

1BY-LAWS

ARTICLE I

NAME

1. The official name of this organization is **The 27th Infantry Regiment Historical Society, Inc.** (hereinafter “**The Society**”).
2. The organization shall be unofficially, but affectionately known as **The Wolfhound Pack**.

ARTICLE II

PURPOSES

1. To bring **Wolfhounds** and other interested parties together.
2. To preserve the history of the **Wolfhounds**.

ARTICLE III

MEMBERSHIP

1. **Regular:** Any person who has served in or been attached with the 27th Infantry Regiment (hereinafter “**Wolfhounds**”) shall be eligible for Regular Annual or Regular Life Membership.
2. **Associate:** Persons related by blood or marriage to Regular Members, any veterans who were on joint operations with the 27th Infantry Regiment, any Director of Peace Bridge, Inc. and others interested in furthering the purposes of the organization shall be eligible for Associate Annual or Associate Life Membership. Associate Members are entitled to vote as well as serve on and/or chair committees.
3. **VIP:** Those eligible for Regular Membership, who have been awarded the “**Medal of Honor**” shall be designated VIP Regular Life Members.
4. **VIP:** Those eligible for Associate or regular membership, who have made an extraordinary contribution to the purposes of the Wolfhound Pack shall be eligible of VIP Life Membership. A unanimous vote of the Board of Directors shall be required for election to this class of VIP Honorary Life Membership.
5. **Meetings:** The Annual Meeting of the membership shall occur at The Wolfhound Pack reunion wherever it may be held.

ARTICLE IV

DIRECTORS

1. **General Powers:** The property, affairs and business of The Society shall be managed under the direction of the Board of Directors and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of The Society shall be vested in such Board.
2. **Number, Election and Terms:** The number of the directors shall be not less than 12 and not more than 14. The Board of Directors shall consist of the officers (President, 1st Vice President, 2nd Vice

President, Treasurer, and Secretary), Legal Counsel and Co-Counsel, the Reunion Chairman of the upcoming reunion, the immediate Past President, the current President of Peace Bridge or his/her designee and three directors elected by the membership at its Annual Meeting. All directors must be members in good standing of The Society. The term of office of each director elected at the Annual Meeting shall be one year and thereafter until his removal or until his successor has been elected, whichever shall first occur.

3. **Vacancy:** A vacancy arising among the elected directors may be filled by the remaining directors unless sooner filled by the members.

4. **Meetings and Notices:** A regular meeting of the Board of Directors shall be held immediately after the Annual Meeting of the membership and at such other times as the Board of Directors may determine. Special meeting of the Board of Directors may be called by the President or the Secretary or by a majority of the members of the Board. Notice of the meetings other than the regular Annual Meetings shall be given to each director at least fourteen (14) days prior to the meeting, at his residence or business address or by delivering such notice to him by telephoning or e-mailing it to him. Any such notice shall contain the time and place of the meeting but need not contain the purpose of the meeting. Meetings may be held without notice if all of the directors are present or those not present waive notice before or after the meeting.

5. **Action by Directors Without Meeting:** The directors may act without a meeting if they consent in writing, setting forth the actions so taken, which shall be signed by all the directors.

6. **Quorum and Voting:** A majority of the Board of Directors shall constitute a quorum, but less than a quorum may adjourn the meeting to a fixed time and place. No further notice of any adjourned meeting shall be required. Each director shall have one vote and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V OFFICERS, ELECTIONS AND APPOINTMENTS

1. The Officers must be Regular Annual or Life Members of the 27th Infantry Regiment Historical Society, Inc.

2. The Officers shall be the President, 1st Vice President, 2nd Vice President, Treasurer, Secretary and three Directors, who shall be elected by the Membership at its annual meeting.

3. The President shall appoint the Historian, Auditor, Legal Counsel and such other committees as may be needed by The Society.

4. **Elections:** Elections shall take place at the Annual Meeting (Reunion). The President will appoint a nominating committee consisting of two or three members to make nominations for elective offices. Additional candidates for any office may be nominated from the floor. The President shall appoint three members present at the meeting to be tellers and count the ballots. A teller shall read the results of the election to the membership. A majority of ballots cast shall be required to elect.

5. **Terms of Office:**

- A. The term of office of the President, 1st Vice President, 2nd Vice President and Directors shall be one year.
- B. The term of office of the Secretary and Treasurer shall be four years.
- C. The term of the Immediate Past-President Board of Director shall end when his status changes.

ARTICLE VI

DUTIES OF OFFICERS AND OTHER APPOINTEES

1. **President:**

- A. Shall chair all meetings of the General Membership and the Board of Directors.
- B. Shall fill all vacancies among the Officers and Committees by appointment.
- C. May co-sign checks for disbursement of funds.

2. **1st Vice President:**

- A. Shall succeed to the Office of President if it is vacant for any reason.
- B. Shall assume the duties of President if the President is absent from a meeting or function.
- C. Shall supervise Public Relations and all communications.
- D. May co-sign checks for disbursement of funds.

3. **2nd Vice President:**

- A. Shall succeed to the office of 1st Vice President if it is vacant for any reason.
- B. Shall supervise all Membership and Financial matters.
- C. Shall serve as an Ex-Officio member of all committees.

4. **Treasurer:**

- A. Shall collect and deposit, in a bank approved by the Board of Directors, all monies due the organization.
- B. Shall maintain detailed records or receipts and disbursements of funds.
- C. Shall co-sign all checks.
- D. Shall transfer all monies and records to a successor and arrange for all required changes in banks and other signature documents related to the Treasurer within thirty (30) days of the transfer.
- E. Shall prepare and deliver financial reports of the organization to all Officers and Directors on a quarterly basis, and the Membership at Quarterly and Annual Meetings.
- F. Shall perform all such other duties as assigned by the President or the Membership.

5. **Secretary:**
- A. Shall record and report minutes of Meetings of The Society, and meetings of the Officers and Directors, and provide the Members of the Board with copies of the minutes within thirty (30) days.
- B. Shall conduct the correspondence of The Society.
- C. Shall cause notifications of all meetings to be sent to the Membership.
- D. Shall perform all such other proper duties as assigned by the President of The Society.
6. **Historian:**
- Shall maintain and be responsible for all Historical Records and Materials.
7. **Auditor:**
- Shall be assisted by two Members of the Auditor's choosing to conduct an annual internal audit.
8. **Legal Counsel:**
- Legal Counsel shall be licensed and in good standing to practice law in the state of his residence and shall, in cooperation with Co-counsel, advise the Officers and Directors of The Society concerning its operation when requested to do so by such Officers and Directors.

ARTICLE VII

REMOVAL OF AN OFFICER, A DIRECTOR OR APPOINTEE

1. **Method.**
- An Officer, Director or appointee may be removed from Office for cause, by a two-thirds vote of the Board of Directors at a regular or special meeting called for that purpose.
2. **Reasons for Removal.**
- A. An Officer, Director or Appointee may be removed for cause for any of the following:
- a. Misconduct.
 - b. Failure to perform the duties of Office.
 - c. Failure to pay annual dues as required by the Chapter.
3. **Notification Pending Removal.**
- An Officer, Director or Appointee subject to provision of the article shall be given a minimum of thirty (30) days written notice prior to the date of the pending action for removal, listing the charges and specifications.

ARTICLE VIII

DUES

The Board of Directors shall set the amount of Annual and Life Membership dues. Dues shall be levied on a calendar year basis and shall be due and payable on January 1st of the year to which they apply. VIP Life Members shall be exempt from payment of Dues.

ARTICLE IX

BY-LAWS: AMENDMENTS AND ADOPTION

AMENDMENTS to the By-Laws shall be proposed as follows:

1. **Proposal.**

Any Member of the organization may propose amendments to the By-Laws.

2. **Notices.**

A. Members must send proposed amendments to the Secretary and Newsletter Editor four (4) months prior to the Annual Meeting at the Reunion.

B. The Secretary shall give written notice of proposed amendments to the By-Laws not later than sixty (60) days prior to the date of the meeting at which such amendment or amendments are to be considered.

Notification shall be given via a Newsletter or other means of communication prior to the Annual Meeting at the Reunion. Such notice shall state the portion(s) of the By-Laws that are to be revised, added or deleted and the text of such revision, addition or deletion. The Secretary must be notified thirty (30) days prior to the Annual Meeting of any disapproval of those proposed changes.

C. Proposed amendments to the By-Laws may be amended during discussion by the Membership with the approval of the author of the proposed amendment.

3. **Adoption of Amendments**

Adoption of the amendments to the By-Laws shall be by a two-thirds majority vote of the Members attending the Annual Business Meeting.

4. **Providing Members with By-Laws**

A. Amended By-Laws shall be provided to all Members by publishing them in the Newsletter.

B. The Secretary shall send new Members a copy of the By-Laws along with their Certificate of Membership.

ARTICLE X

REIMBURSEMENT OF EXPENSES

1. When conducting business on behalf of The Society, all receipts for pre-approved expenses must be turned in within ninety (90) days for reimbursement. Any other receipts turned in, requires Board action for reimbursement.

2. Any person authorized by the Board to conduct Society business will receive reimbursement for the following types of expenses, with itemized receipts:

A. Gas purchased for the trip

B. Tolls

C. Meals (excluding alcohol) on a per diem decided by the Board

D. Any other miscellaneous expenses to be approved by the Board

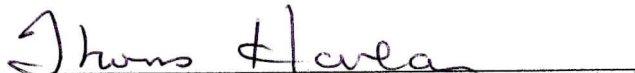
ADOPTION OF THE BY-LAWS

**These amended By-Laws were adopted and approved by the
Membership on August 28, 2021**

Randy Hall, President
James Malaguti, 1st Vice President
Christopher Cote, 2nd Vice President
Dennis Mason, Secretary
Tom Donovan, Treasurer
Paul Scott, Co-Counsel
Loyd Jones, Co-Counsel
Chuck Dean, Past President
Bill Thomas, Director
Bill Spence, Director
Tom Harlan, Director
Ron Detmer, 2021 Reunion Chairman

Certificate of Adoption

I, Thomas Harlan, Secretary of the 27th Infantry Regiment Historical Society, Inc. hereby certify that at the Annual Business Meeting of this organization held on August 28, 2021, the Membership of this organization adopted the above By-Laws.


Secretary