

Draft Revision: May 20, 2009

## **PANTHER ASSOCIATION, INCORPORATED CONSTITUTION AND BYLAWS**

### **CONSTITUTION**

#### **Article I - NAME:**

The name of the Association shall be the Panther Association, Incorporated, hereinafter referred to as the Association.

#### **Article II - PURPOSE AND OBJECTIVES:**

The purpose of the Association is to establish a permanent organization to preserve and further develop the common bond which exists among soldiers who have served in the 3rd Brigade Combat Team (3 BCT)/ 505th Parachute Infantry Regiment (505 PIR), 82nd Airborne Division and its supporting units --- to perpetuate the memory of the 505th Parachute Infantry Regiment and its associated units who have died in the service of their country --- to maintain contact with members through the gathering and dissemination of information --- and to provide for their patriotic assembly in local and national reunions, thereby perpetuating the heritage and tradition of the airborne spirit for future generations. The Association shall be a non-profit organization.

#### **Article III - REGULATIONS:**

The business and conduct of affairs of this organization shall be regulated by the Bylaws and Rules of the Panther Association, which shall from time to time be amended by the Association.

## **BYLAWS**

### **Article I - MEMBERSHIP:**

#### **Section 1 - Eligibility:**

Membership in the Association is open to all officers and enlisted soldiers who have ever been assigned or attached to and honorably served with:

- a. The 505th Parachute Infantry Regiment (505 PIR)
- b. The 505th Parachute Regimental Combat Team (505 RCT)
- c. The 505th Airborne Infantry Regiment (505 AIR)
- d. Any 505th Airborne Battle Group
- e. The 555th Parachute Infantry Battalion (Triple Nickle)
- f. The Golden Brigade
- g. The 3rd Brigade, 82nd Airborne Division
- h. The 3rd Brigade Combat Team (3 BCT), 82nd Airborne Division
- i. Supporting units, attached to or under operational control, of any of the above organizations.

#### **Section 2 - Classes and Qualifications:**

- a. Class 1 - Life Members:

All Charter and Regular Members may elect to become Life Members by submitting their application with the prescribed dues to the Secretary. Such Life Members shall continue to be members for life and shall thereafter pay no further annual dues.

- b. Class 2 - Charter Members:

Charter Members are those members who have paid the prescribed dues to the Panther Association prior to 31 December 2001.

- c. Class 3 - Regular Members:

Eligible soldiers shall file with the Secretary an application for membership on

a prescribed form, accompanied by payment in full of current dues. The Board of Directors may refuse membership to any applicant who, at any time during his service, has conducted himself in a manner unbecoming of a member of the United States Armed Forces.

d. Class 4 - Associate Members:

Associate Membership is limited to the surviving spouses of deceased members of the Association.

e. Class 5 - Honorary Members:

The Board of Directors may grant Honorary Membership to friends of the Association.

**Section 3- Voting:**

Voting shall be restricted to Life, Charter and Regular Members. Voting members present at a duly announced, scheduled meeting shall be entitled to one vote on each matter submitted to the membership. The President shall cast his vote in the event of a tie. He shall be entitled to a regular vote in all elections.

**Section 4 - Suspension:**

Should the Association dues of any member remain unpaid for three months, such member shall be suspended from the Association. Any member thus suspended may be reinstated by payment of said dues.

**Section 5 - Expulsion:**

The Board of Directors shall have the authority to suspend or expel any officer or member for cause, including violations of these Bylaws, failure to perform assigned duties or for unbecoming conduct. Such suspension or expulsion shall require the vote of two-thirds of the Board of Directors at a hearing at which a member's suspension or expulsion will be considered. Notice shall be sent by certified mail at least 15 days before the hearing to the member under charge at his last known address, together with a written statement of the basis for suspension or expulsion. The member may appear at the hearing to speak on his behalf.

## **Section 6 - Condolences:**

The Association's expressions of sympathy and condolence shall be authorized for a member, a member's spouse or a member's children. The Board of Directors may also extend condolences to special friends of the Association.

## **Article II - DUES:**

### **Section 1 - Life, Charter, Regular and Associate Members:**

The Board of Directors will set dues for members. As previously stated, the Association is a non-profit organization.

### **Section 2 - Honorary Members:**

Honorary Members are exempt from paying dues.

### **Section 3 - Payment:**

All dues are payable by 1 January of each year and shall be for the ensuing year.

### **Section 4 - Refunds:**

No dues or fees shall be refunded to any member whose membership terminates for any reason.

## **Article III - BOARD OF DIRECTORS:**

### **Section 1 - Board Members:**

a. Elected Officers to the Board of Directors, serving a term of two years, with vote:

- (1) President.
- (2) Vice President.
- (3) Secretary.
- (4) Treasurer.

b. Other Members of the Board of Directors, with vote:

- (1) Director representing the 505 RTC Association.
- (2) Director representing the 555 PIB (Triple Nickle) Association.
- (3) Director representing the Golden Brigade Association.
- (4) The Commanding Officer of the 3 BCT/505 PIR (active duty).
- (5) The CSM of the 3 BCT/505 PIR (active duty).
- (6) The Honorary Colonel of the Regiment.
- (7) The Honorary CSM of the Regiment.

NOTE: When it becomes necessary to replace a Director, the Nominating Committee will select a candidate or candidates to serve as Director at Large. Names will be submitted for election directly to the General Membership at the Association's annual meeting, held in conjunction with the Division Association's National Convention. Thereafter, the Directors at Large will serve a term of two years.

c. Vice Presidents for Individual Membership, without vote: The six Battalion CSMs of the 3 BCT/505 PIR (active duty).

d. Advisors to the Board of Directors, without vote:

- (1) The Immediate Past President of the Panther Association, as an ex-officio member of the Board.
- (2) The Military Liaison Officer, designated by the Commanding Officer of the 3 BCT/505 PIR (active duty).

e. Appointed Officers may be named by the President to the positions described below. They shall serve on the Board of Directors for an unspecified term, without vote (unless they are also duly elected members of the Board):

- (1) Chaplain.
- (2) Historian.
- (3) Quartermaster.
- (4) Legal Counsel.
- (5) Sergeant at Arms.
- (6) Military Assistant to the Secretary, designated by the Commanding Officer of the 3 BCT/505 PIR (active duty).
- (7) Newsletter Editor.

(8) Web Master.

f. The above persons will constitute the Board of Directors. The property and business of the Association shall be managed and controlled by this Board.

**NOTE: All members of the Board of Directors must be current members of the Panther Association.**

### **Section 2 - Method of Elections:**

a. Elections will take place, as necessary, at the annual General Membership meeting of the Panther Association. Officers and Directors at Large shall be elected to the Board of Directors for a period of two years. See Article VI, Elections and Voting.

b. In the case of a unexpected vacancy on the Board of Directors, the Board shall have the authority to appoint a replacement to serve until the next General Membership meeting.

### **Section 3 - Eligibility:**

Any active member in good standing in the Panther Association shall be eligible for nomination, election or appointment as a member of the Board of Directors.

### **Section 4 - Removal:**

The Board of Directors may remove any Officer or Director elected by the General Membership or selected by the Board of Directors in accordance with these Bylaws whenever, in the judgement of the Board, the best interest of the Association would be served. The Board shall have the authority to appoint a replacement to complete the remainder of his term.

### **Section 5 - President:**

a. The President shall be the principal executive officer of the Association. He shall preside at all meetings and shall be the Chairman of the Board of Directors. He shall, in general, supervise and control all of the business and affairs of the Association.

- b. He shall issue the call for all regular and special Board meetings.
- c. He shall appoint the standing administrative personnel and committees, and shall act as an ex-officio member of each committee. He shall insure that these committees function and shall call for regular committee reports.
- d. He shall insure that elections are held in accordance with these Bylaws.
- e. He shall support and cooperate with the President and Executive Director of the 82nd Airborne Division Association.

**Section 6 - Vice President:**

- a. The Vice President shall assist the President in the execution of his duties.
- b. In the absence of the President, he shall assume the full duties and responsibilities of the President.

**Section 7 - Secretary:**

- a. The Secretary shall be under the supervision and direction of the President, and shall act as liaison between the Panther Association and the 82nd Airborne Division Association.
- b. He shall have the responsibility of preserving records of the Association, committee reports, lists of officers and attendance records. He shall maintain a current roster of all members of the Association, to include addresses and telephone numbers.
- c. He shall keep a detailed record of Association receipts and shall collect all monies due the Association, turning such funds and records over to the Treasurer.
- d. He shall give written notice of all Board meetings, together with the agenda, to members of the Board not less than 30 days prior to the scheduled meeting date.
- e. He shall maintain accurate records of the dates and places of all meetings and activities held by the Association.

- f. He shall have charge of all books of the Association.
- g. He shall have a copy of these Bylaws at each General Membership and Board of Directors meeting.

**Section 8 - Treasurer:**

- a. The Treasurer shall be bonded for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine.
- b. He shall have charge of and be responsible for all funds and securities of the Association.
- c. In conjunction with the Secretary, he shall receive and give receipts for monies due and payable to the Association. He shall deposit all such monies in the name of the Association.
- d. He shall keep the financial records of the Association in ledger form, showing receipts and disbursements.
- e. He shall make proper disbursements of monies, as prescribed by the Board of Directors.
- f. All expenditures must be authorized by the President. All expenditures over \$200 must be authorized by a majority of the Board of Directors.
- g. He must not be an active duty member.

**Section 9 - Military Liaison Officer:**

- a. The Military Liaison Officer is the primary point of contact between the active duty 3rd Brigade Combat Team/505th Parachute Infantry Regiment and the Panther Association.
- b. He will exchange information between these groups, attend meetings and perform other related duties, as directed by the President.

**Article IV - MEETINGS:**

## **Section 1 - Meetings of Members:**

- a. A meeting of the Board of Directors will be held at a time and place designated by the President, normally during the 82nd Airborne Division's Annual All American Week at Fort Bragg, NC.
- b. A General Membership meeting will be held annually, normally in conjunction with the National Convention of the 82nd Airborne Division Association.

## **Section 2 - Order of Business:**

- a. The order of business at meetings shall be as prescribed in the Standard Code of Parliamentary Procedure, as revised by the American Institute of Parliamentarians, 3rd Edition, by Alice Sturgis.
- b. The President, or other Presiding Officer at meetings, shall make rulings regarding proper parliamentary procedures.
- c. All motions submitted to the Board of Directors at the General Membership meeting must be in writing, unless their is unanimous consent of the voting members present to waive this requirement.
- d. In addition, all meetings of the Panther Association shall include an Opening Prayer and the Pledge of Allegiance to the Flag.

## **Section 3 - Special Meetings:**

Special meetings may be conducted as needed.

## **Article V - COMMITTEES:**

### **Section 1 - Standing Committees:**

The President is authorized to appoint the following standing committees:

- a. A Membership Committee.
- b. A History Committee.
- c. A Audit Committee.
- d. A Bylaws Committee.

## **Section 2 - Special Committees:**

The President is authorized to appoint the Chairman and members of a Special Committee, when it is deemed necessary for the proper administration of Association affairs.

## **Article VI - ELECTIONS AND VOTING:**

### **Section 1 - Nominating Committee:**

The President shall appoint three members from the Board of Directors to serve on the Nominating Committee:

- a. The Immediate Past President of the Association shall be the Chairman of the Nominating Committee, if he is then a serving member of the Board of Directors.
- b. The names of those serving on the Nominating Committee shall be announced at the Board of Directors meeting held during All American Week at Fort Bragg, NC.
- c. Any member of the Association may make recommendations to the Nominating Committee.

### **Section 2 - Submission of Slate:**

- a. The Nominating Committee shall select a slate of nominees for each position on the Board of Directors for which a vacancy exists or will occur as a result of expiration of the term of office.
- b. The Committee will assure the eligibility of the nominees and shall also obtain the consent of each nominee prior to submitting his name as a candidate.
- c. The Committee shall submit this slate of candidates directly to the General Membership at their annual meeting, held in conjunction with the Division Association's National Convention.

### **Section 3 - Voting:**

- a. Prior to taking a vote, additional nominations may be made from the floor.
- b. Each voting member present will be provided a ballot, with the names of the nominees for each office recommended by the Nominating Committee. There will be sufficient space on the ballot for the names of additional candidates nominated from the floor or for write-in candidates, so that members may cast their vote by secret ballot.
- c. Candidates receiving the majority of votes shall be declared elected members of the Board of Directors.

## **Article VII - FINANCE:**

### **Section 1 - Fiscal Year:**

The Fiscal Year of the Association shall run from January 1 through December 31, each year.

### **Section 2 - Association Funds:**

The Association funds shall consist of monies received from dues, fees, contributions and the sale of merchandise. The Board of Directors may approve other sources, as necessary.

### **Section 3 - Use of Funds:**

- a. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall incur to or be distributed to individual members of the Association, except as provided herein.
- b. The Board of Directors may authorize paying the reasonable cost of suitable recognition awards for the 3 BCT/505 PIR:
  - (1) Non-Commissioned Officer of the Year
  - (2) Trooper of the Year
  - (3) Jumpmaster of the Year
  - (4) Lieutenant of the Year
  - (5) Medic of the Year

#### **Section 4 - Compensation for Services Rendered:**

No officer or member shall be compensated for services rendered to the Association.

#### **Section 5 - Reimbursement:**

The Board of Directors may approve reimbursement for reasonable and necessary expenses incurred by members engaged in authorized business for the Association.

#### **Section 6 - Budget:**

The Board of Directors shall adopt in advance of the next Fiscal Year an annual operating budget covering all planned activities of the Association.

#### **Section 7 - Audit:**

The accounts of the Association shall be audited annually and completed within 30 days of the end of the Fiscal Year by at least three members of the Audit Committee, who shall provide a report to the Board of Directors at the General Membership Meeting.

### **Article VIII - AMENDMENTS:**

Amendments to the Constitution or Bylaws may be proposed to the Board of Directors by any Board member or by a petition in writing from any voting member. If such amendment is approved by the Board of Directors by majority vote, it shall be published to the membership in the Association's Newsletter or on the Association's Website not more than 90, nor fewer than 30 days prior to the next General Membership Meeting. Final adoption of such amendment shall require the affirmative vote of a majority of the quorum present at a General Membership Meeting.

### **Article IX - DISSOLUTION:**

#### **Section 1 - Determination to Dissolve:**

If for some reason, the Association ceases to be an effective, functioning organization, it may be dissolved by majority vote of the Board of Directors. If there is no functioning Board of Directors, the decision may be made by the President, acting alone.

## **Section 2 - Disposition of Funds and Property:**

If the Association is dissolved, disposition of the Association's assets will be made as follows:

- a. All accounts payable will be paid to the extent funds are available. If there are remaining monies, they will be contributed to the 82nd Airborne Division Historical Society.
- b. All memorabilia, awards, books, colors, guidons, records, rosters, trophies and all other related items will be contributed to the 82nd Airborne Division Historical Society.
- c. Any remaining property, which has no historical value, shall be sold at the best price available and the proceeds contributed to the 82nd Airborne Division Historical Society.

This Revised Edition of the Constitution and Bylaws was approved at the Panther Association General Membership Meeting held at the 82nd Airborne Division Association National Convention in Indianapolis, Indiana on August \_\_, 2009.