



8th Battalion 4th Artillery Association

<http://www.8th-4th-arty.com>

Vol 1, Issue 8
April 30, 2006
Dan Hafeman, Editor

News From The Battalion

INSIDE THIS ISSUE

- Invitation from the chairman - By Larry Martin
Reunion Registration - By Larry Martin
Proposed By-Laws (Will be voted on at Reunion) -By Brian O'Neill

Dear Fellow Veterans,

The reunion of the 8th Battalion, 4th Artillery, will be held August 10-13, 2006, in Lawton, Oklahoma. We have two fun filled days planned with plenty of time for all of us to get reacquainted, dedicate our memorial, and to hash over old war stores.

As with past reunions, our "headquarters" will be the Best Western Hotel and Convention Center (Formerly the Howard Johnson's.) Right now we have 70 rooms reserved at a discounted rate of \$73.00 + tax, per night. If you would like to reserve a room, their toll free number is 800-359-0020. Be sure to tell them you are with the 8/4 group. Reservations should be made as soon as possible. There are other motels in the area with rooms available, in the event the Best Western is booked when you call.

We will be dedicating our memorial on Friday morning, the 11th of August. A preliminary schedule for the day would be as follows: Dedicate the memorial, lunch in an Army dining facility, (formerly a mess hall,) tour of the old Post, then return to the hotel for our business meeting prior to the poolside dinner. Bill Kindt and Joe Talley have a day of activities planned for us on Saturday, the 12th of August. (Ft. Sill is now a closed post, so everyone will need a photo ID in order to gain access to the post.)

The reunion committee has been working hard to make sure this reunion will be one to remember. We hope that each and every one of you will come and bring your families. Should you have any questions, please contact one of the following:

Joe Talley
13 NW 69th Street
Lawton, OK 73505
580-536-0365
580-695-3646
joearta@swbell.net

Bill Kindt
2302 NW Ivanhoe Pl.
Lawton, OK 73503
580-357-8782
arkrwk1985@sbcglobal.net

Larry Martin
2316 Firethorn Lane
Champaign, IL 61822
800-552-3228 x.5679
217-417-0143
llmartin@herffjones.com

Terry Johnson, Gary Green, and Michael Minor are also member of the reunion committee. They will be working behind the scenes to get things done.

8th Bn, 4th Arty
By Daring Deeds
August 10-13, 2006
Reunion Registration

Name: _____ **Date:** _____

Address: _____

City: _____ **State:** _____ **Zip:** _____

Phone: (Home) _____ **(Office)** _____

I am registering myself (member) and the following individuals:

Name: _____ [Member]

Name: _____

Name: _____

Name: _____

Cost per individual is \$100.00. The cost includes reunion cap, Friday breakfast, Friday lunch, Friday dinner, Saturday breakfast, Saturday dinner, and local bus transportation, administrative costs and several surprises that the committee does not want to announce at this time.

I am enclosing \$ _____

Please make all checks payable to 8th Bn, 4th Arty Association and mail this registration form along with your check to Bill Prichard no later than June 15, 2006 so the committee can firm up plans and make final reservations.

Bill Prichard
501 W Bay Street
Jacksonville, FL 32202
904-356-1306

**BYLAWS
OF THE
8TH BATTALION, 4TH FIELD ARTILLERY ASSOCIATION**

ARTICLE I-STATUS

The 8th Battalion, 4th Field Artillery Association (the ‘Association’) is an unincorporated non-profit association organized under the Texas Uniform Unincorporated Non-profit Association Act as amended.

ARTICLE II – PURPOSE

The purposes of the 8th BATTALION, 4th FIELD ARTILLERY ASSOCIATION (here after “The Association”) are:

- 1. To honor and preserve the memory of those veterans of the battalion and veterans of the United States military who gave their lives in service to their country during the Vietnam conflict;**
- 2. To promote the recognition of patriotic military service performed by its members and other veterans of the United States military during the Vietnam conflict;**
- 3. To promote the historical study of the activities of the battalion and the United States military during the Vietnam conflict;**
- 4. To locate veterans who served with the battalion during the Vietnam conflict;**
- 5. To sponsor internet web sites providing public information regarding the participation of the battalion during the Vietnam conflict;**
- 6. To conduct periodic reunions of the veterans of the battalion;**
- 7. To promote the communication and exchange of information among its members;**
- 8. To perform such other lawful activities related to the foregoing purposes of the Association.**

ARTICLE III-POWERS OF THE ASSOCIATION

The Association shall have the following powers:

1. To the extent not prohibited by law, all powers available to non-profit corporations under the Texas Nonprofit Corporation Act, as well as all implied powers necessary and proper to carry out the Association’s express powers and purposes, provided however, that enumeration of powers set forth in this section will not limit the Association’s general or implied powers or any additional powers provided by law.

2. To purchase and acquire materials, supplies, and services related to the functions of the association, provided however, that there shall be no power or authority to compensate Board members, officers, committee members, except to the extent of reimbursement for reasonable expenses incurred in performance of their duties on behalf on the Association.

ARTICLE IV - OFFICES

Section 1. The registered office of the Association shall be located at 100 Gina, Amarillo, Texas, 79118, and the agent therein and in charge thereof, upon whom process may be served, shall be Charles White.

Section 2. The Association may also maintain such other offices within or without the State of Texas as the Board of Trustees may from time to time determine.

ARTICLE V - MEMBERS

The association shall consist of any veteran of the 8th Battalion, 4th Field Artillery who was assigned or attached to the battalion during the period March 1, 1967 through November 15, 1971 and who otherwise has qualified as members pursuant to these By-Laws. The Board of Trustees shall have the power to fix and revise the qualifications for membership, annual membership dues, and to fix or establish late fees for non-payment, special assessments or other charges which shall be due from the members.

Section 1. Full Membership. Full membership shall be open to any battalion member as described above. Member shall be required to pay annual dues in the initial amount as determined by the Board of Trustees. Membership rights, including the right to vote, shall be suspended if dues are not paid within 30 days after the due date for said dues (period of "Probation"). Full membership rights of a member in probation shall be restored immediately after said dues are paid.

Section 2. Associate Membership. Associate membership is available to any individual person upon payment of such dues determined by the Board. Associate members shall not be entitled to vote, but shall have all of the other rights and privileges accorded to full members. Associate members may not serve on the Board of Trustees, but may serve as members of special committees.

Section 3. Honorary Membership. Honorary membership without voting rights may be granted by the Board of Trustees by simple majority vote.

ARTICLE VI - TRUSTEES AND MEETINGS

Section 1. Board of Trustees. Its Board of Trustees (referred to as the "Governing Board" in the Articles of Association and referred to herein as the "Board of Trustees" or the "Board") shall manage the activities of the Association. The number of initial trustees shall be not less than twelve (12) persons. Each Board member shall be members in good standing of the Association. Board members shall hold office for two years from election and until the next bi-annual meeting and until their successors shall have been elected and qualified.

Section 2. Bi-Annual Meeting. The bi-annual meeting of the Board for the election of trustees and officers and such other business as may come before the meeting, shall be held at association reunions or if such a reunion is not scheduled at the principal office of the Association, or at such other location designated by the President, upon thirty days (30) days notice, during the period October 1 and December 31, after the expiration of the term of Board members.

Section 3. Agenda. The agenda at the bi-annual meeting shall as determined by the President, and shall generally consist of the following items:

- (1) Call to Order.

- (2) Secretary's report and reading of minutes of prior meetings.
- (3) Treasurer's report and financial report.
- (4) Old business.
- (5) New business.
- (6) Election of board members and officers.

Section 4. Waiver of Notice. Notice of any meeting need not be given to any Board member who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the start of the meeting, the lack of notice to such Board member of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed thirty (30) days in any one adjournment.

Section 5. Action without Meeting. The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

Section 6. Meetings by Telephone or e-mail. The Board or a committee of the Board may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication such as e-mail messages by which all persons participating in the meeting are able to receive the information being sent and respond to each other. The Secretary or a designated alternate shall be responsible for recording and announcing the results of any votes taken during meetings by telephone or e-mail. The Secretary or a designated alternate shall also provide to all Board members within thirty days a written synopsis of such meetings.

Section 7. Quorum. The presence of at least six (6) members shall constitute a quorum of the Board for the transaction of business. The act of the majority of the members at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VII - OFFICERS

Section 1. Board Members. Twelve Board members shall be elected for a two (2) year term at each bi-annual meeting from among the members in good standing present at the meeting.

Section 2. Officers. At the Association's bi-annual meeting, the incoming Board shall elect a president, a vice-president, a treasurer, a secretary, and such other officers, as it shall deem necessary. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged or verified by two or more officers. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority:

- (a) **President.** The president shall be the chief executive officer of the Association, shall have general charge and supervision over and responsibility for the affairs of the Association, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the Association

contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The president shall have the general powers and duties of management usually vested in the office of president of an association. The president may delegate from time to time to any other officer, any or all of these duties and authority. The president remains responsible for actions taken by the persons to whom such duties and authority has been delegated.

(b) Vice-president. The vice president shall be the de facto parliamentarian and head of the By-Laws Committee and have such other duties and possess such authority as may be delegated to the vice president by the president.

(c) Secretary. The secretary shall be the chief administrative officer of the Association. The secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep the minutes of all meetings of the Board. He shall have charge of all meeting minutes and such books and papers as the Board may direct, and he shall perform such and possess such powers as are incident to the office or as shall be assigned by the president or the Board.

(d) Treasurer. The treasurer shall maintain an interest bearing bank account for the Association. The treasurer shall have the custody of the funds and securities of the Association and shall keep or cause to be kept regular books of account for the Association. The treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the president or the Board.

Section 2. Removal. The Board, by resolution adopted by a majority of the entire Board, may remove any officers, with or without cause. The President shall fill any vacancy occurring among the officers, however caused. The term of such appointed Board members shall run until the next Association bi-annual meeting.

Section 3. Resignation and Replacement of Board Members. If a Board member resigns for any reason, The President shall fill any vacancy occurring, however caused. The term of such appointed Board members shall run until the next Association bi-annual meeting.

ARTICLE VIII - COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee is authorized to enter into any agreements necessary to organize and manage activities for the benefit of the members, or which agreements fulfill the purpose of the association.

Section 2. Standing Committees. There shall be two standing committees. These are the Nominating Committee and the By-Law Committee. The composition, duties and responsibilities of these standing committees are described below.

Section 3. Nominating Committee. The president shall, with the advice and consent of the Board, appoint a nominating committee of one or more trustees which shall recommend to the Board the names of persons to be submitted for election as officers. The Board shall elect the officers. In absence of a nominating committee, the Trustees at the annual meeting shall select the officers.

Section 4. By-Laws Committee. The By-Laws Committee shall be chaired by the vice-president of the Association and is responsible for developing, changing and up-dating the Association's By-Laws.

The By-Laws Committee shall make a report at the annual meeting. Should there be a negative report, the committee shall so report.

Section 5. Committees of the Board. The Board, by resolution approved by a majority of the entire Board, may appoint one or more committees (other than the Nominating Committee and the By-Laws Committee provided for in Sections 3 and 4 above) of one or more members. Members of such committees may be drawn from either the Board or the general membership. All committee members must be members in good standing as described in Article III, Section 3. Each committee, to the extent provided in the resolution establishing such committee, shall have and may exercise the authority of the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the association;
- (b) elect or appoint any officer or trustee, or remove any officer or trustee;
- (c) make any grants or distributions of funds; or
- (d) amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any committee with all the powers of absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

Section 7. Quorum. A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairman unless the resolution of the Board establishing such committee designates the chairman, in which case, in the event of a vacancy in the chairmanship, the Board shall fill the vacancy.

Section 8. Actions of Committee. Actions taken at a meeting of any such committee shall be kept in a record of its proceedings, which shall be reported to the Board at its next meeting following such committee meeting. When the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

ARTICLE IX - POLICIES AND PROCEDURES

The Board of Trustees may adopt policies and procedures to effectuate the purpose of these By-laws.

ARTICLE X - INUREMENT AND COMPENSATION

Compensation. No trustee, officer or person acting under authority of the corporation association shall receive any inurement, or any fee, salary or remuneration of any kind for their services

as trustees and/or officers, provided, however, that trustees, officers and persons acting under authority of the corporation association may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of expense vouchers. A member who makes expenditures or incurs expenses on behalf of the association for activities or matters previously authorized by the Board, may be reimbursed upon approval by the President and Treasurer without full Board approval, provided that the expenditure or expense conforms to the action previously approved by the Board and further provided that the reimbursement shall be subject to subsequent review and approval or disapproval by the Board.

ARTICLE XI - PROHIBITED TRANSACTIONS

The following provisions under this Article shall apply if the Board of Trustees shall, by separate written resolution, so elect to have the association be treated as a charitable organization under the Internal Revenue Code of 1984, as the same may be amended, from time to time.

Section 1. Distribution of Income. The association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1984, or corresponding provisions of any subsequent Federal tax laws.

Section 2. Self-Dealing. The association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1984, or corresponding provisions of any subsequent Federal tax laws.

Section 3. Excess Business Holdings. The association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1984, or corresponding provisions of any subsequent Federal tax laws.

Section 4. Investments. The association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1984, or corresponding provisions of any subsequent Federal tax laws.

Section 5. Taxable Expenditures. The association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1984, or corresponding provisions of any subsequent Federal tax laws.

Section 6. Political Activities. The association shall not engage in political activities or engage in political propaganda or otherwise attempt to influence legislation, nor shall the association participate or intervene in any political campaign on behalf of any candidate for public office. However, this Section shall not be construed to limit the association from advancing the causes of military veterans to the extent that such activity is a permissible activity of an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and otherwise is a lawful activity.

ARTICLE XII - DISSOLUTION

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the association but shall be distributed as the by-laws may direct in accordance with law, provided, however, that the distributions must be to another organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, or to the United States, a local government, or an instrumentality thereof.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the association shall begin on the first day of January in each year and end on December 31st.

ARTICLE XIV - ADOPTION

These By-Laws become effective upon ratification of two thirds of the general membership approving. A voting process that allows all members the opportunity to vote shall be used.

ARTICLE XV - AMENDMENTS

Amendments to these By-Laws may be proposed by the Board of Trustees, the Executive Committee or any member with voting rights.