

BY-LAWS
of the
11TH ENGINEER BATTALION ASSOCIATION

ARTICLE I - NAME

1. The name of this organization is The 11TH Engineer Battalion Association.
2. The Association is an unincorporated organization whose operating expenses are derived from Member dues, donations and reunion registration fees.

ARTICLE II – PURPOSE

The Association is formed to provide:

1. A social, fraternal and charitable organization for veterans who served with the 11th Engineer Battalion at any time since its initial activation in 1917.
2. Continued comradeship and patriotism of the members developed during and after military service.
3. Reunions held on an annual basis as long as membership interest and participation exists.

ARTICLE III - MEMBERSHIP

1. MEMBERSHIP QUALIFICATIONS.
 - a. Membership shall consist of Regular, Associate, Emeritus and Honorary members.
 - b. No person shall be excluded from membership because of race, color, creed, sex, national or ethnic origin, sexual orientation or physical or mental disability, so long as the individual meets the requirements to become a member.
 - c. Any person who has been separated under Other Than Honorable circumstances shall be ineligible for membership.

2. MEMBERSHIP CLASSIFICATIONS.

- a. Regular Members. An individual who has served honorably in any of the following designated organizations may apply for membership in the Association:
 - i. The 11th Engineer (Combat) Battalion
 - ii. The 11th Engineer Battalion (Combat)
 - iii. The 11th Engineer Battalion (Combat Heavy)
 - iv. The 11th Engineer Battalion
 - v. Any other official Army designation given to the 11th Engineer Battalion.
- b. Associate Members. Any surviving spouse of a deceased Regular Member of the Association is eligible for an Associate Membership in the Association.
- c. Emeritus Members. The Board of Directors, upon consideration of an Association Member who has rendered significant and noteworthy service to the Association, may grant that person the title of Emeritus Member.
- d. Honorary Members. The Board of Directors, upon considering the contributions of an individual to the United States Army or Corps of Engineers who has directly or indirectly impacted the accomplishment of the mission of the 11th Engineer Battalion and/or the 11th Engineer Battalion Association, may grant that individual Honorary Membership in the Association.

3. MEMBERSHIP PROCEDURES.

- a. Application. Any person qualified for membership as set forth above may request an Application from the Association Secretary or the Membership Chairman.
- b. Acceptance. The completed application, when submitted with the dues set forth below, will be reviewed by the Association Secretary and Membership Chairman for adequacy. Applicant will be notified within 30 days if the application has been accepted or if additional information is required.
- c. Membership Period. Annual membership will run from January to December of each year.

4. INACTIVE MEMBERSHIP. Any Member whose dues are in arrears for one year will be considered an Inactive Member. An Inactive Member will continue to receive the Association's newsletter for a period of two years while in an inactive status.
5. TERMINATION OF MEMBERSHIP. Any member whose dues are in arrears for two or more years will be dropped from the rolls of the Association's membership. Exceptions may be made by the Board of Directors in cases of extreme financial hardship.
6. RESIGNATION. Any Member may resign by filing a written resignation request with the Secretary.
7. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary accompanied by payment of the current year's dues, a former Member will be reinstated as a Regular Member.
8. MEMBERSHIP DUES.
 - a. The Association's annual dues will be set (and changed as required) by the Membership at the Annual Business Meeting.
 - b. Membership dues shall be due and payable on the 1st of January each year.

ARTICLE IV - ELECTED OFFICERS / BOARD OF DIRECTORS

1. ELECTED OFFICERS. A Board of Directors (identified below), elected at the Annual Reunion Business Meeting (see Article VI, Section 3), shall govern the Association's activities in accordance with these By Laws:
 - a. Association President
 - b. Association 1st Vice President
 - c. Association 2nd Vice President
2. APPOINTED OFFICERS. Upon election, the Association President shall appoint Members to fill the following positions:

- a. Secretary
- b. Treasurer
- c. Historian
- d. Newsletter Editor
- e. Chaplain
- f. Advisor
- g. 11th Engineer Battalion Liaison
- h. Web Master (Future Position)

ARTICLE V – MEETINGS of the BOARD OF DIRECTORS

1. BOARD OF DIRECTOR MEETINGS.
 - a. The Board of Directors and appointed Officers shall meet at least annually during the Association's Annual Meeting.
 - b. Any Member of the Board of Directors or an Appointed Officer may call for a Business Meeting to be conducted outside of the Association Annual meeting.
 - c. All members of the Board of Directors and Appointed Officers must be notified and acknowledge notification of the meeting.

2. ATTENDANCE. Any Member of the Association may attend meetings of the Board of Directors and Appointed Officers.

3. VOTING. A Quorum of 2/3 of the Board of Directors is required to pass a resolution presented to the Board of Directors.
 - a. A written resolution must be prepared and signed by each voting member of the Board of Directors memorializing that resolution decision.
 - b. Any action must be ratified by simple majority of the Association's Regular Membership in attendance at its next Annual meeting.

4. CONDUCT OF MEETINGS.

- a. Whenever possible the Board of Directors should meet in person.
- b. When Board members are not all present at the Annual Meeting or when Board meetings are called at times other than the annual reunion, or when it is not possible for Board members to meet in person due to geographical separation, the Board of Directors may conduct business meetings by any of the following means:
 - i. Video teleconferencing,
 - ii. Audio teleconferencing/conference calling, and
 - iii. Via e-mail.

5. MINUTES. Minutes must be kept of all Board of Directors meetings and must be made available upon request of any Member.

ARTICLE VI – ELECTIONS / VOTING / TERMS of OFFICE

1. VOTING.

- a. Each Regular Member attending the Business Meeting at the Annual Reunion shall have the right to vote for each of the elected positions and other matters submitted to the Membership for consideration.
- b. Members must be present to vote.
- c. Proxy voting is not permitted.

2. RESULTS.

- a. The results of all votes shall be decided by a simple majority.
- b. In the event of a tie on any vote, the President shall exercise the tie- breaking vote.

3. ELECTIONS. To provide continuity of operations and insure an overlap in the transfer of responsibilities between incoming and outgoing members of the Board of Directors voting

for those positions shall be conducted as follows:

- a. The President and 2nd Vice President shall be elected in one year and serve their terms simultaneously.
- b. Election of the 1st Vice President shall occur in the year following election of the President and 2nd Vice President.

4. NOMINATIONS.

- a. Prior to the elections, the Secretary will provide a slate of candidates to the Membership for each of the positions to be filled.
- b. Nominations of additional potential candidates from the floor will also be accepted at the business meeting and prior to the election.

5. TERMS OF OFFICE.

- a. The Board of Directors shall each serve a term of two years.
- b. Any member of the Board of Directors, upon approval of the Membership at the Annual Meeting, may serve an additional two-year term for a maximum of four consecutive years.
- c. The terms of the President and 2nd Vice President will run concurrently.
- d. The term of the 1st Vice President, elected on alternate years, will overlap the terms of the President and 2nd Vice President.
- e. Appointed Officers serve at the pleasure of the President for a term of two years with approval of the Board of Directors. There will be no set term of office for the Appointed Officers given continued Board of Director approval.

6. REMOVAL FROM OFFICE.

- a. An elected or appointed Officer may be removed from office for just cause with the approval of two-thirds of the Board of Directors.
- b. Any Officer not in attendance for two consecutive Annual Reunions without just cause shall no longer hold such office having been deemed to have resigned said office.
- c. Noncompliance of this Article will be considered on an individual basis by the Board of Directors.

7. VACANCIES.

- a. A vacancy in an elected office may be filled temporarily by the remaining members of the Board of Directors until a nominee is voted on at the next election.
- b. A vacancy in an Appointed Office will be filled by the President with approval of the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

The BOARD OF DIRECTORS, consisting of the President and 1st and 2nd Vice Presidents shall:

1. Govern and direct the business of the Association in accordance with these By Laws.
2. Have powers commensurate with each member's assigned responsibilities (see Article VIII, below) and shall perform other duties as may from time to time be specified in resolutions or other directives approved by the Association.

ARTICLE VIII – DUTIES and RESPONSIBILITIES

The DUTIES and RESPONSIBILITIES of the Association's Elected and Appointed Officers shall be as follows:

1. PRESIDENT.

- a. The Association President shall perform the functions conferred by these By-Laws and is responsible for the execution of the policies and programs decided upon by the Association Board of Directors.
- b. The President may appoint standing committees and ad hoc committees composed of Members at Large to assist him in the execution of his duties.
- c. The President shall have the power to call meetings of members of the Association at annual reunions and shall preside at such meetings, and may call for meetings of the Association officers over which he/she presides.

- d. The President shall recommend to the association any action considered necessary and proper for the welfare of the Association.
- e. The President shall approve all documents that are legally binding on the Association with the following exceptions:
 - i. Disbursements by check or Credit Card from the funds of the Association's account, which are otherwise signed by the Treasurer or Secretary (see Article VIII, Sections 4 & 5, below).
 - ii. Documents for the annual reunion functions, which may be signed by the Reunion Chairman or designated Association representative.
 - iii. In the absence of both the Treasurer and Secretary, the President shall approve payment of invoices and bills.

2. FIRST VICE PRESIDENT.

- a. The 1st Vice President shall assist the President in the performance of his duties.
- b. The First Vice President has seniority and in the absence of the President shall serve as and have the powers of the President.
- c. The First Vice President will be the annual Reunion Chairman and is responsible for all aspects of the annual reunions during his/her term in office to include:
 - i. Determining the date, place, program and reunion activities and
 - ii. Appointing a special committee to assist in the planning and execution of the annual Reunion.

3. SECOND VICE PRESIDENT.

- a. The 2nd Vice President shall assist the President in the performance of his/her duties.
- b. In the absence of the President and the 1st Vice President the 2nd Vice President shall serve as and have the powers of the President.
- c. The Second Vice President shall be the Membership Chairman and will coordinate closely with the Treasurer and Secretary in this function.
- d. The 2nd Vice President will maintain the official Association membership roster and mailing list.

4. SECRETARY.

- a. The Secretary shall be appointed by the President and confirmed by the Board of Directors.
- b. The Secretary is responsible for management of the day to day business of the Association and shall perform all administrative Association duties required by the President.
- c. The Secretary shall be responsible for recording the minutes of meetings of the Association and shall keep records of the association.
- d. The Secretary shall maintain communications with the membership and reunion committees, offering assistance as required to publicize their actions.
- e. The Secretary will assist the President and Membership Chairman in preparing the agenda for all Association Business Meetings.
- f. The Secretary will coordinate with the Treasurer and Membership Chairman to ensure compliance with applicable laws and regulations.
- g. The Secretary, with written authorization from the Treasurer, may be given authority to approve and disburse Association funds commensurate with the above enumerated duties and responsibilities.

5. TREASURER.

- a. The Treasurer shall be appointed by the President and confirmed by the Board of Directors.
- b. The Treasurer shall have authority to authorize and sign for the expenditure of Association funds.
- c. The Treasurer, with assistance from the Secretary, is responsible for collecting dues and other monies on behalf of the Association.
- d. The Treasurer shall be responsible for:
 - i. Making timely and proper disbursements of the Association funds in his charge
 - ii. Insuring that all disbursements are properly authorized and documented IAW the Association's Financial Controls.
- e. The Treasurer shall maintain custodianship of Association funds and shall prepare financial statements for presentation to the membership at the Annual Reunion Business Meeting.
- f. The Treasurer is responsible for reviewing (and updating as required) the Association's

Financial Controls and ensuring that they are strictly adhered to.

- g. The Treasurer is authorized to delegate to the Secretary financial authority to approve and disburse Association funds commensurate with the Secretary's duties and responsibilities.
- h. The Treasurer shall:
 - i. Maintain the Association's financial records
 - ii. Close and balance the books as of 31 December each year and
 - iii. Prepare an Association Financial Statement on an annual basis.

6. HISTORIAN.

- a. The Association Historian shall be appointed by the President and confirmed by the Board of Directors.
- b. The Historian shall prepare an Annual History of the Association.
- c. The Historian is responsible for obtaining news and past history pertaining to the 11th Engineer Battalion.
- d. The Historian shall provide the Newsletter Editor with information of interest to the Membership for possible inclusion in the Panther Press.
- e. The Historian will maintain the Association's archives and complete an annual inventory identifying items of memorabilia with the date and name of the member who donated each item (if available).
- f. The Historian shall perform other related Association duties as requested by the President.

7. NEWSLETTER EDITOR.

- a. The Newsletter Editor shall be appointed by the President and confirmed by the Board of Directors.
- b. The Newsletter Editor is responsible for coordinating, consolidating and compiling the inputs for the Association newsletter, "The Panther Press."
- c. The Newsletter Editor shall insure that The Panther Press is printed and distributed in a timely manner at least three times a year.

8. CHAPLAIN.

- a. The Chaplain is appointed by the President and confirmed by the Board of Directors.
- b. The Chaplain shall send or arrange for messages of sympathy and condolences to the next of kin of deceased members of the Association.
- c. The Chaplain shall prepare and conduct an annual service during the reunion to memorialize Association members who have passed away since the previous reunion.
- d. The Chaplain shall work closely with the Reunion Chairman, the Secretary and the Treasurer and perform such other Association functions as requested by the President.

9. ADVISOR.

- a. The Advisor is appointed by the President and confirmed by the Board of Directors.
- b. The Advisor shall provide counsel and expertise to the President, Board of Directors and Appointed Officers in the decision making process and functions of the Association.
- c. The Advisor will be a source of information to ensure the Association retains military decorum in all its activities.

10. 11th ENGINEER BATTALION LIAISON.

- a. The 11th Engineer Battalion Liaison is appointed by the President and confirmed by the Board of Directors.
- b. The Liaison shall provide a single point of contact between the Association and the 11th Engineer Battalion Command Group.
- c. The Liaison will coordinate Association and Battalion activities such as:
 - i. Soldier, NCO and Officer of the Year awards.
 - ii. Association participation at Battalion Organization Day activities.
 - iii. Guest speaker requests for Association Reunions.
 - iv. Information regarding the Battalion's assigned units including details of deployments, projects, awards, etc.
- d. The Liaison will establish communications with the Battalion Family Readiness Group (FRG) to identify FRG needs and propose areas where the Association might best aid and assist the FRG in its mission to provide information, resources, and support to deployed or geographically dispersed Soldiers and their Family Members.

11. WEB MASTER (Future Position):

- a. The Web-Master shall be appointed by the President and confirmed by the Board of Directors.
- b. The Web Master is responsible for developing and maintaining the 11th Engineer Battalion Association website.
- c. The Web Master shall ensure the Website portrays the Association in a professional and tasteful manner at all times.
- d. The Web Master shall arrange and contract for (IAW provision set forth in these By-Laws) with a Web Host to provide the necessary servers, hardware and software to construct and maintain the Association website.
- e. The Web Master is responsible for the content, appearance, navigation and management of the Association website.

ARTICLE IX - ANNUAL AND SPECIAL MEETINGS

- 1. The Association Reunion will take place annually.
- 2. The annual meeting of the Board of Directors and Association Officers will be held each year at the place of the reunion at a date and time as published by the Reunion Chairman.
- 3. The selection of the site and dates of the following reunion will be solicited from the membership attending the reunion. After reviewing potential locations and availability, the Board of Directors will select the reunion site and notify the membership.

ARTICLE X - PROCEDURES

All Association meetings shall be conducted under the provisions of these By Laws and in accordance with Robert's Rules of Order (most current edition).

ARTICLE XI – REVIEWS, AMENDMENTS & APPROVAL OF CHANGES

1. BY-LAW REVIEW.
 - a. The Association By-Laws shall be reviewed bi-annually by a Committee appointed by the President.
 - b. Results of the Committee's review with recommended changes and/or updates shall be coordinated with the Board of Directors and submitted to the Membership for approval at the next Association Business Meeting.

2. PROPOSED AMENDMENTS.
 - a. Any Association Member in good standing may propose changes and/or amendments to the By-Laws.
 - b. Such proposals must be submitted in writing to the Board of Directors with a copy to the Secretary.

3. APPROVAL OF CHANGES. All proposed changes to the By-Laws are to be handled in accordance with the following procedure:
 - a. Time permitting the proposed amendment(s) will be distributed to the Membership via e-mail and the Panther Press prior to the Annual Meeting.
 - b. The Secretary will include a hard-copy of the proposed amendment(s) in the Reunion Welcome Packages and schedule a discussion of the change(s) on the Business Meeting agenda.
 - c. Changes/modifications offered from the floor during debate will be considered if the Members in attendance so motion and second and approve by a majority vote. In this instance the President will have a tie-breaking vote if needed.
 - d. Adoption of By-Law amendments must be approved by a two-thirds vote of the Regular Members attending the reunion Business Meeting.
 - e. Changes/modifications approved by the Membership will become effective immediately.
 - f. The President will direct the Secretary to incorporate all approved changes/modifications into the By-Laws within 90 days of the date of approval.
 - g. Updates to the By Laws will be distributed to the Membership with the next Newsletter.

ARTICLE XII - DISSOLVING THE ASSOCIATION

1. When there is insufficient membership or participants to sustain a successful annual reunion, the Board of Directors may proceed to dissolve the Association.
2. A decision by the Board of Directors to dissolve the Association will result in the following actions:
 - a. The President, within 30 days, will provide written notification to the Membership.
 - b. The President, within 90 days, will direct the following actions:
 - i. Records and Memorabilia. The Historian will assemble and dispose of all Association records and memorabilia in the following manner:
 - a) Records and memorabilia will be offered to the 11th Engineer Battalion.
 - b) If declined (or if the unit is no longer on active status) these items will be offered to The Engineer Museum at Fort Leonard Wood, MO.
 - ii. Funds. The Board of Directors shall honor all final obligations of the Association and assign all remaining funds equally between the Korean War Veterans Association and the Army Engineer Association Scholarship Program.

ARTICLE XIII - AMMENDMENTS

Amendment #1: Approved at 11th Engineer (Combat) Battalion Association General Meeting on September 22, 2001.

Amendment #2: Approved at 11th Engineer (Combat) Battalion Association General Meeting on September 24, 2005.

Amendment #3: Approved at 11th Engineer Battalion Association General Meeting on September xx, 2011.