

VETERANS OF DELTA COMPANY, 1ST BATTALION, 12TH CAVALRY (VIETNAM)
BY-LAWS

Establishment

Veterans of Delta Company, 1st Battalion, 12th Cavalry (Vietnam) (hereinafter "Veterans of Delta") is hereby established to celebrate the life-long brotherhood, camaraderie, and fellowship established in military and combat service. The Veterans of Delta honors and perpetuates the memory of those who gave the ultimate sacrifice in Vietnam and who have since passed on.

Association with the 12th Cavalry Regiment Association

Veterans of Delta asserts that it is a subordinate organization of the 12th Cavalry Regiment Association, a 501c(19) a not-for-profit Veteran's Organization. Further, that Veterans of Delta's membership requirements also meet the standard for such organizations established by Section 170 of the IRS Code.

Goals in Furtherance of our Mission

1. Finding and accounting for members of Delta Company, 1st Battalion, 12th Cavalry and Delta Company 1st Battalion, 187th Airborne Infantry, as defined under "Membership," below, hereinafter referred to as "Delta Company."
2. Facilitating the ability of Veterans of Delta members to enjoy one another's company
3. Documenting and disseminating Delta Company's history.

Membership

1. Membership is limited to those who served in Vietnam with Delta 1/12th Cavalry from its inception in 1963 as Delta Company 1/187th Airborne Infantry, through its 1972 stand down in Vietnam. All membership is "lifetime," based only on the service herein defined. Honorary Membership may be given to widows of Veterans of Delta members.
2. Only the General Membership, upon recommendation of the Executive Board, may establish or change membership policy.

Officers

1. Officers shall be as follows: President, Vice President, Secretary and Treasurer. Duties of the officers will be determined by the officers themselves and approved by the executive board. So too, the position of Historian may be established, depending on who, among the other officer positions, may be acting Historian.)
2. The officer position can be changed by vote of Executive Board or General Body.
3. Officers will be elected Bi-Annually as established by the General Membership in open meeting at Veterans of Delta reunions, or at such time deemed appropriate by the Executive board. Officers will serve for two years, unless re-elected to another term. In cases where there is no reunion coincident with officer term expiration, the Executive Board shall determine when elections shall be held and/or when terms will expire.
4. President: Shall be elected by the general membership to no more than two consecutive terms of 2 years or from one general membership meeting to another, which ever is longer. A previously serving President shall be eligible to serve again after being absent from office for one term. A President's term may be followed by election or appointment to another office without any term of absence from office. If so elected or appointed he may not return to the Office of President without the aforementioned absence from any office. Regardless of the term duration established here, the Office of President shall be subject to election at the General Membership meeting in September 2018.
5. Vice President: Shall be elected by the general membership to no more than two consecutive terms of 2 years or from one general membership meeting to another, which ever is longer. A previously serving Vice President shall be eligible to serve again after being absent from office for one term. A

Vice President's term may be followed by election or appointment to another office without any term of absence from office. If so elected or appointed he may not return to the Office of Vice President without the aforementioned absence from any office. Regardless of the term duration established here, the Office of President shall be subject to election at the General Membership meeting in September 2018.

6. Secretary: shall be appointed by majority vote of the Executive Board for an indefinite term, and can be removed by a 2/3 vote of the Executive Board, or may by his own decision resign. The Secretary shall be a member of the Executive Board.
7. Treasurer: shall be appointed by majority vote the Executive Board for an indefinite term, and can be removed by a 2/3 vote of the Executive Board, or may by his own decision resign. The Treasurer shall maintain the accounts of Delta, including cash and establish a bank account for such purpose. Treasurer shall submit financial reports as requested by the Executive Board. The account shall be "joint" with a second veteran of Delta with right of survivorship. The Treasurer shall be a member of the Executive Board.
8. No member shall hold more than one of the above Offices simultaneously.

Representatives

One Representative will be elected from each of the early, middle, and late Roster periods (as defined and listed on the Veterans of Delta web site) by vote of those members belonging to said Roster periods meeting in ad hoc subcommittee at each General Membership meeting. Their purpose is to act as a liaison between the board and the general membership. Their duties may include general outreach to new membership and other duties defined by the Executive Board. Like the officers, their job description shall be determined by themselves, and approved by the Board. (They, like the officers, are all volunteers.)

Permanent Functions

Certain functions essential to the success of the organization shall be continually supported and staffed. These include Web Master, Newsletter Editor, and Outreach Chairman. The incumbents of these positions are voting members of the Executive Board if they are not members as otherwise defined herein. Some or all tools and rights unique to these functions may held by the incumbents.

Honorary Positions

There shall be an Honorary Commander, Honorary First Sergeant, and Chaplain established. They may act as advisers but have no duties unless assigned by vote of the Executive Board, nor are they members of the Executive Board unless so appointed by vote of the Executive Board.

Executive Board

1. The Executive Board shall consist of the aforementioned Officers and Representatives, and such other members as may be approved by the Executive Board.
2. The Executive Board shall meet bi-monthly or as called by the President.
3. The Executive Board is charged with establishing goals, objectives, information and activities to be presented to the General membership, and overseeing activities and projects in furtherance of the adopted goals of Veterans of Delta.
4. The Executive Board shall have the authority to act on behalf of, and in substitution for, the General Membership, except as exclusively reserved to the latter elsewhere in these By-Laws.

General Membership

1. The General membership comprised of all who served with (including those who were attached to) Delta Company during the Vietnam War and who served previously as defined herein.
2. The General Membership shall meet whenever there is a Veterans of Delta reunion.

Meeting Decorum

1. The Executive Board is comprised of a small group of Veterans of Delta who have each volunteered their time and effort in furtherance of the mission of the organization. As such, during Executive Board meetings, Robert Rules of order will not be used, nor will parliamentary procedure. Discussion will be led by the President but all members will be heard. Decisions will be made by a general vote of the board. Board discussions are intended to be free, civil, rational and unobstructed by petty rules. (During General Membership meetings Parliamentary procedure may be used.)
2. When the Executive Board meets via conference call, votes shall be by roll call recorded by the Secretary.
3. Members will be civil and treat others with respect. No ad hominem arguments are permitted.
4. The Agenda of the meeting shall be prepared by the President with advanced input from Board membership. Members may freely introduce ideas or subjects not on the agenda.
5. A quorum is represented by those present at the time of the established meeting.

Elections

1. Election timing shall be as defined in “**Officers**” above.
2. The Executive Board shall develop a slate of Officers for presentation to the General Membership. The presentation of the slate shall include such minimum qualifications for each position as the Board determines.
3. Nominations for Officers can come from the General Membership at the time of the election through a period of open nominations for each Office.
4. All organizational information shall be turned over to the duly elected officers in an orderly fashion prior their 1st Board Meeting.

Committees

1. Committees shall be established and disbanded at any time by the Executive Board.
2. Standing Committees shall be authorized by the Executive Board or by vote of the General Membership.

Memorials

On the occasion of a death of a member, the appropriate Roster period Representative shall handle the memorial with an expression from the Veterans of Delta. Costs, if any, shall be by voluntary contributions of individuals. If any cost is to fall on the Veterans of Delta as an organization, it shall require ratification by the Executive Board. A special meeting via teleconference may be called for this purpose by any member of the Board.

Correspondence

For matters that impinge on Veterans of Delta policy and are represented to the General Membership or outside organizations, a copy of all outgoing correspondence shall be provided to all officers and the board prior to publication. Otherwise, officers are given wide latitude to communicate consistent with Executive Board established policy. Likewise, those chairing committees and projects established by the board have wide latitude to communicate consistent with their defined purpose.

Ratified this 29th Day of May 2018 by vote of the Executive Board.