



**Adjutant General's Corps Regimental Association
(AGCRA), Incorporated**
4840 Forest Drive, Suite 6948
Columbia, SC 29260



BYLAWS

ARTICLE I

Location

The AGCRA maintains its main office located at 4840 Forest Drive, Suite 6948, Columbia, South Carolina 29260.

ARTICLE II

Membership

Section 1. Eligibility. Any person interested in the aims, objectives, and purposes of the Association, as set forth in the Articles of Incorporation, the Constitution, and these Bylaws, is eligible to apply for membership in the Association.

Section 2. AGCRA offers individual memberships on different terms and privileges, as approved and managed by the Membership Committee of the National Executive Council (NEC). Details of individual memberships offered by the Association are located on the AGCRA website.

Section 3. Privileges. Membership privileges shall be defined by categories of membership as follows:

a. Active and Lifetime members may participate in Association activities, vote in elections called for by the NEC, hold Association office, and receive official Association publications.

b. Corporate partners may participate in Association activities and receive official publications, but may not vote or hold office.

Section 4. Term of Membership. Membership shall remain in force so long as the member maintains current membership status by payment of dues and meets such other requirements as may be established by the NEC Membership Committee and approved by the NEC.

ARTICLE III

Corporate Partnerships

Section 1. The AGCRA does not offer corporate memberships, but does offer corporate partnerships.

Section 2. Details of corporate partnerships are codified within each partnering agreement between AGCRA and its corporate partner. The NEC VP, Corporate Affairs is the lead point of contact for the Association in developing these partnership agreements.

ARTICLE IV NEC Officers

Section 1: The responsibilities described in this Article are the core responsibilities of each NEC officer. It is also expected that NEC members will contribute to the overall mission of AGCRA beyond the scope of core responsibilities as required either by the NEC or the relevant NEC committee.

a. The President shall be the Chief Executive Officer of the Association. He/She shall:

(1) Formulate and manage the Association's vision, missions, and growth through the NEC, its committees, and AGCRA Chapters.

(2) Preside over NEC meetings.

(3) Fulfill the supervisory functions and perform administrative duties approved by the NEC to achieve the objectives and purposes of the Association Strategic Plan and enumerated herein.

b. The Senior Vice President is the Deputy Chief Executive Officer of the Association. He/She shall:

(1) Perform such duties as delegated by the NEC.

(2) In the absence, disability, or death of the President, the Senior Vice President shall perform the duties and fulfill the responsibilities of the President until a successor is elected or the original incumbent returns to the office.

(3) Provide oversight and counsel to all NEC members below the President in the discharge of their responsibilities.

c. The Treasurer shall be the official custodian of the funds of the Association. He/She shall:

(1) Receive, expend, and account for all Association monies, acting on guidance and authority of the NEC, and the Budget / Finances Committee.

(2) Coordinate the preparation and submission of the Association's annual budget in coordination with all NEC members.

(3) Submit the Association's financial records, funds, and accounts to audit at least annually.

(4) Ensure proof of adequate insurance to protect the Association against liability or property damage claims.

(5) Create and maintain financial management tools for use across the NEC that include a balance sheet and profit & loss statement.

(6) Maintain accountability of Association assets / property and serve as the proponent for disposing of such assets / property if the Association were to dissolve.

d. The Secretary shall be the official records keeper of the Association under the direction of the President. He/She shall:

(1) Maintain the minutes of all NEC meetings and its committees.

(2) In coordination with the VP, History, have custody of the Association seal, and ensure that correspondence and other official records of the Association are properly safeguarded.

(3) Communicate details and schedules of planned meetings to other members of the NEC.

(4) Performs other duties as assigned by the NEC.

e. Adjutant. Responsibilities:

(1) Support coordination, staffing, editing, and finalization of all official correspondence generated by members of the NEC.

(2) Coordinate and execute Association ceremonies in conjunction with the VP, Plans, and VP, Programs.

(3) Serve as liaison to the Association's Chapters. Maintains the AGCRA Chapter Officers Roster and manages the status of all Chapters.

(4) Prepares necessary revisions to the Constitution and Bylaws of the Association and submits them to the NEC for approval.

(5) Performs other duties as assigned by the NEC.

f. Vice President for Plans & Administration. Responsibilities:

(1) Executes strategic plan management under the direction of the AGCRA President.

(2) In coordination with the Adjutant, supports the administration of the Association's governing documents.

(3) Supports the VP, Programs with program planning development and formulation, and coordinates efforts for new and emerging AGCRA programs with NEC members, and AGCRA Chapter Officers as required.

(4) Performs other duties as assigned by the NEC.

g. Vice President for Membership. Responsibilities:

(1) Supervises the Association's membership program. Monitors trends and recommends membership policy to the NEC or Membership Committee for decision.

(2) Maintains the Association's membership database.

(3) Produces membership cards, certificates, and correspondence as applicable.

(4) Produces and distributes membership rosters to Association Chapters for recruiting drives, or as needed.

(5) Assists in the development of the annual operating budget by providing predictive membership monetary income figures.

(6) In coordination with Association Chapters, responsible for the AGCRA Membership Growth Plan and its support of the Association's Strategic Plan.

(7) Performs other duties as assigned by the NEC.

h. Vice President for Awards. Responsibilities:

(1) Develops and recommends to the NEC or Awards Committee policies and actions concerning the execution of the Association's awards program.

(2) Prepares and executes the Association's awards program, including types of awards to be presented, preparation of award recommendation packets, criteria for selection, awards voting by the NEC, and an awards program budget.

(3) Ensures arrangement of appropriate publicity for awards.

(4) Upon NEC approval, prepare awards for presentation and shipment.

(5) Maintains the Association stock of awards on hand and per AGCRA Chapter requests.

(6) In coordination with the VP, Technology, responsible for the consolidation of all Association awards data as part of an AGCRA awards database, and inclusion of awards data within the Association's membership database.

(7) Performs other duties assigned by the NEC.

i. Vice President for Programs. Responsibilities:

(1) Develop, coordinate, implement, and manage all Association's programs and activities. The overall goal for Association programs is to add value to an AGCRA membership.

(2) Coordinates or supports the availability of facilities and dates for Association sanctioned events and other gatherings. Maintains Chapter oversight and tracks all events, gatherings, and activities under the AGCRA banner.

(3) Plans, coordinates and / or supervises the agenda and execution of NEC-sponsored events or functions. Additionally, serves on the National AG Ball Committee.

(4) As required, prepares and briefs the NEC on an annual calendar of planned activities, programs, and events.

(5) Performs other duties as assigned by the NEC.

j. Vice President for Corporate Affairs. Responsibilities:

(1) Maintains liaison and contact with local, state, and national community corporate agents and businesses, the Columbia, SC Chamber of Commerce, and other agencies that may support the Association's efforts.

(2) Ensures the Association remains compliant with state and federal laws as a nonprofit organization.

(3) Plans, coordinates, and codifies corporate partnership agreements with similar nonprofits like AGCRA.

(4) Supports the implementation of the Association's programs and activities.

(5) Performs other duties as assigned by the NEC.

k. Vice President for History. Responsibilities:

(1) In conjunction with the AG Corps Museum:

(a) Coordinates efforts to locate, obtain, and display artifacts and other memorabilia to commemorate the AG Corps' and AGCRA's history.

(b) Supports and assists in updating a written history of the AG Corps and AGCRA for use by members and the general public.

(2) Is the proponent of the AGCRA Chapter Recognition Program.

(3) Is the guardian and manager for the collection and safekeeping of AGCRA historical documents and artifacts. Supports the AG Corps Museum with the same endeavors.

(4) Manages the Association's Wikipedia page.

(5) Is the NEC proponent for the AGCRA colors.

(6) Performs other duties as assigned by the NEC.

I. Vice President for Public Relations (PR). Responsibilities:

(1) Serves as Editor for the publication of '1775', the Adjutant General's Corps Regimental Association Journal; includes oversight for all coordination and necessary action to produce and disseminate the journal, and conducts pre-publication lay downs of the journal for the President's review. Additionally, identifies controversial articles to the NEC.

(2) Obtains policy and procedural guidance from the NEC on such items as the frequency of publication, funding issues and decisions, and other matters of concern to the general membership of the Association.

(3) Responsible for management and PR input of the Association's website, social media accounts, and weekly AGCRA Newsletter.

(4) Performs other duties as assigned by the NEC.

m. Vice President for Sales and Marketing. Responsibilities:

(1) Operate the Sutler Store and execute coordination and necessary actions to ensure efficient operations.

(2) Maintains a Standard Operating Procedure (SOP) manual to procure, store, and account for all Sutler Store merchandise.

(3) Recommend new merchandise for procurement to the NEC.

(4) Oversee sales and Sutler Store website operations, collect and secure funds, and provide sales data and monies to the Treasurer in a timely manner.

(5) Performs other duties as assigned by the NEC.

n. Vice President for Reserve Affairs. Responsibilities:

(1) Make the AGCRA more inclusive and meaningful for the AG/HR members of the U.S. Army Reserve (USAR) and Army National Guard (ARNG) by improving the value of an AGCRA membership for USAR and ARNG AG/HR professionals.

(2) Promote the AGCRA brand and messaging throughout the USAR and ARNG AG/HR Communities.

(3) In coordination with the Adjutant, ensure all AGCRA Chapters have a Reserve Component representative on their Chapter Council.

(4) In coordination with the VP, Membership, ensure USAR and ARNG priorities are executed within the AGCRA Membership Growth Plan.

(5) Encourage and support the activation of AGCRA USAR and ARNG exclusive Chapters throughout the Association's global footprint.

(6) Tell the USAR and ARNG AG/HR story through 1775, AGCRA Newsletters, the Association's website(s), and social media outlets.

(7) Performs other duties as assigned by the NEC.

o. Vice President for Technology. Responsibilities:

(1) Per guidance from the NEC or the NEC committees, plans, coordinates, prepares and / or executes IT operations for the Association.

(2) Supports the move of operational areas of the Association to minimize paper-based processes and storage in favor of digital or online mechanisms.

(3) Has oversight responsibility for the Association's website(s). Includes website improvements, changes and revisions, and coordination with the Association's Chapters.

(4) Coordinates communication efforts with the NEC's Vice Presidents and efforts with their respective programs.

(5) Plans, coordinates, supports and / or executes linkages between the Association, Chapter websites, Army AG/HR units, organizations, or agencies, and any other website that supports the aims and goals of the Association.

ARTICLE V
NEC Committees

Section 1. General. The NEC is the senior body of the Association. The NEC is empowered to execute the affairs of the Association and shall be administered under the direction of the President.

Section 2. The NEC shall be structured by committees for efficiency and timeliness of running and supporting the Association. The AGCRA President is responsible for all NEC committee assignments. The President may reassign NEC members to committees as operational requirements dictate. The committee assignments provided by these Bylaws are for general guideline purposes. These committees include:

a. Operations.

(1) The Operations Committee will oversee day-to-day operations and requirements for executing and supporting Association functions.

(2) The Committee's goal is to improve organizational effectiveness, responsiveness, efficiency, and morale through the continual review, adjustments, and execution of the AGCRA Strategic Plan.

(3) NEC members of the Operations Committee include the President; Senior VP; VP, Membership; VP, Programs; and VP, Corporate Affairs.

(4) The AGCRA President shall serve as the Committee Chairman.

b. Awards.

(1) The Awards committee will support and execute the Association's awards program, which includes myriad AGCRA awards.

(2) The Committee will serve as the voting arm of the NEC for all AGCRA awards that require Council approval.

(3) NEC members of the Awards Committee include the President; Senior VP; VP, Awards; VP, History; and VP, Reserve Affairs.

(4) The VP, Awards shall serve as the Committee Chairman.

c. Membership.

(1) The Membership Committee will develop and execute the AGCRA Membership Growth Plan.

(2) The Committee will support AGCRA Chapters by creating, managing, and executing membership recruiting and retention tools.

(3) The Committee is responsible for all membership drives executed by the Association.

(4) The Committee will formulate recommendations for membership categories and dues and present them to the NEC for approval.

(5) NEC members of the Membership Committee include the President; Senior VP; VP, Membership; Adjutant; and VP, Reserve Affairs.

(6) The VP, Membership shall serve as the Committee Chairman.

d. Chapters.

(1) The Chapters Committee will control and execute all aspects of AGCRA Chapter management and support.

(2) The Committee will approve or disapprove Chapters activations and Chapter statuses (e.g., probation, inactivation, viability, dissolution).

(3) The Committee is responsible for the "Chapter Organizational Guidelines", annual Chapter Recognition Program, AGCRA Chapter Officers Roster, and ensuring all Chapters maintain their own set of governing documents that are commensurate with, connected to, and fully support the AGCRA Articles of Incorporation, Constitution, and Bylaws.

(4) NEC members of the Chapter Committee include the Senior VP; Adjutant; VP, History; VP, Membership; and VP, Reserve Affairs.

(5) The President shall serve as an advisor to the Committee and formally announce Committee decisions to affected Chapters.

(6) The Adjutant shall serve as the Committee Chairman.

e. Budget / Finances.

(1) The Budget / Finances Committee will formulate, coordinate across the NEC and AGCRA Chapters, and execute an annual budget and financial management operations for the Association.

(2) The Association's annual budget will be approved by a majority vote of the NEC.

(3) The Committee will approve or disapprove out-of-cycle financial expenditures.

(4) The Committee is responsible for financial planning, cash flow management, expense management, inventory tracking, tax preparation, audit execution, and producing and managing an annual budget.

(5) NEC members of the Budget / Finances committee include the President; Treasurer (no vote); VP, Corporate Affairs; VP, Programs; VP, Sales and Marketing; and VP, Technology.

(6) The Treasurer shall serve as the Committee Chairman without voting authority.

(7) The Treasurer will not participate in the NEC's voting of the annual budget.

f. Information Technology (IT).

(1) The IT Committee will plan, coordinate, and execute an annual Association IT plan that supports all technology aspects of the NEC and AGCRA Chapters.

(2) The Committee will initially formulate the IT portion of the Association's annual budget and provide it to the Budget / Finances Committee for budget consolidation.

(3) The Committee is responsible for the Association website(s); an AGCRA membership database that includes all aspects of membership data (e.g., profile information, historical membership data, awards, orders, membership data history); IT, social media, and messaging tools; and software that fully supports NEC members and Chapter Officers.

(4) NEC members of the IT committee include the Senior VP; VP, Technology; VP, Corporate Affairs; VP, Membership; and VP, Programs.

(5) The President shall serve as an advisor to the Committee.

(6) The VP, Technology shall serve as the Committee Chairman.

g. As directed by the NEC, any additional committees created shall be considered a temporary committee unless made permanent by the updating of the Association's governing documents.

ARTICLE VI
AGCRA Chapters

Section 1: Association Chapters are considered corporate franchises under the AGCRA Constitution, Article VI. All Chapters categorized as active must meet the following criteria:

- a. Be a Chapter with an appropriate slate of Chapter officers and execute Association activities periodically (not less than once a quarter).
- b. Have an Internal Revenue Service issued Employer Identification Number (EIN) for the Chapter. For questions contact the NEC Treasurer at Treasurer@agcra.com.
- c. Have an official mailing address established with the NEC Adjutant at Adjutant@agcra.com. Chapter mailing addresses must be listed in the Chapter's name and cannot be listed under an individual's name.
- d. Have Chapter funds established with a U.S. bank or Federal Credit Union. The Chapter bank account must be listed in the Chapter's name and cannot be listed under an individual's name. Chapter bank accounts must also have dual signature authority that requires at least two Chapter officers to sign checks to disperse funds.
- e. Be properly registered as a non-profit organization with the state or territory in which the Chapter operates. For international Chapters that are active outside the United States, the Chapter will organize and incorporate in a manner prescribed by the NEC consistent with governing law.
- f. Comply with the provisions of the AGCRA Chapter Guidelines

Section 2: If AGCRA Chapters wish to operate on an Army post or other military installation, they must meet the requirements of applicable regulation(s) about private organizations on military installations.

Section 3: Reactivating, inactive, or Chapters listed as on probation will be managed under the AGCRA Chapter Guidelines.

Section 4: The NEC Adjutant is responsible for maintaining and updating the AGCRA Chapter Guidelines.

ARTICLE VII
Employees and Contractors

Section 1: Any employees hired by the Association may receive such salary and benefits as authorized by the NEC and will perform duties under the supervision of the

designated Council representative. An officer of the Association may not be an employee simultaneously.

Section 2: Any contractor hired by the Association is responsible for their own human resources support of their employees including, but not limited to: payroll support, income tax management, employee benefits, insurance, and recognition programs.

ARTICLE VIII

Sutler Store

The Sutler Store shall be operated by volunteers under the supervision of a representative designated by the NEC. The Store will offer unique AG Corps and AGCRA items for resale to members and nonmembers. Items available for resale will not duplicate those sold by an authorized AAFES or MWR vendor on any military installation. Proceeds from Sutler Store operations will be used per the NEC approved annual Association budget.

ARTICLE IX

Fiscal and Operational Years

Section 1. Fiscal and Operational Year. The fiscal and operational year of the Association shall be from 1 July to the following 30 June.

Section 2. Coinciding Periods. All recognized periods of the Association, including the fiscal and operational years, shall coincide unless changed by the NEC.

ARTICLE X

Audits

An audit of the Association's financial record, accounts, assets, and holdings shall be conducted annually by a disinterested, qualified auditor at a time determined by the NEC or upon change of the Association Treasurer.

ARTICLE XI

Regulatory Compliance

Section 1. The Association, which is headquartered in Columbia, South Carolina, shall operate in full compliance with state and federal regulations.

Section 2. The U.S. Army, the state of South Carolina, and the Federal Government will have no liability for the Association's actions or debts.

Section 3. The Association will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the United States.

Section 4. The Association's activities will not seek to deprive individuals of their civil rights.

Section 5. The official address of the Association is:

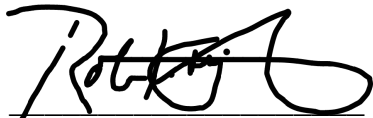
Adjutant General's Corps Regimental Association (AGCRA)
4840 Forest Drive, Suite 6948
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ARTICLE XII
Indemnification

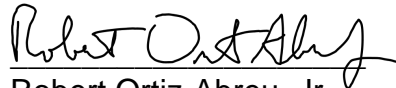
To the full extent authorized by law and permitted by the Association's resources, the organization shall indemnify for any financial loss, including the cost of any defense arising out of a claim predicated upon the conduct of their official duties, all officers, NEC members and employees / contractors of the Association made a party in a civil or criminal action or proceeding because of the aforementioned positions. The Association shall have adequate insurance to protect, or secure counsel to represent, each of the aforementioned principals to satisfy its obligation hereunder.

ARTICLE XIII
Amendments

These Bylaws may be amended or updated from time to time as required by a two-thirds majority vote of the NEC.



Robert L. Manning
Colonel, U.S. Army (Retired)
President



Robert Ortiz-Abreu, Jr.
Colonel, U.S. Army (Retired)
Senior Vice-President