

*Some Facts About*

**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 the 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

December 9<sup>th</sup> 2019

### ARTICLE I.

#### NAME

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

### ARTICLE II.

#### AIMS AND OBJECTIVES

**Section 2.1.** To contribute its full resources and capabilities to advancing the security of the United States.

**Section 2.2.** To consolidate the efforts of all who support the United States Army as an indispensable instrument of national security.

**Section 2.3.** 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.

**Section 2.4.** To support a national military strategy that will promote stability and peace throughout the world.

**Section 2.5.** To inform the American people of the fundamental facts and factors pertaining to national security.

**Section 2.6.** 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.

**Section 2.7.** To cultivate cordial relations, mutual understanding, and support among the several military forces within the Department of Defense (DoD).

**Section 2.8.** To foster public understanding and support of the United States Army.

**Section 2.9.** 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.

**Section 2.10.** To promote and perpetuate those Army values and unit traditions that contribute to esprit de corps and superior performance of duty.

**Section 2.11.** 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.

**Section 2.12.** To commemorate the memory of those who gave their lives in service to our nation.

**Section 2.13.** 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.
- e. Disseminate knowledge of military history, with emphasis on current problems, fostering of tradition and creation of esprit.

**Section 2.14.** The Association shall establish, sustain and enhance the ways in which to implement/execute the foregoing aims and objectives.

### **ARTICLE III. MEMBERSHIP**

**Section 3.1. Individual Membership.** Individual membership in the Association shall be open to any individual subscribing to Article II of these Bylaws. Individual membership includes life and family memberships.

**Section 3.2. 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 individual membership. The President shall establish guidelines for the industry partner program.

**Section 3.3. Association Membership.** The Association membership program furthers the partnership between the Association of the United States Army and other likeminded associations that offer reciprocal privileges for the mutual benefit of members in those associations. The President shall establish guidelines for the association membership program.

**Section 3.4. Voting Rights.** Only individual members shall have the right to vote and to serve on the Board of Directors.

**Section 3.5. Eligibility for Office.** All individual members except active duty military and civilian DoD personnel are eligible for appointment to national office and to the Board of Directors.

**Section 3.6. 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 Board of Directors and whose conduct does not bring discredit to the Association. In time of war, or whenever in the opinion of the Board of Directors abnormal conditions require such a step, the Board of Directors 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 3.7. Meetings of Membership.** Regular meetings of the membership shall be held annually, subject to Section 4.9 of Article IV.

#### **ARTICLE IV. BOARD OF DIRECTORS**

**Section 4.1. Status and Powers.** The Board of Directors constituted as herein provided, shall be the governing body of the Association. The Board of Directors shall provide broad policy direction to the Officers and staff of the Association and shall govern the financial affairs of the Association.

**Section 4.2. Composition.** The Board of Directors shall consist of at least eleven and not more than fifteen Directors drawn from the individual membership and elected by the voting membership.

**Section 4.3 Chairman of the Board of Directors.**

- a. The Board of Directors will elect one of the Directors to serve as Chairman. This election will take place at the meeting of the Board of Directors following the annual election provided for in Article VI. The newly elected Chairman's term shall become effective immediately following the meeting.
- b. The Chairman shall preside over the meetings of the Board of Directors and in the event of the Chairman's absence the Deputy Chairman of the Association shall preside.

**Section 4.4. Deputy Chairman of the Board of Directors.** The Chairman shall appoint a Director to serve as Deputy Chairman subject to the approval by a majority of the Board of Directors.

**Section 4.5. Quorum.** A majority of the voting Directors shall constitute a quorum of the Board of Directors. A Director may not designate a proxy in the transaction of any Board of Directors business.

**Section 4.6. Terms of Office.** The Chairman and Deputy Chairman shall serve for a term of three years, subject to the provisions of these Bylaws, and shall be eligible for reelection. Directors shall serve for a term of three years and shall be eligible for reelection.

**Section 4.7. Filling of Vacancies.** Any vacancy occurring on the Board of Directors, whether by resignation or otherwise, shall be filled by the Board of Directors from the individual membership for the unexpired term.

**Section 4.8. Meetings.**

- a. The Board of Directors shall meet no less frequently than annually to conduct such Association business as may be necessary and desirable. The 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 Directors.
- b. Members of the Board of Directors may participate in meetings by means of conference telephone arrangements or similar communication capability or electronic video screen communication, such that all persons participating in the meeting can hear one another and can participate in all matters before the Board of Directors. Such participation shall constitute attendance in person.
- c. Any action required or authorized at any meeting may be taken without a meeting if a majority of the Directors consent thereto in writing.

**Section 4.9 Suspension of Meetings.** During time of war, or during national emergency proclaimed by the President of the United States or Congress, the Board of Directors may suspend regular meetings of the membership and may curtail meetings of the Board of Directors. 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 4.10. Ex Officio Members.** The President of the Association and the presidents of the regions will, during the terms of their office, serve as ex officio, non-voting members of the Board of Directors.

**Section 4.11. Vacancies in Elective Offices.** If either the Chairman or Deputy Chairman positions become vacant, the Board of Directors shall elect a replacement for the remainder of the vacant term from among the serving Directors.

## **ARTICLE V. COMMITTEES**

**Section 5.1. Identification.** The Association shall have the following committees: Executive, Compensation Review, Nominating, Finance and Audit, and Standing Bylaws. The Board of Directors may establish such other committees as it may consider appropriate from time to time.

**Section 5.2. Composition and Chairman.**

- a. Except as otherwise provided in these Bylaws, all committees may comprise any combination of Directors, members, and others.
- b. The chairman of all committees set forth in this Article V shall be Directors.
- c. Except for the Nominating and Compensation Review Committees, the President shall be an ex officio, non-voting member of all committees.

**Section 5.3. Executive Committee.** The Board of Directors during periods between meetings of the board shall act through an Executive Committee which may exercise the authority of the Board of Directors except as specifically limited by the Board. The Executive Committee shall consist of the Chairman, Deputy Chairman, and two other Directors nominated by the Chairman and approved by the Board of Directors. A majority of the Executive Committee shall constitute a quorum. Minutes of all meetings of the Executive Committee shall be provided to each Director and presented at the following meeting of the Board of Directors.

**Section 5.4. Compensation Review Committee.** The Compensation Review Committee shall advise the Board regarding the provisions of Section 7.9 of these Bylaws. The committee shall comprise at least three members of the Board of Directors selected by the Chairman and approved by the Board of Directors. Recommendations by the Compensation Review Committee require approval by the Board of Directors.

**Section 5.5. Nominating Committee.** The Chairman shall appoint a Nominating Committee of three Directors for the purpose of providing a slate of nominees for vacant positions on the Board of Directors.

**Section 5.6. Finance and Audit Committee.** The Board of Directors shall appoint a Finance and Audit Committee consisting of at least three members. The Treasurer of the Association shall be an ex officio member 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.

**Section 5.7. Standing Bylaws Committee.** The Board of Directors shall appoint a Standing Bylaws Committee for the purpose of receiving and considering proposed amendments to the Bylaws and to make recommendations to the Board of Directors for amending the Bylaws when in their judgment such amendment appears advisable and necessary.

**Section 5.8. Quorum and Voting.** Unless otherwise provided by resolution of the Board of Directors, a majority of a committee's members shall constitute a quorum at a committee meeting. The majority vote of a committee's members in attendance at a meeting at which a quorum is present shall be the act of the committee. A committee member may not designate a proxy in the transaction of any committee business.

## **ARTICLE VI. ELECTIONS**

### **Section 6.1. Election Procedures.**

- a. The Nominating Committee shall submit a slate selected from the individual membership of at least one nominee for each position falling vacant on the Board of Directors.
- b. After publication of the slate proposed by the Nominating Committee, and before a date (set by the Board of Directors) after such publication, additional candidates may be proposed by the membership. These additional candidacies must comply with the following conditions:
  - (a) Candidates must be selected from the individual membership.
  - (b) The nomination should include a written statement by the candidate that there is a desire to be a candidate, and that he or she has the ability to attend regular and special meetings of the Board of Directors if elected.

- (c) 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 Board of Directors not later than the next Board of Directors meeting. Candidates shall take office annually in July following election. A plurality of the votes cast shall be sufficient for election.

**Section 6.2. 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 Board of Directors 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 VII. OFFICERS**

**Section 7.1. Enumeration.** The Officers of the Association shall be a Chairman, a Deputy Chairman, a President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine.

**Section 7.2. Duties.** The Officers of the Association shall administer the affairs of the Association in accordance with the Bylaws and the policies established by the Board of Directors.

**Section 7.3. Chairman of the Board of Directors.** The Chairman shall preside at meetings of the Board of Directors and at Special Meetings of the Association. The Chairman shall perform such other duties as the Board of Directors shall prescribe.

**Section 7.4. Deputy Chairman of the Board of Directors.** The Deputy Chairman shall be the principal deputy to the Chairman of the Board of Directors and, as such, shall assist the Chairman in the discharge of his or her duties, act in the Chairman's name where so directed, and perform such other duties as the Chairman shall direct. The terms of the Chairman and Deputy Chairman shall be coterminous. The Deputy Chairman shall perform such other duties as the Board shall prescribe.

**Section 7.5. President.** The President shall be a salaried Officer elected by the Board of Directors. The President shall be the Chief Executive Officer of the Association and shall serve at the pleasure of the Board of Directors. The President shall, subject to the guidance of the Board of Directors, be responsible for the organization and

direction of the Association's staff, the development and implementation of policies and procedures therefor, and the day-to-day affairs of the Association. The President shall preside at the annual meeting of the Association. The President shall perform such other duties as these Bylaws, or the Board of Directors shall prescribe.

**Section 7.6. Secretary.** The Secretary shall be a salaried Officer elected by the Board of Directors and shall:

- a. Keep the minutes of meetings of the Association and the Board.
- b. Forward notices of meetings of the Association and the Board in accordance with these Bylaws.
- c. Notify members of the Board and Officers of their election.
- d. Be responsible for the records and files of the Association and the preparation of necessary reports.
- e. Perform such other duties as these Bylaws, the Board, the Chairman , the President, or law shall prescribe.

**Section 7.7. Treasurer.** The Treasurer shall be a salaried Officer elected by the Board of Directors and shall:

- a. Collect and be custodian of the funds of the Association.
- b. Disburse funds to defray authorized expenses.
- c. Report the status of funds at each meeting of the Board.
- d. Annually submit the Association's accounts for independent audit.
- e. Present an annual financial report to the Board to include, but not be limited to, a review of all material operating, capital, and investment accounts.
- f. Prepare financial statements, as required for federal and state agencies. Such statements to be reviewed, or approved if required by law, by the Finance and Audit Committee and/or the Board.
- g. Collect dues and initiation fees imposed from time to time by the Board.
- h. Perform such other duties as these Bylaws, the Board, the Chair, or the President shall prescribe.

**Section 7.8. Other Officers.** Each other Officer of the Association shall exercise the powers and shall perform the duties assigned to him or her by the Board of Directors, the Chairman , and the President.

**Section 7.9. Compensation.** The President shall be paid such compensation as shall be fixed by the Board of Directors. All other Officers shall be paid such compensation as shall be fixed by the President, subject to review and approval by the Board of Directors.

#### **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 Board of Directors or, at their discretion, by independent counsel. Any potential obligations under this Article may, at the discretion of the Board of Directors, be funded by insurance.

#### **ARTICLE IX.**

#### **REGIONAL ORGANIZATIONS**

Regional and chapter organizations have been established. The continental United States is divided into seven regions determined by the Board of Directors considering geographical extent, numbers of states and chapters within the area. Established regions consist of the 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 Board of Directors. The amendment shall not become effective, however, until ratified by a vote of the majority of the individual membership voting on such amendment. The Board of Directors 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, however, that upon dissolution no portion of the assets shall be distributed to any member so as to accrue to his personal benefit.