from the Board of Directors at any time by giving written notice to the Secretary of the Association, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Association; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
 10. Compensation: No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, however, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity, or receiving reasonable compensation from such service.
 11. Conflict of Interest: The Board of Directors shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. The following provisions govern the validity of certain contracts and transactions, pursuant to Wisconsin Statutes section 181.0831. No contract or other transaction between the Association and one(1) or more of its Directors or any other Association, firm, association, or entity in which one (1) or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Association. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes approves or ratifies such contract or transaction.
 12. Execution of Instruments: Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, employee or employees, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any contract execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instructions.

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ARTICLE VIII – OFFICERS

1. The Officers of the Association shall include the President, 1st Vice President, 2nd Vice President, Secretary, Recording Secretary (Appointed), and Treasurer.
2. The Officers of the Association shall be elected by the Board of Directors from the Board membership.
3. The term of office for President, 1st Vice President, 2nd Vice President, and Treasurer shall be for one (1) year commencing in January of each year. These officers may succeed themselves for a second term if so nominated and elected. However, after a term of office of two (2) years these officers may not succeed themselves in the same position, but are eligible for another position or office.
4. Removal: Any officer may be removed from office by the action of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. Any officer proposed to be removed shall be entitled to at least seven (7) days notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an officer shall not impact the person's role as Director, unless the vote to remove the officer specifies that the officer is also removed as a director.
5. Resignation: Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.
6. Compensation: The reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Association.
7. Vacancies: A vacancy in any office for any reason may be filled by the Board of Directors for the unexpired portion of the term.
8. The duties and responsibilities of the various Offices and Officers are as follows:
 - a. President
 - 1) The President shall preside at all meetings of the Association and shall be Chairman, Ex-Officio, of the Board of Directors. He is charged with the direction of all affairs pertaining to the Association between meetings. He shall call meetings of the Board of Directors at least quarterly, and / or any other time he deems it appropriate. He shall appoint all standing and

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- special committees and shall be a member of all standing and special committees except the Nominations Committee.
- 2) He shall open the meetings at the designated time; announce the business before the Association in the order in which it is to be acted upon; recognize members entitled to the floor; state and put to the floor all questions which are regularly moved or otherwise arise during the course of the proceedings and announce the result of the vote.
 - 3) He shall call a Special Meeting of the Board of Directors at the earliest opportunity in January of each year to organize his administration, make committee, and other appointments and publish same for the entire membership.
 - 4) He shall appoint a Recording Secretary at the commencement of his term of office and shall appoint or assume the duties and responsibilities of the Treasurer and / or Secretary in the absence of either or both of these officers.
 - 5) The President shall submit to the annual meeting of Directors a report of the work of the Association and shall carry out as far as possible the purposes of the Association as stated in the Articles of Incorporation.
 - 6) The President shall be responsible for determining that correct and complete financial records of the Association are kept. The President shall furnish the Board of Directors on an annual basis, or whenever requested, a statement of the financial condition of the Association
- b. 1st Vice President
- 1) Preside over meetings in the absence of the President.
 - 2) Assume responsibility for all the duties of the President when the President is ill, incapacitated, or otherwise unable to fulfill his obligation or term of office.
- c. 2nd Vice President
- 1) To perform the functions and duties of the President in the absence of the President and 1st Vice President.
- d. Secretary
- 1) The Secretary shall initiate and keep current a register, by membership types, of the entire membership; sub-divided into membership types as set forth in Article III; with names, addresses, e-mail addresses, and phone numbers of all members in each category. He will include sections to identify deceased members and a section for active and prospective members for future use. Records may be kept on a computer hard drive, backed up on a removable media. Current computer files will be printed for chronological filing at the end of each calendar year.

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- 2) To ensure the accuracy of membership and dues status, the Secretary shall collect and post annual dues, perpetual funds and other monies on a computer spreadsheet and monies forwarded to the Treasurer for deposit.
 - 3) Notify all members of Regular or Special Meeting dates by means of the Newsletter or by Special Correspondence.
 - 4) Preside over all meetings in the absence of the President and the 1st and 2nd Vice Presidents.
 - 5) Establish and maintain a file of the Association's Board of Directors, Officers, Standing and Special Committees, their dates of election or appointment and the dates of expiration of their term of office or appointment.
 - 6) At the direction of the President, shall carry out any other duties related to the office.
 - 7) Maintain the master file of the Association's By-Laws and Articles of Incorporation.
- e) Recording Secretary (Appointed)
- 1) Establish and maintain a file of "Minutes" of all Regular and Special meetings of the membership and the Board of Directors.
 - 2) Prepare correspondence at the direction of the President, and the Board of Directors.
 - 3) Perform the duties of the Secretary in his absence or when a vacancy exists in the office of Secretary until such time as a replacement is elected by the Board of Directors.
 - 4) At the direction of the President he shall carry out any other duties related to the office.
- f) Treasurer.
- 1) Collect from the Secretary all dues and all other monies submitted to the Association by the membership and deposit same in the appropriate savings and or checking account
 - 2) Maintain appropriate financial records and be prepared to give an account of the Association's financial standing at least quarterly and when called upon by the President. Including, but not limited to, corporate funds and securities, disbursements, assets, and liabilities of the Association.
 - 3) Open and maintain checking and savings accounts in the name of the Association and establish procedures with the banks or savings institutions, as approved by the Board of Directors, whereby it will require any two (2) signatures of either the President, 1st Vice President, Secretary, and / or Treasurer for the withdrawal of funds in excess of \$250.00.
 - 4) Submit a proposed operating budget for the Association for approval by the Board of Directors on an annual basis, with the initial draft submitted no later than 1 November of each year.
 - 5) Perform all duties customary to the office of the Treasurer.

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ARTICLE IX - NOMINATIONS AND ELECTIONS

1. BOARD OF DIRECTORS:

- a. Nominations to, and election of, the Board of Directors shall be made by the Active and Members in Perpetuity only, at the December (Annual) meeting each year.
- b. The President shall appoint a Nominations Committee of five (5) members who shall submit, in writing, the names of the nominees to fill the Board of Director positions. Nominations will be with the concurrence of the individuals concerned.
- c. The Nominations Committee will convene around September of each year to begin the selection of candidates and submit the names of candidates before 1 November, thus enabling the Association to give maximum Communications for the annual elections. Proxy ballots shall be included with the November Newsletter mailed to all members-listing the Nominees along with a brief resume of their qualifications.
- d. Additional nominations to the Board of Directors may be made from the floor at the Annual meeting.
- e. Election of the Board Members shall be by secret ballot of the members present at the Annual Meeting. Absent members may vote by absentee ballots, which are received timely by the Nominating Committee in writing, on the proxy form furnished and signed by the member. A majority of the votes given at the Annual Meeting and represented by proxy shall constitute an election quorum.

2. OFFICERS:

- a. The election of officers of the Association shall be by the Board of Directors from the membership of the Board at a Special Meeting called for that purpose.
- b. This Special Meeting should be called as soon as possible after the December meeting, but not later than 23 December.
- c. The newly elected officers will be installed immediately following their election, thus providing time for the orderly transfer of records and accounts and the assumption of their full responsibilities by 1 January.

3. REMOVAL FROM OFFICE:

- a. Officers of the Association who fail to participate in the business meetings and/or functions of the Association for a period of three (3) consecutive quarters, without sufficient justification to the Board of Directors, shall be relieved of their duties at a Regular or Special Meeting of the Board of Directors. Individuals so removed from office shall be notified in writing of the decision of the Board of Directors
- b. The Board of Directors will meet and elect a new officer to fulfill the unexpired term of four or more months of any elected officer at the earliest opportunity.

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ARTICLE X - APPOINTMENTS AND COMMITTEES

1. The President of the Association shall have the ability to appoint positions for the term of 1 year when conditions warrant; however there shall be no limitation on the number of terms.
 - a. Sergeant at Arms
 - b. Parliamentarian
 - c. Recording Secretary
 - d. Newsletter Editor
 - e. Social Chairman
 - f. Fraternal Chairman
 - g. Communications Chairman
 - h. Awards Chairman
 - i. Nomination Chairman
 - j. Planning Chairman
2. The President may authorize, appoint, or remove members of the standing or special committees to consider appropriate matters, make reports to the President, and fulfill such other advisory functions as may be designated. The designation of such standing or special committees, and the members thereof, shall be recorded in the minutes of the Board of Directors. The President may appoint the following Standing Committees annually, however; there shall be no limitation on the number of terms that individuals may serve if reappointed.
 - a. Nominations (5)
 - b. Communications (1)
 - c. Historical (2)
 - d. Audit & Oversight (3)
 - e. Membership (1)
 - f. Planning Committee (5)
 - g. Finance Committee (4)
3. STANDING COMMITTEES, MEMBERSHIP AND DUTIES:
 - a. NOMINATIONS COMMITTEE:
 - 1) This committee shall consist of five (5) members who by 1 November of each year shall submit to the President the names of nominees to fill Board of Director positions.
 - 2) The nominations must be with the concurrence of the individuals concerned.
 - 3) Members of the committee are eligible to be nominees
 - b. COMMUNICATIONS COMMITTEE:
 - 1) This committee shall consist of at least one (1) member. It is principally a public relations function, through the preparation and submission of prepared releases and photographs to

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- the news media, social media, and other agencies, to publicize significant Association activities and events.
- c. HISTORICAL COMMITTEE:
 - 1) This committee shall consist of not less than two (2) members. It shall be responsible for the collecting, cataloging, preservation and storage of Association records and historical memorabilia.
 - d. AUDIT & OVERSIGHT COMMITTEE:
 - 1) This committee shall consist of three (3) members. It shall perform an annual audit of the Treasurer's records and make an Audit Report no later than the second regular meeting of the Board of Directors. This committee is responsible for judging potential conflicts of interest in accordance with the conflict of interest policy.
 - e. MEMBERSHIP COMMITTEE:
 - 1) This committee shall consist of at least one (1) member and is responsible for determining eligibility of new and/or prospective members in accordance with Article III of the By-Laws and the reporting of their findings to the Board of Directors.
 - f. PLANNING COMMITTEE:
 - 1) This committee shall consist of Five (5) members. It shall be responsible for planning of events and the annual general meeting.
 - g. FINANCE COMMITTEE:
 - 1) This committee shall consist of four (4) members who upon receiving information from the 1-121ST Field Artillery Veterans Association Treasurer as to the funds available for investment, along with his/her recommendation shall review and report their recommendation to the Board of Directors at the next 1-121ST Field Artillery Veterans Association meeting or earlier if situations dictate. The Board of Directors will make the final decision on an investments to be made.
4. SPECIAL COMMITTEES:
- a. The President or the Board of Directors may appoint such special committees as they deem necessary for the accomplishment of specific Association objectives. When the task assigned to a Special Committee is completed and its report filed, the committee shall be discharged.
5. EXECUTIVE OR OTHER COMMITTEES WITH LIMITED BOARD AUTHORITY.
- a. The Board of Directors may by appropriate resolution designate one (1) or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolution or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Association, except action with respect to election of officers, the filling of

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vacancies in the Board of Directors, and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one (1) or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

ARTICLE XI – MEETINGS

1. In accordance with the Articles of Incorporation, the affairs of this Association shall be managed by a Board of Directors elected annually by the active membership.
2. MEETINGS:
 - a. REGULAR ANNUAL MEETING OF THE MEMBERSHIP: There shall be a regular Annual Meeting of the membership within the first week of December of each year for the purpose of electing members to the Board of Directors and conducting such other business that may come before it.
 - b. SPECIAL MEETINGS OF MEMBERSHIP: There shall be such special meetings of the membership of the Association as may be duly called by the President or a majority of the Board of Directors, after notifying the membership by public posting at least ten (10) days before the date fixed for the Special Meeting.
 - c. REGULAR MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors shall meet at least once each quarter. This can be done concurrently with the Regular General Membership Meeting.
 - d. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: Special meetings of the Board of Directors may be called by the President or any three (3) members of the Board after notifying all Directors by mail and/or electronic communication at the last known address at least ten (10) days before the date fixed for the special meeting. The purpose of the special meeting shall be for any purpose that may be called at the request of the President of the Association.
 - e. ACTION WITHOUT MEETING: Any action required to be taken at a meeting of the Board of Directors of the Association may be taken without a formal meeting if a consent in writing, setting forth the action so taken, shall be signed by [all Directors] / [2/3s of Directors] entitled to vote on the matter. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and is signed by one or more Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors taken at a meeting. All approvals shall be delivered to the Secretary to be filed in the corporate records and the action

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taken shall be effective only when all the Directors have approved the consent, unless the consent specifies a different effective date. A summary of such actions shall be duly noted in the minutes of the next meeting of the Board of Directors.

- f. NOTICE: Notice of any meeting of the Board of Directors or the Officers of the Meetings of the Membership, in each case specifying the place, date and hour of the meeting, shall be given to each Director or Member by written notice delivered in person, by telegraph, facsimile or other form of wire or wireless communication, or by mail or private carrier, not more than thirty (30) days prior to the date of the meeting, but at least forth-eight (48) hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least five (5) days before the day set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, and addressed to the Director at the Director's address as it appears on the records of the Association. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors or the Membership need be specified in the notice or waiver of such notice of such meeting.
 - g. WAIVER OF NOTICE: A Director may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the Director, delivered to the Association, and included in the minutes. A Director's attendance at a meeting waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects. A Director's attendance at a meeting waives objection to consideration of a particular matter at the meeting unless the Director objects to considering the matter when it is presented. All such waivers shall be filed with and made a part of the minutes of the meeting.
3. QUORUM:
- a. The transaction of business at Meetings shall require a quorum of at least ten (10) Active or Members-In-Perpetuity present.
 - b. The transaction of business of the Board of Directors shall require a quorum of at 2/3 of Directors present. During periods when board members are on active duty and unable to be present, a quorum shall consist of a majority of the members not on active duty. Activated members may assign a proxy vote to another board member by way of a written declaration of intent to the President of 1-121ST Field Artillery Veterans Association.
 - c. No action may be taken at a regular or special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.
4. ORDER OF BUSINESS: The order of business for the Regular, Board, Annual General, Special Membership, and Special Board Meetings may include the following:.
- a. Call to Order
 - b. Pledge of Allegiance

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- c. Preamble
- d. Opening Prayer (Invocation)
- e. President Introduces Officers
- f. President Announces Standing and Special Committees
- g. President Announces Appointments
- h. Reading of Minutes of Last Meeting
- i. President's Report
- j. Report of the Following Committees
 - 1) Membership
 - 2) Nominations
 - 3) Treasurer's Report
 - 4) Report of Audit Committee
 - 5) Report of other Standing or Special Committees as deemed appropriate
 - 6) Unfinished Business
 - 7) New Business. (Nominations and Elections of Board of Directors)
 - 8) Moment of Silence for Departed Comrades
 - 9) Closing Prayer (Benediction)
 - 10) Motion for Adjournment
- 6. MEETING AGENDA:
 - a. **Board Meeting Agenda.** This agenda includes all facets of the Association's operations and full reports by all responsible parties and committees. The committee chairs must submit their reports in writing to the President prior to the start of the meeting. These written submissions shall be turned over to the recording secretary for inclusion in the meeting minutes. There shall be no time limit to this meeting.
 - b. **General Membership Meeting.** This agenda includes all business of interest to the general membership of the association. All programs and/or Communications will occur during these meetings only. If your committee is not identified on this agenda and you wish to provide a report you must coordinate with, and provide a written copy to, the President to be placed on the agenda prior to the meeting. These written submissions shall be turned over to the recording secretary for inclusion in the meeting minutes. There shall be no time limit to these meetings, but the goal of these meetings is to provide time to socialize.
 - c. **Annual General Membership Meeting.** This agenda includes all business of interest to the general membership of the association as it relates to the State of the Association annually. Notice the abbreviated agenda geared towards 1) the State of the Association; and 2) the annual election of board members. Any committee chair desiring to provide a report shall follow the

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guidelines provided for the general membership meetings. There shall be no time limit to this meeting, but the goal of this meeting is to provide the general membership with a state of the association; conduct our annual elections; and provide time to socialize.

7. MEETING DETAIL

a. The opening of all meetings shall be:

- 1) Dinner Served
- 2) Call to Order
- 3) Pledge of Allegiance
- 4) Preamble
- 5) Opening Prayer
- 6) Awards

b. The body of the General Membership Meeting shall be:

- 1) Programs / Communications
- 2) Previous Meeting Minutes
- 3) Secretary's Report
- 4) Active Battalion Report
- 5) Committee Reports:
- 6) Nomination
- 7) Communications
- 8) Historical
- 9) Audit
- 10) Membership
- 11) Planning
- 12) Finance
- 13) Other
 - (a) Old Business
 - (b) New Business

c. The body of the Annual General Membership Meeting/Reunion shall be:

- 1) State of the Association
- 2) Secretary's Report
- 3) Treasurer's Report:
 - (a) YTD
 - (b) Assets
 - (c) Cash On Hand
 - (d) Budget

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- 4) Active Battalion Report
 - 5) Committee Reports:
 - (a) Nominations
 - (b) Communications
 - (c) Historical
 - (d) Audit
 - (e) Membership
 - (f) Planning
 - (g) Finance
 - (h) Other
 - 6) Elections
- d. The body of the Board Meeting shall be:
- 1) Previous Meeting Minutes
 - 2) Secretary's Report
 - 3) Treasurer's Report
 - (a) Quarterly
 - (b) Assets
 - (c) Cash On Hand
 - (d) Budget
 - 4) Active Battalion Report
 - 5) Committee Reports:
 - (a) Nominations
 - (b) Communications
 - (c) Historical
 - (d) Audit
 - (e) Membership
 - (f) Planning
 - (g) Finance
 - (h) Other
 - 6) Old Business
 - 7) New Business
- e. The closing of all meetings shall be:
- 1) Toasts
 - (a) 1-121ST Field Artillery Veterans Association
 - (b) Active Battalion

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(c) Closing Prayer

(d) Adjourn

ARTICLE XII – FINANCIAL

1. GENERAL FUND:

- a. The General Fund shall consist of the annual dues paid by the members of the Association and any other funds raised, donated and/or otherwise dedicated for this fund.
- b. The fund shall be used to administer the affairs of the Association as deemed appropriate by the Board of Directors.
- c. The General Fund shall be deposited in a local bank or savings institution as may be approved by the Board of Directors.
- d. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without counter-signature by the President or the Treasurer, or by any other officer or agent of the Association to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Association.
- e. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Association, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.
- f. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or depositories as the Board of Directors may select.
- g. Audit. Annually the Board of Directors will review and decide whether the financial accounts of the Association should be audited by a certified public accountant. Each year a full statement of the Association's statements of finances shall be submitted to each member of the Board and made available at the annual meeting.

2. MEMBERS IN PERPETUITY FUND:

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- a. The funds collected to cover Members in Perpetuity fees shall be deposited in a local savings institution as may be approved by the Board of Directors, the interest earned there-from shall be transferred to the Association's General Fund when so directed by the Board of Directors.
- b. The Members in Perpetuity Fund shall remain invested as above, however, the interest earned there-from may be transferred to the General Fund with the approval of the Board of Directors.
- c. With the transfer of funds, the amount retained in the Members in Perpetuity Fund shall at no time be reduced to where the balance of the fund is less than the \$100.00 times the number of Members in Perpetuity of the Association.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

1. The rules contained in Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or Articles of Incorporation of this Association.

ARTICLE XIV- BY-LAWS AMENDMENT

1. As prescribed by the Articles of Incorporation, the Board of Directors are empowered and authorized to make, amend and repeal By-Laws to govern the Association, provided they are in accordance with, and do not conflict with, the Articles of Incorporation.
2. The By-Laws may be amended by a two-thirds vote of the Board. . The vote shall take place at any meeting of the Board of Directors, provided that at least seven days written notice of any meeting at which an amendment will be considered must be given, and such notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. A quorum shall exist at any meeting of the Board of Directors when at least 2/3 of the Board of Directors are present. During periods when board members are on active duty and unable to be present, a quorum shall consist of a majority of the members not on active duty. Activated members may assign a proxy vote to another board member by way of a written declaration of intent to the President of 1-121ST Field Artillery Veterans Association.
3. The Secretary shall establish and maintain a Master Folder of the Articles of Incorporation, the By-Laws of the organization and all amendments thereto.

ARTICLE XV - SPOUSES OF 1-121ST FIELD ARTILLERY VETERANS ASSOCIATION MEMBERS

1. Upon the passing of an Active Member, Member in Perpetuity or Associate member of this Association, the surviving spouse does not attain a membership status, but is eligible to participate in

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all 1-121ST Field Artillery Veterans Association functions to which spouses are invited and to continue to receive the 1-121ST Field Artillery Veterans Association news as though the member still lived.

2. This privilege will continue in effect, even though the surviving spouse remarries, for as long as desired or until his or her passing.
3. Eligible survivors should be advised of their status in writing by the President and encouraged to continue participation.

ARTICLE XVI - MISCELLANEOUS

1. Books and Records: The Association shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of Board of Directors and committee meetings; and shall keep at the registered or principal office a record of names, phone, electronic addresses and facsimile numbers of the Directors.
2. Fiscal Year: The fiscal year of the Association shall be the Calendar Year.
3. Association Seal. The seal of the Association, if one is adopted by the Board of Directors of the Association, shall contain the name of the Association and the word "Wisconsin."
4. Mandatory Indemnification. The Association shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Association. The rights to indemnification granted thereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Association may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section D by the purchase of insurance on behalf of any one or more of such persons, whether or not the Association would be obligated to indemnify such person under this Section D. The term "statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Statutes and all amendments thereto which permit or require the Association to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set for in Section 181.0871 of the Statute.
5. Limited Liability Volunteers. Each individual (other than an employee of the Association) who provides services to or on behalf of the Association without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this

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section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Association without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Association in writing.