

**THE 80TH BLUE RIDGE ARMY RESERVE ASSOCIATION,
INCORPORATED**

CONSTITUTION AND BY-LAWS

ARTICLE I

OFFICE AND NAME

“The 80th Blue Ridge Army Reserve Association, Incorporated,” a Virginia nonprofit corporation. The “Corporation,” sometimes known as “The 80th Blue Ridge Army Reserve Association” or “The Blue Ridge Association” shall have its principal office at 1319 Stoneycreek Drive, Henrico, VA 23238-4619.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives of The 80th Blue Ridge Association shall be to establish a relationship between serving, retired, former members and other associated members, military and civilian, of the former 80th Division and members currently serving in the 80th Training Command (TASS).

The purpose of the Association is as follows: to further awareness and support of the 80th Training Command, its Soldiers, civilian employees and their families; to promote the social welfare and preserve the common good and general welfare of the members of the Association; to promote the educational and patriotic advancement of its members; to disseminate information concerning the welfare and defense of the federal and state government; to further the development of a broad acquaintanceship as an opportunity for service to the civilian and military community, state and nation.

ARTICLE III

MEMBERSHIP

Section 1.

(a) Active Membership in this association shall be voluntary. Both military, civilian and spouses of personnel currently or previously assigned, attached, and/or detailed to the former 80th Division or current 80th Training Command and members who served in the 80th during WWI and WWII who have served honorably, are eligible for membership.

(b) Life Members. Members are eligible for life membership as an alternative to paying regular annual dues.

(c) Honorary Membership is available to any person not meeting the requirements of membership but who, in the opinion of the board of the Directors is entitled to membership in this association because of their position in the community or support of the purposes of the organization. They shall have all the privileges of membership, except for the right to vote, become a director or to hold office.

Section 2.

Application for Membership. Every application for membership shall be addressed to the Secretary on a form approved by the Board of Directors. Every application must contain a statement that the applicant agrees to comply with the requirements of the Articles of Incorporation and by-laws of the Association and must be accompanied by the annual dues for the class of membership of the applicant.

Section 3.

Voting Rights. The life members and active members shall be the only categories of members that have a vote in the management of the Association. Each member of the classes identified herein shall be entitled to one vote on each matter submitted to a vote of members.

Section 4.

Termination of Membership.

(a) Any member may resign from membership by giving written notice to that effect to the Secretary.

(b) Any member who fails to pay the assessed dues within sixty (60) days from the date due may, by vote of the Board, be placed in an delinquent status.

(c) The Board of Directors, by affirmative vote of the majority of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present, at any regular constituted meeting, terminate the membership of anyone who becomes ineligible for membership,

Section 5.

Membership or employment discrimination based on race, age, religion, color, sex or national origin will not be tolerated.

ARTICLE IV MEETING OF MEMBERS

Section 1.

Annual Meetings. The annual meeting of The 80th Blue Ridge Association shall be held each year at a time and place to be designated by the Board of Directors. The members attending the annual meeting may recommend to the Board of Directors their preferences for the time and place of such future annual meetings.

Section 2.

Special Meetings. A special meeting of the members may be called by the President or by the Board of Directors. A special meeting of the members may also be called by one-third of the votes entitled to be cast at such meeting.

Section 3.

Notice of meeting. Written or printed notice stating the place, date and hour of any meeting of members shall be published in the Association newsletter and delivered, either personally, or by regular mail or e-mail, to each member entitled to vote at such meeting, not less than 30 days before the date of such meeting, or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by the By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the record of the Association, with postage thereon, prepaid.

Section 4.

Quorum. The Board of Directors shall determine at each Annual Meeting, by a majority vote of those Board members present, whether an adequate representation of the membership is present to constitute a Quorum. If a Quorum, as determined the Board of Directors, is not present at any Annual Meeting of the members, the majority of the members present may continue or adjourn the annual meeting without further notice.

Section 5.

Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at the meeting at

which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by law or these By-laws.

Section 6.

Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner, as the Board directors shall determine.

Section 7.

Roberts Rules of Order shall be observed and followed in all meetings of the Association.

ARTICLE V BOARD OF DIRECTORS

Section 1.

General Powers. The Board of Directors shall manage and exercise supervision and control of all aspects of the Association to include, but not limited to, its assets, affairs, and finances. Each director will ensure that he/she maintains these legal standards in fulfilling his/her duties and responsibilities.

Section 2.

Number, Tenure and Qualification. The number of directors shall not exceed at any given time more than 20 members. All elected officers are members of the Board of Directors. The Association President is chairman of the Board of Directors. Each director shall be elected to serve for a term of two years. Directors need not be residents of the Commonwealth of Virginia but must be members of the Association. Each director shall be elected to serve for a term of two years

Section 3.

Meetings. The Board of directors shall meet as required as designated by the President upon 30 days notice. A quorum shall consist of a majority of the voting members of the Board.

ARTICLE VI OFFICERS

Elected officers of the association shall be the President, Vice President, Secretary, Treasurer and sixteen Directors. Each officer shall be elected to serve for a term of two years.

Section 1.

President - The President shall be the Chief Executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors and shall be a member (ex-officio) of all committees. The President shall have charge and supervision of the management of the affairs of the Association; shall sign and execute in the name of the Association all authorized documents or instruments for the Association; shall designate the chairman of all standing and special committee chairman. The President shall submit an annual budget to the membership of the Association; be responsible for the proper execution thereof and shall provide an annual report to the membership.

Section 2.

Vice President - The Vice-President shall assist the President and perform the duties of the President in his/her absence. He/she shall perform any duties that the President may assign. The Vice President shall serve as Chairman of the Membership Committee. Should the office of the President be vacated, he/she shall assume the duties of that office. The Board of Directors shall then appoint a successor to this office.

Section 3.

Secretary - The Secretary shall keep a record of all meetings of this association and their proceedings. He/she shall keep a record of the minutes of the Board of Directors. He/she will submit a rough draft of these minutes to the President for approval. He/she shall publish minutes of the Board of Directors meeting for the information of the General Membership. The secretary shall be responsible for administering any telephone votes and for properly entering such action and its results in an addendum to the minutes to be read at the next scheduled Board of Directors meeting. The secretary shall also maintain a current membership roster. He/she shall deliver to his/her successor all records and files of this association. If the President and Vice President are absent from the Board of Directors meeting, he/she shall call the meeting to order and preside until the election of a temporary chairman is made by the Board members.

Section 4.

Treasurer- The Treasurer shall have charge of and shall be responsible for all funds, receipts and disbursements of the Association and shall deposit or cause to be deposited, in the name of the Association, all monies in such bank as shall

from time to time be selected by the Board of Directors and shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the corporation and shall perform such other duties as may be assigned by the President or the Board of Directors; and shall account for all the Association's financial transaction in accordance with sound accounting practices. Such accounts shall be kept in books belonging to the Association and shall be available for inspection at any reasonable time by an officer or member of the Board of Directors of the Association. The Treasurer shall submit at the annual meeting of the membership an annual statement of receipts and disbursements. The Treasurer will also be responsible for filing all tax forms. The Treasurer may authorize an expenditure of funds not to exceed \$199.00. The Board of Directors or the Membership of the Association must approve expenditures of over \$199.00. All checks over \$199.00 must be co-signed either by the President, Vice President, Secretary or any Board member and the Treasurer.

Section 5.

With the exception of the office of the President whose succession is assured in this Article, vacancies occurring in any of the offices shall be filled by the Board of Directors with a majority vote of the members present and voting in a duly constituted meeting.

ARTICLE VII STANDING AND SPECIAL COMMITTEES

Section 1.

There shall be six standing committees: Membership, Annual Meeting, Public Relations, Awards, Nominating, and Finance.

Section 2.

Special committees may be created, changed, or abolished at the direction of the President.

Section 3.

Committee chairmen shall select their own committee members and submit to the President for approval. Each standing committee shall be present or be represented at every board meeting and will make a regular report, in writing, to the Board of Directors. All standing committee chairmen will submit an annual report.

ARTICLE VIII FINANCES

Section 1.

Dues.

(a). The dues of this association may be decided at the annual meeting by a majority vote of the membership present, based upon recommendation of the Board of Directors. No dues shall be refunded upon departure or reassignment of any member or any members removed from the Association.

(b). Dues shall be payable in advance on the first day of January in each fiscal year. Any member who fails to pay the assessed dues within sixty (60) days from the date due will be placed in a delinquent status. Those members whose dues are delinquent after 60 days will be removed from the active rolls. Delinquent-members who later decide to re-join the association, are not required to pay dues in arrears. New members who wish to pay and late-renewing delinquent members who wish to renew their dues between 1 October and 31 December are allowed to apply their membership to the following year to encourage membership late in the year. Annual dues for membership are not prorated on a monthly basis.

Section 2.

The association's year shall run as a calendar year. The fiscal year and the membership year shall run from January through December.

ARTICLE IX ELECTIONS

Section 1.

The Officers and Board of Directors of the Association shall be elected from and by the membership at the annual meeting for a term of two years, beginning January 1st following the Association's Annual Meeting, or until their successors are elected and qualified. Nominations for positions will be rotated every other year to ensure no more than 50% of the positions are changed in any given year. Should there be no nominations presented during any given year, officers may remain in positions beyond two years. Nominations will be accepted to fill vacancies and/or replace officers based on those positions whose incumbents have the most excessive tenure in position. The Chairman of the Nominating Committee shall maintain the status of each officer regarding their extended tenure. Should officers fail to fulfill their responsibilities or fail to attend annual meetings for multiple or consecutive years, fellow officers will vote to remove them from their positions. Officers need not be residents of the Commonwealth of Virginia but must be members of the Association.

Section 2.

All members present and in good standing shall be entitled to vote at the annual meeting.

Section 3.

The nominating committee shall recommend to the Board of Directors a list of nominees for offices within sufficient time for the Board to publish the list thirty (30) days prior to the annual meeting. Additional nominees for each office may be made from the floor at the annual meeting.

**ARTICLE X
AMENDMENTS OF THE BYLAWS**

Section 1.

Bylaws may be amended by a majority vote of the Board of Directors or the membership present and the membership present and voting in a duly constituted meeting. A member desiring to propose an amendment shall present the same in writing with his/her signature to the Secretary.