

Mormon Battalion Association™

Bylaws

OF THE MORMON BATTALION ASSOCIATION™

Article I. NAME and PURPOSE

Section 1.01 Name. The name of this organization is the MORMON BATTALION ASSOCIATION™ and it reserves the right to any and all previously used names.

Section 1.02 Principle Office. The principal office of the Battalion shall be located in Utah.

Section 1.03 Single Purpose. The purpose of this organization is to honor the men and women who served with the Mormon Battalion of 1846-47 during the Mexican-American War.

Article II. MEMBERSHIP

Section 2.01 Membership. Membership in the Mormon Battalion Association™ shall be defined by three classes: Individual Membership, Associate Membership, and Family Group Membership.

Section 2.02 Individual Membership Class. Individual members may be divided into two types: Life Members who pay a one-time membership fee, and Annual Members who pay a fee each year.

Section 2.03 Associate Membership Class. Associate Members are groups or organizations who wish to join the Mormon Battalion Association.™ These organizations pay a separate annual fee and are allowed to have one of their members represent their organization on a member advisory committee under the direction of the two Battalion Commanding Officers (Battalion Commander and Battalion Executive Officer).

Section 2.04 Family Group Membership Class. Family Groups are groups who wish to join the Mormon Battalion Association.™ A Family Group is defined as at least two members in an immediate family. These groups pay a separate annual fee and are allowed to have one of their members represent their group on a member advisory committee under the direction of the two Battalion Commanding Officers.

Section 2.05 Membership Fee Amounts. All fees are determined by the Executive Staff and may change at their discretion.

Section 2.06 Membership Renewal and Removal. Membership dues are renewed in the month in which they were originally paid. Members who are not current at the end of January each year are removed from the active membership roles.

Article III. MEETINGS

Section 3.01 Robert's Rules. All official meetings of the Battalion shall follow Robert's Rules of Order.

Section 3.02 Board of Directors Meetings. The Board of Directors shall meet annually to review the condition of the corporation and conduct such business as needed. A quorum of the Board Directors and its members shall be defined as having 60% of its voting members present and must include the Chairman of the Board, the two Battalion Commanding Officers, and the two Executive Directors of the administrative support staff.

Section 3.03 Battalion Executive Staff Meetings. The Executive Staff shall meet officially at least once a quarter to review and conduct such business as may be required. All members of the Executive Staff must be present at the official quarterly meeting for it to be considered valid.

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Section 3.04 Proxies and Proxy Statements. Proxies (including written statements) may be sent to any meeting where a member may not be able to attend, but which may be vital to the organization. Proxies should be made known to all members entitled to attend the meeting prior to the beginning of the meeting.

Section 3.05 Notice of Meetings. Notice of official meetings, including any minutes or action items from previous meetings must be posted to all members entitled to attend no less than 10 days prior to the meeting date.

Section 3.06 Membership Meetings. The two Battalion Commanding Officers may conduct other meetings as needed to manage member affairs and activities provided that such meetings are relevant to their member responsibilities and a record of those meetings is kept.

Section 3.07 Administrative Staff Meetings. The Executive Directors may hold such meetings as needed to fulfill their respective administrative support responsibilities separate and apart from membership provided that such meetings are relevant to their administrative support responsibilities and a record of those meetings is kept.

Section 3.08 Committee Meetings. All other committee meetings may be conducted on as needed or at will basis.

Section 3.09 Minute Taking. A record shall be kept of all official meetings with written minutes and an official recording of such meetings filed with the Executive Directors.

Section 3.10 Record Storage. The Executive Directors and/or their designee(s) are responsible for maintaining and filing all the Battalion's official records and official minutes.

Section 3.11 Necessity of Minutes. Any discussions or actions taken by any members of any committee without an official record or minutes shall not be considered valid. In the absence of such records the Executive Staff may deem an action item to be unenforceable or unofficial.

Article IV. BOARD of DIRECTORS

Section 4.01 Elections. Under the direction of a Governance Committee, a Board of Directors may be elected and established to govern the Mormon Battalion Association.™ Board members are elected by the general membership for no more than two full 3-year terms.

Section 4.02 Membership. The Board of Directors shall consist of:

- a) seven to ten elected Directors (who may rotate the Chairmanship of the Board among themselves as they see fit),
- b) a separately elected pair of Battalion Commander (*ex officio* President) and Battalion Executive Officer (*ex officio* Vice President), and
- c) two appointed Executive Directors of business operations.

The Governance Committee may recommend more as needed.

Section 4.03 Purpose of Board Meetings. The Board of Directors shall meet annually to review the status of the Mormon Battalion Association and to adjudicate such policy issues as may be brought before it by the Executive Staff.

Article V. EXECUTIVE STAFF

Section 5.01 Membership. An Executive Staff consisting of at least:

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- a) the two Battalion Commanding Officers (Battalion Commander and Battalion Executive Officer), and
- b) the two Executive Directors of the administrative support staff

shall manage the day-to-day affairs of the corporation.

Section 5.02 Elected Terms of Office and Command Succession. The two Battalion Commanding Officers (Battalion Commander and Battalion Executive Officer) shall be elected by the general membership for no more than two full 2-year terms. If the Battalion Commander shall resign, become permanently incapacitated, or die, the Battalion Executive Officer is Battalion Commander *Pro Tempore* and automatically assumes the position of Battalion Commander until the next regular election. With advice and consent from the Executive Staff, he/she shall appoint a new Battalion Executive Officer and they both shall serve as a team until the next scheduled election.

Section 5.03 Appointed Terms of Office. The Executive Directors are hired and/or appointed positions by the Board of Directors and serve on an at will basis.

Section 5.04 Administrative Support Duties. The Executive Directors shall be responsible for managing all the business affairs of the corporation. They are responsible for, but not necessarily limited to managing: All finances, human resources, personnel/employees (professional or volunteer), legal services, contracts, and other professional services. They are further responsible for establishing and implementing any and all necessary protocols or procedures for the operation of the Battalion or any of its programs according to professional and legal standards as may apply. They are responsible for creating and maintaining an administrative support staff which may vary from time to time as the situation may merit. This support staff must be made known to the Battalion Commanding Officers.

Section 5.05 Membership Duties. The two Battalion Commanding Officers are responsible for creating and maintaining a membership structure for the Battalion which may vary from time to time as the situation may merit and for coordinating member activities with the Executive Directors.

Section 5.06 Battalion Commander's Advisory Staff, Special Projects, and Local Units. The two Battalion Commanding Officers may establish such subordinate units or groups as needed to conduct member activities. These groups must be made known to the Executive Directors.

Section 5.07 Insubordination. No subordinate group or unit, including member committees, shall have any power or authority to overrule any Executive Staff directive, policy, or procedures.

Section 5.08 Battalion Member Advisory Committees. The two Battalion Commanding Officers are further responsible for creating and maintaining a system of member-based committees, which will allow for the development of new programs and member sponsored ideas or projects. The Battalion Commanding Officers and the Executive Directors (or their designees) shall be considered *ex officio* (secondary duty) members of any such committee. Committees will use a *Project Planning Form* to help guide them.

Section 5.09 Implementation of Battalion Member Advisory Committee Recommendations. Implementation of new programs brought forth by member committees must be approved by the entire Executive Staff.

Article VI. STANDING COMMITTEES

Section 6.01 Battalion Commander's Advisory Staff. The two Battalion Commanding Officers are free to select their own Advisory Staff comprising:

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- a) the Battalion Commander's Chief Advisor and other Advisors,
- b) the Judge Advocate(s) General,
- c) the Chief of Chaplains,
- d) the Inspector(s) General (see Section 9.06 below), and
- e) representatives of Associate Member groups and organization.

They serve as independent and private personal legal and ethical advisors, judges, counselors, and investigators for the Battalion Commanding Officers. Since they serve at the whim of the Battalion Commander, he does not need Board or Executive Staff approval for their selection. While they maintain an unbiased independent open door policy to any member of the Battalion, the requirement for absolute confidentiality demands a narrow, focused chain of command directly to the Battalion Commander.

Section 6.02 Governance Committee.

- a) **Purpose.** The Board of Directors shall establish an independent Governance Committee to manage and direct all Battalion elections and to prepare performance reviews of the Executive Staff personnel on a biannual basis (every two years). Such performance reviews will be managed by a Human Resources Specialist and their findings reported to the Board of Directors during its annual meeting.
- b) **Membership.** The Governance Committee may be comprised of members, non-profit specialists, or other professionals as needed to perform its functions and will be chaired by a Human Resources Specialist appointed by the Board of Directors.
- c) **Authority.** The Governance Committee shall have the authority to set the rules and qualifications for candidates to any office, or any other matters related to the election process.
- d) **Conflict of Interest.** To avoid conflict of interest, no member of the Governance Committee shall serve on any other committee while actively serving on the Governance Committee.
- e) **Independence.** No member of the Board of Directors or Executive Staff, past or current, may serve on this committee.
- f) **Revolving Door.** No member serving on this committee may run for election for any open position for a period of one election cycle after having resigned from the Governance Committee.
- g) **Autonomy.** This committee is under the direct supervision of the Board of Directors, who shall take an advisory role in regards to this committee's operations.

Article VII. GENERAL ELECTIONS

Section 7.01 Duty of Governance Committee. The Governance Committee shall handle all general elections for the Battalion. The Governance Committee shall set the criteria and general process for the election including a tie breaking process. Rules for the election must be posted prior to receiving candidate applications.

Section 7.02 Frequency of General Elections. The Governance Committee shall hold elections as needed pending open positions, and expiration of office terms.

Section 7.03 Election Caucuses. Elections meetings shall be held in a public place, and at a time chosen by the Governance Committee and made known to members no less than 1 month in advance.

Section 7.04 Eligibility to Vote. Members entitled to vote must have their membership verified prior to casting a vote.

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Section 7.05 Candidates Presented During Election Caucuses. Candidates are entitled an opportunity to present themselves to those voting members present. Candidates may present a speech at the election meeting and be given a reasonable time to answer questions from members. The Governance Committee shall determine an appropriate and fair amount of time for this process.

Section 7.06 Ballot Counting Monitors. Candidates running for open positions may ask for one observer – not to be the candidate – to be present as ballots are being counted.

Article VIII. DERELICTION OF DUTY

Section 8.01 Removal of Members of the Board of Directors or Executive Staff. Members of the Board of Directors or the Executive Staff may only be removed from their positions for illegal or unlawful actions wherein evidence of a substantial nature can be brought before the Board of Directors through the following process:

- a) **Investigation.** The Governance Committee under the direction of a Human Resources Specialist shall investigate and verify any evidence of wrong doing according to legal and lawful practices.
- b) **Administrative Leave.** Pending verifiable evidence, the Human Resources Specialist and Governance Committee have authority to place an individual on administrative leave during an investigation that may reasonably be determined to constitute a conflict of interest.
- c) **Majority Vote of Board of Directors Required.** A two thirds Majority of all voting Board members, after such evidence has been brought forward, shall remove a person from office if deemed necessary by the Human Resources Specialist and the Governance Committee.

Section 8.02 Other Disciplinary Actions. All disciplinary actions not mentioned in Section 8.01 involving members, employees, or other volunteers will be handled by the Executive Staff in conjunction with a Human Resources Specialist utilizing professional guidelines and legal practices which shall protect the individual rights of the person involved as well as the organization.

Article IX. FINANCES

Section 9.01 Financial Control. All financial matters and operations shall be under the direction of the Executive Staff who will be held accountable to the Board of Directors.

Section 9.02 Annual Financial Report. The Executive Directors and their staff shall provide the Executive Staff and the Board of Directors with an annual financial report during the annual Board meeting.

Section 9.03 Annual Budget. The Executive Staff shall prepare a budget proposal each year to allocate or reallocate such assets as needed to ensure that the Battalion is fiscally viable.

- a) **Budgetary Allocation/Reallocation.** The Executive Directors shall have authority over the budget to allocate or reallocate such assets as needed to ensure that the Battalion is fiscally viable.
- b) **Limited Budgetary Approval Required.** The Board of Directors shall be required to approve only those projects of a capitol fiscal nature.

Section 9.04 Professional, Legal, and Ethical Standards. The Executive Directors and their professional staff shall establish all financial policies and procedures according to professional, legal, and ethical practices.

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Section 9.05 Central Oversight and Control of Funds. No subordinate unit, group, or other entity shall be allowed to independently control any portion of the Battalion's assets without direct oversight and control by the Executive Staff.

Section 9.06 Battalion Commander's Inspector(s) General. The two Battalion Commanding Officers may establish a special fraud, waste, and abuse audit staff known as the Battalion Commander's Inspector(s) General. This staff shall have no authority to set policy or to control assets, but shall serve strictly as an internal auditor.

Section 9.07 Third Party Audits. The Executive Directors may enlist the help of professional financial experts, volunteers, or consultants to conduct third party audits on an ongoing or as needed basis.

Section 9.08 Jurisdiction. The Battalion will conduct all its financial transactions in accordance with the laws of the jurisdiction in which it operates.

Article X. SEVERABILITY and ENACTING CLAUSES

Section 10.01 Severability Clause. Per Section 9.01 of the *Articles of Incorporation*, if a part of these *Bylaws* is or becomes illegal in any jurisdiction it shall not affect any other portion of these *Bylaws*.

Section 10.02 Enacting Clause. Any changes made to these *Bylaws* become effective immediately upon their approval.

Article XI. AMENDMENTS

Section 11.01 Majority Vote of Board of Directors. These *Bylaws* may only be amended by a two-thirds majority of the Board of Directors.

Section 11.02 Prerequisites to Amendment. No amendment to these *Bylaws* may be completed by the Board until such time as the following conditions are met:

- a) **Brought before the Board of Directors.** A proposal to amend these *Bylaws* has been brought to the Board during its annual meeting.
- b) **Administrative Impact and Viability Study.** The Executive Directors and their professional staff have completed an *Impact and Viability Study* which should include the following:
 - i) legal impact on the organization,
 - ii) feasibility and logistical impact on operations,
 - iii) fiscal impact on the organization,
 - iv) public relations and ability to connect with like-minded organizations.
- c) **Membership Impact Report.** The Battalion Commanding Officers have prepared a *Membership Impact Report* which should include the following:
 - i) member comments in support of and in opposition to changes,
 - ii) how changes will affect ability of members to operate,
 - iii) reports from each member advisory committee outlining the effect of proposed changes to that committee.
- d) **Additional Public Comments.** Sufficient time has been allowed for additional public comments if the Board desires.

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e) **Time for Board Deliberation.** All Board members entitled to vote have been allowed sufficient time to review, evaluate, discuss, and deliberate in full quorum the results of the studies mentioned above.

IN WITNESS WHEREOF, and as authorized agents of the Mormon Battalion Association™, we have hereunto set our hands this _____th day of May 2013.

BOARD OF DIRECTORS:

LTC Max W. Jamison
Battalion Commander/President

Date: _____ May 2013

COL Carl V. Larson
Battalion Executive Officer/Vice President

Date: _____ May 2013

COL Jerome G. Gourley
Battalion Commander's Chief Advisor/Director

Date: _____ May 2013

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Margaret Larson
Membership-Human Relations Officer/Director

Date: _____ May 2013

Steven L. Rinehart
Judge Advocate General/Director

Date: _____ May 2013

Subscribed and sworn to before me this _____th day of May 2013.

Notary Public

Residing at: _____

My Commission Expires: _____