

BYLAWS
of the
31ST INFANTRY REGIMENT ASSOCIATION

SECTION I. ORGANIZATION

- 1.1 The Association shall be governed by an Executive Board comprising the Association's elected officers, known as the Executives, and Regional Directors appointed by the Executives. Executives shall be elected, and Regional Directors' appointments shall be confirmed by majority vote of Regular Members attending the General Membership 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 As prescribed in Bylaw 4.10.2, an annual General Membership Meeting shall be held at each annual Reunion. 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 General Membership Meeting and are elected by majority vote of Regular Members who are present. If no volunteers for an office are forthcoming before the General Membership 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, an interim or acting replacement shall be appointed by the President/Commander to serve until the next regular election.

SECTION II. OFFICERS

- 2.1 (a) Officers of the Association's Executive Board shall include a President/Commander, and a Vice President, each elected to serve for a period of two years, renewable in two-year increments, by vote of Regular Members at the Association's annual General Membership Meeting. The Vice President will succeed the President/Commander, subject to approval by vote of the Regular Members.
- 2.1 (b) Appointed officers. The Executive Board may appoint the following additional non-voting officers: Adjutant and Assistant, Treasurer and Assistant, Secretary and Assistant, General Counsel and Assistant, Chaplain and Assistant, Historian and Assistant, Quartermaster and Assistant, Membership Chair and Assistant, Sergeant-at-Arms and Assistant, Editor of the Newsletter and Assistant, and the Reunion Coordinator and Assistant.
- 2.1 (c) In keeping with the Association's tradition of distributing the responsibilities of leadership, the President/Commander and Vice President shall each serve for no more than two terms, totaling four consecutive years. All other officers may serve additional terms if reelected by Regular Members at the annual General Membership Meeting. The Past President/Commander will serve as a non-voting Member of the Executive Board for a period of two years, providing the Association continuity of leadership and wisdom.
 - 2.1.1 The President/Commander leads the Association, ensuring that its Bylaws remain updated and that Reunions are held annually. He presides over meetings of the Executive Board and the General Membership Meeting at each Annual Reunion, 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 President/Commander may act after 30 days on any matters after requesting a vote from the Executive Board. Upon election, the President/Commander shall be presented the Association’s gavel of office by his predecessor.

- 2.1.2 The Vice President carries out duties assigned by the President/Commander and with the consent of the Executive Board, steps in to fulfill the President/Commander’s responsibilities should the President/Commander be unable to do so. In the interest of continuity in leadership, the Vice-Presidential candidates are selected with the intent of their being the next candidate for nomination as President/Commander at the expiration of the term of the President/Commander.
- 2.1.3 Signature Authority. The President/Commander is authorized to approve dispersal of up to \$2000 in accordance with these Bylaws on his own authority, and without seeking approval from the Executive Board.
- 2.1.4 The Treasurer maintains the Association’s funds, researching and applying tax laws, receiving membership dues and other revenues, depositing them in accounts approved by the Executive Board, disbursing funds for carrying out the Association’s business as directed by the President/Commander and approved 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 President/Commander and is subject to biennial audit. Any movement of funds to or from new accounts or disbursement of funds exceeding the President/Commander’s signature authority to any person or institution must be approved by the President/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 Membership Meeting and published in the Association’s Newsletter and Website.
 - 2.1.4.1 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.
- 2.1.5 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 Board for a decision on disposal of stocks that are not selling well.
- 2.1.6 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 Websites likely to be visited by veterans of the Regiment or their families. The Membership Chair is assisted in recruiting by the Executive Board, 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 President/Commander and, where appropriate, with consent of the Executive Board.

- 2.1.7 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 Certificate of Incorporation, Charter, Constitution, and Bylaws, and shall register them with the proper authorities. The Adjutant directs the Shanghai Bowl Ceremony at each Annual Reunion.
 - 2.1.8 The Sergeant-at-Arms coordinates with local Reunion coordinators to assemble a team to operate the Reunion reception desk, acquires a roster of Regular Members from the Membership Chairman to check membership at the General Membership Meeting, and check tickets for Reunion functions. He serves as parliamentarian at the Association's General Membership Meetings, ensuring that Roberts Rules of Order are followed and that only Regular Members are allowed to vote in the Association's General Membership Meetings.
 - 2.1.9 The Chaplin shall direct religious observances of the Association at the annual Reunion.
 - 2.1.10 The Council consists of all Past Presidents/Commanders who are inclined to participate in this role. At their discretion the Executive Board may consult the Council for wisdom, advice and recommendations. In the event legal counsel is necessary, the Executive Board will secure the services of an Attorney at Law who specializes in the matter at hand.
 - 2.1.11 The Historian shall maintain a written record of the Association's history; shall work with Army historians, the National Archives, Association members' eyewitness and personal accounts in a "living history program", 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 Newsletter Editor. Minimum components of each 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.
 - 2.1.12 The Newsletter Editor is responsible for the preparation of all the content of the Newsletter, as defined in paragraph 2.1.11, received from the Historian, Membership Chairman, and the active-duty Battalion in a manner suitable for publishing. The Editor will prepare a draft Newsletter to be reviewed and approved by the President and Historian prior to the Editor's delivery of the Newsletter to the publisher and Membership Chairman for distribution, and delivery to the Webmaster for posting on the Association Website.
 - 2.1.13 The Secretary is responsible for recording and preparing the minutes of the Executive Board Meeting, the General Membership Meeting and any video- or teleconference meetings called by the President/Commander and to maintain the historical records of said meetings.
- 2.2 The Department of the Army-appointed Honorary Colonel of the Regiment and Honorary Sergeant Major of the Regiment are advisors to the Executive Board. Their responsibility is to ensure a close and continuous link between the Association and the Regiment's active-duty

units. The Battalion 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 video- or teleconference.

- 2.3 The President/Commander shall appoint a Secretary to record the Association's business decisions at the annual Executive Board and General Membership Meetings and prepare highlights on those decisions for publication for the next Newsletter and posting on the Association's Website.
- 2.4 All elected and appointed officers of the Executive Board are encouraged to attend Annual Reunions; one absence may be excused by the President/Commander in each two-year term. If unable to attend in person, Officers will participate by means of video- or teleconference attendance of the Association's annual meeting of the Executive Board to render required reports and participate in discussions and votes. Officers attending Executive Board meetings from remote locations by video- or teleconference are considered to count in the establishment of a quorum.

SECTION III. REGIONAL DIRECTORS

3.1 The Association's Regional Directors, consisting of a Senior Director and six Regional Directors shall be appointed for renewable terms of three years. Directors for open or unfulfilled Regional Director Positions are appointed by the President/Commander and confirmed by a Membership vote at the next General Membership Meeting. Board Members represent the Association's general membership and serve as the Association's corporate memory, carrying out duties assigned by the President/Commander through the Senior Director and overseeing the Association's major business transactions. The Senior Director shall interact with other veterans' associations 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: Connecticut, Massachusetts, New Hampshire, New York, Rhode Island and Vermont.
 - 3.1.2 Mid-Atlantic: New Jersey, Pennsylvania, Delaware, Maryland, Washington D.C., Virginia, West Virginia and Canada, German, overseas active military (APOs), Japan, Guam, Puerto Rico.
 - 3.1.3 South Carolina, North Carolina, Georgia, Florida, Alabama, Mississippi, Tennessee, Louisiana, Arkansas.
 - 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.
- 3.2 Regional Directors are encouraged to attend Annual Reunions but may be excused by the Senior Director, providing that they are able to vote by mail, email, video- or teleconference, and providing that they attend at least one meeting every three years.

SECTION IV. REUNIONS

- 4.1 A Reunion of the Association 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 Association's

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 President/Commander will mentor and guide the Reunion Coordinator through the planning process and the Reunion. The coordinator should reside 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 responsibilities are:
 - 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 President/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 upon the Reunion site, site selection shall be made by the Association's Executive Board 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 period.

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 meeting of the Association's Executive Board, 2) a General Membership 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 meeting of the Executive Board is customarily the first formal meeting of the Reunion. It is held on the first day of the Reunion and is attended by all Executive Board Members, appointed officers and others invited by the President/Commander. Its purpose is to review minutes of the previous year's meeting, finances, membership status, candidates for Executives and Regional Director positions, last-minute details regarding the Reunion's agenda, and other matters raised by Members of the Executive Board. Its deliberations are recorded by the Secretary and findings are reported at the General Membership Meeting in the form of agenda items.

4.10.2 The General Membership Meeting is customarily held on the morning of the Reunion's second day before members depart for planned excursions. Its purpose is to hold elections for Executive officers and the appointment of Regional Directors and other appointed officers, 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 General Membership Meeting. To vote, nominate candidates, or make a motion, participants must be Regular Members 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 is identified by the Membership Chairman since the previous Reunion. It is conducted by the President/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 customarily the last formal event of the Reunion, conducted on the evening before departure. The President/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 President/Commander and ratified by majority vote of the Executive Board.

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 President/Commander, or the Vice President in his absence, and approved in writing by the Executive Board if exceeding the President/Commander's signature authority, in compliance with Bylaw 2.1.3.

5.1.2 Before expending any funds exceeding his signature authority, the President/Commander must seek the approval of the Executive Board who may authorize or reject the expenditure by simple majority vote. The vote may be by video- or teleconference, but with minutes recorded in writing, providing a record of the decision. Using "silence is consent", the President/Commander may act 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, responsible for maintaining and timely updating of the Association Website, nominated by the President/Commander and confirmed by majority vote of the Executive Board shall be appointed Webmaster.

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 it deems 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 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 days, appeal the decision to the President/Commander in writing. If the appeal is denied, the Board's decision shall be subject to review and ratification at the next General Membership 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 active-duty Members. Dues are paid once and entitle the new Member to a Lifetime Membership. Lifetime Membership dues shall be set by the Executive Board.

6.2 To ensure revenues from all sources keep pace with the Association's obligations, the Treasurer may propose a change in dues to the Executive Board, subject to ratification by simple majority vote of Members present at the General Membership Meeting.

6.3 Memberships in the Association are lifetime, associate, or honorary, with dues set at a rate proposed by the Treasurer and decided by vote of attending Regular Members at Annual Reunions' General Membership Meetings. 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 Lifetime Membership is conferred with the payment of one-time Life Membership dues. Current dues schedule may be found in the Newsletter or Website. Members are encouraged to make an annual voluntary donation, compatible with their family budgets, to the Association in lieu of annual dues.

6.3.3 Associate Membership is authorized for family members of veterans of the Regiment and for friends of the Regiment. Dues for associate and friend Memberships are the same as for Regular Lifetime 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 Lifetime 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 BYLAWS

- 7.1 The Bylaws 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 Bylaws 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 Bylaws 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.

Danial R. Woods, President

J. Ronald Colson, Senior Director

2022-2023 Revision Committee: *W. David Kennedy, W. Clark Washington*