

**AERIAL ROCKET ARTILLERY ASSOCIATION
BY-LAWS**

ARTICLE I – Name & Purpose

The Aerial Rocket Artillery Association (formerly known as “Blue Max” Aerial Rocket Artillery Association), hereinafter referred to as the Association, is a National, non-profit, veteran’s organization chartered/incorporated in Alabama. It is dedicated to uniting its members fraternally, restoring close relationships and memories, providing interactive activities and services of mutual interest for all United States Army service members and/or surviving family members who were a part of the Aerial Rocket Artillery (ARA) family during the Vietnam Era, and perpetuating the ARA spirit.

ARTICLE II – Organization

Section 1. The Association is organized under the provisions of Section 501(3)(c) of the Internal Revenue Code of 1954, as amended, and will abide by all conditions therein pursuit of the purposes in Article I.

Section 2. Elected and appointed Officers/Representatives shall not receive stated compensation for their services, but the Board of Directors may authorize reimbursement for certain designated expenses incurred in the performance of their duties.

Section 3. The Association shall use its funds only to accomplish the purposes as specified in Article I above and no part of said funds shall be distributed to individual members as compensation for services provided.

Section 4. In the event of dissolution of the Association, and after discharge of all its liabilities, any remaining assets shall be given to a nonprofit organization whose purpose and objectives are similar to those of the Association. Final disposition will be determined by a majority vote of the Board of Directors or as directed by competent legal authority.

ARTICLE III – Membership

Section 1.

A. Regular Membership is expressly and primarily reserved for those who Served in the United States Army Aerial Rocket Artillery units during the Vietnam Era – including “C” Battery, 2nd Battalion/42nd Artillery, 11th Air Assault Division 1963, 3rd Battalion/377th Artillery/11th Air Assault Division from 1963 through 1965, 2nd

Battalion/20th Artillery/1st Cavalry Division from 1965 through 1971, 4th Battalion/77th Artillery/101st Airborne Division from 1968 through 1972, “F” Battery/77th Artillery 1972, 77th Field Artillery Battery (Provisional) 1971, “F” Battery/79th Artillery/1st Cavalry Division from 1971 through 1972 and 1974.

B. Associate Membership is extended to all who served or are serving, in the United States Army in units other than those Aerial Rocket Artillery units listed in Section 1. A. above including, but not limited to, C Company/1st Attack Helicopter Battalion (ABN)/ 82nd Airborne Division, C Company/3rd Attack Helicopter Battalion/3rd Aviation Regiment/3rd Infantry Division, C Company/1st Attack Helicopter Battalion/1st Aviation Regiment/10th Mountain Infantry Division, B Company/3rd Aviation Regiment/ 101st Airborne Division, and other personnel and units who have or have had close association with the Aerial Rocket Artillery Units, including E/82 Artillery/1st Cavalry Division, Air Traffic Controllers, and surviving family members of those who served with the Aerial Rocket Artillery units listed in Section 1.A. above.

C. Honorary Membership is highly reserved and may be granted to any individual who, by consensus of the Board of Directors of the Association is worthy of such recognition for his or her service to or noteworthy support of our Nation, the United States Army, Aerial Rocket Artillery and/or the Association. Honorary membership normally has neither voting rights nor any requirement to pay dues.

Section 2. Any person who considers himself or herself eligible may apply for membership. Applications will be in writing on forms provided by the Association, completed with sufficient information from which to determine eligibility (I.e., DD214, copy of old unit orders, acknowledgement or recognition by another member), and payment of the first years dues in advance.

Section 3. All members will be provided a certificate bearing their membership number and the appropriate membership designation upon acceptance of their application.

ARTICLE IV – Board of Directors

Section 1. The Association Board of Directors, hereinafter referred to as the BOD, shall be composed of the President, Immediate Past President, Vice-President, Secretary, Treasurer, Chaplain, and the Editor of the Association Newsletter (collectively “The Officers”).

Section 2. The BOD shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within limits of the By-Laws,

shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary in its ongoing work.

- (1) The BOD shall establish, operate, and maintain a Web Site for the Association and shall act as the content committee and approving authority for the Web Site.
- (2) The BOD shall designate/recognize a member in good standing to serve as the Staff Writer representing the 2/20th Artillery and “F” Battery/79th Artillery for the “SABER” (newsletter for the 1st Cavalry Division Association) and shall review and approve material for publication prior to submission.
- (3) The BOD shall serve as the content committee for the Association newsletter (“Straphanger”) and will review and approve each issue prior to publication.

Section 3. The BOD shall be authorized to adopt resolutions or to establish positions in the name of the Association.

Section 4. The BOD shall meet annually and/or more frequently as necessary.

Section 5. A quorum (one (1) more than half) must be present for a BOD meeting to be considered valid. Any motion put forth must be approved/disapproved by the majority of BOD members present, unless withdrawn.

Section 6. All meetings of the BOD will be conducted in accordance with acceptable/appropriate rules of order.

ARTICLE V – Officers, Duties, and Terms of Office

Section 1. The Association Officers, also known collectively as the Board of Directors, are the President, Immediate past President, Vice-President, Secretary, Treasurer, Chaplain and the Editor, with their primary duties as indicated below:

A. The President shall call the meeting to order at the appointed time, preside at all meetings, announce business before the assembly in proper order, state and put to vote all motions that are properly brought before the assembly, preserve order and proper behavior, decide all questions of order, and work directly with the BOD with whom all decisions will be made. Also serves as a member of the Finance Committee.

B. The Immediate Past President will serve as advisor to the current President and to the BOD. May serve as a member of the Finance Committee.

C. The Vice-President shall stand in and act for the President during his absence or incapacitation, perform duties as assigned by the President, assist other BOD members in the performance of their duties/assignments, write articles for the Association Newsletter, and promote membership in the Association. Also serves as a member of the Finance Committee.

D. The Secretary shall maintain or cause to be maintained a record of the proceedings of all meetings of the BOD and/or Association and shall see that those records are accessible to Board Members and other interested members. May serve as a member of the Finance Committee.

E. The Treasurer shall have custody of all funds and securities of the Association and shall be responsible for necessary records and accounts and shall insure that funds of the Association are handled only in the manner authorized by the BOD and in accordance with these By-Laws. Annual financial reports shall be submitted to the BOD and to the General Membership at regular meetings. Must be a member of the Finance Committee.

F. The editor shall publish the Association Newsletter quarterly (on/about the first of January, April, July and October) and other Association Publications as necessary. May also serve as a member of the Finance Committee.

G. The Chaplain shall be responsible for all religious matters pertaining to the Association

H. All Officers of the Association shall actively promote membership in the Association and maintain contact with members of the Association.

Section 2. Subject to exceptions, the term of office shall normally be two (2) years from the initial election.

Section 3. Unexpected vacancies in any office, with the exception of President and Immediate Past President, will be filled by the BOD until the next regular meeting of the membership. If the President vacates his office prior to completion of his two (2) year term the Vice-President will immediately assume that position. If the Immediate Past President vacates his office prior to the completion of his two (2) year term that position will remain vacant until the current President completes his term.

Section 4. Resignation from any office must be in writing and will be accepted upon receipt (or at time of notification by phone or electronic means, followed up by formal written notification).

ARTICLE VI – Administrative and Financial Provisions

Section 1. Minutes of Meetings, Books and Records: The Association shall keep correct and complete books and records of accounts, minutes of the proceedings of the BOD, and other such records as may be necessary and/or advisable.

Section 2. Deposits, Receivables, Payables: All funds of the Association shall be deposited into such banks or other depositories as the BOD may select. Appropriate accounting, cash management, and auditing procedures shall be established and followed.

Section 3. Checks, Drafts, Other Orders for Payment: All checks, drafts, or other orders for payment of money, notes or other evidences of financial obligation issued in the name of the Association in excess of \$1500.00 shall be signed by the Treasurer and one Officer, or two (2) Officers in the absence of the Treasurer. Negotiable instruments not in excess of \$1500.00 shall be signed by the Treasurer or two (2) Officers in the absence of the Treasurer. Officer(s) signing with or in the absence of the Treasurer shall be designated by the President and must be member(s) of the Finance Committee.

Section 4. Contracts: The BOD may authorize any Officer or Officers to enter into any contract (i.e. for the production of Association items, arrangement of Conventions/ Reunions, or similar contract requirements) and execute said appropriate agreements in the name of the Association.

ARTICLE VII – Elections

Section 1. All elections will be held during the general membership meeting normally held in conjunction with a Convention/Reunion.

Section 2. Officers will be elected from units named in Article III Section 1. Paragraph A. and may be elected to succeed themselves when their respective terms expire. The position of Editor may be filled by a volunteer having the necessary expertise.

Section 3. All members in good standing shall be entitled to vote.

Section 4. All items to be voted on by the General Membership and/or BOD will be published in the Association Newsletter, with a brief discussion, at least sixty (60) days prior to the vote being taken.

ARTICLE VIII – Meetings, Conventions, & Reunions

Section 1. Meetings/Reunions shall be held at the discretion of the General Membership and scheduled at various locations throughout the United States.

Section 2. Location and dates of Meetings/Reunions will be scheduled at the discretion of the General Membership, to be finalized no later than six (6) months prior to the anticipated date. Individual Members or Groups who would like to host, sponsor, or in any way lead the way to having a General Membership Meeting and/or a Convention/ Reunion in their area of the country should contact the Association President or Secretary directly.

ARTICLE IX – Amendments

These By-Laws may be amended, repealed or altered, in whole or in part, by a two-thirds vote of any duly organized meeting of the Association provided that a copy of any amendment proposed for consideration has been published in the newsletter or mailed to each member in good standing at his last recorded address at least sixty (60) days prior to the vote being taken. Electronic mail (e-mail) may be used if more expedient or cost efficient.

ARTICLE X – Indemnification, Liability/Non-Liability

Section 1. Every person serving as an Officer or Director of this Association and their respective heirs, executors and administrators, is indemnified and held harmless against any cost, expense, judgment and liability, including attorney fees reasonably incurred in defending any action, suit or proceeding, civil or criminal, arising out of a person's actions on behalf of the Association, providing that such actions were taken in good faith and in a manner reasonably believed to be in the best interest of the Association.

Section 2. The termination of such action, suit, or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in the best interest of the Association. This right of indemnification shall not be exclusive of any rights to which such Officer or Director may be entitled as a matter of law.

Section 3. The Board of Directors/Association may obtain insurance on behalf of any person who is or was an Officer or Director. The Board/Association may obtain insurance on behalf of a person or agent against any liability arising out of such person's status and actions on behalf of the Association, unless otherwise prohibited by law.

ARTICLE XI – Pledge of Office

I, (state name) do hereby accept the position of (office) and on my honor pledge to faithfully perform the duties of my office, and to uphold the Constitution of the United States of America and the By-Laws of the Aerial Rocket Artillery Association.

This is to certify that these By-Laws were approved and adopted at the Aerial Rocket Artillery Association Board of Directors Meeting held in Midland, Texas on April 17, 2009, as stated or amended.

**Rodger L. McAlister
President**

**Jesse L. Hobby
Vice-President**

**William B. Wilder, Sr.
Secretary**

**Larry L. Mobley
Treasurer**

**Asa R. Talbot
Editor**

Note: Original signed copies of By-Laws are maintained by the current President and Secretary.

Additional Notes:

The Association is incorporated by the Department of Revenue, State of Alabama. Larry Mobley is the designated representative of the Association. The incorporation number is 572-653. There is no requirement for annual renewal or payment of dues based on our non-profit status. For information go to Department of State, Alabama.gov.