

THE GUARDIAN REGIMENTAL ASSOCIATION INCORPORATED
CORPORATE BYLAWS

ARTICLE I

NAME

SECTION 1. The name of the organization is the “The Guardian Regimental Association Incorporated” hereinafter referred to as the “Association.” The Association is also known as and is often referred to as “The Regiment.”

ARTICLE II

PURPOSE

SECTION 1. The Association is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Association has two purposes.

First: To promote and perpetuate the heritage and history of the Southern Oregon area units of the 41st Infantry “Sunset” Division of the Oregon Army National Guard that constituted the 1-186 Infantry Regiment.

Second: To sponsor activities that support the soldiers, families, veterans, and communities associated with “Guardians” of the 1-186 Infantry Battalion, as stated in these Bylaws and the Corporate Charter.

ARTICLE III

MEMBERSHIP

SECTION 1. Voting membership in the Association is open to current soldiers, who are in good standing, of the 1-186 Infantry Battalion and their spouses. Voting membership is also open to all honorably discharged soldiers who served in the 1-186 Infantry Regiment or Battalion, in peace or in war, their spouses, or those who were married to a member of the Regiment or Battalion now deceased. Votes are cast one vote per member. The purpose of the membership vote is to present resolutions, projects, proposals, and generally the wishes of the membership to the Board. However, all decisions are the responsibility of the Board and the Board alone shall vote to adopt or reject those items presented to the Board by the membership, the staff of the 1-186 Infantry Battalion, the community, individuals, and other organizations.

SECTION 2. Non-voting “Associate” memberships are available for those people and organizations that have a support or partnership role with the 1-186 Infantry Battalion.

SECTION 3. “Friends of the Regiment” memberships are for those people who have an interest in the 1-186 Infantry Battalion or support the association's goals and objectives.

SECTION 4. Membership in the Association is subject to approval by the Board of Directors. Final authority with regard to membership eligibility rests with the Board. The Board may from time to time revise the membership eligibility by modifying these Bylaws, however, the Board may grant honorary membership to individuals or organizations that have significantly contributed to the goals of the Association through a simple

majority vote. The Board may also deny or withdraw a membership, with good cause, through a two-thirds majority vote.

ARTICLE IV BOARD OF DIRECTORS

- SECTION 1. The Board of Directors shall be composed of at least three (3) and not more than seven (7) Board members. Each member of the Board may cast one vote. In the event of a tie vote, the Chairman, or presiding Officer in the Chairman's absence, shall cast one additional vote to break the tie.
- SECTION 2. Conflicts of Interest: To prevent concern for conflicts of interest, no member of the Board may serve with any branch of the U.S. Armed Services or its reserve components while a Board member. No member of the Board may have a financial or personal interest in any vendor, subcontractor, or other organization for which the Association provides financial consideration or other support.
- SECTION 3. The Board of Directors shall elect members to serve on the Board from candidates duly nominated and seconded by the membership, the staff of the 1-186 Infantry Battalion, or the Board. Board members shall be elected by a simple majority vote of the Board.
- SECTION 4. The Board members shall be elected or re-confirmed annually for one-year terms. A Board member may be re-elected without limitation of the number of terms he/she may serve. Vacancies shall be filled as soon as reasonably possible.
- SECTION 5. A Board member may be removed, with or without cause, by a two-thirds majority of the Board members then in office at a meeting called for that purpose.
- SECTION 6. Board members shall not receive any compensation for their Board services.
- SECTION 7. The 1-186 Infantry Battalion shall appoint a minimum of three (3) and not more than six (6) currently serving soldiers who are members of the Association to serve as a non-voting Advisory Panel. The Advisory Panel shall consist of one Senior Enlisted Advisor and one Officer Advisor to the Board who will be responsible for appointing and managing the Advisory Panel. The purpose of the Advisory Panel is to communicate the needs and wishes of the 1-186 Infantry Battalion, the Association members and their families to the Board on a consistent basis.
- SECTION 8. The Board of Directors shall manage the affairs of the Association. The primary function of the Board is to manage the funds collected for use by the Association. The Board shall approve and disperse these funds within the context of the Organizational Charter and these Bylaws.

ARTICLE V OFFICERS OF THE BOARD

- SECTION 1. The Board Officers shall consist of a Chairman, Secretary and Finance Officer.
- SECTION 2. Duties of officers:
The Chairman shall preside at all official meetings and call for meetings as needed. The Chairman is the leader of the Association and is responsible for the overall management and performance of the Association. The Chairman may also serve as the "Honorary Regiment Commander" at the pleasure of the Board.

The Secretary is responsible for the recording of the minutes of all meetings, managing all Association correspondence, and generally assisting in the management of the operations of the Association.

The Finance Officer shall be responsible for maintaining an account at a local bank, depositing funds, reporting monthly the financial status of the Regiment, maintaining financial records, filing tax returns and reports, and the dispersal of Association funds as directed by the Board. The Finance Officer shall deposit and write all checks unless the Finance Officer is unavailable to do so. The Finance Officer shall designate one Board member to be a signator on the bank account and empowered to disperse funds for Board approved expenditures in the absence of the Finance Officer. The Second Officer of the 1-186 Infantry Staff shall maintain checks for use by the designated signator in the absence of the Finance Officer.

ARTICLE VI MEETINGS

- SECTION 1. The Association shall hold an annual meeting of the membership in each calendar year. The Board shall fix the time and place of the annual meeting and the membership shall be notified at least 30 days prior to the meeting. The Chairman, who shall fix the time and place, may call special meetings of the Association membership, and shall notify the membership at least 30 days prior to such meetings. At any Association membership meeting a simple majority of the attending members shall constitute a quorum.
- SECTION 2. Regular Board meetings shall be held at least twice per calendar year (semi-annual) and may be held by telephone, email, or other means as needed. A Quorum for Board meetings shall be three (3) members. The Chairman, as necessary, may call special Board meetings.
- SECTION 3. Three (3) affirmative or “yes” Board member votes and a simple majority of the members present are required for passage of resolutions or requests for funds.
- SECTION 4. The Secretary or the Secretary’s designee shall record minutes of all meetings. Transcribed minutes shall be distributed to the Board within thirty-days (30) of the meeting. Electronic versions of the minutes are accepted as original.

ARTICLE VII REQUEST FOR FUNDS AND SUPPORT

- SECTION 1. Any individual or organization that is working toward the achievement of the goals and purposes of the Association may make requests for funds or support.
- SECTION 2. The Board, prior to the close of a meeting of the membership, shall vote upon requests for funds or support made at the meeting. If the Board is unable to make a reasonable decision based on the information provided, or the Board wishes to analyze the request more thoroughly, the vote shall be deferred until the next meeting of the Board.
- SECTION 3. Requests for funds or support not presented at a meeting of the membership shall be presented to the Board for consideration only after being received and validated by the Headquarters Staff of the 1-186 Infantry Battalion of the Oregon Army National Guard.

ARTICLE VIII
INDEMNITY AND RISK MANAGEMENT

- SECTION 1. The Association shall indemnify and hold harmless its Board members to the fullest extent allowed by Oregon law.
- SECTION 2. To minimize the financial risk of the Association, the Board must, in advance of payment, approve any and all expenditures.
- SECTION 3. All expenditures paid upon the future performance of an individual, vendor, subcontractor, or other organization, or when a deposit is required for such performance, all agreements shall be in writing, in the form of a contract.

ARTICLE IX
INCORPORATION

- SECTION 1. The association shall be incorporated in the state of Oregon for the purposes of public benefit and shall remain incorporated at all times.

ARTICLE X
ADMENDMENTS

- SECTION 1. These Bylaws may be amended, repealed in part, or replaced by a minimum of three (3) affirmative or “yes” Board member votes and a simple majority of the Board members present. All Board members shall be notified in writing of any proposed changes to the Bylaws at least seven days prior to a vote being taken.

ARTICLE XI
WEBSITE AND PUBLICATIONS

- SECTION 1. The Association shall maintain a website of interest to its members and to the public. The website address shall be www.guardian186.org. The Association shall publish a newsletter of interest to its members at least annually, to be distributed at the annual meeting, or at minimum, via email and or publication on the Association’s website. The publication and website may be suspended by the Board if funds or volunteers are not available to fulfill this obligation through a simple majority vote of the Board.

ARTICLE XII
NONDISCRIMINATION POLICY

- SECTION 1. The membership policy of the Association does not discriminate on the basis of disability, race, color, creed, religion, sex, age, or country of origin.

ARTICLE XIII
DISSOLUTION

- SECTION 1. The association may be dissolved by mutual consent of the 1-186 Infantry Battalion of the Oregon Army National Guard and the Board members. Upon dissolution, any financial assets of the Association shall revert to “The Oregon National Guard Relief Fund,” The Oregon National Guard Museum, or to another section 501(c)(3) organization pursuant to the directions of the Board.

The Board of Directors adopted these Bylaws on January 11, 2007 at a meeting held for said purpose.