



199th LIB Association, Inc.
AKA: Redcatcher Association
199th Infantry Brigade (Separate) (Light)
Established 1966
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Together Then, Together Now



BYLAWS OF THE 199TH LIB ASSOCIATION, INC.

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Article I. General

- A. The name of this corporation is 199th LIB Association, Inc., a/k/a the Redcatcher Association, a Georgia not-for-profit corporation. It shall remain a non-profit, apolitical association, established for the mutual benefit of the members without restriction or discrimination based on age, sex, religion, race, ethnic group, status, handicap or disability.
- B. The principle office of the corporation is c/o Lackland & Associates, LLC, 630 Village Trace, NE, Building 15, Suite C, Marietta, Georgia 30067, or such other place as shall be designated by the Board of Directors from time to time.
- C. Wherever a gender designation is used in this document, it shall be interpreted to include both male and female as is appropriate from the context.
- D. Members of the Association shall not use the name of the Association in any political or profit-making activities.

Article II. Purposes

The purposes of this Association are to conduct reunions and to honor and preserve the memory of our fallen comrades; to perpetuate and promulgate the history and service of the Brigade; and to foster camaraderie among those formerly assigned or attached to the 199th Light Infantry Brigade.

Article III. Membership

There shall be three (3) classes of individual membership within the 199th LIB Association, Inc.: Regular, Associate, and Honorary. The term “199th LIB Association, Inc. member” is intended to comprise all three (3) classes of individual membership. All Regular and all Associate Member applicants must submit an application for membership in the Association.

- A. **Regular Member.** Regular members are those individuals who were assigned or officially attached to the Brigade, who wore the Brigade’s shoulder patch, and who served honorably. Documentary proof of qualification is necessary for admission as a Regular Member. Only Regular Members are eligible to vote in General Meetings, to hold Association offices and/or to be members of the Board of Directors.
- B. **Associate Member.** Those not qualifying as Regular Members, who wish to further the aims and traditions of the Association may apply for Associate Membership, which is generally granted to all applicants. Associate Members may enjoy all the benefits of the Association except for voting and holding Association office. (The offices of Secretary, Treasurer, and Parliamentarian may be excluded from this rule, if necessary to fulfill the requirements of these offices.)
- C. **Honorary Member.** Honorary Membership is granted to the soldiers of the 199th Infantry Brigade. Ft. Benning, GA, and other worthy individuals as decided by the Board.

Article IV. Officers

- A. The Association shall have an elected President, Vice President, Secretary and Treasurer. To assure continuity of leadership the elections for officer positions are staggered. The President and Treasurer are elected for three years; the Vice President and Secretary are elected for two years.
- B. The President and Vice President are the senior members of the Association leadership. The President presides over the Board of Directors and directs the activities of the Vice President, Treasurer and Secretary. He participates in the required financial audits. The President will appoint a regular member to fill a vacancy on the Board, should such occur between elections.
- C. The Secretary maintains Association records including those of membership; prepares and publishes summaries and results of Board votes; maintains and publishes minutes of General Meetings; prepares such notices and reports as may be required, and has overall responsibility for the preparation and publication of the newsletter. He participates in the required financial audits.
- D. The Treasurer performs the usual duties of a treasurer of a not-for-profit corporation; safeguards the assets of the Association; assures compliance with State and Federal requirements and Board of Directors directives; reports up-to-date Association income and expenses to the Board of Directors. Under the authority of the President of the Association, the Treasurer is responsible for providing an Annual Report on the Association's finances. The report will contain beginning balance on hand; cash received, by sources; disbursements from the Association Account; outstanding liabilities, and ending balance. The Annual Financial Report will be audited by the President (Chairman of the Board) and the Association's Secretary prior to presentation at the Annual Meeting.

Article V. Board of Directors

- A. The Board of Directors is the governing body of the Association. The Board shall approve and supervise all business, determine policies and in general assume responsibility for the support and guidance of the affairs of the Association. The Board shall decide the policies of the Association, shall settle discussions of eligibility, election, expulsion, or reinstatement of any officer or member, and shall settle any discussion of other matters that may influence the welfare of the Association.
- B. The Board of Directors shall consist of elected officers of the Association and additional Directors as may be elected by the membership at a General Meeting. The number of Directors is not fixed but is nominally limited to ten. A seat on the Board is offered to the active Brigade at Ft. Benning; such member to be determined by the active Brigade.
- C. The business of the Board of Directors shall be conducted by email, text, telephone, or physical meetings, when a quorum – defined as a majority – is convened. In cases where voting is necessary, the President or other Board member, acting on the direction of the President, shall initiate such vote by personal representation, email, text or telephone. A majority of the quorum shall carry the vote.

Article VI. Elections

- A. Prior to each reunion the Board will prepare a tentative slate of candidates for the offices to be filled by election at the coming reunion. Said slate will be posted on the Association's webpage at least one month prior to the reunion. This slate is merely a starting point for nominations to fill offices; it is expected that nominations from the floor will also be made. Once the nominations are closed, a vote will proceed and the officers will be duly elected.
- B. All voting will be by affirmative, raised-hand vote of the voting members present; in a close decision an actual count of the hands will be made by the President or his appointee. The member receiving the greatest number of votes shall be elected to the office. Newly elected officers shall assume office at 12:00 a.m. of the 31st day following the General Meeting at which they were elected.

Article VII. Finances

- A. An elected Treasurer (see IV. D.) shall account for Association funds.
- B. The Association depends upon donated services, work, materials and money. There are no dues. There shall be three classifications of donor: Sponsor, Supporter, and Patron. All three classes are incorporated in the term "Association Donor." Donations may be in the form of money, tangible assets or real property and/or time or energy. Any donations offered to the Association must be free and clear of any stipulation or requirement of how said donation is to be used and upon acceptance by the Association will be used as directed by the Board of Directors. Additionally, the Board of Directors will decide if recognition is appropriate for acts of support or donations.
 - 1. Businesses that contribute to the Association shall be considered Sponsors. Such businesses shall normally receive a commemorative plaque in recognition of the donation and support.
 - 2. A group of individuals or a foundation that contributes to the Association shall be considered a Supporter. Such entities will be presented a certificate in recognition of the donation and support.
 - 3. A single individual who contributes to the Association shall be deemed a Patron. A Patron will receive a Brigade Coin in recognition of his or her special support.

Article VIII. Reunions & General Meetings

- A. Reunions are typically held annually, and are usually conducted over the Memorial Day weekend. Variation from this schedule may be directed by a plurality of the voting members during a General Meeting.
- B. General Meetings are conducted during reunions for the purpose of transacting the business of the Association and are open to all regular members. The time and location of the General Meeting shall be decided by the President and prominently posted at the reunion at least twenty-four hours prior to the meeting. Voting procedures during the meetings shall be similar to those specified for elections. The Board of Directors shall meet at the reunion site prior to the General Meeting.

- C. Locations for reunions two years in the future will be decided by the voting members (by voice vote or count of hands) during each reunion business meeting. Any voting member present may offer a location for consideration. A primary and a secondary location will be selected. The Reunion Committee shall within six months recommend to the Board of Directors which of the two locations offers the best potential, whereupon the Board of Directors will vote to select the final location.

Article IX. Committees & Appointments

A. Standing Committees

The President, with the consent of the Board shall appoint and supervise five Standing Committees and other temporary committees as deemed necessary. The Standing Committees are as follows:

1. Executive Committee. This committee shall consist of the President, Vice President, Secretary, and Treasurer and will meet to consider matters of interest to the leadership.
2. Reunion Committee. This committee shall plan and conduct the annual reunions in accordance with instructions and directives from the President and the expressed will of the General Membership.
3. Membership Committee. This committee shall be responsible for recruiting and maintaining membership. It shall work under the primary guidance of the Secretary.
4. Past President Advisory Committee. This committee serves at the pleasure of the President as an advisory group.
5. Awards Committee. This committee is responsible for soliciting the identification of outstanding individuals or groups who contribute time and effort to the betterment of the Association, and preparing and issuing appropriate awards to recognize such efforts.

B. Temporary Committees

Association members may be appointed to committees and to other special positions by the President with the agreement of the Board of Directors and the selected member. Appointees serve at the pleasure of the President and the Board. Terms of office expire with that of the President. Appointees may be reappointed by the successor President.

C. Unit Committees

Association members who were assigned or attached to the subordinate units of the brigade are encouraged to create "Unit Committees" to further the aims of the Association by locating old comrades and encouraging their inclusion in the Association. Such committees may receive assistance in their efforts by reporting to the Chairman of the Board of Directors. However, mini reunions are not controlled or organized by the Association. Association business shall not be decided at mini reunions.

D. Appointments

Special Appointments may be made by the President with the approval of the Board of Directors. For example, appointments such as Chaplain, Legal Officer, Sergeant-At-Arms, Parliamentarian, etc., may be desirable from time-to-time to assist in specialized Association business. Appointees are not members of the Board of Directors.

Article X. Amendments of Bylaws

These Bylaws may be amended in whole or in part by vote of two-thirds of the members present at a General Meeting.

Article XI. Removal & Termination

- A. Notwithstanding anything herein to the contrary, any member of the Board of Directors may be removed by the Board for good cause by a majority vote of the Board. For purposes of this subsection, "good cause" shall mean any act of fraud, dishonesty, or moral turpitude by the Board member, or a willful failure by the Board member to carry out his duties as agreed herein.
- B. As with paragraph A, above, a member of the Association may likewise be expelled for cause by majority vote of the Board of Directors.

Article XII. Liability of Members

- A. Liabilities of Members.** The Association does not afford pecuniary gain, incidentally or otherwise, to its members. There shall be no personal liability of members for Association obligations
- B. Indemnification.** The Association shall indemnify an Officer, Director, employee, or agent of the Association for the expenses of legal actions brought against that individual for acts performed, in reasonable good faith, within the scope of his responsibilities to the Association. Expenses which shall be indemnified include responsible attorney's fees, fines, judgments, and amounts paid in settlement. Any person who becomes the subject of legal actions for which indemnification may be proper shall notify the Board of Directors and ask for a finding as to the property of indemnification, which finding will bind the Association. No settlement shall be indemnified if entered into without prior approval of a majority of the Board of Directors. The scope of responsibilities does not extend to acts which are taken with no responsible belief that those acts are in the interest of the Association or with no responsible belief that those acts are lawful. The Board of Directors shall have authority to ratify an act as within the scope of responsibilities, as that scope is limited by this section regardless of any legal finding.

Article XIII. Miscellaneous

- A. The fiscal year shall begin January 1 and end December 31.
- B. Robert's Rules of Order shall control in questions of parliamentary procedure not covered by these Bylaws.
- C. In the event of dissolution of the Association, remaining assets after satisfaction of all obligations shall be distributed within the scope of Internal Revenue Service Code 501(c)(19).

ARTICLE XIV. Acceptance

The By-Laws of the 199th LIB Association, Inc. a/k/a the Redcatcher Association were Approval by the GENERAL MEMBERSHIP.

This 23rd day of May, 2015.

OFFICIAL:

A handwritten signature in black ink, appearing to read "Neddy Masco", written in a cursive style.

Secretary