

# BYLAWS OF FSB RIPCORD ASSOCIATION, INC.

## ARTICLE 1 – NAME AND PURPOSE

**Section 1 – Name:** the name of the organization shall be **FSB Ripcord Association, Inc.** It shall be a nonprofit organization incorporated under the laws of the State of New Jersey.

**Section 2- Purpose:** FSB Ripcord Association, Inc. is organized as a fraternal organization to find surviving veterans of the Battle of Firebase Ripcord, Vietnam, March 12, 1970 through July 23, 1970 and to encourage their meeting , and to exchange views and experiences both of the battle itself and of the life experiences of the surviving veterans since.

## ARTICLE II – MEMBERSHIP

**Section 1 – Eligibility for Membership:** Application for voting membership shall be open to any veteran of the Battle of Firebase Ripcord, Vietnam, March12, 1970 through July 23, 1970. associate, non-voting membership is open to all others who wish to participate in meetings and activities of the organization.

**Section 2 - Annual Dues:** there are no annual dues required of the membership, unless changed by a majority vote of the members at the annual meeting of the membership.

**Section 3 - Rights of Members:** All members have the right to attend the annual meetings, but only those voting members present may vote for board and officer candidates and other matters that may come before the members for a vote.

**Section 4 – Resignation and Termination:** Any member may resign by filing a written or e-mail resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

**Section 5 - Non-voting Membership:** The board shall have the authority to establish and further define non-voting categories of membership.

## ARTICLE III – MEETINGS OF MEMBERS

**Section 1 - Annual Meetings:** An annual meeting of the members shall take place during the week before the Columbus Day holiday, the specific date, time and location of which shall be designated by the officers who shall notify the members through the

association's quarterly newsletter which is sent by regular mail and e-mail as requested by the members. At the annual meeting, the voting members shall elect directors and officers, receive reports on the activities of the Association, and determine the direction of the Association for the coming year. Robert's Rules of Order will govern the proceedings of the annual meeting and board meeting.

**Section 2 – Special Meetings:** Special meetings may be called by the president or a simple majority of the board of directors. A petition signed by 10% of the voting members may also call a special meeting.

**Section 3 - Notice of Meetings:** Notice of each meeting shall be given to each voting member by regular mail or e-mail not less than two weeks prior to the meeting.

**Section 4 - Quorum:** The members present at any properly announced meeting shall constitute a quorum.

**Section 5 - Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1 - Board Role and Size:** The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the officers. The board shall have up to 5, but no fewer than 3 members. The board receives no compensation.

**Section 2 - Terms:** All board members shall serve 3-year terms, but are eligible for re-election without limits.

**Section 3 - Meetings and Notice:** The board shall meet at least annually, commensurate with the annual meeting of members. Special meetings may be arranged among the board members by telephone and/or e-mail, who may meet in person or conference by telephone at the members' convenience.

**Section 4 - Board Elections:** New directors and current directors shall be elected or reelected by the voting members at the annual meeting. Directors will be elected by a simple majority of the voting members at the annual meeting.

**Section 5 - Election Procedures:** Candidates for board positions shall be given notice to the board at least 90 days prior to the annual meeting for publication in the quarterly newsletter.

**Section 6 - Quorum:** A quorum must be attended by at least sixty percent of the board

Members for business transactions to take place and motions to pass.

**Section 7 - Officers and Duties:** There shall be three officers of the board, consisting of the president, vice president and Secretary/treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the board to preside at each meeting in the following order: vice president and secretary/treasurer.

The vice president shall chair committees on special subjects as designated by the board.

The secretary/treasurer shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements in the quarterly newsletter, distributing the quarterly newsletter and agenda to all members and to each board member, and assuring that corporate records are maintained. As the treasurer, shall make a report at each board meeting, shall assist in the preparation of a budget, help develop fundraising plans and make financial information available to board members and the public.

**Section 8 - Vacancies:** When a vacancy on the board exists mid-term, the secretary/treasurer must receive nominations for new members from the present board members in advance of a special meeting called for the purpose of filling the vacancy. Those board members in attendance will fill the vacancy by a vote at the special meeting. these vacancies will be filled only until the end of the particular member's term.

**Section 9 - Resignation, termination and absences:** Resignation from the board must be in writing or by e-mail and received by the secretary/treasurer. The board member may be removed for other reasons by a three-fourths vote of the remaining members, or by a majority of the voting members at the annual meeting which vote can be moved from the floor.

## ARTICLE V – COMMITTEES

**Section 1 - Committee Formation:** The board may appoint ad hoc committees as needed from time to time.

**Section 2 - Communication Committee:** The board shall select a chairman to establish a committee to produce a quarterly newsletter, maintain a web site and a Facebook page for the association information dispersal.

## ARTICLE VI – AMMENDMENTS

**Section 1 - Amendments:** These bylaws may be amended when necessary by two-thirds majority of the board of directors, or by a simple majority of the voting members at the annual meeting. Proposed amendments must be submitted to the secretary/treasurer to be sent out with the quarterly newsletter.

### **CERTIFICATION**

These bylaws were approved at a meeting of board of directors by a two-thirds majority vote on 12 February 2015.

\_\_\_\_\_  
Secretary/treasurer

\_\_\_\_\_  
Date