



BYLAWS

ASSOCIATION OF THE
UNITED STATES ARMY



2018

THE ASSOCIATION OF THE UNITED STATES ARMY

The basic charter of the Association of the United States Army is a document dated 5 July 1950—a “Certificate of Reincorporation of the *United States Infantry Association* as *The Association of the United States Army*.” This certificate was issued by the government of the District of Columbia in response to the petition of the United States Infantry Association as a result of an agreement with the United States Field Artillery Association.

One extract from that certificate is of particular significance: “(2) the particular business and objects of the ASSOCIATION OF THE UNITED STATES ARMY as reincorporated shall be wholly educational, literary, scientific, fostering *esprit de corps*, dissemination of professional knowledge and the promotion of the efficiency of the Army components of the Armed Forces of our Country. . . .”

Under the terms of this certificate, the Internal Revenue Service has granted the national association exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. This exemption is subject to review at any time and is dependent upon the association’s adherence to the activities mentioned in the extract quoted above.

The United States Infantry Association and the United States Field Artillery Association

merged their identities in 1950, resulting in issuance of the certificate cited above. In 1955 the United States Antiaircraft Association merged with the combined organization.

At the 27 October 1956 Annual Business Meeting, held in Washington, D.C., the association accepted a reorganization plan which called for removal of all active duty personnel from the governing body and establishment of the regional organization to bring AUSA to the home communities of its members.

Under the present bylaws, no military personnel on active duty may serve on the association's national governing bodies, nor may such personnel be employed by the association in any permanent or semi-permanent staff capacity.

AUSA is not a part of the United States government or the United States Army. The association is not supported financially by the Army or the government.

Any individual of good character who subscribes to Article II of the bylaws is welcomed as a member of the national organization. Members who do not desire to be members of local chapters may write to national headquarters to request that they not be assigned to a chapter.

Association of the United States Army
2425 Wilson Boulevard
Arlington, Virginia 22201

BYLAWS

Adopted 26 March 1956

Amended 13 November 2017

ARTICLE I. TITLE

The association shall be known as the ASSOCIATION OF THE UNITED STATES ARMY.

ARTICLE II. AIMS AND OBJECTIVES

1. To contribute its full resources and capabilities to advancing the security of the United States.

2. To consolidate the efforts of all who support the United States Army as an indispensable instrument of national security.

3. To support a military posture which will maintain the national interests in the wide variety of situations which may threaten the security of the United States.

4. To support a national military strategy that will promote stability and peace throughout the world.

5. To inform the American people of the fundamental facts and factors pertaining to national security.

6. To promote greater recognition of the military profession and to advocate policies that will advance the well-being and opportunities of those who pursue a military career.

7. To cultivate cordial relations, mutual understanding, and support among the several military forces within the Department of Defense (DoD).

8. To foster public understanding and support of the United States Army.

9. To assist in informing the members of the association and the public of the development of the United States Army and to keep them abreast of new accomplishments by the Army.

10. To promote and perpetuate those Army values and unit traditions that contribute to *esprit de corps* and superior performance of duty.

11. To preserve and foster the spirit of fellowship among former, present and future members of the United States Army and the Association of the United States Army and to provide an organization through which they may unite in bonds of comradeship.

12. To commemorate the memory of those who gave their lives in service to our nation.

13. To publish a professional military magazine devoted to the dissemination of information and ideas relating to the military art and science representing the interests of the entire Army. This publication, known as *ARMY*, shall strive to:

- a. tell the Army story; explain the important and vital role of the U.S. Army to our nation's defense and throughout the world;
- b. advance the status of the Soldier's profession;
- c. advance knowledge of warfare in the fields of strategy, tactics, logistics,

operations, administration, weapons and weapon systems;

- d. advance knowledge and understanding of the Soldier as an individual, as a member of a trained unit and as a member of the total Army, emphasizing leadership, *esprit*, loyalty and a high sense of duty; and
- e. disseminate knowledge of military history, with emphasis on current problems, fostering of tradition and creation of *esprit*.

14. The association shall establish, sustain and enhance the ways in which to implement/execute the foregoing aims and objectives.

ARTICLE III. MEMBERSHIP

Section 1. Individual Membership. Individual membership in the Association of the United States Army shall be open to any individual subscribing to Article II of these bylaws. Individual membership includes life and family membership.

Section 2. Industry Partner Membership. The industry partner program with both national and community members shall be open to businesses and organizations of all sizes that wish to support the aims and purposes of the association. Industry partner member organizations as such are not entitled to vote, but each will be authorized to designate individual members who shall have full privileges of membership.

Section 3. Association Membership. The association membership program furthers the

partnership between the Association of the United States Army and other likeminded associations for the mutual benefit of members in those associations.

Section 4. Voting Rights. The following procedure will govern:

a. Only individual members shall have the right to vote for the deputy chairman, members of the Council of Trustees, vice chairmen and amendments to these bylaws.

b. All chapters shall have the right to vote on matters properly brought before the association.

Section 5. Eligibility for Office. All individual members except active duty military and civilian DoD personnel are eligible for national office, Council of Trustees or Advisory Board of Directors.

Section 6. Terms of Membership. Membership in the association shall remain in force so long as the member maintains current status by the payment of dues as prescribed by the Council of Trustees and whose conduct does not bring discredit to the association. In time of war, or whenever in the opinion of the Council of Trustees abnormal conditions require such a step, the Council of Trustees may make provision for continuing the membership of any member in the field, at sea, in enemy hands, or otherwise isolated, on such terms as shall be just and equitable.

Section 7. Meetings of Membership. Regular meetings of the membership shall be held annually, subject to Section 6 of Article IV.

ARTICLE IV. COUNCIL OF TRUSTEES

Section 1. Status and Powers. The Council of Trustees, constituted as herein provided, shall be the governing body of the association. The Council of Trustees shall provide broad policy direction to the officers and staff of the association and shall govern the financial affairs of the association.

Section 2. Composition. The Council of Trustees shall consist of at least eleven (11) members from the individual or life membership elected by the voting membership. One member of the council shall be elected chairman by the council each year at the meeting of the Council of Trustees following the annual election provided for in Article V. The newly elected chairman's term becomes effective immediately following the meeting. The chairman shall preside over the meetings of the council and in the event of his absence the deputy chairman of the association shall preside. The chairman shall be eligible for reelection. The deputy chairman, the immediate past deputy chairman, the vice chairmen, the president and the presidents of the regions will, during the terms of their office, serve as *ex-officio* members of the Council of Trustees. A member of the Council of Trustees who is elected to the office of deputy chairman or vice chairman or appointed president of the association ceases to be an elected member of the Council of Trustees.

Section 3. Terms of Office. All members' terms shall be for three (3) years. Members of the council shall be eligible for reelection.

Section 4. Filling of Vacancies. Any vacancy occurring in the Council of Trustees, whether by resignation or otherwise, shall be filled by the Council of Trustees from among the individual or life membership for the unexpired term.

Section 5. Meetings. The council shall meet no less frequently than annually to conduct such association business as may be necessary and desirable. The council's chairman may call additional meetings at such times as deemed appropriate. Further, the chairman shall be required to call one or more special meetings when requested to do so in writing by any three members of the council.

Section 6. Suspension of Meetings. During time of war, or during national emergency proclaimed by the President of the United States or Congress, the Council of Trustees may suspend regular meetings of the membership, and may curtail meetings of the Council of Trustees. Such suspension or curtailment shall in no event extend beyond one year following the time of termination of hostilities as proclaimed by the President of the United States or by the Congress.

Section 7. Quorum. Seven or more members of the council shall constitute a quorum. Voting members shall consist of all members of the Council of Trustees, including *ex-officio* members.

Section 8. Executive Committee. The Council of Trustees during periods between meetings of the Council of Trustees shall act through an

Executive Committee which may exercise the authority of the Council of Trustees except as specifically limited by the council. The Executive Committee shall consist of the chairman of the Council of Trustees, deputy chairman and other council members nominated by the chairman of the Council of Trustees and approved by the full council. A majority of the committee shall constitute a quorum. Minutes of all meetings of the committee shall be provided to each council member and presented at the following Council of Trustees meeting.

Section 9. Compensation Review Committee.

The chairman will cause a Compensation Review Committee to be appointed for the sole purpose of reviewing biennially the adequacy of the compensation provided the president.

Section 10. Nomination Committee.

The chairman shall appoint a Nominating Committee of three (3) members from among the Council of Trustees for the purpose of providing a slate of nominees for vacant positions on the council.

ARTICLE V. ELECTIONS

Section 1. Election Procedures.

a. The Nominating Committee shall submit a slate selected from the individual and life membership of at least one (1) nominee for each position falling vacant in the Council of Trustees, and the offices of deputy chairman and vice chairmen.

b. After publication of the slate proposed by the Nominating Committee, and before

a date (set by the Council of Trustees) after such publication, additional candidates may be proposed by the membership. These additional candidacies must comply with the following conditions:

- (1) Candidates must be selected from the individual and/or life membership.
- (2) The nomination should include a written statement by the candidate that there is a desire to be a candidate, and that there is the ability to attend regular and special meetings of the Council of Trustees if elected.
- (3) Each nomination should include a brief biography and photograph suitable for publication.

c. The Nominating Committee will rule on the compliance and will certify additional candidates for inclusion on the ballot.

d. Only votes for certified candidates will be considered.

e. Ballots will be counted under the direction of the Council of Trustees not later than the next Council of Trustees meeting. Candidates shall take office annually in June following election. A plurality of the votes cast shall be sufficient for election.

Section 2. Suspension of Elections. During time of war or during a national emergency proclaimed by the President of the United States or by the Congress, the Council of Trustees may suspend elections, and fill any vacancies and/or extend existing terms of office as the exigencies of the service may require. Such

suspension shall in no event extend beyond one year following the time of termination of hostilities as proclaimed by the President of the United States or by the Congress.

ARTICLE VI. OFFICERS

Section 1. Enumeration. The officers of the association shall be the deputy chairman; vice chairmen; president; secretary; treasurer; and such assistant secretaries and assistant treasurers as may be necessary. The president shall be the chief executive officer and shall serve at the pleasure of the Council of Trustees. The president shall preside over all meetings other than meetings of the Council of Trustees provided for in these bylaws. The Council of Trustees may, by resolution, authorize additional vice chairmen and other officers, to serve for terms specified by the Council of Trustees.

Section 2. Duties. The officers of the association shall administer the affairs of the association in accordance with the charter, the bylaws and the policies established by the Council of Trustees.

Section 3. Terms and Elections. The deputy chairman and the vice chairmen shall be elected by the individual and life membership, as provided in these bylaws. The terms of office of the deputy chairman and vice chairmen shall be two (2) years, subject to the provisions of these bylaws, and they shall be eligible for reelection.

Section 4. Vacancies in Elective Offices. If the deputy chairman vacates his office during his

term, a deputy chairman shall be elected by the Council of Trustees for the remainder of the vacant term from among the individual or life membership of the association. If the vice chairman vacates his office during his term, a successor shall be similarly elected by the Council of Trustees.

ARTICLE VII. ADVISORY BOARD OF DIRECTORS

Section 1. Appointment. The Advisory Board of Directors shall consist of representation from retired personnel of the Army, the Army National Guard and the Army Reserve of the United States, the professional fields, industry and commerce, education, civic organizations, other military associations supporting the United States Army, government and congressional leaders, and selected Civilian Aides to the Secretary of the Army, past presidents of the Association of the United States Army, and the past secretaries of the Army. Members of the Advisory Board of Directors shall be appointed by the Council of Trustees from the individual and life membership for a term of three (3) years or for the unexpired terms where vacancies occur.

Section 2. Powers. The Advisory Board of Directors shall have such powers and shall perform such duties as prescribed hereinafter in this section. The Advisory Board of Directors shall advise and assist the Council of Trustees, officers and staff of the association in the conduct of association affairs, and shall do all in their power to make the association a use-

ful and honorable institution in advancing the proper role of the armed forces and the association and in upholding the national security.

Section 3. Committees. The Council of Trustees may appoint from the membership of the Advisory Board of Directors such committees as shall in the judgment of the council be required.

a. **Finance and Audit Committee.** The Council of Trustees will appoint a Finance and Audit Committee consisting of at least three (3) members of the Advisory Board of Directors. In addition, the president and the treasurer of the association shall be *ex-officio* members of the committee. The committee shall among other duties engage and discharge auditors, review auditing policies and financial controls, make a thorough examination of the audit report, meet with the association's financial staff on a regular basis and be responsible for the review of all financial and budgetary matters of the association.

b. **Standing Bylaws Committee.** A Standing Bylaws Committee shall be appointed by the Council of Trustees for the purpose of receiving and considering proposed amendments to the bylaws and to make recommendations to the Council of Trustees for amending the bylaws when in their judgment such amendment appears advisable and necessary.

Section 4. Meetings. Meetings of the Advisory Board of Directors may be called at the discretion of the Council of Trustees.

ARTICLE VIII. INDEMNIFICATION OF TRUSTEES, OFFICERS AND DIRECTORS

The association may indemnify its trustees, officers, directors, employees and other agents against any expenses, judgments, fines and amounts paid in settlement in any proceeding, civil or criminal, which arose by reason of their relationship to the association and where they have acted in good faith and in what they believed to be the best interests of the association. Any indemnification payments shall be specifically authorized by the Council of Trustees or, at their discretion, by independent counsel. Any potential obligations under this article may, at the discretion of the council, be funded by insurance.

ARTICLE IX. REGIONAL ORGANIZATIONS

Regional, state and chapter organizations have been established. The continental United States is divided into seven regions determined by the Council of Trustees considering geographical extent, numbers of states and chapters within the area. Established regions consist of the state and chapter organizations within their boundaries.

Chapter organizations outside the continental limits of the United States—including but not limited to Alaska, Hawaii, Korea, and Japan—are considered part of the Pacific Region. Panama is included in the Third Region. Chapters located in Europe and the Middle East comprise the European Region.

ARTICLE X. ACTIVE DUTY PERSONNEL

The Association of the United States Army shall not employ any military personnel on active duty in any permanent or semi-permanent administrative capacity.

ARTICLE XI. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Council of Trustees. The amendment shall not become effective, however, until ratified by a vote of the majority of the individual and life membership voting on such amendment. The Council of Trustees shall adopt a procedure for such ratification.

ARTICLE XII. DISSOLUTION

In case the Association of the United States Army is ever dissolved pursuant to law, its remaining assets, if any, shall be distributed only to such organizations which have at that time qualified for and been granted an exemption from Federal income taxation under the terms of Section 501(c)(3) of the Internal Revenue Code of 1954 as hereafter amended, and which organizations generally shall have the purpose of advancing the security of the United States of America *provided* that upon dissolution no portion of the assets shall be distributed to any member so as to accrue to his personal benefit.



ASSOCIATION OF THE UNITED STATES ARMY

2425 Wilson Boulevard
Arlington, Virginia 22201