

ATZB-JAA

12 January 2010

MEMORANDUM FOR DFMWR, ATTN: Ms. Audrey Ford

SUBJECT: Constitution and Bylaws – Military Marksmanship Association, Inc.

1. I have reviewed the enclosed Constitution and Bylaws for Military Marksmanship Association, Inc. and find them legally sufficient.
2. All procedural requirements have been met and there are no legal objections.
3. POC for this review is the undersigned at 545-3285 or leeray.bennett@us.army.mil.

FOR THE STAFF JUDGE ADVOCATE:



LEE-RAY A.W. BENNETT

Attorney-Advisor

Administrative and Civil Law Division

CONSTITUTION
OF THE
MILITARY MARKSMANSHIP ASSOCIATION, INCORPORATED

Approved by the Membership on January 18, 2008

ARTICLE I - NAME AND PURPOSE

Section 1: This Association will be called the “Military Marksmanship Association, Incorporated.”

Section 2: The Association is established as a private organization pursuant to:

- a. DODI 1000.15, Private Organizations on DOD Installations.
- b. DOD 5500.7-R, Joint Ethics Regulation.
- c. AR 210-22, Private Organizations on Department of the Army Installations.
- d. US Army Infantry Center policy memoranda regarding Private Organizations.

Section 3: The Association exists on the military installation at the discretion and with the consent of the Installation Commander or his designee.

Section 4: The purpose of the Association is to:

- a. Support the goals and objectives of the U.S. Army Marksmanship Unit.
- b. Provide a link to the history of the U.S. Army Marksmanship Unit.
- c. Conduct membership meetings, membership reunions, and ceremonial events.

ARTICLE II - GENERAL PROVISIONS

Section 1: The Association will be self-sustaining and will receive no financial assistance from any nonappropriated fund instrumentality in the form of contributions, repairs, services, dividends, or other donations of money or other assets.

Section 2: The Association will be a non-governmental association, established and operated by individuals acting exclusively outside the scope of any official capacity as officers, employees, or agents of the Government. The Association is not established nor operated pursuant to authority vested in the Army or any official thereof.

CONSTITUTION OF THE MILITARY MARKSMANSHIP ASSOCIATION, INC.

Section 3: The Installation Commander or his designee may withdraw his consent for the Association to operate on the installation at any time. Consent for the Association to operate on the installation will automatically cease two years after being granted unless the Association applies for and receives revalidation within that two-year period.

Section 4: The programs and activities conducted will not prejudice or discredit the military service or any agency of the United States Government.

Section 5: The Association will not use the name of any DOD component, unit, or installation in our name. If the Association wants to include such in our name, the Association will:

a. Not use a seal, logo, or insignia of any DOD component, organization, unit or installation on the Association's letterhead, correspondence, or in its title;

b. Not use the name so that it may mislead members of the public to assume the Association is in fact an organizational unit within the Department of Defense;

c. Receive prior approval for such use by the head of the appropriate DOD organization. At Fort Benning, the approval authority is the commander of USAIC and Ft. Benning or his designee.

d. Use a prominent disclaimer on all print and electronic media confirming that the Association is not part of the Department of Defense.

Section 6: The Association will not compete with any appropriated or nonappropriated fund activity that offers similar programs or services.

Section 7: The Association will reimburse the Army for any utility expenses incurred by the Army as a result of the operation of the Association, unless it would cost the Army more to bill and collect than it costs to provide the utility.

Section 8: The Association will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government.

Section 9: The Association will not seek to deprive individuals of their civil rights.

Section 10: The Association will not engage in the distribution or sale of alcoholic beverages at any time.

Section 11: The property of this Association will consist of such articles as may properly come into its possession. The property shall be accounted for by the Treasurer in accordance with generally accepted accounting principles. Should this Association either dissolve or cease to be allowed to operate on Fort Benning, Georgia, this Association will remove all the Association's property from Fort Benning within 10 working days of dissolution or receipt of notice to cease activities on Fort Benning. After that time, the Association's property will be considered

CONSTITUTION OF THE MILITARY MARKSMANSHIP ASSOCIATION, INC.

abandoned on the installation by the Association and may be acquired or disposed of by the installation under applicable DoD, Army, federal, State, and or local laws, regulations, etc.

Section 12: All records of this Association, excluding permanent files and the uncompleted checkbook, shall be kept on a calendar year basis, and held at least three (3) years after which time they may be destroyed. The checkbook will be placed with related records when it is completed using the applicable provisions of AR 25-400-2 series as a guide.

Section 13: In no event shall the United States Government be held liable, in fact or in spirit, for any actions taken or indebtedness incurred by the Association or the members of the Association.

ARTICLE III - OFFICERS AND GOVERNING BODY

Section 1: Elected officers of the Association shall be the President, Vice President, Secretary, and Treasurer.

Section 2: Appointed officers may be chairpersons of each standing committee. The President shall appoint them.

Section 3: Nominations, elections, terms of office, and duties are outlined in the Bylaws.

Section 4: The Association shall be administered under the supervision of the Executive Board in accordance with the approved Constitution and Bylaws and other applicable government directives.

Section 5: The Executive Board will consist of the elected officers, standing committee chairpersons, and designated group representatives. Additionally, the Immediate Past President shall be an ex officio member of the Executive Board and will have a standing invitation to attend all Executive Board meetings. He will assist the President in the execution of his duties in any way the President requests. All members of the Executive Board will be entitled to vote.

Section 6: The Executive Board shall carry out the purposes and objectives of the Association by approving the transaction of routine business in accordance with the approved Constitution and established policies and shall make and enforce such Bylaws as are necessary for the government of this Association.

Section 7: At the end of the Association year, all officers and chairpersons of standing and special committees shall submit to the Secretary a written report. One copy will go to the President, one copy to the appropriate officer and/or committee chairpersons, and one copy to the Association files.

ARTICLE IV - MEMBERSHIP OR PATRONAGE

Section 1: Membership in this Association will be voluntary and will be open to all active duty and retired members of the Armed Forces and to all civilian personnel subject to the following restrictions. The Association is a Veterans Organization under Section 501(c) (19), Internal

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Revenue Code; therefore, membership ratio must be maintained so that at least seventy-five percent of the members are past or present members of the Armed Forces. Veterans must have been discharged under honorable conditions. Membership categories are Active and Honorary.

a. Active Member: Active members have all rights and privileges of membership to include voting privileges, holding elective office, and participating in the management of the Association. Active member annual dues and Life Membership payments are set forth in the Bylaws of this Constitution.

b. Honorary Member: Any person to whom the Executive Board or a simple majority of the membership extends an invitation to become an Honorary Member of the Association. Honorary members will not pay dues, will not have voting privileges, will not hold elective office, and will not participate in the management of the Association, but may participate in all other functions and activities of the Association.

Section 2: The Association will advertise and solicit membership by making prospective members aware of the Association through *word-of-mouth* by individual active members. Other means may include providing prospective members with complementary copies of the Association's newsletter, encouraging prospective members to view the Association's Internet web site, or inviting prospective members to attend Association events. Membership in the Association will not be discussed in official government business meetings or formations, and the Association's Secretary, Treasurer, or Membership Committee Chairman will strictly maintain lists of members and non-members. Under no circumstances will such lists be posted in public view in the workplace.

Section 3: Membership discrimination based on race, color, sex, religion, age, disability, or national origin will not be permitted. The use of male pronouns in this document is a matter of convenience and in no way implies any intent to discriminate against women.

Section 4: All members shall be required to read the Constitution and Bylaws as a condition for membership.

Section 5: Membership in the Association may be terminated by a simple majority vote of the Executive Board if a member acts on behalf of the Association without prior approval of the Executive Board; a member provides false information on their Membership Application Form; or a member fails to respond to an official written request by the President of the Association.

ARTICLE V - METHOD OF FINANCING

Section 1: The revenue necessary to pursue the objectives of the Association shall be derived from dues and from revenue-producing activities conducted by the Association when required, approved, and conducted under the guidance and supervision of the Executive Board. All revenue-producing activities shall have prior approval of the Installation Commander or his designee. The officers of the Association understand that gambling in federal buildings is prohibited and that raffles on post have been restricted as a matter of policy. Raffles conducted off post will be in conformance with Georgia law and with the approval of the county sheriff.

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Section 2: The dues of this Association are established by the Association's Bylaws, but may be amended annually by a simple majority vote of the Executive Board.

ARTICLE VI - ACTIVITIES

Section 1: In support of its purpose, the Association plans to conduct membership meetings, membership reunions, and ceremonial events.

ARTICLE VII - INCOME TO MEMBERS

Section 1: Income shall not accrue to individual members except through wages and salaries as employees of the Association or as award recognition for service rendered to the Association or the military community.

ARTICLE VIII - MEETINGS AND QUORUMS

Section 1: General Membership Meetings

a. The General Membership will meet in January or in the first month of the Association's fiscal year. At the meeting, the Treasurer will render a financial status report.

b. The Active members present at a General Membership Meetings will constitute a quorum. A simple majority vote shall govern.

Section 2: Executive Board Meetings.

a. The President shall determine how often the Executive Board will meet. Special meetings of the Executive Board may be called at the request of any board member.

b. One half of the members of the Executive Board will constitute a quorum. A simple majority vote shall govern.

Section 3: All meetings will be conducted according to the current edition of *Robert's Rules of Order Newly Revised*. The President will have the final authority to decide points of order.

ARTICLE IX - ADOPTION AND AMENDMENTS

Section 1: This Constitution and any Bylaws hereto will become effective upon adoption by a simple majority vote of the General Membership present at a duly constituted regular or special meeting and upon approval of the Installation Commander or his designee. This Constitution will then supersede all previous constitutions and amendments except that it will not affect officers elected, specific agreements, or contracts entered into under the terms of previous constitutions until such terms of agreement or contracts have reached their expiration date.

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Section 2: A member desiring to propose an amendment to the Constitution or the Bylaws shall present the proposed amendment in writing with his or her signature to the Executive Board. The board shall consider the proposed amendment at its next meeting.

Section 3: Amendments to the Constitution or to the Bylaws must be approved by a simple majority vote of the members of the Executive Board present at a duly constituted regular or special Executive Board meeting. Amendments will become effective upon approval of the Installation Commander or his designee

ARTICLE X - INSURANCE

Section 1: The Garrison Commander (GC) or the GC's DMWR designee has been furnished with a "Declaration Page" and a "prepaid in-full" receipt for one (1) year of coverage as proof of "umbrella" liability insurance in the amount of \$1,000,000.00; which amount the GC or the GC's DMWR designee deemed as sufficient for protection against public liability, claims, property damage claims, or other legal actions arising from Association activities, one or more of the Association's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and or responsibility of the Association. Should that amount of insurance coverage be insufficient, the Association members may be held personally liable for debts, claims, and legal actions that arise as a result of the activities of the Association or one or more of its members acting on its behalf. Therefore, individual Association members could be sued, judgments could be rendered against them, and their assets (e.g., land, homes, cars, bank accounts, other personal and or real properties) could be seized and or their salaries and incomes (military and or civilian) garnished to pay the judgments.

Section 2: All Association members may be held personally liable for debts, claims, and legal actions that arise as a result of the activities of the Association or one or more of its members acting on its behalf. As a condition of membership, all members shall be required to sign a Membership Application Form where they agree to read and abide by all provisions of the Constitution and Bylaws of the Association. The Association shall ensure that all State and jurisdictional laws are met.

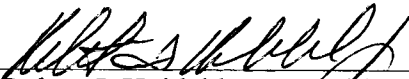
Section 3: Fidelity bonding will be purchased for members or employees handling monthly cash flow exceeding \$500. Such bonding will be in an amount equal to the normal maximum amount of cash handled.

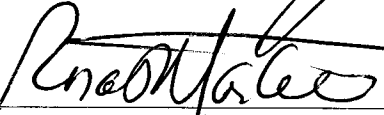
ARTICLE XI - DISSOLUTION

Section 1: Upon dissolution of the Association by an affirmative vote of a majority of the General Membership, without any provision to meet again in the future, the funds in the treasury at the time shall be used to meet any outstanding debts, liabilities, or obligations. The balance will be disposed of as determined by the membership with the proviso that members can only dispose of the assets in a manner consistent with the purposes of the Association for which the funds were raised initially. No part of the remaining assets may inure as income to the members. This liquidation may result in a personal liability on the part of individual members. In the event that Association liabilities exceed Association assets, individual members will be personally liable for his pro rata share of the Association's outstanding liabilities.

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This Constitution was approved by a simple majority vote of the General Membership present at the Annual Meeting meeting held on January 18, 2008. In witness whereof the following officers affix their signatures:


Robert I. Hoidahl, Jr., President


Ronald F. Martere, Vice President


Laurence K. Mosely, Secretary


Samuel W. Hunter, Treasurer

BYLAWS
OF THE
MILITARY MARKSMANSHIP ASSOCIATION, INCORPORATED

Approved by the Membership on January 18, 2008

ARTICLE I - DUTIES OF THE OFFICERS

Section 1: The duties of the officers shall be those implied by respective titles, those prescribed by the Constitution of the Association, and those specified by these Bylaws. Officers may hold the same office for consecutive terms.

Section 2: The Association, its officers, and its members will comply with all provisions of the following regulations:

- a. DODI 1000.15, Private Organizations on DOD Installations
- b. DOD 5500.7R, Joint Ethics Regulation
- c. AR 210-22, Private Organizations on Department of the Army Installations
- d. US Army Infantry Center policy memoranda regarding Private Organizations

Section 3: President -The President shall preside at the meetings of this Association and of the Executive Board and shall be a member (ex officio) of all committees. He shall, with the Treasurer, review all contracts and obligations authorized by the Executive Board. The President shall appoint all standing and special committee chairs, unless otherwise stated in the Bylaws.

Section 4: Vice President -The Vice President shall assist the President and perform the duties of the President in his absence. He shall perform any other duties that the President may assign. Should the office of the President be vacated, he shall assume the duties of that office. The Executive Board shall then appoint a Successor to this office as prescribed by Section 7 of this article.

Section 5: Secretary -The Secretary shall keep a record of all meetings of the Association and their proceedings. He shall keep a record of the minutes of the Executive Board. He will submit a draft of these minutes to the President for approval. Executive Board minutes will include the names of all board members in attendance at each session. He shall post minutes of the Executive Board meetings in a conspicuous place as determined by the Executive Board for the information of the General Membership. In the event the Association holds a meeting or conducts activities in any given month, the Secretary will forward the minutes and monthly financial statement to the Directorate of Morale, Welfare and Recreation (DMWR), United States Army Infantry Center, ATTN: IMSE-BEN-MWN, Fort Benning, Georgia 31905, by the 15th of the following month. He shall be responsible for administering any telephone or e-mail

BYLAWS OF THE MILITARY MARKSMANSHIP ASSOCIATION, INC.

votes as per Article II, Section 2, of the Bylaws and for properly entering such action and its results in an addendum to the minutes to be read the next scheduled Executive Board meeting. He shall be responsible for maintaining the permanent file as stated in Article II, Section 12, of the Constitution. He shall deliver to his successor all records and files of the Association. If the President and Vice President are absent from the Executive Board meeting, he shall call the meeting to order and preside until the Board Members make the election of a temporary chairman. The Secretary shall maintain a historical file, consisting of the following permanent records:

- a. Original Constitution with all current revisions.
- b. Original Bylaws with all current revisions.
- c. Records of approval of Constitution, Bylaws, and all amendments.
- d. Current list of members.
- e. A copy of the last audit, if required.

Section 6: Treasurer -The Treasurer shall collect all accounts receivable, such as dues and any other funds accrued by the various committees. He shall disburse the Association's funds as directed by the Executive Board. He shall present a financial report to the Executive Board each month. The records of account will be open to inspection by the members of the Association. He shall use the general provisions of DOD Regulation 7000.14-R, Volume 13, App A, Chapter 9. He shall sign all contract obligations and disbursements authorized by the Executive Board. He shall post a copy of the financial report in a conspicuous place monthly. He shall present a written financial summary report of the preceding calendar year at the first general meeting of the new calendar year. He shall ensure that all necessary audits are performed IAW AR 210-22, paragraph 3-3. He shall use a single entry accounting system to keep an itemized account of all receipts, disbursements, and all supporting vouchers and records.

Section 7: With the exception of the office of the President, whose succession is assured in this Article, vacancies occurring in any of the offices shall be filled by the Executive Board with a simple majority vote of the members present and voting in a duly constituted meeting.

Section 8: These Bylaws supersede all previous Bylaws.

ARTICLE II - ELECTIONS AND VOTING

Section 1: A committee shall be formed from the membership to nominate candidates for the officers designated in Article III, Section 1 of the Constitution. Officers shall be elected from and by the General Membership, at an annual or special meeting designated by the Executive Board, for a term of two calendar years. All active members present are entitled to vote. Officers will be installed at the next January General Membership Meeting.

BYLAWS OF THE MILITARY MARKSMANSHIP ASSOCIATION, INC.

Section 2: The President will have the authority to conduct a vote by telephone or e-mail of the voting members of the Executive Board in the event of the requirement for an immediate decision of such urgency to preclude a called meeting per Article VIII, Section 2a, of the Constitution. A quorum of the voting members must be polled. A simple majority of those members polled is required to reach a decision. The telephonic or e-mail vote is to be administered solely by the Secretary. Each voting member must be informed that this is a voting procedure and must be read the motion under consideration in its complete form when the Executive Board member is contacted by telephone. The polling should be conducted with dispatch. All telephonic or e-mail votes are to be recorded as an addendum to the minutes as required by Article I, Section 5, of the Bylaws. The addendum will include the exact wording of the motion, the names of those voting members who could not be contacted, and an exact accounting of the vote.

ARTICLE III - DUES AND FEES

Section 1: Annual Membership – Initial annual dues for all active members will be \$15.00. Subsequent annual dues will be \$10.00. Members may elect to pay dues in advance for multiple years at the current dues rate.

Section 2: Life Membership – Members may elect a Life Membership for a payment of \$300.00. Members may receive credit for any un-started years dues paid in advance. Life members will be appropriately recognized as determined by the Executive Board.

Section 3: Annual Membership dues or Life Membership payments will not be refunded when a member resigns from or cancels his membership in the Association, a member dies, or by reason of military reassignment or deployment.

Section 4: Accounting for and changing dues. Dues will be collected by the Treasurer, recorded, and added to the Association funds as outlined in Article I, Section 6 of these Bylaws. Dues may be changed IAW Article V, Section 2, of the Constitution.

ARTICLE IV - COMMITTEES

Section 1: Standing and special committees may be created, changed, or abolished at the direction of the President with the approval of the Executive Board.

Section 2: Committee chairmen shall appoint their own committee members. Each standing committee shall be present or be represented at every board meeting and will make a report in writing, annually, or as otherwise directed, to the Executive Board.

ARTICLE V - FINANCES AND TAXES

Section 1: The Treasurer's books shall be audited IAW AR 210-22, paragraph 3-3.

Section 2: The Executive Board shall not incur any financial obligations that extend beyond its term in office.

BYLAWS OF THE MILITARY MARKSMANSHIP ASSOCIATION, INC.

Section 3: In no event shall the United States Government be held liable, in fact or in spirit, for any actions taken or indebtedness incurred by the Association or the members of the Association.

Section 4: The Executive Board shall expressly approve all expenditures essential for the operation of this Association, and shall ensure that all disbursements are within the purpose for which this Association was established, in accordance with sound business practices, and within the budget.

Section 5: The Association year, the fiscal year, and the membership year shall run concurrently from January through December.

Section 6: Section 6: The Association is a tax-exempt Veterans Organization under Section 501(c) (19), Internal Revenue Code.

Section 7: The Association is a Domestic Nonprofit Corporation duly incorporated under the laws of the State of Georgia. Registration and fees are due annually.

Section 8: The Association shall be responsible for ensuring applicable fire and safety regulations, environmental laws, local, State, and Federal tax codes, and any other applicable statutes and regulations are complied within the operation of the Association.

ARTICLE VI – AWARDS AND GIFTS

Section 1: The Association will on appropriate occasions provide awards to Army Marksmanship Unit personnel, Association members, or other worthy recipients approved by the Executive Board or by the General Membership. Such awards will typically consist of, but not be limited to, trophies, plaques, medallions, and other such items as are customarily awarded to winning competitive shooters.

ARTICLE VII - HIRING AND SUPERVISION OF EMPLOYEES

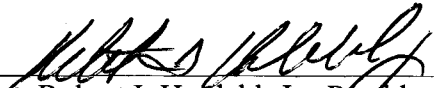
Section 1: The Association will comply with applicable laws that apply to private sector employment. The Association's employment practices will not discriminate based on sex, age, religion, race, color, national origin, marital status, lawful political affiliation, labor organization membership, or physical handicap.

ARTICLE VIII - DUTIES OF EMPLOYEES AND EMPLOYEES' BENEFITS

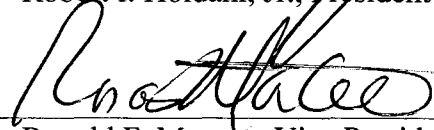
“Not Applicable.”

BYLAWS OF THE MILITARY MARKSMANSHIP ASSOCIATION, INC.

These Bylaws were approved by a simple majority vote of the General Membership present at the Annual Meeting held on January 18, 2008. In witness whereof the following officers affix their signature:



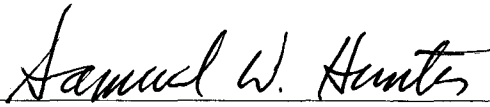
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