

BYLAWS

OF

34TH INFANTRY DIVISION ASSOCIATION

The objects and purposes of the Association shall be as follows:

1. To foster and perpetuate the camaraderie of brothers-in-arms of those who have served with the 34th Infantry Division since its organization.
2. To establish a lyceum and library for the collection, preservation and ownership of such records, books, manuscripts, charts, maps, photographs, pictures, moving pictures, automated files and other materials, with articles of any historical or antiquarian value relating to the 34th Infantry Division and the organizations and units which have or may, from time to time, compose the same.
3. To employ skilled and trained librarians, historians, and lecturers for copying, cataloging, writing, enumeration, evaluation, publication and dissemination of the material mentioned above or abridgment thereof or commentary thereon, as well as to print, publish and sell books, newspapers, journals, magazines, periodicals, lists, pamphlets, and reports for the dissemination of current as well as historical information for the membership of the association and the public generally: provided, that there shall be no distribution to the membership generally of the profits of any such undertaking, but such profits, if any, shall be employed for the general furtherance of the objects of the association.
4. To foster, assist, and promote military units organized pursuant to state or federal law with particular attention to units of the 34th Infantry Division as hereafter constituted.
5. To organize and charter subordinate units of the association in this and other states, locating such units, prescribing the membership thereof according to locality or time of service with the 34th Division or military designation of the unit or organization provided that nothing herein shall prevent the chartering of one or more units of each type in the same locality.
6. To support 34th Infantry Division related exhibits in museums, historical buildings and the military armories in the states that host the units which carry the lineage of the 34th Infantry Division, associated regiments, battalions, or companies/ batteries/ troops.

Article I

Registered Office

The registered office of the Corporation required by the Revised Iowa Nonprofit Corporation Act to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed

from time to time by the Board of Directors with concurrence of the Trustees in accordance with chapter 504, Iowa Code, the Revised Iowa Nonprofit Corporation Act.

The Corporation's existence shall be perpetual and shall be effective upon the filing of the Articles of Incorporation with the Iowa Secretary of State. This corporation is a follow on organization from the original 34th Infantry Division Association that was incorporated on the 6th day of February 1947 by the proud 34th Infantry Division veterans of World War Two.

The new 34th Infantry Division Association was reincorporated in 2010, to take advantage of becoming a non-profit corporation recognized by the State of Iowa and the Internal Revenue Service. The Board of Directors worked to bring forward all original and amended by-laws of the old corporation into the new corporation.

Article II

Selection and Terms of Officers

Section 1. The officers of the Association, with the exception of the Historian and Chaplain, shall be elected annually by a majority vote at the annual meeting of the Association. The officers shall include: President Emeritus, President, First Vice President, Second Vice President, Sergeant-At-Arms, Secretary, Treasurer, Historian and Chaplain.

Section 2. The term of the office of the Trustees shall be for three (3) years, one-third of the Trustees shall be elected annually at the Annual Meeting of the Association.

Section 3. A permanent Secretary and a Treasurer shall be elected and conduct their duties out of the permanent headquarters of the Association in Johnston, Iowa.

Section 4. The Chaplain and the Historian shall be appointed by the President and approved by the Board of Directors for a term of one year.

Section 5. All elective Officers and Trustees shall be installed at the Annual Meeting of the Association and enter immediately upon their duties and hold office until their successors are duly installed.

Section 6. Vacancies occurring in any of the elective offices, other than the president, prior to completion of his term, shall be filled by the President and confirmed by the Board of Directors and any member of the Association in good standing shall be eligible for appointment to such vacancy.

Section 7. Once elected, the 1st VP and 2nd VP will assume the duties of the President and 1st VP respectively the following year, to assure constant leadership and continuity.

Article III
Duties of Officers

Section 1. It shall be the duty of the President to preside at all meetings of the Association and to enforce the strict observance of the Articles and By-Laws in the conduct of association business and to perform such other duties as custom and parliamentary usage require; and he may appoint such committees as he, and the Board of Directors may deem necessary.

Section 2. The Vice-Presidents shall assist the President and perform the duties of the President in his absence.

Section 3. The Secretary shall be charged with the administration of the policies and mandates of the Association, the Trustees, and the President and other duties incident to the office. He shall also be authorized, in the event of death or resignation of the President, if the Vice Presidents are unable to serve, to summon the Board of Directors for the election of a successor and shall do so within sixty (60) days after said death or resignation.

Section 4. The Secretary and the Treasurer shall devote their entire association allotted time to the duties of the office and shall receive reimbursement for any expenses to be determined by the Board of Directors and Trustees, which shall be payable annually. In the event the President determines the need, for the betterment of the organization, he may petition the Board of Directors and Trustees to combine the office of the Secretary and Treasurer, until the next annual meeting.

Section 5. The Treasurer shall collect all monies from any source whatever and keep a record of all receipts, and shall disburse any and all monies of the Association for the transaction of its business. The Treasurer is responsible for maintaining the membership roster and collection of the dues of members. The Treasurer will prepare the accounts for the annual audit. The Board of Directors and the Trustees will receive an annual report by the treasurer at their annual meeting prior to the annual general membership meeting.

Section 6. The Historian shall collect and organize all information incident to the history of the 34th Infantry Division with the objective of preparing and publishing a complete history of said Division and shall make an annual report to the Association on the progress of the organization during the preceding year. The Historian shall receive reimbursement for any expenses related to the conduct of the maintenance of 34th Infantry Division records to be determined by the Board of Directors and Trustees, which shall be payable annually.

Section 7. The Chaplain shall perform the usual duties incident to the office and such as may be prescribed by the President and Board of Directors.

Section 8. The Sergeant-At-Arms shall perform the usual duties incident to the office and such as may be prescribed by the President and Board of Directors.

Section 9. The Trustees of the 34th Infantry Division Association will serve as mentors and advisors for the association. They will approve the agenda for the annual business meeting, approve the representatives for the various standing committees and set national membership dues. The Trustees are responsible to review an annual report concerning the memorial fund and the presentation of memorials at the various national veteran cemeteries where our comrades in arms are buried. The Trustees are responsible to approve the granting or revocation of all Sub Chapters of the association as authorized in Article IV. The number of Trustees will not exceed twelve (12) nor be less than nine (9) in number.

Section 10. Any matter relating to the business of this organization not specified in the Articles or By-Laws, or the manner of doing the same, may be prescribed by the combined Board of Directors and Trustees.

Section 11. In all meetings of the Association, Roberts Rules of Order shall control unless otherwise prescribed by the Articles of Incorporation or By-Laws.

Article IV **Chapters of the Association**

Section 1. The Trustees of the 34th Infantry Division Association may grant a charter for a subordinate chapter of the Association upon a petition therefore, signed by no less than fifteen (15) persons who have qualifications prescribed by Article VII of the Articles of Incorporation of the Association. The petition shall be in such form as may be prescribed by the Trustees and shall designate one of the petitioners as Chairperson and one as Secretary for the purpose of handling the business incident to the procurement of the charter. The petition shall be accompanied by the amount of the dues of the petitioners (less such as may have already been paid by the individuals) for the current year in the amount as prescribed by the Trustees of the National 34th Infantry Division Association.

Section 2. The Trustees shall satisfy them, by appropriate investigation, that the signers come within the membership provision of Article VII, By-Laws, aforesaid, and that the petition conforms in all respects to the requirements of the Articles of Incorporation and By-Laws of the National Association, whereupon the charter shall be issued.

Section 3. The charter may further limit or define the eligibility of members of the chapter in accordance with the prayer of the petition. Such limitation may be so that portion of eligible members, under Article VII, Corporation By-Laws, found in a given geographical locality; or to those by virtue of membership in smaller units of the Division, as the Division is defined in Article VII; or to those serving in the Division or units thereof, between certain dates, provided, however, that no provision of such charter nor any Articles of the Association or Incorporation, Rules or By-Laws adopted in connection therewith shall operate to exclude any individual otherwise eligible for membership in the Association, under Article VII, from attendance at meetings or social occasions as a non-voting participant therein. It is the purpose of this paragraph to enable the members of the Association to take the fullest advantage of that

more intimate association which arises from membership in the same company, battery, battalion or regiment, during a given period.

Section 4. In the event that the active paid up membership in any chapter shall fall below fifteen (15) members, the Trustees shall have power to revoke the charter of such chapter, upon such terms and conditions as the Board may determine, and to transfer the remaining members thereof to the membership at large or to any other chapter of the Association to which they be eligible. In the event the Trustees revoke the charter of any such chapter above referred to, said chapter shall immediately transfer to the 34th Infantry Division Association all records and all funds of said chapter. The Trustees shall likewise have power to forfeit or revoke the charter of any chapter for failure to comply with the Articles of Incorporation, By-Laws, rules, regulations or resolution validly adopted by the Association, provided that such chapter shall be entitled to reasonable notice and a hearing in connection therewith.

Section 5. At any regular, annual or special meeting of the Association, as defined in Article VII of the Corporation By-Laws, each chapter of the Association shall be entitled to one vote for each twenty five (25) members or major fraction thereof, such vote to be cast in such fashion and by such persons as the chapter shall prescribe, provided that the delegate or delegates named in the chapter shall be duly accredited to the meeting in such fashion as the Trustees of the Association shall prescribe.

Article V

Members at Large

Section 1. In addition to the membership which arises by reason of qualification for and affiliation with a subordinate chapter of the Association, there is established a class of membership to be known as "Members at Large". All individuals who shall be found eligible under Article VII of the Corporation By-Laws and who do not belong to subordinate chapters of the Association may qualify as Members at Large by making application to the Secretary or Treasurer and paying dues as provided in the Articles and By-Laws of the Association. At any regular or special meeting of the Association, the Members at Large there present, shall caucus and by majority vote, determine the method and manner in which the vote of the Members at Large shall be cast, and the caucus shall be entitled to cast the ballots of all the Members at Large on the basis of one vote for each twenty-five (25) of such members or major fraction thereof.

Section 2. At regular or special meetings of the Association a poll of the votes of the chapters and the Members at Large, as hereinabove fixed, shall be requisite to the validity of any action taken, rather than a poll of individual members in attendance: provided, however, that if any chapter or chapters fail to select, accredit, or instruct delegates in accordance with the requirements of the Association, any member or members from such chapter may be empowered to cast the vote of the chapter in such fashion as the meeting may prescribe

Article VI

Dues

For the purpose of the payment of dues and the terms of the officers of the Association, the current year is defined as commencing on 1 September and concluding on the following 31 August. There shall be no nomination fees. Dues of individual, Associate and Life members are fixed by the Trustees for each current year; provided, however, that where dues are paid in advance, they shall be held to cover the next succeeding year or for Life Membership. Additional chapter dues may be prescribed by each chapter of the Association.

Article VII

Membership

For purposes of membership in the Association, the "34th Infantry Division" is hereby defined as (a) all units or organizations which were an organic part of the 34th Infantry Division at the time of the original activation of the 34th Infantry Division as the "34th Infantry Division" on July 15, 1917 together with any supporting units thereafter.

The individuals eligible for membership in this Association shall be:

1. All military or naval personnel of the Armed Forces of the United States who have been assigned or attached to the 34th Infantry Division, as defined above; plus
2. All military, air, or naval personnel of the Armed Forces of the Allied Nations, other than the United States, who have been defined above.
3. All civilians of the United States, or of any of the other nations allied who have been assigned or attached to the 34th Infantry Division as defined above, as members of the civilian components normally complementing the Armed Force; plus
4. All military personnel who have been or are current members of the 34th Infantry Division or its assigned or attached units, or any successor unit of the 34th Infantry Division; plus
5. All military personnel assigned to the 1st Ranger Battalion during the period December 7, 1941 - September 12, 1946; plus
6. Associate Members: Spouses, sons, daughters, other related kin of active or deceased members of the 34th Infantry Division Association, Friends of the 34th Infantry Division Association and current, past, or retired members of the National Guard and Regular Army of the States which have fielded organizations and units of the 34th Infantry Division since July 15, 1917. Associate members shall be entitled to the same membership rights as Regular Members.
7. Widows of veterans of the 34th Infantry Division are automatically granted the full membership held by the deceased military spouse.

Article VIII
Meetings

There shall normally be a regular annual meeting of the Association on the first weekend after Labor Day each year, as well as a regular annual meeting of the Trustees of the Association. The site of future annual meetings will be voted on by the general membership at the annual meeting. Special meetings of the Association or of the Trustees shall be held from time to time upon the call of the President or upon the call of a majority of the members of the Trustees. Publication of such meetings shall be the responsibility of the Secretary, or as the By-Laws shall prescribe.

Article IX
Indemnification

The Corporation shall indemnify each of its Directors and Officers, whether or not then in office, against all reasonable expenses actually and necessarily occurred, including, but not limited to, judgments, costs and counsel fees. An officer or director shall have no right to reimbursement, however, in relation to matters as to which the officer or director has been adjudged liable to the Corporation for negligence or misconduct in the performance of duty. The right to indemnify for expenses shall also apply to expenses of suits which are compromised or settled if the Court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, but not exclusive of, all other rights to which such officer or director may be entitled under the Revised Iowa Nonprofit Corporation Act or any amendment thereto.

Article X
Written Instruments, Loans and Deposits

Section A. **Written Instruments.** Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Corporation to which the Corporation shall be a party shall be executed in its name by any Officer and attested by any Officer. All other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by any Officer.

Section B. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section C. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section D. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section E. Directors' Contracts. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of such person or any firm or corporation in which such person may be in any way interested.

Article XI
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of September of each year and shall end on the 31st day of August of the following year.

Article XII
Corporate Seal

This Corporation shall not have a corporate seal.

Article XIII
Notice of Meeting

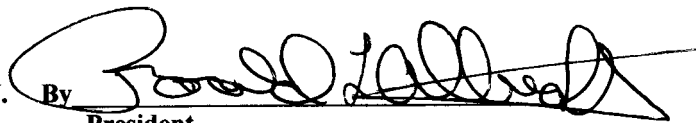
The Annual Meeting shall normally be held the 1st weekend after Labor Day. Notice of the Annual Meeting shall be given to the membership by publishing the notice tri-annually in the Association's Newsletter. A change in the date of the annual meeting must be approved by the Board of Directors and Trustees and the membership at the annual meeting.

Article XIV
Amendments

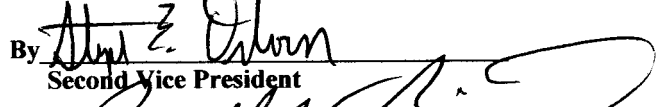
These Bylaws may be altered, amended or repealed by a majority vote of the Directors at any regular or special meeting; followed by approval of the action by the Trustees; and a majority vote of the general membership at the first annual meeting following the proposed changes; provided, however, that the power of the Board of Directors to alter, amend or repeal may be expressly limited in the Articles Of Incorporation.

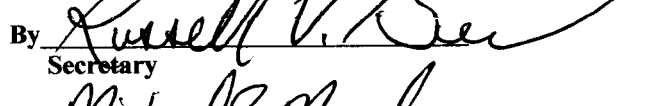
The foregoing are the Bylaws of 34th Infantry Division Association, duly adopted by the Board of Directors of said Corporation on _____ December _____ 29, 2010.

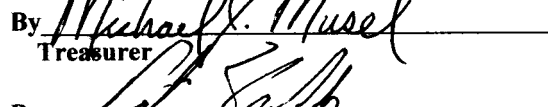
34TH INFANTRY DIVISION ASSOCIATION.

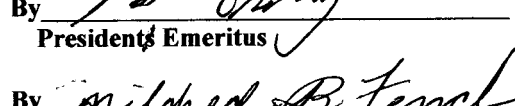
By  _____
President

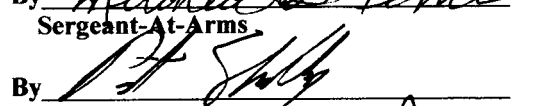
By  _____
First Vice President

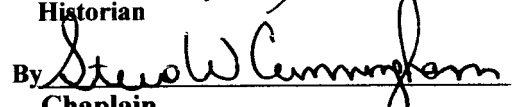
By  _____
Second Vice President

By  _____
Secretary

By  _____
Treasurer

By  _____
President's Emeritus

By  _____
Sergeant-At-Arms

By  _____
Historian

By  _____
Chaplain.