

**BYLAWS of the
(US ARMY)
11TH ENGINEER BATTALION ASSOCIATION
9 August 2025
Amendment #8**

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 and current or past active duty members of the 11th Engineer Battalion 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 will be held as long as membership interest and participation exists.
4. The Association is registered under Section 501 (c) (19) with the IRS as a Post, Organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States.

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, U.S. Army 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.

vi. Any attached unit to i. through v. above.

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. Any member of the association may nominate a member of the association for Emeritus Member consideration. An Emeritus individual is a former holder of an office, having retired but allowed to retain their title as an honor. A majority vote of the membership at the reunion business meeting is required to become an Emeritus Member. Once a member is voted an Emeritus Member he is an Emeritus Member as long as he is living.

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.

d. An Individual who joins the association at or after the reunion business meeting will not be charged for that year's membership.

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 hard copy newsletter for a period of two years while in an inactive status. Individuals in inactive status will receive email newsletters as long as their email account is active.

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 reunion 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 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. Photographer
 - g. 11th Engineer Battalion Liaison
 - h. Multimedia Master
 - i. Assistant Treasurer

ARTICLE V – MEETINGS of the BOARD OF DIRECTORS

1. BOARD OF DIRECTOR MEETINGS.
 - a. The Board of Directors and appointed Officers shall meet during the Association's 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 Reunion meeting.
 - c. All members of the Board of Directors and Appointed Officers must be notified by the person calling for the added meeting and must 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 by the Secretary 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 reunion 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 Reunion Meeting or when Board meetings are called at times other than the 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. Via various Video teleconferencing platforms,

- ii. Audio teleconferencing/conference calling, and
 - iii. Via e-mail.
5. MINUTES. Minutes must be recorded during 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 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 ensure 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.
 - b. Election of the 1st Vice President shall occur in the year following election of the President and 2nd Vice President.
 - c. In the event of the 1st Vice President being elected as the President the new 1st Vice President will be elected.
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 not be restricted as to the number of years they can serve.
 - b. The terms of the President and 2nd Vice President will run concurrently.
 - c. The term of the 1st Vice President, elected on alternate years, will overlap the terms of the President and 2nd Vice President.
 - d. Appointed Officers serve at the pleasure of the President 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 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 reunion meeting election.

b. A vacancy in an Appointed Office will be filled by the President with the 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.
3. If the Association is unable to hold a reunion, the Association's Board of Directors (BOD) may take such action as is necessary to ensure that the BOD and Officers remain fully staffed and operational. Such actions and their justifications shall be documented and communicated to the general membership prior to implementation. A two out of three vote of the three-member BOD is required to implement any action by the BOD executed under this paragraph.

ARTICLE VIII – DUTIES and RESPONSIBILITIES

The DUTIES and RESPONSIBILITIES of the Association's Elected and Appointed Officers shall be as follows: These duties are supplemented by documents like the detailed 11th EBA Officer Job Descriptions and the 11th Engineer Battalion Association Planning Procedures: Subject: Reunion Planner Responsibilities.

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 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 reunion functions, which may be signed by the Reunion Chairman or Association representative designated by the President.
- 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/her duties.
- b. The 1st Vice President has seniority and in the absence of the President shall serve as and have the powers of the President.
- c. The 1st Vice President shall oversee the reunions. He/she is responsible to assign actual reunion responsibilities to a volunteer in the general geographical area of the location of each reunion. The 1st Vice President, with the assistance of the membership, shall determine the date and place of the reunion. A special committee to assist in the planning and execution of the reunion may be appointed.

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 2nd 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 with the exception of the Association's financial records which shall be maintained by the Treasurer (see Article VIII Section 5.h.i., below).
- 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.
- h. The Secretary will assist the Treasurer in collecting dues and other funds owed the Association (see Section 5.c., below)

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. Ensuring 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 Reunion Business Meeting.
- f. 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.
- g. 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 for presentation at each reunion business meeting and on an annual basis at the end of each calendar year.
- h. A financial review shall be conducted every two years during the period January-April for the previous two years or at the turnover of the treasurer. The financial review shall be conducted by association volunteers that are not BOD members or have financial interest in the association or the review may be conducted by professional financial review organizations.
- i. The Treasurer shall prepare and submit annually the association's IRS Form 990-N so as to maintain its 501 (c) (19) status. The Treasurer will provide a copy of the filing to the Secretary and the Historian.
- j. The Treasurer shall be responsible for membership tracking and membership dues and renewals.

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 shall 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.

d. The Newsletter Editor shall be reimbursed by the Association Treasurer for his/her necessary and reasonable expenses in printing and distributing the Association newsletter to the membership. The Newsletter Editor should file for reimbursement from the Treasurer.

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 a 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. PHOTOGRAPHER.

- a. The photographer shall be appointed by the president and confirmed by the BOD.
- b. The photographer shall photo document the reunion.
- c. The photographer shall provide the Web Master copies of the photos for the Web Master to place on the web site.
- d. The photographer shall also provide the photographs to the Historian so he can add to the 11th EBA archives.

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. MULTIMEDIA MASTER.

- a. The Multimedia Master shall be appointed by the President and confirmed by the Board of Directors.
- b. The Multimedia Master will establish, monitor and maintain social media outlets for the 11th Engineer Battalion Association. Currently, there are two outlet sites: (1) the 11th Engineer Battalion Association Facebook site; and (2) the 11th Engineer Battalion Association Internet website.
- c. The Multimedia Master is responsible for developing and maintaining the 11th Engineer Battalion Association websites.
- d. The Multimedia Master shall ensure the websites portray the Association in a professional and tasteful manner at all times.
- e. The Multimedia Master shall arrange and contract with Web Hosts to provide the necessary

hardware and software services to develop and maintain the Association websites. These contracts will be reviewed by the Treasurer in accordance with paragraph VIII.5.h.

f. The Multimedia Master is responsible for the content, appearance, navigation and management of the Association websites under the supervision of the Board of Directors.

12. ASSISTANT TREASURER.

a. The Assistant Treasurer shall be appointed by the President and confirmed by the Board of Directors.

b. The Assistant Treasurer shall assist the Treasurer in all his duties and as directed by the Treasurer.

ARTICLE IX - REUNION AND SPECIAL MEETINGS

1. The Association Reunion will take place unless deferred or cancelled by pandemics, natural disasters, or other acts of God.
2. The meeting of the Board of Directors and Association Officers will be held 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, a vote of those attending the reunion, to include spouses, will be conducted. For convenience sake, this vote is usually conducted during the banquet. The site with the most votes wins the site for the next reunion.
4. Collaboration with a fraternal engineer unit such as the 547th Engineer Battalion Association for a joint reunion at a mutually agreed reunion site is authorized and encouraged as a practical and economically desirable solution for small membership rosters such as ours.

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 every five years by a Committee appointed by the President at least five months before the next reunion. This does not prevent a review or change to the By-Laws if deemed necessary between the five-year review. The first review under this new rule will be 2030. (Only 2025 By-Laws change.)

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 for its approval with a copy to the Secretary. If approved by the Board of Directors, the Member's submittal shall be submitted to the full membership for final approval along with or incorporated in the Association's By-Laws review defined in Section 1, above.

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 Reunion 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. Proposed By-Laws changes/modifications offered from the floor during debate at the Business Meeting shall be considered if the Members in attendance so move, second, and approve such changes 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 at the reunion Business Meeting will become effective immediately.
 - f. The President will direct the Secretary to incorporate all approved changes/modifications into the By-Laws immediately after the above final review.
 - g. Updates to the By Laws shall be prepared by the Secretary and issued to the Newsletter Editor for distribution to the Membership in the next Newsletter.

ARTICLE XII - DISSOLVING THE ASSOCIATION

1. When there is insufficient membership or participants to sustain a successful 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. Association Funds: The Treasurer shall conduct an immediate financial review including the Multimedia Web Host maintenance contract(s) and the paid-up future dues of Members paid in advance beyond the current year, pay off all outstanding bona fide indebtedness, reimburse Members for their paid-up future year payments, and arrange termination of all existing contracts and financial obligations.
 - ii. Records and Memorabilia. The Historian will assemble and dispose of all Association records and memorabilia in the manner identified in sub-par's. iii a. and b., below.
 - iii. 11th Engineer Battalion Liaison: The President shall notify and coordinate the dissolution of the Association with the 11th Engineer Battalion Command Group assisted by the Association's 11th Engineer Battalion Liaison. Future awards offered to active-duty 11th Engineer Battalion Soldier of the Year, NCO of the Year, and Officer of the Year shall be terminated beyond the already identified recipients for the current year of the Association's dissolution.
 - a. Records and memorabilia shall be offered to the 11th Engineer Battalion.
 - b. If declined (or if the unit is no longer on active status) these items shall be offered to The Engineer Museum at Fort Leonard Wood, MO.
 - iv. Residual 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.
 - v. Cash Reserve Funds: The Treasurer shall retain for one year a cash reserve of at least

10% of the Association's current bank account balance at the date of declaration of dissolution for payment of unforeseen expenses and potential federal tax obligations. The Treasurer shall become the Custodian of the Cash Reserve. Funds remaining one year after dissolution of the Association shall be disposed as indicated in Section 2., iv., above by the Custodian.

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 25, 2011.

Amendment #4, Approved at 11th Engineer Battalion Association General Meeting on September 28, 2019, at San Antonio, TX.

Amendment #5, Approved by email vote 3-10 Oct 2021 to the Association.

Amendment #6, Approved at the 11th Engineer Battalion Association General Membership meeting on October 15, 2022, at Myrtle Beach, SC.

Amendment # 7, Draft. Approved at the 11th Engineer Battalion Association General meeting on Sept 22, 2024, at Seattle, WA.

Amendment #8, Approved at the 11th Engineer Battalion Association General meeting on 9 August 2025, at New Orleans, LA.

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