

THE SERGEANTS MAJOR ASSOCIATION

P.O. Box 70087

Fort Bragg, North Carolina 28307

BYLAWS

REVISED December 14, 2019

ARTICLE I

ORGANIZATION NAME AND PURPOSE

Section 1: *The name of the organization shall be The Sergeants Major Association.*

The association is established at Fort Bragg, North Carolina, as a private Organization with the consent of the installation commander or delegate under the provisions of the DoDI 1000.15 (24 October 2008) and the AR 210-22 (22 October 2001), contingent upon the following requirements and conditions:

- A.** Neither the Installation Commander, nor the Government will have any liability for the actions or debts of the said association.
- B.** To prevent the appearance of an official sanction or support by the Department of Defense, United States Army or Fort Bragg, this private organization may not use the seals, logos, or insignia of any DoD component, organizational units or installation on the letterhead, correspondence, on its title. Any use of the name or abbreviation of DoD component or installation may not mislead members of the public to assume this association is an organizational unit of the Department of Defense. If this association incorporates names or abbreviations of DoD components, organizational units, or installation it must receive prior written approval for such use by the installation commander.
- C.** The association will comply with all local, federal, and state laws as well as any pertaining to Army regulations.
- D.** That programs and activities conducted do not in any way prejudice or discredit the DoD components, the military services, or other agencies of the United States Government.
- E.** That the nature, function, and objectives of this organization, together with provisions for membership eligibility, management responsibilities, financial management proper dispositions of residual assets and liabilities upon dissolution, will be established in these bylaws.

- F. The name of the Association shall be Sergeants Major Association; herein after referred to as the Association. The principal office of the Association shall be located on Fort Bragg, North Carolina, or such other location as may be necessary by military commitments.

Section 2: Aims and Purposes

- A. To establish a permanent organization that will further develop the common bond existing between all who served or have served in the grade of E-9.
- B. To maintain records and publish the history and achievements of the Sergeants Major Association.
- C. To be of assistance and service in matters pertaining to Veterans matters. Further, we will neither propagate extremist activities nor advocate violence against other or the violent overthrow of the government
- D. To perpetuate the memory of our deceased Veterans.
- E. To maintain close liaison with XVIII Airborne Corps & Fort Bragg.
- F. To recognize outstanding achievements by appropriate presentations (scholarships, certificates, coins, etc.).
- G. To carry out stated aims and purposes, the Association shall publish outgoing correspondence and social media Association alerts.

ARTICLE II

GENERAL PROVISIONS

Section 1: The Sergeants Major Association is established on Fort Bragg, North Carolina as a private organization with the consent of the installation commander under the provisions of the DoDI 1000.15 (24 October 2008) and the AR 210-22 (22 October 2001), contingent upon the following requirements and conditions.

- A. The association agrees to reimburse the Installation for utility expenses, unless use is incidental.
- B. That programs and activities led do not prejudice or discredit the military service or other agencies of the United States Government.
- C. That activities will not be conducted in the name of an installation or organization of the Army establishment without permission of the Garrison Commander.
- D. That neither an appropriated fund activity nor a non-appropriated fund instrumentality will assert any claim to the assets of this organization, nor incur or

assume any obligation of any private organization, except as may arise out of contractual relationships.

- E.** That this organization will not engage in activities that conflict with authorized activities or non-appropriated fund instrumentalities as defined in AR 215-1
- F.** That the nature functions, and objectives of this organization, together with provisions for proper disposition of residual assets and liabilities upon dissolution, will be established in this By-law.
- G.** That this organization will be self-sustaining and receive no support, assistance, or facilities from the Army or from non-appropriated fund instrumentalities defined in AR 215-1, except as provided in DoDI 1000.15 and DoD 5500 7-R, Joint Ethics Regulation, August 30, 1993.
- H.** That the installation Commander or delegate has authority to enforce compliance by this organization with the conditions herein enumerated to inquire into their activities, and to withdraw consent for the existence of the organization on the installation if deemed necessary in the interest of the Government.
- I.** That this organization is not established to provide moral, welfare, and recreation services essential to the operation of the Army.
- J.** The by Laws will be updated at least every two years, or upon revalidation.

Section 2: Members are not personally liable if the assets of the organization are insufficient to discharge all liabilities in the event of bankruptcy, insolvency, of dissolution.

ARTICLE III

FUNCTIONS/ACTIVITIES AND OPERATING PROCEDURES

The Sergeants Major Association Boards of Directors will appoint committees, as required, that will select or determined activities and or functions for which the association will participate. Once approved and voted upon by members, the activity/event will be scheduled on the association calendar.

Section 1: Memorandum to operate on Fort Bragg will be sent to the Director of Family and Morale Welfare and Recreation (DFMWR).

Section 2: The organization shall be administered in accordance with the approved Bylaws and other applicable directives under the supervision of the Board of Directors.

The Executive Council shall carry out the purpose and objectives of the organization by approving the transactions of its business in accordance with the approved By-laws and established policies.

Section 3: The association will conduct as a minimum one function and one activity per year.

ARTICLE IV

MEMBERSHIP

Section 1. Membership in the Sergeants Major Association shall be voluntary and open to all who encompassed the classes enclosed in section two (2); regardless of race, color, sex, religion, age, disability, national origin, or creed.

Section 2. Members in the Association shall consist of five (5) classes, as follows: **Charter Member, Regular Member, Life Member, Associate Member, and Honorary Member.**

A. CHARTER MEMBERSHIP: Any regular or life member joining the Association within 30 days of the date of approved authorization to operate.

B. REGULAR AND LIFE MEMBER: Any member holding the grade of E9, or who held the duty position and served in that titled position prior to the institution of the E9 grade on 1 April 1959, and any E9 who served or is serving honorably in any branch of the United States Armed Forces shall be eligible for membership in the Association.

An applicant for membership shall file with the Association Adjutant, accompanied by payment in full. Becoming a Regular or Life member on approval of the application by the Adjutant. No applicant, having made proper application and possessing the foregoing qualification shall be denied membership in the Association, however that the Board of Directors may, in its discretion, refuse membership to any applicant who, at any time during or since their service, had been guilty of conduct unbecoming a member of the Sergeants Major Association.

C. ASSOCIATE MEMBERS: Associate membership may be granted to any person not meeting membership requirements who has contributed significantly to the support of Sergeants Major Association in the accomplishment of its mission. Applications for association membership are subject to the approval of the Board of Directors and members vote.

Section 3. Voting Privileges: Charter, Regular and Life Members of the Association shall be entitled to one vote on each matter submitted to the vote of the membership.

Section 4. Termination of Membership: The name of any member may be stricken from the roll of members:

- A.** Upon written resignation of a member, accepted by the Board of Directors present
- B.** Upon direction of the Board of Directors, based on non-payment of dues or assessment, or on any reason which would warrant refusal of membership to a new applicant.
- C.** The Board of Directors, by affirmative vote of two-thirds of the members of the board, may suspend or expel a member for cause after a hearing by the Board of Directors.
- D.** Upon receiving notification of member being deceased.

Section 5. Dues: Dues for all members shall be fixed by the Board of Directors.

- A.** The Board of Directors sets annual dues. Expiration date will be one year after joining or renewal. If deemed necessary, the chapter may submit a motion to the body and vote to increase dues for operating expenses such as fundraiser, or education events.
- B.** Life Membership. Any new member or current regular member in good standing can obtain life membership. Life membership dues may be paid in four (4) installments.

ARTICLE V

OFFICERS AND GOVERNING BODY

The executive board shall have the authority to act on behalf of the body on matters submitted by the president between meetings, but shall not act on any matter submitted where the body has previously acted upon. In these occurrences all action taken by the executive board shall be communicated to members for transparency and clarification.

EMERITUS

The emeritus title is conferred on an officer who has been honorably discharged from active professional duties with the Sergeants Major Association, but retaining the honorary title of the office before relinquishment. The honor remains a mark of distinguished service, awarded only to a few. It is used when a person of distinction hands over the position, enabling their former designation to be retained in their title, for example "President Emeritus." The term emeritus does not necessarily signify that a person has relinquished all the duties of their former position, and they may continue to exercise some of them as required by the organizational requirement.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The officers of the Association shall be President, Vice President, Adjutant, Treasurer, and such other officers shall compromise the ***Executive Council of the Board of Directors.***

Section 2. *President:* The President shall be the principal executive officer of the Association and shall in general, supervise and control all business meetings.

The successive terms. All appointed officers shall be appointed for one term, however, there shall be no limit as to the number of their successive appointments

The President will:

- A. Represent the Association at all functions in which the Association is invited to participate.
- B. Introduce events, which the Association is sponsoring.
- C. Preside as host at all Association Functions.
- D. Make presentations on behalf of the Association.
- E. Appoint and fill vacancies of all ad Hoc or special committees.
- F. Participate in activities that will enhance the status of the Association and its members.

Section 3. *Vice President:* The Vice President assumes the duties of the President in the absence or incapacity of the President and performs such other duties as the President may assign. The Vice President will supervise the chairman of the membership.

Section 4. *Adjutant:*

The Adjutant will:

- A. Keep the minutes of all meetings of the association and of all meetings of the Board of Directors.
- B. See that all notices are duly published in accordance with the provisions of the bylaws or as required by law.
- C. Be custodian of the records and documents executed by the Association pursuant to proper authority.

D. The adjutant will submit copy of minutes to the Director of Family and Morale Welfare and Recreation.

E. Perform other duties as may be directed by the President.

Section 5. *Treasurer:*

The Treasurer will:

A. Give bond for the faithful discharge of such duties in such sum and with such surety or sureties as the Board of Directors shall determine.

B. Have charge of and be responsible for all funds and securities of the Association; receive and give receipts for monies in the name of the Association in such bank, trust companies, or the Board of Directors shall designate other depositories as from time to time. The treasurer is authorized to obligate and disburse monies, not to exceed \$100.00 for normal expenditure (i.e., stamps and envelopes) without prior approval, such action to be brought before the Board of Directors at the next regular meeting for ratification.

C. The Treasurer shall perform all duties assigned to the Treasurer by the President or the Board of Directors.

D. The Treasurer shall be required to submit a monthly and annual financial report for review by the members and published in the historical archives.

E. The treasurer will submit an annual financial report and audit to the Director of Family and Morale Welfare and Recreation.

F. The treasurer will work with Finance Committee to maintain the 501C-3 status.

Section 6. *Directors:* The Board of Directors shall consist of nine (5) Directors, who shall be elected and so certified at the Annual Banquet, and who shall assume office with the Board of Directors, which is elected during the Banquet.

A. Directors shall be elected for a term of two (2) years.

B. Each director shall serve not more than two (2) consecutive two-years terms as Director, but may again be elected a Director following an interval of one (1) year after completing such two (2) consecutive terms.

Section 7. *Appointed Officers:*

A. *Chaplain:*

Chaplain of the Association is to be appointed by the Board of Directors to serve permanently in this capacity. The Chaplain will conduct the memorial service at the annual Banquet and carry out such duty's incidental to this office.

B. Historian:

The Historian shall maintain close liaison with the curators of the local museums. A Historian shall be appointed by the Board of Directors for an unspecified term and shall be responsible for maintaining custody of all historical records, documents, and memorabilia acquired by the Association. The Historian, shall compile from those records or other authentic sources a written historical narrative of the history of the Association and its activities and accomplishments, and provide it to the Board of Directors at the annual Banquet.

The Historian shall be a member of the Board of Directors, *without vote*, and apprise the Board on those pertinent matters concerning the Sergeants Major Association history.

C. Membership Chairman:

The membership chairman shall be appointed by the Board of Directors for an unspecified term and supervised by the Vice President.

- a. The membership chairman is responsible for maintaining an accurate roster of all the current members.
- b. Work hand in hand with the adjutant, and web-master.
- c. Send application letters to prospective candidates.

D. Sergeant-at-Arms:

The Sergeant-at-Arms, is appointed by the President and shall be custodian of the National colors, Association Flag, and other heraldry items of the Association; and will ensure that each are properly displayed during meetings or other occasions as required. The Sergeant at arms is responsible for establishing, equipping, and training honor and color guards representing the Association.

E. Publications Editor/Webmaster:

The President shall appoint a Newsletter editor for an unspecified term *and a member of the Board of Directors, without vote*. The Editor shall be under the direct supervision of the President.

ARTICLE VII

ELECTIONS AND VOTING

Section 1. Election and Term of Officers:

A. Election Committee:

At least thirty (30) days before the election the Election Committee shall provide the Adjutant with a list of nominees. If at that time, there is an insufficient number of nominations, the President may appoint a nomination committee to provide such additional candidates as may be necessary to fill each vacancy. At a meeting of the members of the Association, nominations for Directors will be introduced. On the day fixed for the election, a ballot listing the names of the nominees will be distributed to eligible members who may cast their vote. The Election Committee shall tally the votes; promptly announce the winning candidates; file the votes in the records of the Association.

B. Officers:

The Executive Council shall be elected for a term of two (2) years.

C. Effective date:

The effective date for commencing term of office for Directors/Officers will be the first day of January, each year, terminating the last day of December, each year.

Section 2. Vacancies:

Any vacancies shall be filled by the Executive Council for the unexpired portion of the term, all vacancies should be considered to exist under the following conditions:

Section 3. Removal

Any officer or agent elected or appointed may be removed by the Board of Directors whenever, in its judgment, is in the best interest of the Association.

ARTICLE VIII

STANDING COMMITTEES

Section 1. Standing Committee: The chairman of all standing committees shall be appointed by the President. All others committee members shall be appointed by the chairman unless otherwise presented herein.

Section 2. Special Committee: The President or the Board of Directors may appoint special committees when deemed necessary for proper administration of Association affairs.

ARTICLE IX

FINANCE

Section 1. Finance Ways and Means Committee: The President shall appoint this Committee. Their duty is to provide methods to raise revenue for carrying on the business of the Associations. The committee is a governing body that is charged with reviewing and making recommendations for the association budget. Because the raising of revenue is vital to carrying out operations, such a committee is tasked with finding the ways and means with which to raise that revenue with the approval of the Board of Directors. The committee shall examine and make known to the President and members its recommendations for any request for funds over and above the items provided for by the budget.

The committee assists in establishing the Associations budget based on revenue projections and allocates dollars to individual fund-raising events. The directors are responsible for creating budget estimates that are based on the Association's strategy, goals, and resources that are allocated to support those goals.

Section 2. Bills, Obligations, Accounts, and Investments: All bills or obligations of the Association shall be paid for by the Treasurer of the Association upon approval by the President and Adjutant of the Association. Checking accounts, Time deposits, and Investments shall require the signature of the President, Adjutant, and Treasurer.

A. Any member, person, or agent will incur no liabilities or obligations against the Association, unless authorized by vote of the Board of Directors in session. Any negotiation involving a donation, or expenditure may be challenged by one or more members upon submission of any official complaint to the Board of Directors.

B. The Board of Directors shall not incur any liabilities and/or obligations in excess of net capital on hand unless authorized by two-thirds vote of the members at a special meeting held for the special purpose of overextended finances.

C. The Finance Ways and Means Committee is responsible for purchasing and maintaining insurance coverage as required

Section 3. Expenditure: The Treasurer is authorized to obligate and disburse monies, not to exceed \$100.00 for normal expenditures (i.e., stamps and envelopes) without prior approval from the Board of Directors.

Section 4. Compensations: No compensation shall be authorized unless pre-approved by a majority vote of association members.

ARTICLE X

TAX

The tax identification number is **562121721**. Tax will be filed annually with the Internal Revenue Service.

- A.** The Association treasurer is responsible for keeping the records and maintaining the 501C-3 status.
- B.** The treasurer will also send appropriate paper works to the Director Family and Morale, Welfare and Recreation (DFMWR).
- C.** The Government will not be held liable of any taxes incurred by this organization.

ARTICLE XI

INSURANCE COVERAGE

Section 1. The Association will purchase Liability insurance and or Fidelity Bonding when conducting events on the installation.

- A.** That this organization, while conducting a special event on Fort Bragg agrees to indemnify and hold harmless the United States of America, Department of the Army, Military Community of Fayetteville, and their agent, servants, and employees, from any liability for any and all claims, demands, rights, liens, and causes of action whatsoever kind and nature arising out of the organization's operation or activities on Fort Bragg.
- B.** The association will not be responsible for accident or death of any member or individual while performing at association events.

ARTICLE XII

MEETINGS AND QUORUMS

Section 1. Meetings of the Executive Council shall be held at the call of the President, telephonically or by assembly at a designated location.

Section 2. Meeting of Directors:

- A.** Special meeting of the Board of Directors may be called by the President or at the request of any five (5) Directors.

B. Five (5) Directors present a quorum and a majority vote establish approval of directors that are present.

Section 3. General Membership:

At the general membership meetings, members present in person at duly scheduled business meetings shall constitute a quorum. Voting at meetings of the members shall be eligible member who are present.

Section 4. Order of Business:

1. Open meeting (Invocation, Pledge of Allegiance, and Moment of Silence)
2. Read and approve/amend and approve the minutes of the previous meeting.
3. Officers, Board, and Standing Committee reports.
4. Special Committee Report.
5. Unfinished Business.
6. New Business.
7. Programs
8. Good of the order
9. Adjournment

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January in each year and end the thirty-first day of December in each year and it will continue to operate under these bylaws.

ARTICLE XIV

DISSOLUTION

If the Organization dissolves, all funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The balance of these assets will be disposed of as determined by the membership.

President Full Name

Adjutant Full Name