

AMENDED

BY-LAWS OF THE DELAWARE CHAPTER

Association of the United State Army

ARTICLE I: TITLE

This organization is chartered under the authority of the Association of the United States Army and shall be known as the Delaware Chapter of the Association of the United States Army.

ARTICLE II: AIMS AND OBJECTIVES

The aims and objectives of the Delaware Chapter of the Association of the United States Army shall be wholly educational, literary, and community oriented. Its purpose is the promotion and dissemination of knowledge about the Army. By local action, we seek to further the aims and objectives of the Association of the United States Army.

ARTICLE III: REGIONAL AREA

SECTION 1: REGION. The regional area encompassed by the Delaware Chapter of the Association of the United States Army shall include all of the State of Delaware, including the counties of Kent, New Castle, and Sussex, and all cities and communities therein.

SECTION 2: SUBCHAPTERS. The Chapter President may, with the approval of a majority of the membership assembled, establish subchapters. Due to the size and demographics of the State, however, no subchapters are anticipated for the foreseeable future.

ARTICLE IV: MEMBERSHIP

SECTION 1: ELIGIBILITY AND CLASSES. Membership in the Delaware Chapter of the Association of the United States Army shall be open to all persons residing in, or with place of business in, or membership in an Active, Guard or Reserve unit in, the State of Delaware, and who subscribe to these by-laws. Former residents who move out of state and chose to retain membership in the Delaware Chapter may do so. Types of membership shall include General, Life, and Associate. The Delaware Chapter may institute honorary memberships but such memberships will not be carried as such on the national rolls. National sustaining member companies may not be members of this chapter, but national sustaining member designees will be accepted as members. Corporate members will be affiliated with the chapter and corporate member designees will be enrolled as chapter members.

SECTION 2: TERMS OF MEMBERSHIP. Membership in the Delaware Chapter of the Association of the United States Army shall remain in force so long as the member

remains current by payment of dues to National, and maintains good standing with and meets the additional requirements of the Delaware Chapter as approved by the national headquarters.

ARTICLE V: OFFICERS

SECTION 1: COMPOSITION AND ELIGIBILITY. The officers of the Delaware Chapter of the Association of the United States Army shall consist of a president, a first vice-president, a vice-president for noncommissioned officers (NCO) and enlisted affairs, a vice-president for membership, a secretary, and a treasurer. The president shall be elected or approved by a majority vote of the membership assembled. The vice-presidents, secretary, and treasurer are appointed by the president. Other officers may be appointed by the president as necessary. Members of the active military service or National Guard or Army Reserve personnel on extended active duty may hold elected office in this chapter with the advice and consent of their ethics advisor.

SECTION 2: BOARD OF DIRECTORS. The board of appointed directors shall consist of five to seven members, appointed by the chapter president with the approval of the majority of the membership assembled. The board of directors should include, at minimum, at least one senior active or retired member of the Delaware Army National Guard, at least one senior active or retired member of the United States Army Reserve units located in Delaware, one retired officer of the active army, one retired noncommissioned officer of the active army, and a corporate member. If possible, each county of the state should be represented among the members of the board of directors. The president and vice-presidents of the Delaware Chapter shall serve as ex officio members of the board of directors. The board of directors shall meet not less than twice per annum.

SECTION 3: EXECUTIVE COMMITTEE. The executive committee shall consist of the president, vice-presidents, secretary, treasurer, immediate past president, and one corporate member.

SECTION 4: STATUS AND POWERS. The board of directors shall be advisors to the executive committee of the Delaware Chapter, and all governance will be in accordance with the by-laws of the national association and the by-laws of the Delaware Chapter. The executive committee will meet bi-monthly at the call of the president.

SECTION 5: TERM OF OFFICE. Officers elected shall serve a term of two years, and are eligible for re-election to the same position only once. At the discretion of the board of directors, elections may be staggered so that not all officers change at the same time. In the event a special election is required to replace an officer who is unable to complete his or her term, the newly elected officer shall complete the term of the officer he or she replaced after which time the officer will be subject to the regular election cycle. An officer serving a truncated term such as this is not barred from serving two full terms as described above.

SECTION 6: DUTIES OF OFFICERS.

a. President: Principal executive officer of the chapter, and Presides at meetings of the Executive Committee and at general membership meetings. Appoints, in consultation with the Executive Committee, any non-elected officers and committee chairpersons, and is responsible for ensuring a sound organization and effective overall chapter management.

b. First Vice-President: Assists the President in overall management of the chapter, and Presides in the President's absence. In the event the President is no longer able to serve, assumes the duties of the President until a special election can be held to elect a new President.

c. Vice-President for NCO and Enlisted Affairs: Is the principal representative of the NCO and enlisted members of the chapter.

d. Vice-President for Membership: Is the principal officer for membership maintenance and growth.

e. Secretary: Serves as primary administrative member for the chapter; maintaining minutes of all chapter meetings, responsible for reporting chapter activities to National, and posting items to the website.

f. Treasurer: Is responsible for proper receipt and disbursement of funds belonging to the chapter, safeguards funds and other assets, maintains the necessary accounting records and prepares and submits financial reports as outlined in the chapter administrative procedures. May prepare written procedures governing financial administration for approval by the Executive Committee. Will submit to the treasurer at the national association (AUSA) on forms provided by the national headquarters, financial reports covering the calendar year.

SECTION 7: COMMITTEES.

a. General: Both standing committees and temporary committees shall be appointed by the chapter president. Temporary ad hoc committees shall be appointed as needed. The chairperson of any committee may establish such sub-committees as are necessary for the issue at hand. Standing committees are permanent in nature and, when approved, may include those specified below.

(1) Programs Committee: Prepares and implements the chapter's overall plan; arranges programs for general membership meetings and other activities, and coordinates with other committees to ensure that all details, including publicity, are covered for programmed activities.

(2) Membership Committee: Develops membership drives and campaigns for new members. Develops ways and means to encourage renewals by members,

coordinates efforts to recruit and retain members, and recommends policies pertaining to membership in coordination with the Secretary.

(3) Public Affairs Committee: Obtains coverage for the Army and AUSA in local news media. Arranges interviews with out-of-town speakers for the news media. Provides media escort to chapter activities.

(4) Awards Committee: Develops and recommends to the Executive Committee policies on chapter and national individual awards programs. Prepares and forwards nominations for individual awards from National.

(5) Corporate Members Committee: Develops and implements programs for corporate member recruitment and renewal memberships. Assists the Program Committee by recommending command briefings, tours, special meetings, and outside speakers that are of special interest to the corporate community.

(6) Retiree Affairs Committee: Ensures that all eligible retirees are encouraged and given opportunity to participate in chapter affairs. Coordinates with the Retired Affairs Office at National to maintain cognizance and currency in retired benefits and programs and advises chapter membership on program details.

(7) Reserve Affairs Committee: Promotes chapter membership by Army National Guard and Army Reserve soldiers, active and retired, and acts as another voice to represent the reserve components in the community and to the news media.

(8) Nominating Committee: Recruits members who are willing and able to serve in chapter offices and prepares a slate of not less than two nominees for each office coming up for election. Presents the slate to the general membership meeting.

(9) ROTC Affairs Committee: Furthers the Junior and Senior ROTC programs by establishing means of recognizing outstanding cadets and ROTC activities. Coordinates with local high schools and colleges to support JROTC and ROTC programs. Encourages membership of Senior ROTC cadets in the Delaware Chapter, including establishment of an ROTC sub-chapter if deemed advisable.

ARTICLE VI. FINANCIAL CONTROLS.

The chapter derives its legal existence from the charter for the Association of the U.S. Army, incorporated in the District of Columbia on 5 July 1950, and operating as an educational organization exempt from Federal income taxation under the terms of Section 501 (c) (3) of the Internal Revenue Code.

Financial administration will be conducted in accordance with written procedures approved by the Board of Directors to ensure compliance with AUSA National guidance.

Public and Association Professional liability insurance coverage for the Chapter and its officers is provided by AUSA National for permitted activities of the chapters. The Chapter will not incur debts beyond its financial capacity to make payments when due. The Chapter will ensure that all required Federal, State and jurisdictional laws are met. Chapter members will not be held liable for debts of, or claims against, the Chapter.

ARTICLE VII. MEETINGS.

SECTION 1: General Membership Meetings. An annual meeting of the general membership shall be held during the first quarter of each calendar year. Chapter officers shall be elected, as appropriate, at this meeting. The officers elected will take office immediately. Other general membership meetings shall be held as deemed necessary by the board of directors.

SECTION 2: Board of Directors Meetings. Board of Directors meetings shall be held twice a year at the call of the chairman of the board.

SECTION 3. Executive Committee Meetings. The Executive Committee shall meet bi-monthly, or as deemed necessary by the chapter president.

SECTION 4. Quorum. A minimum of fifteen members present shall constitute a quorum for the conduct of business at a chapter general membership meeting.

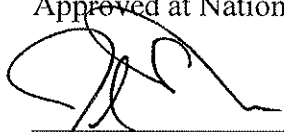
ARTICLE VIII. AMENDMENTS. These By-Laws may be amended by any general membership meeting at which a quorum is present and voting, provided advance notice of fifteen days or more of such proposed amendment has been given, and provided further that such change has been approved by the national headquarters.

ARTICLE IX. DISSOLUTION. In the event that this chapter shall cease to exist for any reason, all assets remaining after all obligations have been satisfied will be transferred to national headquarters.

These By-Laws reviewed and adopted by the Chapter executive council on May 21, 2012 for approval at the next general membership meeting.

*Original signed by Gary W. Dawsom
Chapter President*

Approved at National Headquarters on July 12, 2012.



John E. Davies
Director Regional Activities