

Bylaws

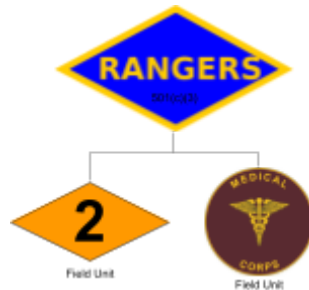
Due to the nature of the Bylaws below and some potential legal issues with the wording and conflicts with NonProfit Rules and Regulations some Bylaws may be subject to immediate revision. It is each member's responsibility to periodically review the Bylaws.

Article 1 | Name

The official name of the corporation is:

U.S. 2nd Ranger Infantry Battalion of St. Louis, Inc.

Hereinafter referred to as the "Rangers" or "Unit" or "Company" or "Medical Corps", or "Medical Corps personnel", or "510th Evacuation/Field Hospital"



Article 2 | Purpose

The Rangers and the 510th Evacuation/Field Hospital are a not-for-profit group of historians and living history enthusiasts whose purpose is to educate the public on and preserve the history of the Second World War. We do this by respectfully portraying World War II soldiers during battle reenactments, living history events, educational displays, and by collecting and preserving memorabilia of the era.

The Unit provides for its members a means to do this, thereby keeping alive the history of all nations who fought for freedom. We endeavor to seek greater authenticity in the presentation of our activities. We strive to foster greater interest in the history of the Second World War, and particularly Ranger and Medical Corps history by educating the general public through active public relations. We will honor all veterans of the United States Armed Forces.

Article 3 | Unit Structure

The Unit will be run with the military structure and courtesies as used during WWII only during WWII events. At all other times the Unit will be run as a not-for-profit corporation with all decisions pertaining to business plans, rules, finances, rank structures, promotions, and other matters being decided by a Board of Directors (Board).

Article 4 | Membership

The membership term is from January 1st through December 31st. Membership in the Rangers is open to all individuals regardless of their race, sex, religion, or physical challenge.

To be a Regular Member with full voting rights, the Rangers or 510th Evacuation/Field Hospital must be your primary reenacting unit and you must reside live within a 2-hour radius by ground transportation of Jefferson Barracks, St. Louis, Missouri. by ground transportation to be a Regular member.

A member may not have in the past, and not while a member, advocate illegal activities, nor be a member of any organization that advocates violence or the overthrow of the United States government.

The Board of Directors has the right to conduct a criminal background on all members.

A member will not promote any political agenda while representing the Rangers.

No member shall profit materially from being a member of the Rangers.

The four types of members are:

Honorary Member

The Board of Directors, as a show of appreciation may choose to bestow Honorary Membership upon an individual or a group. These persons or groups shall have made a significant contribution to the mission of the Rangers and/or Medical Corps. Honorary Members will not be required to pay dues, and may attend Ranger events at their leisure, but do not retain voting rights.

Associate Member

An Associate Member is a member who lives outside the 2-hour ground transportation from Jefferson Barracks, St. Louis requirement. They pay full dues at whatever rate is set for Regular members. They meet all other requirements as set forth in these Bylaws. But, Associate Members are not permitted to vote.

Junior Member

A Junior Member is anyone 16 or 17 years of age who desires to join the Rangers and:

1. Has completed the required documents truthfully (including written permission from the minor's parent or guardian) and interview with a board member.
2. Is actively acquiring the equipment as required.
3. Adheres to the safety rules and takes any required safety training.
4. Has paid any required membership dues in full.
5. Complies in full with these bylaws and other written rules.
6. Attends at least two (2) Unit events per calendar year.
7. Has submitted the completed Ranger age consent form to the Unit.
8. May not carry a live firearm, unless under the direct supervision of a guardian or sponsor who has permission by written letter.

Recruit

A Recruit is any person 18 years of age and older who desires to join the Rangers and:

1. Has completed the required documents truthfully and has had an interview with a board member.
2. Is actively acquiring the equipment as required.
3. Adheres to the safety rules and takes any required safety training.
4. Has paid any required membership dues in full.
5. Complies in full with these bylaws and other written rules.
6. Attends at least two (2) Unit events per calendar year.

Regular Member

A Regular Member is 18 years of age or older who:

1. Has completed at least one year as a Recruit or Junior Member.
2. Has had no safety violations.
3. Has had his or her conduct approved by the Board of Directors.
4. Has completed the required documents truthfully.
5. Has acquired the equipment required by the authenticity committee.
6. Adheres to the safety rules and has taken any required safety training.
7. Has paid the any required membership dues in full.
8. Complies in full with these Bylaws and other written rules.
9. Attends at least two (2) Unit events per calendar year.
10. Works on at least one (1) volunteer job for the Unit per year.

Article 5 | Members Rights

All Rangers and/or Medical Corps personnel are entitled to the following:

1. The right to wear the Ranger insignia, or insignia appropriate for the US Army Medical Corps
 - a. The right to wear the insignia appropriate to their impression, whether portraying a Ranger or a US Army Medical Corps Personnel
2. An annual membership card.
3. A copy of the latest [Safety](#) and [Authenticity](#) rules, [Bylaws](#) and other Unit rules.
4. A copy of the [Ranger History](#).
5. The right to attend all Ranger, 510th Evacuation/Field Hospital events (not including Board meetings).
6. Regular members have the right to vote on Ranger issues that are put before the entire Unit.
7. The right to appeal any decision by the membership that will forfeit their membership.

Article 6 | Discharging of Members

Any member may be discharged from the Unit for conduct discrediting to the Rangers, unlawful acts, unlawful acts with a firearm, theft, disrespect of a veteran of the U.S. armed services, threats of violence against any member of the Unit, safety violations, or for violation of the Unit's bylaws or persistent violation of Board approved rules.

If at least six (6) members propose in writing discharging a member the Board will put the issue to a vote within thirty (30) days. A yes vote of 2/3rds of the total regular members will discharge the member. Any discharged member may, after 60 days, appeal their discharge again to the total regular membership. If 2/3rds of the total regular members vote to discharge then the ruling will stand. Any discharged member will not be eligible for any refund, in part or whole, of any dues paid.

Article 7 | Dues

The members shall determine by a 2/3rd majority vote, as long as a quorum for a General Membership meeting has been first established, the amount of dues. Annual membership dues are due on January 1st of each year and past due on the last day of January. Past due members may be dropped from the unit rolls and lose all or some field rank.

Any member who serves on active duty in the United States Armed Forces for more than three (3) months during a year is not required to pay dues for that year.

Article 8 | Compensations

Members will not receive compensation for their duties, but may be reimbursed for legitimate Ranger/510th Evacuation/Field related expenses authorized by the Board. Receipts must be submitted to the Treasurer to receive reimbursements for qualified expenses. No loan or other indebtedness will be contracted by any member on behalf of the Unit unless authorized by a vote of the General Membership.

Article 9 | Meetings

There must be at least three (3) Board members present to hold a General Membership, Board of Directors, or unscheduled General Membership meeting. A General Membership Meeting quorum will consist of 40% of Active members plus one. The list of Active members will be maintained by the Board Secretary.

This quorum will be sufficient to conduct all business required.

1. A General Membership Meeting will be held each year in January or February. Notice of the meeting will be made to all members at least four (4) weeks ahead of time.
2. The Board of Directors will meet at least three (3) times a year. The Board may invite any member to the meetings and any committees who should report will be prepared to report. Upon conclusion of Board

business the meeting will be opened for discussion by regular members. Minutes of Board meetings will be kept and made available upon request to any member.

3. An unscheduled General Membership Meeting may be held if the Board agrees there is an unusual need. Every effort will be made to inform all members as far in advance as possible.

Article 10 | Board of Directors

(Board)

Duties

The Board is responsible to the membership for the enforcement and protection of the bylaws and any rules the committees, after Board approval, may enact.

The Board shall protect the Ranger and Medical Corps name, reputation, and heritage.

The Board will work collectively to better the Unit and be receptive to the members' ideas.

Business, rules and affairs of the Unit will be managed by a simple majority consensus of the Board.

The Board will initiate and dissolve all committees.

The Board will ensure the safekeeping of all Unit monies and maintain a list of all property owned by the Unit whether acquired through purchase, dues, or donation.

Board members will make every effort to attend every Board meeting.

All Board members will also serve as the Corporate Officers.

Any Board member who is leaving office for any reason will give any and all Unit records, contracts, property and statements to another Board member within forty-eight (48) hours of resignation or termination.

Number and Terms

There are five (5) directors: the President, Vice President, Assistant Vice President, Secretary, and Treasurer.

They will be elected at the General Membership meeting to serve two years and may run for reelection.

The President, Secretary, and Treasurer will be elected on even numbered years (2012, 2014, 2016, etc.)

The Vice President and Assistant Vice President will be elected on odd numbered years (2013, 2015, 2017, etc.)

Qualifications

All Board members must be Regular member of the Unit and have their membership dues paid in full.

All Board members must have been a Regular member for at least twenty-four (24) months prior to the date of the election.

Election or appointment to the Board will be without regard to rank. Members will not get promoted or demoted for joining or leaving the Board.

Resignations and Vacancies

Resignation from the Board must be done in writing and given to another Board member.

Any Board member leaving the Board will comply with federal and state laws.

Any vacancy on the Board will be filled by the Board appointing an interim member from the body of eligible members.

If the term is more than one year a general election will be held.

If a Board member is elected to another Board position there will be an election within two (2) months to fill the vacant job.

Candidacy for Office

To be considered for a Board position a member must submit his/her intention to the Board, stating which position is desired, at least three (3) weeks prior to the General Membership meeting. The Board will ensure the qualifications have been met and then the Board will enter the member's name on the ballot. Whoever receives the most votes will be the new Board member. In the case of a tie the President will decide the outcome. New Board members will take office March 1st.

Discharging of Directors

Board members may be removed from the Board for failing to perform their duties using the same method as discharging regular members.

In exceptional circumstances Board Members may be subject to Missouri's 'At Will' clause for termination and may be terminated from the Board without notice and without reason. This is a reciprocal clause and Board Members may quit and resign their position at any time without notice and without reason. However, in both situations a written notice is preferred.

Board Member Descriptions and Duties:

Board Member descriptions, duties, and positions may be updated and/or removed and/or added to at the discretion of the Board.

President

The President will chair all general and Board meetings.

The President will be responsible to the membership to ensure safekeeping and timely execution of all Unit records, bills, and contracts.

The President will sign all deeds, mortgages, bonds, contracts, and other instruments the Board has authorized to be executed.

The President will prepare a list of Board duties not listed here, solicit Board members to do those duties, and ensure Board members are fulfilling the duties.

When a Board decision is needed the President will initiate a vote on the matter. The President's vote will act as a tiebreaker in any Board votes.

Vice President

The Vice President will assume all of the President's duties if the President is not available or temporarily incapacitated for any reason, until such time the President may resume his or her duties, or the position shall be filled following the bylaws for a vacated board position.

The Vice President will monitor the progress of the committees and ensure a timely report from them.

Assistant Vice President

The Assistant Vice President will ensure the list of the Unit's property, as kept by the Treasurer, is correct.

The Assistant Vice President will also compile a Unit handbook, ensure all members have one, and keep it up to date.

Secretary

The Secretary will keep the minutes of all meetings, correct the minutes when needed, and read them back as needed.

The Secretary will keep records of all members and compile a roster for member distribution.

The Secretary will keep and ensure all minors have completed the proper documents.

Treasurer

The Treasurer will have charge and custody, and be responsible for; all funds and property of the Unit, receive and give receipts for monies and property, deposit all money in the name of the Unit in the Unit's bank, and pay the Unit's debts, as directed by the Board, in a timely manner.

The Treasurer will report to the members at the Board meetings and at the General Membership meetings the state of the finances.

The Treasurer will ensure that all bank accounts shall have the President, Vice President, and Treasurer as signatories and that the full Board is notified as to the name and location of the banks, the account numbers, and signatories on the accounts. Copies of bank statements will be available to any Board member.

The Treasurer will be responsible for paying the insurance of the Unit.

An independent audit of the financial statements and records of the Organization will be required at least every two (2) years or after the transfer of the Treasurer's position to another person, whichever comes first. The audit specification will require a letter of attestation to outside parties of adherence to generally accepted accounting principles.

Article 11 | Voting

Ballots for positions on the Board and other matters will be prepared by the Board and distributed at the General Membership meeting. All Meeting ballots must be tabulated independently by one Board member and one regular member.

The Board has established a system of Post mail (to the corporate mailing address) and e-mail (to the vote@2ndrangers.us e-mail address) for the purpose of absentee voting. Absentee Ballots are tabulated by the President and/or Secretary. Only regular members may vote.

Elections and votes can be carried out in advance of the General Membership meeting through the aforementioned Post mail and e-mail options.

The issues and/or candidates should be presented three (3) weeks in advance of the General Membership meeting or any scheduled vote count to allow adequate time for member response. The lack of a response on proposed motions will constitute a "Yes" vote.

Article 12 | Expenditures of Funds

Any Board member may authorize the Treasurer to pay up to \$100 per year for general operating items such as postage, advertising fees, and event supplies. The total for these general operating items will be read at the General Membership meeting.

Any amount over \$100 is subject to additional approval outlined below:

1. Expenditures over \$100 but less than \$600 will require three (3) Board members to authorize the transaction and the Treasurer will read the expenditure, and those authorizing the expenditure, at the next annual General Membership meeting.
2. Expenditures over \$600 will require four (4) Board members to authorize the transaction and the Treasurer will read the expenditure, and those authorizing the expenditure, at the next annual General Membership meeting.
3. Any donations made to the Unit will be read at the General Membership meeting.
4. Any donations made by the Board members will be read at the General Membership meeting.

Article 13 | Gifts

Any member may accept, on behalf of the Unit, any contributions, donations, bequest, property or item. Checks must be made out to "2nd Rangers of St. Louis". Cash may only be accepted in the presence of two (2) members and must be turned over to the Treasurer as soon as possible. Items will be entered onto the property list kept by the Assistant Vice President within three (3) days.

Tax-deductible donation forms can only be issued by the Board and must be approved by the President before acceptance and receipt issue.

Article 14 | Changes to the Bylaws

When a member, including a Board member, recognizes the need for a bylaws change the proposed change will first be submitted to a Board member for consultation, then the member must get six (6) members, other than himself, to endorse the change. The Board will then put the proposal on the ballot form, provided it is submitted at least three (3) weeks before the General Membership meeting. It will then be voted on at the General Membership meeting. If 2/3rds of the total regular members present at the General Membership meeting quorum first having been established vote yes, the change will take effect March 1st.

Article 15 | Unit Dissolution

A simple majority vote of all elected directors and a yes vote of 2/3rds of the regular members is required to dissolve the Rangers. No member will in any way profit from dissolution. Any unused grant money will be returned to the grantor - if legal to do so. All other property, equipment, money and assets, historical or otherwise, will be donated, on the day of dissolution to the Veterans of Foreign Wars, the St. Louis Soldiers Memorial, and/or the Greater St. Louis Council of the Boy Scouts of America.

All papers pertaining to the Unit will be gathered and entrusted to any member who volunteers to keep them. All Federal and State laws will be complied with.

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