

LITTLE BEAR ASSOCIATION CONSTITUTION

Article I. Name and Registration

This association as re-organized in April, 2005, shall be known as the “Little Bear Association.”

Whenever required by law, the Little Bear Association shall be registered with the appropriate government agencies as an “Unincorporated Association” with limited specific operational objectives as enumerated in Article II.

Article II. Objectives

The Little Bear Association, hereinafter referred to as “the Association” is dedicated to the following specific objectives:

- (a) To renew and preserve the camaraderie and esprit de corps among members of the Association.
- (b) To foster, reinforce and perpetuate love of country, a strong sense of patriotism and respect for the flag and Constitution of the United States of America.
- (c) To attempt to locate and encourage all former members of Company A., 25th Aviation Battalion, 25th Infantry Division (aka “Little Bears”) to become affiliated with the Association.
- (d) To gather data and material of an historical nature for the purpose of compiling an accurate and detailed history of the Association.
- (e) To plan and organize reunions for its membership pursuant to the provisions of Article IV.

Article III. Operation

The Association will operate on a fiscal year basis commencing on April 1st of each calendar year and ending on March 31st of the following calendar year.

A financial audit may be ordered and conducted at any time as directed and specified by a majority vote of the Executive Council.

In the event of dissolution of the Association,

- (a) All assets shall be liquidated and all financial obligations of the Association shall be paid in full.
- (b) Memorabilia, historical records, photos and other documents belonging to the Association shall be donated to the U.S. Army Aviation Museum located at Fort Rucker, Alabama.
- (c) Any remaining assets shall be donated to a recognized charity as determined by a majority vote of the Executive Council, but under no circumstances shall any former or present member of the Association receive ownership or benefit of said assets without first paying fair market value compensation for said assets to the Association.

Article IV. Reunions

Reunions shall be held annually unless decided otherwise by a majority vote of the Executive Council.

Reunions shall be held at a time and place to be determined by a majority vote of the Executive Council.

In the event that a majority vote cannot be reached in a timely manner that would facilitate proper planning, the time and place for the reunion shall be determined by the President of the Association.

- (a) The deadline for a final vote in this circumstance shall be determined by the President of the Association.

Attendance at reunions is limited to all Association Members, their families and invited guests.

Article V. Membership

Membership is open...

- (a) To all living former personnel who served directly and in any capacity with Company A, 25th Aviation Battalion, 25th Infantry Division (aka "Little Bears") during the Vietnam War between 1966 and 1971 inclusive,
- (b) To the surviving family members of deceased personnel defined in §5.01 (a) and

- (c) To certain other persons as defined below under the honorary membership classification.

Membership shall be limited to the membership classification to which such person qualifies.

Membership classifications are **General**, **Active**, and **Honorary** and are described as follows:

- (a) **General**: Any former personnel living or deceased who served directly with Company A, 25th Aviation Battalion, 25th Infantry Division (aka “Little Bears”) during the Vietnam War between 1966 and 1971 inclusive automatically become General members by virtue of that assignment.
 - (i) General members are not granted voting privileges.
- (b) **Active**: A lifetime Active membership will be conferred upon a living General member who pays a one-time membership fee established and approved by a majority vote of the Executive Council.
 - (i) Active members are granted voting privileges pursuant to Article VII.
- (c) **Honorary**: A lifetime honorary membership will be bestowed upon the surviving spouse, the surviving children, and the surviving parents of deceased members.
 - (i) Other Honorary memberships may be awarded to other distinguished persons so nominated by Active members and ratified by majority vote of the Executive Council.
 - (ii) Honorary members shall comprise the Association “Auxiliary.”
 - (iii) Honorary members are neither subject to the membership dues nor granted voting privileges.

Article VI. Organization

Officers of the Association will be as follows:

- (a) President
 - (i) Use of the term “President” throughout this document shall be read as “President or acting president” whichever is applicable in real time.
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Member-at-Large
- (f) Historian
- (g) Chaplain

The President, Vice President, Secretary, and Treasurer shall be elected at the business meeting of odd-numbered years by the attending Active membership pursuant to the voting provisions of Article VII.

The Historians and Chaplains shall be appointed by the President and ratified by majority vote of the Executive Council.

The Member-at-Large shall be an Active member of the Association and voluntarily elected to the position of Member-at-Large during the first day of each reunion by the Active members present and attending that same reunion on that day excluding incumbent members of the Executive Council. Should the vote result in a tie, the ranking Executive Council officer present shall cast the deciding vote.

The Executive Council shall consist of the following rank-ordered elected Officers:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Member-at-Large

Holding office or other positions of influence and trust is limited to Active Members as defined in Article V.

General responsibilities and authority of the Executive Council:

- (a) The Executive Council shall be the governing body of the Association.
- (b) It shall be responsible for management of the affairs of the Association including finances, reunion planning, and compliance of the Bylaws.
- (c) It shall have the authority to approve budgets and authorize expenditures.
- (d) A majority of the Executive Council shall prevail in all matters pertaining to the Association except the adoption of amendments to the Association Constitution.
- (e) Voting members of the Executive Council shall be limited to the incumbents in the five (5) positions specified in §6.05(a) through (e) inclusive.
 - (i) The concept of one man, one vote is in effect except in cases when a majority vote cannot be affected, a coin toss by the ranking officer present and witnessed by the remainder of the Executive Council quorum as specified in §7.04 shall decide the issue.

In addition to business conducted at the reunion, unusual and pressing business may be conducted by the Executive Council at other times by mail, email, internet social media, and/or conference telecommunication.

The Executive Council may designate authority and functions to specific members of the Association.

The Executive Council shall perform other duties as prescribed by the Constitution and by Bylaws that are not inconsistent with the provisions of the Constitution.

The Association will have the following standing committees, with duties and responsibilities as outlined in job descriptions approved by the Executive Council. Vacancies for committee chairmen will be filled by appointment by the President and are subject to ratification by the Executive Council.

(a) **Membership Committee**

(b) **Historical Committee**

(c) **Nominating Committee**

Article VII. Voting

Only Active members are eligible to vote.

The President shall preside over the election process.

Three (3) or more attending Active members eligible to vote will constitute a quorum for the transaction of business at the Association business meetings.

Three (3) or more officers of the Executive Council shall constitute a quorum for the transaction of business exclusive to the consideration of the Council.

Attendance at the appropriate reunion business meeting is mandatory for members to exercise their voting rights on issues before the general membership. Other means of voting at the business meeting are not authorized except members of the Executive Council may vote by any means possible on issues that are subject to an exclusive Executive Council decision.

Once a vote has been cast, it cannot be changed.

Whenever a majority vote cannot be reached during a vote by the attending Active membership on a given issue, a tie vote shall be declared a rejection of the considered issue.

Whenever a majority vote cannot be reached during a vote exclusive to Executive Council authority, the President may conduct a coin toss witnessed by the remainder of the Executive Council quorum to reach a decision on the issue.

- (a) A coin toss decision shall be officially recorded as a “majority vote.”

The Member-at-Large may preside over non-binding; secret-ballot “straw polls” taken by the attending Active membership at business meetings regarding issues otherwise held exclusive to an Executive Council decision. The Executive Council shall take into consideration the results of the poll following an independent count of the cast ballots but shall still determine its own final decision in such circumstances.

Article VIII. Constitution and Bylaws Amendments

The Constitution and Bylaws shall be amended by the following procedure:

- (a) Proposed amendments shall be submitted in writing to an Executive Council officer not later than midnight (local time) of the first day of the reunion or four (4) hours before the convening of a special session.
- (b) Voting on Constitutional and Bylaw amendments are separate events and each shall be conducted by secret ballot, supervised by the second ranking officer present at the proceeding and tallied by two (2) volunteer tellers appointed by the President.
- (c) The adoption of any or all of the Amendment(s) at the business meeting of the Association shall be by a **two-thirds majority** of the voting members present at the business session and shall not be subject to override by the Executive Council.
- (d) Members of the Executive Council may **not** vote on the adoption of Amendments to the Constitution but are eligible to vote on amendments to the Bylaws.
- (e) The rules contained in ***Robert's Rules of Order*** (10th edition or later) shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Constitution, Bylaws or any special rules of order adopted by the Association

LITTLE BEAR ASSOCIATION BYLAWS

Chapter One Election of Officers

- A. Only Active members are eligible to hold elective office.
- B. Officers of the Association shall be elected during the reunion business session convened on odd-numbered years and shall be installed to the elected office at the close of the reunion.
- C. The election of officers will be by secret paper ballot. Should there be only one candidate for office, the ballot requirement may be waived.
- D. The Nominating Committee shall develop a list of candidates who are willing and able to serve as officers of the Association with said list to be presented to the membership during reunion registration.
- E. Additional “seconded” nominations may be submitted in writing by willing candidates up to twelve (12) hours prior to the commencement of the scheduled business meeting.
- F. With the exception of the Treasurer and the Member-at-Large, elected officers of the Association
 - 1) Shall serve for a term of two (2) years and
 - 2) May serve consecutive terms facing re-election in odd-numbered years.
- G. The Treasurer, elected at the inception of the Association, shall serve for an indefinite term and shall, if circumstances warrant, be replaced by presidential appointment to be ratified at the next scheduled odd-year election following said appointment.
- H. The Member-at-Large shall serve for a term of one (1) year and may serve multiple terms but not consecutively.

Chapter Two Succession to Office

- A. Should the President resign, become incapacitated or otherwise be unable to serve, the Vice President shall succeed him for the remainder of the two-year term. Election for the position of President will be held at the next odd-year reunion. The position of Vice President shall remain vacant until the next scheduled election.
- B. Should the Vice President resign, become incapacitated or otherwise be unable to serve, the office of Vice President shall remain vacant until the next odd-year election.
- C. Should both the President and Vice President resign, become incapacitated or otherwise be unable to serve, the Secretary shall assume the duties of President. The office of Vice President

shall remain vacant until a new President and Vice President are elected at the next odd-year reunion. The Treasurer shall assume the duties of the Secretary until the President and Vice-President have been replaced.

- D. Should the Secretary resign, become incapacitated or otherwise be unable to serve, the President will appoint either a temporary acting Secretary or a new Secretary for the remainder of the two-year term as needed, the latter being subject to ratification of the Executive Council.
- E. Should the Treasurer resign, become incapacitated or otherwise be unable to serve, the President, being the second signatory for financial affairs, shall assume the Treasurer's duties until such time as he is able to appoint a replacement Treasurer subject to ratification of the Executive Council. The replacement Treasurer will serve until the next regularly scheduled odd-year election.
- F. Should the incumbent Member-at-Large resign, become incapacitated or otherwise be unavailable to serve, the Executive Council shall operate as a four (4) officer entity until the Member-at-Large returns or a new Member-at-Large is elected at the next reunion following the former's absence.

Chapter Three

Duties of Officers

- A. The President will preside at the business meetings of the Association reunion and at all Executive Council meetings. In the absence of the President, the role of presiding officer will be filled by the Vice-President, the Secretary or the Treasurer, in that order.
- B. The President will appoint or remove Committee Chairpersons, subject to ratification of the Executive Council.
- C. The duties of the Officers will be those which are customary for such offices, and such other functions as may be prescribed by the Constitution and Bylaws of the Association, the Executive Council and written job descriptions.

Chapter Four

Treasurer

- A. Once elected, the Treasurer shall serve in that capacity for an unspecified period of time.
- B. The Treasurer shall open and maintain a banking account in his home state or city as necessary to carry out the business needs of the Association and shall sign checks for debts legally incurred by the Association.

- C. Both the Treasurer and the President shall hold signatory privileges with the Association financial accounts although checks shall only require a single signature to authorize their payment. The Treasurer shall also perform other duties customary for the office, including preparing and presenting financial reports as necessary to insure transparency of the financial status of the Association at any given time.

Chapter Five Member-at-Large

- A. The Member-at-Large shall have the same voting rights as the other Executive Council members.
- B. The Member-at-Large shall have access to all Executive Council meetings held during his term and shall be party to any special session meetings conducted by mail, email, internet social media or conference telecommunications during his term.
- C. If available, the Member-at-Large shall preside over the election of his successor during reunion registration in the year following the reunion at which he was elected. In the absence of the Member-at-Large, the President shall preside over said election.

Chapter Six Historian

- A. The Historian will be appointed by the President and ratified by the Executive Council.
- B. Once appointed, the Historian will serve in that capacity for an unspecified period of time.

Chapter Seven Co-Chaplains

- A. The Co-Chaplains will be appointed by the President and ratified by the Executive Council.
- B. Once appointed, the Co-Chaplains will serve in that capacity for an unspecified period of time.

Chapter Eight Termination of Membership

- A. Members of any classification, including elected and appointed officials, may be terminated for cause or conduct contrary to Association standards and best interest. Such termination will be accomplished by the Executive Council in accordance with provisions of ***Robert's Rules of Order*** (10th edition or higher).