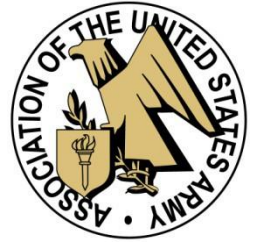




**ASSOCIATION OF THE UNITED STATES ARMY
REDSTONE-HUNTSVILLE CHAPTER #3103
HUNTSVILLE, ALABAMA
BY-LAWS**



ARTICLE I. TITLE

This organization is chartered under the authority of the Association of the United States Army and shall be known as the Redstone-Huntsville chapter of the Association of the United States Army (AUSA), chapter Number 3103. The chapter's IRS status as a 501(c) (3), Educational Institution, is derived from this relationship.

ARTICLE II. AIMS AND OBJECTIVES

The aims and objectives of the Redstone-Huntsville chapter of AUSA shall primarily be educational, including the dissemination of professional knowledge. Through local action, the chapter shall strive to further the mission of the national headquarters: "AUSA supports soldiers, their families, and Army civilians, provides a voice for the Army and honors those who have served."

The chapter will neither propagate extremist activities nor advocate violence against others, or the violent overthrow of the Government.

ARTICLE III. CHAPTER AREA

The geographical area encompassed by the Redstone-Huntsville chapter includes the counties and states set forth below, as assigned by the national headquarters:

From a line running East to West along the southern boundaries of the counties of Randolph, Tallapoosa, Macon, Elmore, Autauga, Lowndes, Dallas, Perry, Marengo, and Choctaw to all points North within the State of Alabama and the counties of Lawrence, Giles, Lincoln, and Franklin in Tennessee.

The Redstone-Huntsville chapter, as a private organization, may conduct activities on Redstone Arsenal with the consent of the installation's Senior Commander under the provisions of Department of the Army Regulation (AR) 210-22.

ARTICLE IV. MEMBERSHIP

SECTION 1. ELIGIBILITY. Membership in the Redstone-Huntsville chapter of AUSA shall be open to all persons residing in, or with a place of business in, the regional area as designated in Article III, and who subscribe to Article II of these By-Laws, and who are members in good standing with the national headquarters through payment of dues, either on a recurring or a lifetime basis, or via a Basic Membership, or by way of an Associate Membership.

SECTION 2. TYPES OF MEMBERSHIP. Types of membership include National Partner,

Community Partner, Individual Basic, Individual Premium, and Individual Association. Others may become members by specific request to the National Headquarters.

Upon payment of dues, as established by the national headquarters, organizations shall be welcomed as Community Partners in this chapter. Further, individual member designees of National Partner companies, who upon request or by virtue of residing in the geographical region of the chapter, as defined in Article III, Section 1, shall be accepted as individual chapter members.

SECTION 3. TERMS OF MEMBERSHIP. Membership in the Redstone-Huntsville chapter shall remain in force so long as the member maintains status in good-standing; his/her conduct does not bring discredit on the chapter, AUSA, or the U.S. Army; and meets additional requirements of the Redstone-Huntsville chapter as approved by the national headquarters.

SECTION 4. CHAPTER MEMBER VOTING RIGHTS. All individual members of the chapter shall have the right to vote on any matters that properly come before the general membership. Voting may be conducted in person or electronically, as determined by the chapter President and/or the Executive Committee.

ARTICLE V. ORGANIZATIONAL STRUCTURE

SECTION 1. CHAPTER COMPOSITION. The officers of the Redstone-Huntsville chapter shall consist of a President, an Executive Vice President, a Senior Vice President, a Secretary, and a Treasurer. The President, Executive VP, and Senior Vice President shall be elected by the membership. Other positions shall be appointed. Additional vice presidents may be appointed by the President with the approval of the Board of Directors. Regular Army, and National Guard and Army Reserve personnel on extended active duty, may hold elected office at the chapter level with the advice and consent of their respective Ethics Counselor before consenting to serve.

Executive Committee: The Executive Committee (EXCOM) shall meet at the call of the chapter President, generally at least every two months, and shall consist of chapter officers, vice presidents, and other appointed positions:

chapter President
Executive Vice-President (EVP)
Senior Vice-President (SVP)
Secretary
Treasurer
Chaplain

The following is a list of typical chapter vice presidents, subject to modification in the best interests of the chapter:

VP for Community Partners
VP for Individual Membership
VP for Veterans and Retiree Programs

VP for Legislative Issues
VP for Army Reserve and National Guard Programs
VP for Army Family Programs
VP for Department of Army Civilian (DAC) Programs
VP for Soldier Programs
VP for Army Recruiting
VP for chapter Support
VP for ROTC/JROTC Programs
VP for Communications
VP for Army History
VP for Young Professionals Programs

Except for ROTC or JROTC satellite chapter presidents, satellite presidents shall also be members of the Executive Committee. Vice presidents and appointed may be added or eliminated as circumstances dictate, with the approval of the Board of Directors.

Board of Directors: The chapter Board of Directors (BOD) shall be composed of chapter officers, vice-presidents, and appointees, and up to thirty (35) termed board members elected from active chapter membership in accordance with Article VI, Section 4.

Senior Advisory Council: The chapter's Senior Advisory Council (SAC) shall be composed of chapter Past Presidents, except for the Immediate Past President, who shall serve as an ex-officio member of the Board for two years following his/her term as President. Other members of the SAC shall consist of former members of the Board of Directors who are qualified by virtue of longevity and/or contribution, and whose knowledge and experience are deemed to be valuable to the chapter. SAC members shall serve as individual advisors to the Board of Directors. The Nominating Committee, defined in Article 6, Section 1, shall annually recommend any changes to members of the SAC during the nomination process. There shall be no formal structure of the SAC. The Executive Committee shall have the ability to remove members for cause.

Committees: The chapter President, with the advice and consent of the BOD, shall appoint from the membership such committees as are necessary to conduct the business of the chapter. The following are considered standing committees of the chapter:

- Program Planning, chaired by the Executive Vice-President
- Membership, chaired by the Senior VP; includes the VP for Community Partners and the VP for Individual Membership
- Publications, chaired by the VP for Communications
- Scholarships
- DA Civilian Dinner – chaired by the VP for Department of the Army Civilian Support
- Family Programs – chaired by the VP for Family Programs
- Community Partners – chaired by the VP for Community Partners
- ROTC/JROTC – chaired by the VP for ROTC/JROTC Programs
- Guard/Reserve – chaired by the VP for Army Reserve and National Guard Programs

- Soldier Programs – chaired by the VP for NCO and Soldier Programs
- Veterans and Retiree Programs – chaired by the VP for Veterans and Retiree Programs

SECTION 2. TERMS OF OFFICE.

- a. The chapter President, Executive Vice President, and Senior Vice President shall be elected for a two-year term.
- b. Except for the chapter President, each officer of the Executive Committee shall normally be appointed to a two-year term and shall have the right to succeed themselves once. However, this provision may be waived, and a member of the Executive Committee may continue to serve “at will” upon the recommendation of the Nominating Committee, with the concurrence of the Board of Directors.
- c. Board of Directors: Annually, members of the Board shall be elected as necessary to conduct the business of the chapter in accordance with Article III, Section 4 and subject to the limit indicated in Article V, Section 1. Vacancies shall be filled for the remainder of that year by appointment of the President with the advice and consent of the Board of Directors. Any unexpired, vacated term shall be filled upon recommendation by the President and concurrence of the Board.
- d. Each retiring chapter President shall automatically fill an ex-officio position on the Board of Directors for a term of two (2) years, with full voting rights. Past Presidents who have not otherwise been elected to the Board of Directors at the expiration of these two (2) years shall automatically become members of the Senior Advisory Council as long as they remain members of the chapter.
- e. All appointed positions shall be named by the chapter President for a period of two years, concurrent with the election of the President. Vacancies shall be filled for the remainder of the two-year term by appointment of the President.
- f. Personnel on active military duty, or National Guard or Reserve personnel on extended active duty, may not hold an elected office in the chapter without approval of the Region President and the individual's Ethics Counselor.
- g. A vacancy in any office, except for the office of President, occurring as a result of death, resignation, or otherwise, may be filled by the President for the unexpired portion of such term. The vacancy of the Presidency will be filled by the Executive Vice President until a special election can be held.

SECTION 3. STATUS OF POWERS. The Board of Directors shall be the governing body of the chapter. The Board shall govern in accordance with the By-Laws of the Association of the United States Army and the By-Laws of the Redstone-Huntsville chapter. The following expressed powers shall be authorized:

- a. The Board of Directors shall be empowered to act for the chapter in all matters affecting the chapter, including matters brought to the attention of the chapter by

the national headquarters.

- b. The Executive Committee shall have the power to act in the chapter's name in situations requiring decisions before the next regularly scheduled chapter Board of Directors meeting and shall meet at the call of the chapter President.
- c. The chapter President may authorize the expenditure of chapter funds in an amount up to \$1,000.00.
- d. The Executive Committee may authorize the expenditure of chapter funds in an amount up to \$2000.00. Amounts over \$2,000.00 that are not in the approved annual budget shall require the approval of the Board of Directors.
- e. Expenditures that are approved as part of the chapter's Annual Budget should be submitted by the appropriate VP or project manager to the EVP for approval and shall then be forwarded to the Treasurer for payment.

SECTION 4. DUTIES OF CHAPTER OFFICERS.

- a. **President.** The duties of president shall be those of principal executive officer, to preside at all meetings, coordinate all committees, and appoint all committee chairmen in accordance with Article V, Section 1. This individual shall also serve as chair of the Executive Committee.
- b. **Executive Vice-President.** The duties of the Executive VP (EVP) shall be to assist the President, preside at all meetings in the absence of the president and perform such other duties as may be designated by the president or Executive Committee. Normally, the EVP shall serve as the chapter's President-Elect and shall chair the Nominating Committee. The EVP shall also chair the Program Planning Committee chosen from the chapter Board of Directors to assess the effectiveness of chapter operations and recommend changes in chapter structure, processes, and programs. The EVP shall be responsible for reviewing the By-Laws on an annual basis and recommending changes as needed.
- c. **Senior Vice-President.** The duties of the Senior VP (SVP) shall be to perform the duties and responsibilities of the President or the Executive Vice-President in their absence and to direct and coordinate special activities. The SVP shall coordinate all programs and shall chair the Special Programs and Awards committee. The SVP shall oversee the submission of chapter Activity Reports (CARs), ensuring they are submitted by the appropriate individuals for the appropriate activities. The SVP shall serve as the chapter's President-Nominee, following the EVP in the leadership succession, as approved by the Board of Directors.

SECTION 5. DUTIES OF EXECUTIVE COMMITTEE APPOINTEES.

- a. **Secretary.** The duties of the Secretary shall be to attend all meetings, receive and answer correspondence as directed by the President and the Board of Directors, and maintain minutes of meetings. The Secretary shall also submit minutes and

other reports required to the association's national headquarters after approval by the President, maintain a contact roster of the Board of Directors, track Board of Director member terms and attendance IAW Section 7, and perform such other duties as assigned. The Secretary is also responsible for maintaining the chapter's physical post office box for the receipt of correspondence.

- b. **Treasurer.** The duties of the Treasurer shall be to attend all meetings, receive and disburse funds, maintain financial records, and submit monthly status reports and annual financial statements for audit to the Board of Directors. The Treasurer shall submit to the national headquarters, to arrive not later than the first of March of each year, a financial report for the previous year on a form supplied by the national headquarters. The Treasurer for the previous term shall be responsible for the preparation of the above financial report, even though a new Treasurer may have been appointed. The Treasurer may employ the resources of outside agencies (e.g., CPA, bookkeeper), as budgeted or with the approval of the Executive Committee.
- c. **Chaplain.** The duties of the Chaplain, an appointed position, shall be to lead the chapter's spiritual activities. Additionally, the chaplain shall present invocations and benedictions at chapter-sponsored functions. Other duties may include hospital visitations, organizing and conducting events designed to enhance the well-being of chapter members, soldiers, and their families; supporting local veterans' homes; and fulfilling other functions deemed appropriate or requested by the chapter President or the chapter's Executive Committee.

SECTION 6. DUTIES OF VICE-PRESIDENTS. Typical chapter vice-presidents are delineated below. Additional vice-presidents may be appointed by the President with the approval of the Board of Directors.

- a. **Vice-President for Community Partners.** The duties of the VP for Community Partners shall be to provide a consistent interface between the chapter and the corporate membership, to include both Community Partner membership renewal and chapter-sponsored corporate activities. The VP for Community Partners shall be a member of the Membership Committee, shall direct the chapter Community Partner committee, and shall provide monthly status reports.
- b. **Vice-President for Individual Membership.** The duties of the VP for Individual Membership shall be to direct and coordinate the chapter's activities associated with membership recruitment, retention, and education. The VP for Individual Membership shall also be responsible for communicating news and events to the chapter's members. The VP for Individual Membership shall chair the membership committee and shall provide monthly status reports.
- c. **Vice-President for Veterans and Retiree Programs.** The duties of the VP for Veterans and Retiree Programs shall be to provide a proper interface between the chapter and the veteran/retiree population within in the geographic limits of the chapter's region, and with the North Alabama Veterans and Fraternal Order Coalition and the Redstone Arsenal Retiree Council. The VP for Veterans

Programs shall be the chapter's liaison to the community Veterans Week Committee, shall oversee support to the Floyd (Tut) Fann Veterans Home, shall investigate and implement programs through which the chapter may impact veterans who suffer from mental illness, and shall coordinate other Veterans activities as needed.

Vice-President for Legislative Issues. The duties of the VP for Legislative Issues shall be to provide a proper interface between the chapter and local, state, and federal appointed and elected officials. Duties shall also include communication with all program and event managers to ensure national headquarters guidelines are followed for events involving elected officials and/or special interest groups. The VP for Legislative Issues shall chair the Legislative Issues Committee.

- d. **Vice-President for Army Reserve and Army National Guard Programs.** The VP for Army Reserve and National Guard Programs shall be responsible for liaison and coordination of activities involving the chapter's association with Army Reserve and Army National Guard and units in the geographic limits of the chapter's region. Responsibilities shall also include coordination of the chapter's Employer Support of the Guard and Reserve (ESGR) efforts.
- e. **Vice-President for Army Family Programs.** The VP for Army Family Programs shall be responsible for liaison and coordination of all matters pertaining to Army family support issues and activities. This individual shall be the chapter's direct contact for all related Army family issues, organizations, and activities affecting the chapter. This individual is responsible for the chapter's Volunteer Family of the Year nomination package.
- f. **Vice-President for Department of Army Civilian (DAC) Programs.** The VP for DAC Programs shall be responsible for liaison and coordination activities involving DA civilian issues and programs in the geographical limits of the chapter's region. The VP for DAC Programs shall oversee the DA Civilian of the Year program.
- g. **Vice-President for Soldier Programs.** The VP for Soldier Programs shall be responsible for liaison and coordination with Team Redstone and local community agencies, and with military and fraternal organizations to ensure the success of chapter soldier and non-commissioned officer (NCO) programs.
- h. **Vice President for Army Recruiting.** The VP for Army Recruiting shall work with Army recruiting efforts in the chapter's geographical region. The VP for Army Recruiting shall liaise with the local recruiting brigade, battalion, and companies to assist via chapter events and communication intended to enhance and increase Army recruiting.
- i. **Vice-President for chapter Support.** The VP for chapter Support shall be responsible for mobilizing volunteers to assist in chapter activities through a chapter support team. The VP for chapter Support shall also be responsible for encouraging volunteers to serve in chapter leadership positions.

- j. **Vice-President for ROTC/JROTC Programs.** The VP for ROTC/JROTC Programs shall be responsible for working with program cadres in the planning and execution of presentations to outstanding cadets in high schools and colleges within the chapter's assigned geographical area of responsibility and shall also be responsible for the planning/preparation/execution of professional development activities in support of ROTC/JROTC units. As part of its educational mission support to JROTC programs may include all service components.
- k. **Vice-President for Communications.** The VP for Communications shall be responsible for informing chapter membership of activities and events via the chapter website, email, and social media. The VP for Communications shall ensure the website remains current and shall function as the chair of the Publications Committee. The VP for Communications shall provide publicity support for chapter activities and management responsibilities for the chapter's newsletter. This VP shall serve as a liaison to the *Redstone Rocket* and the *Salute* newsletter. The VP for Communications shall chair the Publications Committee.
- l. **Vice President for Army History.** The VP for Army History shall support the Association and Army's program to "tell the Army story" one soldier at a time. The VP for Army History shall work with other organizations, such as the Army Heritage Center Foundation, to document soldiers' experiences and to use them to educate the public on the Army's mission and value. The VP shall support the community's initiative to expand and improve the U.S. Veterans Memorial Museum in Huntsville, AL.
- m. **Vice President for Young Professionals (YPs).** The President of the Young Professional Subchapter shall serve as the VP for YPs.

SECTION 7. ATTENDANCE. Members of the Executive Committee shall be expected to attend chapter meetings and functions. Members should support a minimum of three (3) chapter activities during the fiscal year. In addition, Executive Committee members should miss no more than two (2) consecutive Executive Committee meetings. At-large members of the Board of Directors should miss no more than two (2) consecutive Board of Directors meetings. If these provisions are not met, absent reasonable grounds as determined by the Executive Committee, members may be subject to removal by a vote of the Executive Committee.

ARTICLE VI. NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATING COMMITTEE. During March of each year, the chapter President shall appoint a nominating committee for the purpose of replenishing vacancies that may occur due to resignations, term limit expirations, or other events that require board member replacement. The nominating committee shall be chaired by the chapter's EVP and shall consist of at least six additional members: two members of the Board of Directors, two members of the Executive Committee, and two at-large members of the chapter. As general guidance, only at-large members who are active in chapter activities and events should be considered for the nominating committee.

SECTION 2. DUTIES OF THE NOMINATING COMMITTEE. The nominating committee shall normally select candidates from the existing Board of Directors membership to fill offices on the Executive Committee that expire or that will be vacant at the close of the chapter's operational year (30 June). The nominating committee shall also submit a slate of candidates to the President for board membership positions that are vacant or expiring and shall recommend the membership of the SAC.

SECTION 3. ELECTIONS. Elections will normally be held in June every year unless a special election is required to fill the President's position. Voting may be conducted by voice, show of hands, written ballot, or electronically, as determined by the President or acting President. Additional nominations for any board elective office may be made by any chapter member during the voting process. The elected officer(s) shall assume office on July 1 of the year in which the election is held.

ARTICLE VII. MEETINGS

SECTION 1. ANNUAL MEETINGS. An annual meeting of the general membership shall normally be held during the month of June of each year.

SECTION 2. OTHER MEETINGS. At a minimum, two general membership meetings shall be held, in addition to the annual meeting. Additional membership meetings may be held at the call of the President or the Board of Directors.

SECTION 3. QUORUMS. The following constitute quorums necessary for the conduct of chapter business and activities.

- a. **General Membership Meetings:** Twenty-five (25) members shall constitute a quorum for the conduct of business at a chapter General Membership Meeting.
- b. **Executive Committee Meetings:** Six (6) members shall constitute a quorum for the conduct of business at any scheduled or called Executive Committee meeting. The participation of members by video conferencing or by other audio-visual means shall be counted for the purposes of a quorum under this sub-section.
- c. **Board of Directors Meetings:** The quorum for a meeting of the Board of Directors shall be one-third of its total strength for the conduct of business at any scheduled or called Board of Directors meeting. The participation of the directors by video conferencing or by other audio-visual means shall be counted for the purposes of a quorum under this sub-section.
- d. **Participation Methods.** Except as may be otherwise restricted by the chapter's governing documents, members of the board of directors or any committee designated thereby may participate in a meeting of the board or committee by means of a video conferencing tool, conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at that same time and participation by the means shall constitute presence in person at a meeting.

ARTICLE VIII. FINANCIAL CONTROLS

- a. The chapter derives its legal existence from the charter for the Association of the U.S. Army, incorporated in the District of Columbia on 5 July 1950, and operating as an educational organization exempt from Federal income taxation under the terms of Section 501 (c) (3) of the Internal Revenue Code.
- b. Financial administration shall be conducted in accordance with written procedures approved by the Board of Directors to ensure compliance with AUSA National guidance and AR 210-22.
- c. No liability for the chapter's actions or debts shall be ascribed to the Federal Government or to U.S. Army Garrison - Redstone Arsenal, inclusive of all Federal entities residing on the installation or within the chapter's geographic footprint.
- d. Public and Association Professional liability insurance coverage for the chapter and its officers is provided by AUSA National for permitted activities of the chapters. The chapter shall not incur debts beyond its financial capacity to make payment when due. The chapter shall ensure that all required federal, state, and jurisdictional laws are met. chapter members shall not be held liable for debts of, or claims against, the chapter.
- e. Customarily, the EVP and the Treasurer shall act as signers/card holders of the accounts.
- f. Special event insurance shall be obtained when necessary and not covered by the national headquarters insurance policy.

ARTICLE IX. SUBCHAPTERS

- a. The purpose of a subchapter of the Redstone-Huntsville chapter of the Association of the United States Army is to raise the visibility of the U.S. Army and the Association within the community, increase membership, foster chapter leadership development, and serve as the association's representative within the given area, unit, or demographic segment. Accordingly, the chapter President may, with the approval of the Board of Directors and National Headquarters, establish subchapters within the chapter's assigned geographical boundaries and the guidelines listed below.
- b. The chapter President may, with the approval of the Board of Directors and National Headquarters, establish subchapters. The listing of these subchapters will be maintained as part of the permanent records of the Redstone-Huntsville chapter. Subchapters may be added, or deleted, by the President with the consent of the Board of Directors and National Headquarters.
- c. Each subchapter shall have a president, secretary, and as many vice-presidents as deemed appropriate. Subchapters may have assistant treasurers, but

subchapters will not have separate records or bank accounts. The parent chapter shall remain responsible for all financial matters of the subchapters.

- d. Subchapters are defined as those organizations subordinate to the Redstone-Huntsville chapter. A subchapter may be based upon a military unit (e.g., ROTC or JROTC), subordinate geographic region, or special demographic category (e.g., Young Professionals), and the designation as a subchapter is used to facilitate management by the parent chapter.
- e. All members of a subchapter shall remain affiliated with the Redstone-Huntsville chapter. However, they may conduct their own meetings and activities under their own identity.
- f. Subchapters may be formed with a minimum of twenty members, who should all reside within the assigned geographical boundaries of the chapter's regional area as defined in Article III, Section 1.
- g. Subchapter presidents shall serve as members of the Redstone-Huntsville chapter Executive Committee. ROTC and JROTC subchapter presidents are excluded from this provision.
- h. All newly recruited subchapter members shall be coded to the subchapter, and the subchapter's share of member dues shall be assigned accordingly. Subchapters are authorized to allocate funds as appropriate, as long as accountability remains with the parent chapter's treasurer.
- i. Subchapters shall hold their own meetings at least quarterly and shall be responsible for providing meeting minutes to the Redstone-Huntsville chapter Secretary.
- j. Coordination with AUSA National must be accomplished when subchapters are established. As a minimum requirement, National shall be advised of either county/city boundaries and/or zip codes. This will ensure proper coding of members.

ARTICLE X. AMENDMENTS

These By-Laws may be amended at any general membership meeting at which a quorum is present and voting, provided advance notice of fifteen (15) calendar days or more of such proposed amendment has been given, and provided that such change is approved by the national headquarters.

ARTICLE XI. DISSOLUTION AND ADOPTION

If this chapter ceases to exist for any reason, all assets remaining after all obligations have been satisfied shall be transferred to the national headquarters.

These updated by-laws were presented and approved by the chapter's membership on xxxx

2024

Signature _____

Marc Jacobson, Chapter President

Approved at National Headquarters on: _____

_____ (For the Council of Trustees)
Director, Regional Activities

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