

**BY-LAWS OF THE HOUSTON METROPLEX CHAPTER
ASSOCIATION OF THE UNITED STATES ARMY**

ARTICLE I, TITLE

This organization, chartered under the authority of the Association of the United States Army shall be known as the Houston Metroplex Chapter of the Association of the United States Army.

ARTICLE II, AIMS AND OBJECTIVES

The aims and objectives of the Houston Metroplex Chapter of the Association of the United States Army shall be wholly educational, literary, scientific; fostering esprit de corps, dissemination of professional knowledge, and the promotion of the efficiency of the Army components of the Armed Forces and our Country; and by local action to further the aims and objectives of the United States Army.

Chapter will ensure that all required Federal, State and jurisdictional laws are followed in its objectives. The Chapter will neither propagatate extremist activities nor advocate violence against others or the violent overthrow of the Government.

ARTICLE III, CHAPTER AREA

The area encompassed by the Houston Metroplex Chapter of the Association of the United States Army shall include the following counties:

Angelina, Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Grimes, Hardin, Harris, Jasper, Jefferson, Liberty, Matagorda, Montgomery, Nacogdoches, Newton, Orange, Polk, Sabine, San Augustine, San Jacinto, Shelby, Trinity, Tyler, Walker, Waller, Wharton, and that portion of Brazos County south of and including College Station.

Also, included are Cameron, Hidalgo, Starr, and Willacy Counties for the Rio Grande Valley Sub-Chapter.

The Houston Metroplex Chapter, as a private organization, may conduct activities on Ellington Field JB with the consent of the installation commander under the provision of AR 210-22.

SECTION 2. SUBCHAPTERS. The Chapter President may, with the approval of the Board of Directors, and National Headquarters, establish subchapters. The Rio Grande Valley Sub-Chapter was established in August, 2020.

The listing of these subchapters will be maintained as part of the permanent records of the Houston Metroplex Chapter. Subchapters may be added, or deleted, by the president with the consent of the Board of Directors and National Headquarters.

Subchapters may have their own subchapter president, secretary, and vice president as deemed appropriate. Subchapters may not have treasurers or separate financial records or bank accounts. All administrative support, financial assistance and responsibility will be performed by the parent chapter. Members of the subchapters will remain affiliated with the Houston Metroplex Chapter but may conduct activities under their own identity.

ARTICLE IV. MEMBERSHIP

SECTION 1. ELIGIBILITY AND CLASSES. Membership in the Houston Metroplex Chapter of the Association of the United States Army shall be open to all those persons residing in, or with place of business in, the regional area designated in Article III above, and who subscribe to Article II of these By-Laws. Types of membership shall include Individual (Life and Family) and Community Partner. Others may become members by specific request to the National Headquarters. National Partner companies may not be members of this chapter but National Partner members will be accepted as members. Community Partner companies will be affiliated with the chapter and Community Partner members will be enrolled as chapter members. The Chapter activities will not seek to deprive individuals of their civil rights.

SECTION 2. TERMS OF MEMBERSHIP. Membership in the Houston Metroplex Chapter of the Association of the United States Army shall remain in force so long as

the member maintains current status by payment of dues to National and meets additional requirements of the Houston Metroplex Chapter as approved by National.

ARTICLE V. OFFICERS

SECTION 1. COMPOSITION AND ELIGIBILITY. The officers of the Houston Metroplex Chapter of the Association of the United States Army shall consist of: A President, a First Vice President, Second Vice President, Secretary and a Treasurer. The President and First Vice President will be elected by the membership and they had to have served on the Executive Committee for two years in an officer's position for eligibility to run for elected office. If there is no qualified candidate, the Executive Committee can approve other candidates. Other positions are appointive. Additional vice presidents may be appointed by the President with the approval of the Executive Committee. Members of the Active military service (Title 10), or National Guard or Reserve personnel on extended active duty Title 32, may not hold an elected office.

SECTION 2. BOARD OF DIRECTORS: The Board of Directors, when constituted, shall consist of eleven (11) members, nominated by the Executive Committee with the approval of membership. At an annual meeting initially the membership shall select three (3) Directors for a term of one year, four (4) Directors for a term of two years, and four (4) Directors for a term of three years; and as terms of such Directors expire, new Directors shall be selected to terms of 2 years. The President, First Vice President, and Second Vice President are ex-officio members of the Board of Directors.

Section 2(a). At the beginning of each term, when the Chapter President and First Vice President are sworn in, the Board of Directors shall appoint a Chairman and Vice Chairman amongst themselves. The Chairman and Vice Chairman of the Board of Directors shall serve for a two-year term in such capacity.

SECTION 3. EXECUTIVE COMMITTEE. The executive shall consist of: the President, Vice Presidents, Secretary, Treasurer, and Immediate Past President.

SECTION 4. STATUS AND POWERS. The Board of Directors shall be the governing body of the Chapter. They govern in accordance with the By-Laws of the Association of the United States Army and the By-Laws of the Houston Metroplex Chapter. The

Executive Committee shall have the power to act in the board's name in situations requiring decisions before the next scheduled Board of Directors meeting, and will meet quarterly, or as otherwise needed, at the call of the President.

SECTION 5. TERMS OF OFFICE. Officers elected shall serve for a two-year term.

SECTION 6. VACANCIES. A vacancy in any office, except for the office of President, occurring as a result of death, resignation, or otherwise, may be filled by the Chapter President with the approval of the Executive Committee for the unexpired portion of such term. The vacancy of the Presidency will be filled by the First Vice President until a special election can be held.

SECTION 7. DUTIES OF OFFICERS.

President:

President is executive officer of the chapter. Presides at the meetings of the Executive Committee and at General Membership Meetings. Appoints, with the concurrence of the Executive Committee, any non-elected officers and committee chairpersons. Responsible for insuring a sound organization and effective overall chapter management.

First Vice President:

Assists the president in the overall management of the chapter. Presides in the president's absence. In the event the president is no longer able to serve, assumes the duties of the president until a special election can be held.

Second Vice President:

Assists the President and First Vice President in the overall management of the chapter. Also performs duties as deemed necessary by the President to assure efficient operation of the chapter.

Secretary:

Serves as primary administrative officer for the chapter. Keeps minutes of all chapter meetings. Responsible for reporting of chapter activities to National, maintains membership rosters. Responsible for filing and archiving of chapter records of legal and/or historical value.

Treasurer:

The Treasurer is responsible for:

- a) Proper receipt and disbursement of funds belonging to the chapter and the safeguarding of funds and other assets.
- b) The maintenance of necessary accounting records and the preparation and submission of financial reports as outlined in the chapter administrative procedures.
- c) Maintenance of relations with banks and other financial institutions.
- d) Preparation of written procedures governing financial administration for approval by the Executive Committee, or as required by AUSA National.
- e) Submitting to the Treasurer at National, on forms provided by National Headquarters, financial reports covering the Operating Year from July 1 to June 30. Date of submission will be as indicated by the National Treasurer.

When considered necessary because of the volume of the workload, the President may appoint an Assistant Treasurer.

SECTION 8. COMMITTEES.

The chapter President, with consent of the Executive Committee, will be allowed to form various committees, or ad hoc committees, as deemed appropriate to better enhance chapter operations.

ARTICLE VI. FINANCIAL CONTROLS

The chapter derives its legal existence from the charter for the Association of the U.S. Army, incorporated in the District of Columbia on 5 July 1950, and operating as an educational organization exempt from Federal income taxation under the terms of Section 501 (c) (3) of the Internal Revenue Code.

Financial administration will be conducted in accordance with written procedures approved by the Board of Directors to ensure compliance with AUSA National guidance and AR 210-22.

Neither the Federal Government nor Ellington Field JB will have any liability for the Chapter's actions or debts.

Public and Association Professional liability insurance coverage for the Chapter and its officers is provided by AUSA National for permitted activities of the chapters. The Chapter will not incur debts beyond its financial responsibility to make payments when due. The Chapter will ensure that all required Federal, State and jurisdictional laws are met. Chapter members will not be held liable for debts of, or claims against, the Chapter.

The Chapter will reimburse the US Army for utility expenses, unless use is incidental.

ARTICLE VII. MEETINGS & ELECTIONS

SECTION 1. GENERAL MEMBERSHIP MEETINGS. A biannual meeting of the general membership for the purpose of electing chapter officers shall be held during the fourth quarter of even number years (e.g. 2014). The date for this meeting will be set by the Executive Committee. The officers elected will be installed in the month of January of the next odd number year (e.g. 2015) and serve for a two-year term. Other General Membership Meetings will be held at a minimum of six times per year; or as otherwise deemed necessary by the chapter President. A special election may be called to fill the Chapter President's position and will follow nomination process in Article V, Section 1(a) or 1(e), paragraph in these by-laws.

SECTION 1(a) NOMINATIONS. The Executive Committee will appoint a Nominations Committee that will solicit a slate of qualified chapter officers to be recommended for election by the general membership. An option will be provided on the election ballot for "write in" candidates whose qualifications and eligibility will be verified.

SECTION 1(b) VOTING. Voting will be conducted at the general membership meeting scheduled for this purpose. Voting will be by written ballot, and election of officers will be decided by a majority vote of those present at the general membership meeting.

SECTION 1(c). VOTER ELIGIBILITY. To be eligible to vote in the election of chapter officers, the following qualifications apply:

(1) Only individual members may cast votes.

(2) Voters must be identified as an AUSA Member in good standing (e.g. listed on the national AUSA membership roster/data base) in the Houston Metroplex Chapter.

SECTION 1(d). NOTIFICATION OF ELECTION. The membership will be notified at least 30 days in advanced of the general membership meeting called for the purpose of electing chapter officers. A listing of Nominated candidates shall be provided to the membership at the same time the meeting date is announced.

SECTION 1(e). A. Electronic Elections.

a. The Executive Committee may decide to use electronic voting (email) instead of an in-person election held at a General Membership Meeting.

b. If so, the Chapter President shall appoint a Nomination Committee. There will be a separate ballot for each office and not as a "ticket" or "team". In the event there is only one candidate for each office then the Chairman of the Nominating Committee will submit a single name per office.

c. The Chapter may conduct the electronic election or request AUSA National to conduct it.

d. The Nomination Committee will notify the Chapter President and AUSA National of the nomination of all Chapter Officers no later than 7 days after the cut- off date for nominations. The call for candidates will inform the members of the intent to conduct the vote electronically and the means by which the ballots will be counted. They will administer the election voting request via any email platform. There will be space on the ballot for write-ins. The Nominating Committee will post the election information and ballot on the Chapter's website and social media starting when the first email is sent from the Chapter or AUSA National that opens the election and provides the ballot. Then the election information will be removed from the website and social media when the election is closed. If AUSA National is conducting the election, they will present the results to the Nomination Committee and the current Chapter President. The Chapter National Nominating Committee will notify the membership of the election results and candidates via email.

SECTION 2. BOARD OF DIRECTORS MEETINGS. Board of Directors meetings shall be held quarterly, or as otherwise needed, at the call of the Chairman of the Board.

SECTION 3. EXECUTIVE COMMITTEE MEETINGS. Executive committees shall be held monthly or as otherwise needed, at the call of the President.

SECTION 4. QUORUM. A majority present, based on 30-day notification, shall constitute a quorum for the purposes of conducting business at a chapter General Membership Meeting.

SECTION 5. Authority to Operate on DOD Installation. The installation commander may revoke the permission for the Chapter to operate within the installation's boundaries at any time.

ARTICLE VIII. AMENDMENTS

These By-Laws may be amended at any General Membership meeting at which a quorum is present and voting, provided advance notice of 15 days or more of such proposed amendment has been given, and provided further, that such change is approved by the National Association.

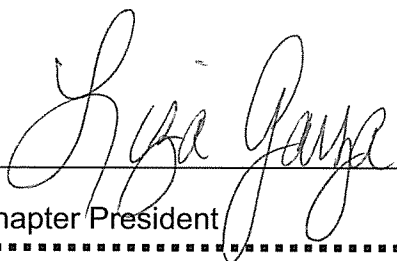
ARTICLE IX. REMOVAL OF CHAPTER OFFICERS FROM OFFICE

In the event that chapter officers need to be removed from office due to misconduct that is unbecoming of the Association of the United States Army, the appropriate rules listed in Chapter III, Section F of the Chapter Operations Manual will be strictly followed and properly executed.

ARTICLE X. DISSOLUTION

In the event that this chapter shall cease to exist for any reason, all assets remaining after all obligations have been satisfied will be transferred to National Headquarters.

These By-Laws adopted by the chapter membership on 23 DECEMBER 2020.



Chapter President

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Approved at National Headquarters on 17 November 2022.



(For the Board of Directors)

Angelina Flores

Director, Region & Chapter Support