

Bylaws
589th Engineer Battalion Association (Vietnam)

Article I
Name

The name of this organization shall be: 589th Engineer Battalion Association (Vietnam)

Article II
Purpose

The purpose of this Association shall be to promote the principles and policies as set forth in the Articles of these By-Laws.

- (1) To locate and bring together past members of the 589th Engineer Battalion, who served with the 589th Engineer Battalion in Vietnam, or served in an attached unit while that unit was attached to the 589th in Vietnam. The qualifying attached units of the 589th are the 511th Engineer Co. (Panel Bridge), 513th Engineer Co. (Dump Truck), 553rd Engineer Co. (Floating Bridge), 585th Engineer Co. (Dump Truck), 73rd Engineer Co. (Construction Support) Quarry Platoon, 687th Engineer Co. (Land Clearing), 51st Engineer Co. (Asphalt), 70th Engineer Co. (Dump Truck), 23rd Well Drilling Detachment, and the 444th Concrete Mixing and Paving (CMP) Detachment.
- (2) To preserve and foster the spirit of fellowship among former members of the 589th Engineer Battalion who served in Vietnam, and provide an organization through which they may reunite in bonds of comradeship.
- (3) To commemorate the memory of 589th Engineer Battalion soldiers who gave their lives in the service of our country.

Article III
Nature

The 589th Association is a non-profit organization and is not incorporated under any State or Federal regulation.

The 589th Association is a civilian organization, a fraternity of brothers who served in the 589th Engineer Battalion and its' attached units in Vietnam. Rank does not exist in the association.

The 589th Association shall be non-political, and shall not be used for dissemination of partisan principles or for the promotion of the candidacy of any person seeking public office.

Article IV
Membership

- (1) Eligibility for membership is restricted to those who served with the 589th Engineer Battalion in Vietnam, or served in an attached unit, while that unit was attached to the 589th in Vietnam.
- (2) To qualify for membership in the Association, individuals must have been separated from service under honorable conditions.
- (3) Members may be expelled only in accordance with these by-laws; for bringing discredit to the association or disrupting meetings and or reunions, by a majority vote of the Board of Directors.
- (4) Any member who may have been expelled from this association may be reinstated to full membership by a majority vote of members present at the next reunion.
- (5) A category of "Honorary Member" may be selected by a vote of members present at a business meeting. This selection may be for reasons such as family members of those who were killed in Vietnam, those individuals providing extraordinary service to the Association or those that served in the 589th Engineer Battalion at Fort Hood between January 1966 and April 1967. Honorary members shall not have voting privileges in the Association.

Article V
Dues

No membership dues are required for membership in the 589th Engineer Battalion Association, although donations and contributions shall be accepted to support the ongoing activities of the Association.

**Article VI:
Meetings**

Administrative intent of changes.

To clarify four elements relating to membership meetings: (1) clarify that official business meetings are to be held in conjunction with the primary Battalion Reunions and not Mini reunions; (2) define the necessary quorum for holding member business meetings to be two-thirds of those members in attendance at the gathering during which the membership meeting is called. The current bylaws require everyone in attendance to attend to meet the quorum requirement. (3) To establish the minimum agenda required for business meetings. (The current bylaws are quiet as to any meeting agenda requirements) The agenda topics shall focus on the Board's obligation to report on its performance. (4) Provide that no additional notice of the member meeting beyond that noticed in these Bylaws shall be required. The current bylaws are quiet in regard to notice of the member business meeting.

The regular business meetings of this Association shall be held in conjunction with the principal 589th Engineer Battalion Association Reunions, whether they be held annually, biannually, or otherwise. No business meeting of the Association shall be scheduled outside the dates of a Battalion Reunion except by a vote of the members.

No official notice of the business meeting and its agenda, beyond the notice provided for the Reunion itself, shall be required.

Roberts Rules of Order shall govern procedures at all meetings when not specifically covered by the By-Laws.

A quorum for any regular or special meeting shall be two-thirds of those attending the reunion during which the meeting is held.

The agenda for the regular business meeting shall include, at a minimum, Board reports intended to:

- (1) Provide a report to the membership on actions taken by the Board on behalf of the Association and/or its members.
- (2) Advise of, and seek membership support for, future activities of the Association.
- (3) Seek approval of the minutes of the prior membership meeting.
- (4) Report on any Secretarial activities the membership should be apprised of.
- (5) Offer a detailed report on the financial activities of the Association.
- (6) Receive a report from the Audit Committee on its review of the Association's financial accounting system.

**Article VII
Terms of Office & Elections**

Administrative intent of changes.

To clarify board members' terms of office should the Association go longer than 2 years without a business meeting and director elections. This bylaw is intended to require those directors in office to continue to serve until the next business meeting and election of directors is held.

Terms of Office: All terms for elected officers (except the Chairman of the Board, which is a lifetime appointment) shall be two years, or continue after two (2) years until a business meeting is held and successor directors are elected. The term of office shall begin immediately following the Reunion during which the election occurred.

Term limitations: While the Association generally discourages officers from seeking more than two consecutive terms in office, these bylaws do not formally establish term limitations.

Nominations: Candidates for the board of directors shall be nominated by a member of the Association in good standing. Nominations may be made by communicating such to the President at any time during the year preceding the actual election. The name of the candidate nominated, as well as the person making the nomination, shall be posted conspicuously on the Association's website. Additional nominations shall be accepted by the presiding officer during the business meeting, until nominations for director are formally closed. No nomination will be formally accepted until the nominee accepts the nomination. While it is desirable that all candidates for officer positions be present at the Reunion Business Meeting, attendance is not required.

Voting: Only those members attending the business meeting in person shall be allowed to vote for the elected board representatives.

Ballots: Elections may be conducted by secret ballot, voice vote, or by a show of hands at the presiding officer's discretion.

Vacancies: If there are no nominations for an elected office, or if an office is otherwise unfilled or becomes vacant, the Board of Directors shall appoint an interim member to fill the position until such time a nominee has been selected and elected to fill the vacancy.

Article VIII Board of Directors

Administrative intent of changes.

To provide both the Board of Directors and the members of the Association clarity as to the function of the Board. In the past, there have been times when the Board was uncertain of its authority to act. The language in this bylaw gives all the authority to the Board that has not specifically been reserved to the membership.

The purpose of the Board of Directors is to maintain oversight over the organization and its activities, maintain an active role in long-range planning, generate and oversee general policy discussions, build a positive public perception and image of the Association, and serve in a fiduciary capacity on behalf of the members of the 589th Association.

The Board of Directors shall exercise all the authority the membership has not specifically retained for itself.

The Board of Directors shall be comprised of 6 elected officials of the Association. The members may authorize a greater number of directors from time-to-time in response to the needs of the Association. The elected directors shall select the officers of the organization, fill officer vacancies, and define the duties and responsibilities of each office. Traditional office responsibilities may be divided among directors and/or members as determined by the Board.

Article IX Officers

The officers of the 589th Engineer Battalion Association shall consist of: Chairman of the Board, President, Vice-president, Treasurer, Secretary, Historian, and VA Services Liaison.

Article X Duties of Officers

Administrative intent of changes.

During the Association's formative period, there was much debate and uncertainty as to what could and should be expected from elected officers. Actual experience during the past eight years has provided insight into the importance that various elements within each office carry, and what responsibilities those individuals holding a given office must be prepared to fulfill. These delineations are intended to provide current office holders with some guidance to carrying out the requirements of their office, and also provide future officeholders with the direction they require.

All Officers should at a minimum possess good computer skills to include proficiency in Microsoft Word and Excel, be able to confidently correspond with fellow Officers and our membership through emails, texting, or other written means, and be comfortable using the Internet.

While the officers of the Association collectively have a fiduciary responsibility to the Association and its membership, individual responsibilities generally include the following unless specifically modified by the Board of Directors. The Board can authorize some of the activities of any office be performed by a Board designee who may or may not be an elected director. However, regardless of how the Board delegates and/or assigns various responsibilities, the Board as a body is accountable for the results.

Chairman of the Board

1. To manage and oversee the Board's activities, to include the performance of individual board members.
2. The Chairman of the Board shall be available to assist with special projects, provide background on the organization, assuring considerations and actions are taken with a macro perspective on the Association.
3. The Chairman of the Board shall act as an advisor to individual officers as requested or required.

President

1. Act as liaison between the Board and members, serving as the main line of communication between the board as a working group and the organization's members.
2. Take an active role in the activities of the organization.
3. Select and appoint members to various working committees.
4. Preside at member business meetings and meetings of the Board of Directors.

Vice President

1. The vice-president shall be available when the president is temporarily unable to fulfill his responsibilities.
2. The vice-president shall be prepared to take on special assignments as assigned by the President.

Treasurer

1. Maintain the financial records of the organization.
2. Prepare all financial reports.
3. Maintain detailed records of income and expenses.
4. Assure that all expenditures receive the appropriate approvals.
5. Maintain all funds in accounts approved by the board of directors.
6. Deposit all revenues and pay all expenses.
7. File any and all reports required by the federal government of non-profit associations.
8. Provide an annual report to the Audit Committee relative to the finances of the organization, with specific emphasis on the Treasurer's efforts to maintain the integrity of the accounting system.
9. The Treasurer shall provide the membership with all the reports and information they require.

Secretary

1. The secretary will assume the role of recording secretary, generating and filing all the organization's corporate documents, such as meeting minutes and changes to its bylaws.
2. The Secretary is responsible for maintaining the permanent record of corporate documents.
3. The secretary will serve as the "correspondence secretary", responsible for the official correspondence of the organization.
4. The Secretary shall provide the membership with whatever reports and information they require.

Historian

The Historian shall compile and maintain a history of the 589th Engineer Battalion. The Historian shall see that articles of interest are published on the Association's website and in printed form when practical. The Historian shall maintain a historical archive of items and memorabilia to be displayed at the association reunion.

VA Services Liaison

The role of the VA Services Liaison is to help keep the Association and its members informed on current changes within the VA and its benefit delivery system. The VA Services Liaison shall track member experiences with VA related issues and inform the members of VA services available and procedures to follow to apply for those services. He will stay abreast of changes in VA policy, especially those policies relating to Vietnam Veterans. The VA Services Liaison will see that VA related articles and links to VA articles are published on the 589th website.

Article XI
Vacancies in Office

Administrative intent of changes.

To provide for and allow the Board of Directors to fill office vacancies and/or replace officers who may not be performing the duties of their office.

Should a vacancy occur for any reason in any office, the Board of Directors shall appoint a member in good standing to serve the unexpired term.

Should any officer so conduct himself as to bring discredit to the association or fail to fully fulfill the duties and responsibilities of his office, the Board of Directors may declare the office vacant by not less than a 2/3 vote of the Board members.

Article XII
Committees and Their Duties

Administrative intent of changes.

Originally, the Association's bylaws delineated various committees, committee structure and the responsibilities of each committee in a rather rigid manner. Eight years of experience have shown that strategy to be rather ineffective and cumbersome. Rather than name and define committees in advance, this bylaw is intended to allow whatever committees are necessary to be established and populated by the Board.

The members of established committees shall be appointed by the President of the Association in consultation with the Board of Directors and serve at the pleasure of the President. The specific duties and responsibilities, as well as the goals and objectives of each committee, shall be delineated by the President at the time the committee is appointed.

Committee designation shall be posted on the Association's website.

Article XIII
Promotional Materials & Resale Items

Administrative intent of changes

Facilitating the purchase and resale of special items by the Association can be fraught with administrative challenges. The language herein is intended to clarify and provide some direction to those responsible for purchasing such items for the Association.

No items other than our 589th authorized PX items will be allowed for resale at the 589th Association reunions or on the 589th Website PX, whether sponsored by an individual member or any other retailer.

All materials and memorabilia will only have the 589th Battalion designation, 589th Unit Crest design, Mountain Movers Motto, 18th Brigade Logo, Engineer Castle, map of Vietnam, American Flag and any unit authorized ribbons or combinations thereof. No purchases or contracts will be entered into prior to approval of the design and the cost by the Board of Directors.

Article XIV
Monies and Collections

All money, collections, and financial transactions must be channeled through the Treasurer as indicated in these By-Laws.

Article XV
589th Association Website

The 589th Association website shall be the primary means of communication between the Board of Directors and the Association's members. The website shall be developed and maintained to not only provide communications between the Board and members, but also between members themselves.

A secondary means of communications shall be e-mail. The Association shall maintain a master name and address list, so each member is encouraged to keep their contact information up to date.

Certification

These Bylaws were adopted and approved during a business meeting of the 589th Engineer Battalion Association (Vietnam), duly called and at which a quorum was present, held in Branson, Missouri on September 9, 2017.



Sterling Hester, Secretary
589th Engineer Battalion Association (Vietnam)