

**BY-LAWS
OF THE
31ST INFANTRY REGIMENT ASSOCIATION**

SECTION I. ORGANIZATION

1.1 The Association shall be governed by an Executive Board composed of elected Officers and an elected Board of Directors, working in concert. Officers and members of the Board of Directors shall be elected by simple majority vote of attending members in good standing who are present at a general membership business meeting held during the Association's annual reunion.

1.2 The Association's Executive Board shall be unpaid, contributing its time, creativity, and energy freely for the Association's general benefit.

1.3 Expected openings in the Executive Board's membership and the responsibilities of each opening position are announced as a call for volunteers in the newsletter two quarters before the annual reunion. Volunteers or nominees are announced by the Adjutant at the annual business meeting and are elected by simple majority vote of attending members in good standing. If no candidates for an office have come forth before the general business meeting, nominations shall be accepted from the floor. Nominations and voting shall be as specified in Roberts Rules of Order.

1.4 Should an unexpected vacancy arise in the Executive Board between reunions, a temporary successor shall be appointed by the Commander.

SECTION II. OFFICERS

2.1 Officers of the Association shall include a Commander, Vice Commander, elected to serve for a period of two years, renewable in two year increments, by vote of attending members in good standing at the Association's annual reunion. The Vice Commander will succeed the Commander, approved by vote of membership.

Treasurer, Assistant Treasurer, Quartermaster, Adjutant, Sergeant-at-Arms, Counsel, Chaplin and Historian, are appointed to position for a period of two years, renewable in two year increments, approved by vote of attending members in good standing at the Association's annual reunion.

In keeping with the Association's tradition of distributing the responsibilities of leadership, the Commander and Vice Commander shall each serve for no more than two terms, totaling four consecutive years. All other officers may serve additional terms if re-elected by attending members in good standing at the annual general membership meeting. Ideally, Vice Commanders are elected with the intent of moving up to replace the Commander when the latter's term expires,

the Past Commander will serve as a member of the Executive Board for a period of two years, providing the Association continuity of leadership.

2.1.1 The Commander leads the Association, ensuring that its By-Laws remain updated and that reunions are held annually. He presides over meetings of the Executive Board and the general membership business meeting at each annual reunion during his term in office, officiates at the reunion banquet, ensures an annual audit of the Association Treasury, and appoints committees as needed to carry out the Association's business. He will, to the extent possible, represent the Association at invited functions of the active duty battalion or battalions of the Regiment. Using "silence is consent", the Commander may take action after 30 days on any matters after requesting a vote from the Executive Board. On election, the Commander shall be presented the Association's gavel of office by his predecessor.

2.1.2 The Vice Commander carries out duties assigned by the Commander and with the consent of the Executive Council, steps in to fulfill the Commander's responsibilities should the Commander be unable to do so.

2.1.3 The Treasurer maintains the Association's funds, researching and applying tax laws, receiving membership dues and other revenues, depositing them in accounts agreed by the Executive Board, disbursing funds for carrying out the Association's business as directed by the Commander and agreed by the Executive Board, and facilitating a biennial audit of the Association's fiscal accounts and transactions. Any disbursement of funds must be approved in writing by the Commander and is subject to biennial audit. Any movement of funds to or from new accounts or disbursement of funds exceeding \$1000 to any person or institution must be approved by the Commander with the written consent of the Board of Directors, as determined by their majority vote. The Treasurer must submit an annual report of the Association's financial transactions and balances, which will be read at the general business meeting and posted in the Association's newsletter and website.

2.1.3.1 The Assistant Treasurer works with the Treasurer and is the second signature on Association accounts. In the event that the Treasurer is unavailable for a period of time the Assistant will act on his behalf ensuring Association business is handled.

2.1.4 The Quartermaster shall acquire, advertise, and sell stocks of insignia and other materials of interest to the Association's general membership, maintaining a working account and submitting all revenues from sales and bills for re-stock to the Association Treasurer. To the extent feasible, producer-to-customer delivery will be implemented to minimize stock age requirements. Quartermaster transactions shall be subject to a

biennial audit, along with the Treasury. The Quartermaster shall submit a list of on-hand stocks and a report of annual sales to the Executive Committee for a decision on disposal of stocks that are not selling well.

2.1.5 The Membership Chair shall recruit members of the Association from among veterans of the Regiment and their families by direct mailing to known veterans and advertising the regiment's annual reunions in publications and web-sites likely to be visited by veterans of the Regiment or their families. The Membership Chair is assisted in recruiting by the Board of Directors, who act as a committee and maintain dual membership in other veterans' organizations, allowing them to advertise the 31st Infantry Regiment Association's reunions in those associations' publications. Funds requisite to recruiting and advertising shall be disbursed by the Treasurer on approval by the Commander and, where appropriate, with consent of the Board of Directors.

2.1.6 The Adjutant is custodian of the Association's colors and the National Colors and shall ensure that they are present at each reunion. The Adjutant is custodian of the Association's charter, constitution, and by-laws, and shall register them with the proper authorities. The Adjutant directs the Shanghai Bowl Ceremony at each Annual Reunion/Convention.

2.1.6 The Sergeant-at Arms coordinates with local reunion coordinators to assemble a team to operate the reunion reception desk, acquires a roster of members in good standing from the Adjutant to check membership at business meetings, and check tickets for reunion functions. He serves as parliamentarian at association business meetings, ensuring that Roberts Rules of Order are followed and that only members in good standing are allowed to vote in the association's business meetings.

2.1.7 The Chaplin shall direct religious observances of the Association at the annual Reunion/Convention.

2.1.8 The Counsel consists of all Past Commanders who are so inclined to participate in this role. The counsel advises and recommends on matters the Executive Board forwards to them. In the event legal counsel is necessary, the Executive Board will retain an Attorney at Law that specializes in the matter at hand.

2.1.9 The Historian shall maintain a written record of the Association's history; shall work with Army historians, the National Archives, and other sources of the Regiment's history to keep the Regiment's written history updated; and shall prepare the Association's newsletter for quarterly publication by the Quartermaster. Minimum components of each quarterly newsletter shall include updates on upcoming reunions, segments of the Regimental history, listings of new and deceased members, and identification of websites pertinent to the membership. The Historian

recommends and coordinates commemorative activities and prepares historical displays for the annual reunion and coordinates the Shanghai Bowl ceremony at the reunion banquet.

2.2 The Department of Army-appointed Honorary Colonel of the Regiment and Honorary Sergeant Major of the Regiment are advisors to the Executive Board and are not subject to election but are extended the privilege of voting in the Executive Board. Their responsibility is to ensure a close and continuous link between the Association and the regiment's active duty units. The Commanders and Command Sergeants Major of the regiment's active duty units may also be invited to participate in the Association's Executive Board meetings in person or by teleconference.

2.3 The Commander shall appoint a Secretary to record the Association's business decisions at annual executive committee and general membership business meetings and prepare notes on those decisions for publication in the next newsletter and posting on the Association's web site.

2.4 All elected officers of the Association are expected to attend annual reunions but one absence may be excused by the commander in each two-year term, and when absent, participate in conference calls of the Association's annual meeting of the Executive Committee to render required reports and vote.

SECTION III. BOARD OF DIRECTORS

3.1 The Association's Board of Directors, consisting of a Senior Director (Chairman of the Board) and six Regional Directors, all unpaid, shall be elected for renewable terms of six years. Board members represent the Association's general membership and serve as the Association's corporate memory, carrying out duties assigned by the Commander through the Senior Director and overseeing the Association's major business transactions. The Senior Director shall interact with other veterans associations in on behalf of the 31st Infantry Regiment Association. All Board members are expected to actively seek new members within their assigned region. The regional directorates are:

3.1.1 Northeast: New England, New York, and overseas members in Canada and across the Atlantic

3.1.2 Mid-Atlantic: New Jersey, Pennsylvania, Delaware, Maryland, DC, Virginia, and West Virginia

3.1.3 Southeast: the Carolinas, Georgia, Florida, Alabama, Mississippi, Tennessee, Louisiana, Arkansas, and overseas members in the Americas, except Canada.

3.1.4 Great Lakes: Ohio, Kentucky, Indiana, Michigan, Wisconsin, and Illinois

3.1.5 Midwest: Arizona, Texas, New Mexico, Oklahoma, Colorado, Wyoming, Kansas, Nebraska, the Dakotas, Minnesota, Iowa, Missouri and Kansas.

3.1.6 West: California, Nevada, Utah, Montana, Idaho, Washington, Oregon, Alaska, Hawaii, and overseas members across the Pacific.

3.2 Regional Directors are expected to attend annual reunions but may be excused by the Senior Director, as long as they are able to vote by mail or email and attend at least one meeting every three years.

SECTION IV. REUNIONS

4.1 A regimental reunion shall be held each year at a place determined by vote of the general membership at a previous reunion.

4.2 Reunion sites shall be selected three years in advance to allow adequate time for coordination and planning and shall be announced on the Association's web site and in the regimental newsletter beginning the quarter following the site's selection and each quarter thereafter until the reunion is held.

4.3 Nominations for the reunion site shall be made in person or in writing by an Association member resident near the intended reunion site who is willing to serve as the reunion coordinator.

4.4 The Executive Board, based on nominations for reunion sites shall appoint a Reunion Coordinator for each annual reunion. The Commander will mentor and guide the Reunion Coordinator through the planning process and the reunion. The coordinator must live in or near the metropolitan area in which the reunion is to be held and may organize a committee of local members to assist in planning and coordination. Included in the coordinator's responsibility is:

4.4.1 Contact the local Chamber of Commerce to obtain a list of hotels of requisite capacity and get recommendations on locations and events of interest. Facilities needed for a hotel to host the reunion include a meeting room for Executive Council meetings, a hospitality suite for members to mingle at the hotel, a general membership meeting room, a banquet hall, parking, and room accommodations requisite to expected attendance.

4.4.2 Contact the hotels to solicit competitive pricing. Seek the lowest room cost per night, the highest ratio of comp rooms per paid room (typically 1:50), competitive banquet costs per meal, free facilities for meetings, free parking, and authorization to bring food and beverages into the hospitality room, authorization for active duty guards for the Shanghai Bowl and the honor guard to carry weapons.

4.4.3 Provide a list of acceptable hotels and their prices, with a recommendation to the Commander, who decides the venue with concurrence of the Executive Council.

4.4.4 Arrange for and coordinate reunion events and transportation to activities held outside the host hotel, keeping costs as low as possible.

4.4.5 Contact the local media (TV, radio, newspapers) to notify them that the Association will meet in their city and provide them a notice of the event's significance prepared by the Historian.

4.4.6 Notify local chapters of national veterans' organizations of the reunion's date and location and ask them to help advertise the event to veterans of the regiment and their families.

4.4.7 Contact prominent local businesses and banks to solicit donations or contributions for use at the reunion as door prizes or drinks and snacks for the hospitality room.

4.4.8 Provide the Sergeant-at-Arms a team to operate the reception desk at the reunion.

4.5 Whenever possible, reunions shall be held in the month of August, commemorating the regiment's organization day, 13 August 1916, and enabling the membership and families to attend in conjunction with summer vacation period.

4.6 If the general membership is unable to decide the reunion site, site selection shall be made by the Association's Board of Directors and a coordinator shall be selected from among the Board members.

4.7 Reunions shall be held in a different quadrant of the country each year for ease of access by members.

4.8 Once every three years, if possible, the reunion shall be held at a location proximate to an active duty unit of the regiment, at a time coordinated with the unit commander. The three-year period may be adjusted if there have been one or more unit-hosted events (dining-in, memorial ceremony, welcome home ceremony, etc.) at which the Association is represented by three or more members during that three-year span.

4.9 Reunions shall be self-supporting with costs paid by attending members and defrayed by sponsors. No reunion-related expense shall be incurred by the Association's treasury without approval by the Association's Executive Board.

4.10 Each reunion shall include 1) a business meeting of the Association's Executive Board, 2) a general membership/business meeting, 3) a memorial

ceremony, 4) a reunion banquet, and 5) excursions from the host hotel arranged by the reunion coordinator for the membership's enjoyment. The times and locations of these events shall be posted on the Association's website and in the previous quarter's newsletter to facilitate planning by all members.

4.10.1 A business meeting of the Executive Board is typically the first formal meeting of the Reunion. It is held on the evening of the reunion's first day and is attended by all Executive Board members and others invited by the Commander. Its purpose is to review minutes of the previous year's meeting, finances, membership status, slate of Officers and Board members, last-minute details regarding the Reunion's agenda, and other matters raised by members of the Executive Committee. Its deliberations are recorded by the Secretary and findings are reported at the general membership/business meeting in the form of agenda items.

4.10.2 The general membership meeting is typically held on the morning of reunion's second day before members depart for planned excursions. Its purpose is to hold elections for Officers and Board members, review the Association's finances, vote on proposed reunion sites, and inform the membership of initiatives requiring their approval. Decisions resulting from the meeting and the Treasurer's report are recorded by the secretary and announced on the Association's website and in its next quarterly newsletter.

4.10.2.1 Some or all planned revenue-generating raffles are held at the business meeting. In order to vote, nominate candidates, or make a motion, participants must be members in good standing as certified by their appearance on the Association's official roster maintained by the Membership Chair.

4.10.2.2 All members present and in good standing and all active duty members present, as representatives of the unit commander, are entitled to one vote.

4.10.2.3 Proceedings of the general membership meeting shall be conducted according to Roberts' Rules of Order and its decisions and the Treasurer's report are recorded by the secretary and announced on the Association website and in its next newsletter.

4.10.3 The memorial ceremony, honoring deceased members and veterans of the regiment, is a solemn occasion honoring those members of the association and other known veterans of the regiment whose death was notified to the Association since the previous reunion. It is conducted by the Commander or his designated representative. The ceremony will include, at minimum, a reading of the name, unit, era of service, and hometown of those deceased.

4.10.4 The reunion banquet is typically the last formal event of the reunion, conducted on the evening before departure. The Commander or his designated representative serves as the Master of Ceremonies, organizing and directing the evening's events. The Adjutant directs the Shanghai Bowl Ceremony.

SECTION V. GOVERNANCE BETWEEN REUNIONS

5.0 Between annual reunions, governing authority is vested in the Executive Board. Its decisions shall have immediate effect and remain in force until ratified, modified, or repealed by vote of the general membership present at the next annual reunion.

5.1 The Executive Board is collectively charged with the Association's governance, to include: 1) management of its finances; 2) keeping the general membership informed through the Association's website and quarterly newsletter; 3) quartermaster stock and sales to generate revenue; 4) carrying out decisions of the general membership made at the preceding reunion; 5) representing the Association at invited activities of the Regiment's active duty units; 6) other new business, as proposed by the Commander and ratified by simple majority vote of the Board of Directors.

5.1.1 Management of the Association's finances shall adhere to a "two sets of eyes" and full disclosure rule by which any expenditure of any amount of the Association's funds for any reason must be proposed in writing (email or postal) by the Treasurer and authorized by the Commander or the Deputy Commander in his absence.

5.1.2 Before expending any funds exceeding \$1000, the Commander must seek the approval of the Board of Directors who may authorize or reject the expenditure by simple majority vote. The vote must be electronic in writing, providing a record of the decision. Using "silence is consent", the Commander may take action after 30 days on any matters after requesting a vote. Such expenditure shall be announced to the general membership in the next quarterly newsletter.

5.1.3 Because not all members are able to attend every reunion, the Association shall maintain a website and publish a quarterly newsletter to keep the general membership informed and engaged. They are essential "glue", holding the Association's diverse and geographically dispersed membership together. Fees for the website and the costs of printing and mailing the quarterly newsletter shall be paid from the Association Treasury.

5.1.4 Because the Regiment's history is the common thread binding members across generations, the regimental history shall be the central feature of both the website and newsletter, editing and content is the responsibility of the Historian.

5.1.4.1 A volunteer webmaster, responsible for maintaining and constantly updating the association website, shall be appointed by the commander and ratified by simple majority vote of the Board of Directors.

5.1.4.2 Unless otherwise decided by majority vote of the Executive Board, the Quartermaster shall be responsible for printing and mailing the quarterly newsletter and the webmaster shall be responsible for posting it on the website.

5.1.5 Quartermaster sales, composed of tokens representing the regiment, its successor units, and their collective history, are an important source of the Association's revenue. Once each year, the Quartermaster shall submit to the Board of Directors in writing (email or postal) a list, description, acquisition cost, mailing cost, and sale cost of all items proposed for sale. The Board may approve the list, propose additional items, propose changes in sale cost, or reject any item thereon by simple majority vote. The Quartermaster shall seek order and ship relationships with vendors that minimize stock requirements but shall provide representative sample stocks for order or sale at annual reunions.

5.1.6 Written complaints or charges against an Association member shall be referred to the Executive Board for prompt consideration. After fair and impartial review, the Board is empowered to take whatever action is necessary or warranted.

5.1.6.1 This may include expulsion of a member from the Association or removal for cause of an officer from office for failing to perform his official duties or for abusing the privilege of his office in a manner determined by the Board to be detrimental to the Association. Such action shall require two-thirds (2/3) affirmative vote of the Board's membership in writing and shall be subject to the appeal process described below.

5.1.6.2 The Board's decision shall be recorded electronically and announced in writing to the individual concerned. The subject member may, within thirty (30) days, appeal the decision to the Commander in writing. If the appeal is denied, the Board's decision shall be subject to review and ratification at the next business meeting of the Association.

SECTION VI. DUES AND INVESTMENTS

6.1 Membership dues shall be kept as low as practical to afford access to all veterans and serving members of the regiment and its successor organizations.

6.2 To ensure revenues from all sources keep pace with the Association's obligations, the Treasurer may propose a change in dues, subject to ratification by simple majority vote of attending members in good standing at the general membership meeting.

6.3 Memberships in the Association may be lifetime, annual, associate, or honorary, with dues at a rate proposed by the Treasurer and decided by vote of attending members in good standing at annual reunion's general membership meeting. Dues for all categories of membership are fixed at the rate existing at the member's date of entry and any rate adjustments shall not be imposed retroactively. Members are issued a numbered card at time of entry attesting to membership in good standing.

6.3.1 Lifetime membership is secured by a one-time payment as prescribed at time of entry. Payment is automatically waived for recipients of the Medal of Honor, who are accorded full membership at no cost.

6.3.2 Annual membership is secured by successive payments of annual dues. Lifetime membership is automatically conferred and annual dues stop when a member has paid the equivalent cost of a lifetime membership. Annual membership dues are due and payable to the Association Treasury on or before 1 July of each year.

6.3.3 Associate membership is authorized for family members of veterans of the regiment and for friends of the regiment who have written about its history. Dues for auxiliary membership are the same as for regular lifetime or annual membership.

6.3.4 Honorary membership may be conferred at no cost to people who have made an exceptional contribution to the nation's service and accept affiliation with the Association.

6.4 The Treasurer, with oversight by the Executive Board, shall maintain an operating fund and an investment fund.

6.4.1 The operating fund is generated from annual membership dues, revenues from Quartermaster sales, revenues from the investment fund, donations, and revenues from the annual reunion. It is maintained in an interest-bearing account and is dispensed to cover the Association's operating costs, to include publication of the newsletter, maintaining the website, membership cards and recruiting, and re-stock of the Quartermaster. The Treasurer may recommend the transfer of funds from the operating account to the investment account if the former exceeds the Association's obligations.

6.4.2 The investment fund is generated from lifetime membership dues and is maintained in revenue-generating investments in accordance with tax laws governing non-profit associations. Investment prospects are researched and proposed by the Treasurer and approved by simple majority vote of the Executive Board. Revenues from investments may either be rolled over to expand earnings or may be transferred to the operating account if needed to cover the Association's obligations.

6.5. Special funds may be established through donation. They may be proposed by any member of the association and established on approval of the Executive Board to pay for an extraordinary undertaking such as the Association's dedication of a memorial marker, the publication of a book on the regiment's history, a contribution for disaster relief, or a monetary award to an active duty member who earns the Medal of Honor or Distinguished Service Cross. Special funds shall be maintained by the Treasurer as interest-bearing accounts until the purpose for which they are established is completed.

SECTION VII. AMENDMENTS TO BY-LAWS

7.1 The by-laws for governing this organization shall not be inconsistent with the Association Constitution and may be amended from time-to-time to meet changing requirements of the membership.

7.2 Amendment of the by-laws may be proposed by any member in good standing and is enacted by simple majority vote at an annual reunion's general membership meeting.

7.3 Proposals to amend the by-laws shall be announced to the general membership on the Association website and in the newsletter. Decisions on such proposals taken at the reunion shall be likewise announced.