



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



## **CONSTITUTION**

### **Recitals**

Whereas the Adjutant General's Corps is the second oldest regimental branch in the United States Army, dating back to 1775 and the formation of the U.S. Army by the Continental Congress, AND;

Whereas the Adjutant General's Corps Regimental Association was formed in 1987 at Fort Benjamin Harrison, Indiana to support the history and esprit de corps of the Regiment, AND;

Whereas the Adjutant General School and the Chief of the Adjutant General's Corps, by tradition and historically established to be the Custodian of the Regimental Colors, was relocated from Fort Benjamin Harrison, Indiana to Fort Jackson, South Carolina, AND;

Whereas active and former members of the Adjutant General's Corps desire to maintain a Professional Association to educate its membership on the history, traditions, and heritage of the Corps and the Association;

Therefore, do establish this Constitution of the Adjutant General's Corps Regimental Association as follows:

### **ARTICLE I**

#### **Name**

The name of the Association, as set forth in the Articles of Incorporation, shall be the "Adjutant General's Corps Regimental Association (AGCRA), Incorporated". The organization is also commonly referred to as "the AGCRA" or "the Association".

### **ARTICLE II**

#### **Mission**

Section 1: The mission of the AGCRA is to support the entire U.S. Army Adjutant General's (AG) Corps, the only professional organization with this primary function; to share the camaraderie of like-minded Soldiers and citizens who believe in maintaining the AG spirit; to recognize, through our awards program, outstanding AG Corps Soldiers, Civilians, and Association supporters; and to preserve the AG Corps and AGCRA heritage.

Section 2: The Association shall be worldwide in scope and membership.

Section 3: The AGCRA shall be operated on a nonprofit basis under the rules of Section 501(c)(3) of the Internal Revenue Code of 1954. The Association is not organized or operated for the benefit of private interests. No part of the net earnings of the Association may inure to the benefit of any private individual. The Association operates for charitable, educational, and literary purposes.

Section 4: The Association will ensure compliance and fulfillment with the requirements of the South Carolina Nonprofit Corporation Act of 1994. This includes filing the AGCRA Articles of Incorporation with the state of South Carolina.

Section 5: The Association will conduct its affairs in a nonpartisan political manner. Its name or influence will not be used directly or indirectly in the interest of any national, state, or municipal political activity.

### **ARTICLE III:**

#### **Eligibility**

Section 1: All memberships are subject to the conditions prescribed herein and approval of the AGCRA National Executive Council (NEC) or a relevant NEC committee with delegated authority.

Section 2: Any person interested in the aims, objectives, and purposes of the Association who meet one or more of the following requirements is eligible for individual membership in the AGCRA.

- Active, Retired, or Veteran Adjutant General's Corps or Human Resources Soldiers of the Active Army force, Army National Guard, Army Reserve, or any State Guard
- Federal Civilian employees affiliated with the Army's Human Resources Community, and Department of the Army HR Civilians
- Army Bands
- Army Accession/Recruiting/Retention Personnel
- Spouses, widows, or widowers of Active Members, Soldiers, and Federal Civilian employees
- Service members from sister services with a close affinity to the AG Corps or Military HR Support
- Soldiers of other allied nations with a close affinity to the AG Corps or Association
- Other approved persons with a close affinity to the AG Corps or Association
- Any business organization or other entities that demonstrate continued support for the United States Army, Adjutant General's Corps, or the Association is eligible for corporate partnership with AGCRA.

**ARTICLE IV**  
Organization

Section 1. The general control and management of the property and affairs of the Association shall be vested in its National Executive Council (NEC) (hereafter, NEC or Council), which shall decide all policy matters involving the conduct of the Association, and shall approve the seal to be used by the Association.

Section 2. The NEC shall consist of the President, Senior Vice President, Treasurer, Adjutant, and Secretary. The NEC may also include Vice Presidents, whose titles and specific duties are to be outlined in the AGCRA Bylaws, as determined by the President and approved by a majority of the voting members of the NEC in a manner prescribed by the Bylaws.

Section 3. The NEC is authorized specific committees outlined in the AGCRA Bylaws. The NEC may also appoint other committees as necessary to further support the Association's affairs and operations subject to the provisions of the AGCRA Constitution and Bylaws.

**ARTICLE V**  
Voting and Meetings

Section 1: Committees formed by the NEC that are further delegated authority to make decisions will do so by a majority vote of the committee.

Section 2: The President shall, with a concurrence of a majority of the Council's voting members, make decisions on behalf of the Association to include routine business and financial transactions in pursuit of the Association's stated mission and in compliance with this Constitution, the AGCRA Bylaws and any other governing laws or regulations that have jurisdiction.

Section 3: The NEC will consider nominations of Association members and by Council majority vote will elect the Council President. For the Council to endure with steadfast continuity, the terms of office of NEC members shall be continuous unless one of the following occurs: Council member resigns; Council member becomes incapacitated; or the Council member is voted off the NEC by a majority vote of the remaining Council members or by member petition as outlined in Section 4a below.

Section 4: Any NEC member or Association member in good standing may nominate a candidate to fill a vacancy on the NEC so long as the nominee can readily attend NEC meetings and comply with established policies and rules of conduct determined by the NEC. NEC nominees shall be approved by a majority vote of the eligible voting members of the Council.

a. The general membership may petition to remove any member of the NEC by submitting the signatures of at least ten percent of the general membership. Upon

being presented a petition for removal with validated signatures of at least ten percent of the general membership, the President shall order a general meeting as described in Section 5 below within thirty (30) days from the date the petition is received. A two thirds majority vote of the members in attendance of the meeting is required to remove a NEC member.

Section 5. The NEC is authorized to call the following meetings:

a. Association General Meeting. The NEC may conduct an Association General Meeting on or about each May / June at Fort Jackson or Columbia, SC, as close as possible to the anniversary date of the founding of the Adjutant General's Corps. The Association General Meeting may also be conducted online. The primary purpose of the meeting is to conduct Association business, introduce new NEC members, and present awards as required.

(1) Notice for meetings and the proposed agenda must be announced publicly with notice provided to all current members in good standing no later than 15 days before the meeting date or as otherwise prescribed by governing law.

(2) A quorum for the general meeting or any other special meeting of the general membership shall be at least ten (10) regular members in good standing and a majority of the current Council.

b. NEC Meetings. The NEC shall generally meet at the call of the President with at least 24 hours' notice.

(1) A simple majority of standing NEC members may also call for an NEC meeting.

(2) The agenda and location for such meetings shall be provided to all Council members at least 24 hours in advance of the meeting.

(3) At least annually the NEC will meet to approve an annual budget and review the upcoming Association operations.

(4) A quorum for any NEC meeting shall be a majority of the current voting members of the NEC. However, in such instances where the meeting agenda has changes to the budget or requests for expenditures exceeding one thousand dollars require approval, a two-thirds majority of the current voting members of the NEC is required.

(5) NEC committees are responsible for their own meetings. However, notice of meeting times, locations, and agendas must comply with Article V, Section 5b(2) of this Constitution.

Section 6: The President and all appointed and approved Council members are expected to attend NEC meetings and participate in its deliberations. All members of the Council shall exercise voting privileges. Council members serving in more than one NEC position shall only have one vote.

Section 7: All members of the NEC may exercise their privilege of vote at each Council meeting, committee meeting, or online voting. An NEC member may delegate the right to vote to a proxy. The Secretary and Adjutant shall identify and record the votes, including proxies.

Section 8: The NEC may also defer Association decisions to the individual membership for a majority vote.

## **ARTICLE VI**

### Chapters

Section 1: The Association allows and encourages members to organize into local Chapters. AGCRA Chapters will act similarly as a corporate franchise (otherwise known as a Chapter Charter), agreeing to follow Association rules and procedures as outlined in the AGCRA Chapter Guidelines and as determined by the NEC.

Section 2: The NEC has authority to approve Chapter Charters, activation, and change in Chapter status, which includes the authority to deactivate a Chapter if warranted.

## **ARTICLE VII**

### Constitution Management

Section 1: The existence of the Association shall continue perpetually until the same is lawfully dissolved (also see ARTICLE VIII, Dissolution).

Section 2: Any amendments to the AGCRA Constitution shall require a two-thirds vote majority of the NEC.

Section 3: Upon NEC approval, the AGCRA Constitution shall be codified with the signatures of the NEC President and Senior VP.

## **ARTICLE VIII**

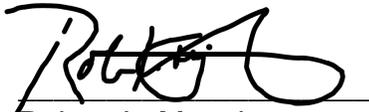
### Dissolution

Section 1. Should the Association terminate or cease to exist for any reason, all assets of the Association shall be paid over and transferred to a tax-exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code, constituted as charitable, religious, educational, scientific, or military, which shall be selected by the NEC.

Section 2. The membership of the Association is responsible for all liabilities of the organization. At no time will an individual member's obligation to cover debt exceed the pro-rated dollar value of the debt based on total membership at the time the debt was obligated by the Association.

Section 3. The Treasurer or any officer acting on behalf of the Association will not be personally financially liable for debts owed on contracts orchestrated and approved by the NEC, or general membership if applicable, for services rendered on behalf of the Association.

Section 4. In the event of the Association's dissolution, if liabilities exceed assets after liquidation, then all local, state, and federal jurisdictional laws will apply.



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



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