

CHEMICAL CORPS REGIMENTAL ASSOCIATION



Constitution

CCRA Constitution

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This Constitution supersedes all previous versions of the Association Constitution and has been updated IAW AR 22-210, dated 22 October 2001

ARTICLE I

Organizational Name and Purpose

1. **Name.** The name of the organization shall be the Chemical Corps Regimental Association, Inc. hereinafter referred to as the Association.

2. **Purpose.** The purpose of the Association shall be to:

- Support the U.S. Army Chemical Corps Soldiers and their families; Chemical Corps units and organizations; and members and organizations of the Association.
- Promote the heritage, history, esprit de corps, image and professionalism of the United States Army Chemical Corps and enhance the efficacy of the United States Army.
- Advance scientific, literary, educational, and artistic endeavors of the United States Army Chemical Corps.
- Solicit, request, raise, collect, and accept contributions, donations, funds, allocations, bequests, legacies, devices, transfers, and gifts of money, property, and services on behalf of the Chemical Corps Regimental Association and the Chemical Corps Museum.

3. **Organization.** The Association shall be organized within the meaning of the Internal Revenue Code 501(c)(3) or other corresponding provision of the United States Internal Revenue Service.

ARTICLE II

General Provisions

1. **Regulations.** The Association shall abide by:

- a. Department of Defense 5500.07-R, The Joint Ethics Regulation of Conduct, Nov 17, 2011.
- b. Department of Defense Directive 5500.07, Standards of conduct, Nov 29, 2007
- c. Department of Defense Instruction 1000.15 Procedures and Support for Non-Federal Entities Authorized to Operate on DoD Installations, 24 Oct 2008
- d. Army Regulation (AR) 210-22, Private Organizations on Department of the Army Reservations, 22 October 2001.

2. **Code.** The Association shall develop bylaws. These bylaws shall constitute the code of rules adopted by the Association for the regulation and management of its operation.

ARTICLE III

Functions, Activities, and Operating Procedures

1. **Standing Operating Procedures (SOPs) or Policies.** SOPs or policies may be prepared for any activity of the Association, as deemed necessary for the efficient and effective operation of the Association.
2. **Powers.** Any power conferred upon the Officers of the Association shall be subject to the condition that all deeds, leases, conveyances, mortgages, and all other transactions affecting the title to real estate, and all contracts, other than contracts in the usual course of routine business, must be approved by the Association in order to be binding upon the Association.
3. **Equal Opportunity.** The Association agrees with and supports the United States Army's policy on equal opportunity as put forth in applicable laws and regulations.
4. **Removal of Officials.** A majority vote by the Association's Board of Directors, if action is deemed necessary, shall be required to remove any official of the Association for good and sufficient cause.
5. **Inspection.** Any member of the Association may inspect all books and records of this Association for any proper purpose at any reasonable time.
6. **Power to Alter, Amend, Repeal, or Adopt.** The power to alter, amend, repeal or adopt this constitution, insofar as is allowed by law, is vested in the Association Board of Directors by majority vote of that body.
7. **Subordinate Organizations.** The Association's Board of Directors, by majority vote, may institute subordinate organizations and shall invest these organizations with such powers as it may see fit.
8. **Propaganda.** No activity or funds of the Association shall be used to develop propaganda or attempt to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
9. **Gain or Profit.** The Association is organized for purposes stated in Article I and shall never be operated for financial gain or profit. It shall have no capital stock.
10. **Overthrow of Government.** The Association shall neither propagate extremist activists nor advocate violence against others on the violent overthrow of the Government.
11. **Civil Rights.** The Association shall not seek to deprive any individual of their civil rights nor shall the Association's employment practices discriminate based on sex, age, religion, labor organizations, membership, or physical handicap.

12. **Discrimination.** The Association shall not unlawfully deny membership, unlawfully exclude from participation, or otherwise unlawfully discriminate against any person because of race, color, creed, sex, disability, or national origin.

ARTICLE IV

Membership

1. **Bylaws.** The Association shall adopt bylaws, which shall define the types of membership, accouterments and privileges, dues, qualifications, chapters, patronage, special programs, or other as approved by the Association Board of Directors.
2. **Basis of Membership.** Membership in the Association shall be on a voluntary basis.
3. **Types of Membership.** Memberships shall be divided into four types. These are Annual, Lifetime, Honorary, and Corporate.

ARTICLE V

Officers and Board of Directors

1. **Board of Directors.** The Association shall establish a Board of Directors and shall adopt bylaws, which define appointment, authority, membership, or other as deemed necessary.
2. **Principal Office.** The Association shall establish a principal office in the vicinity of Fort Leonard Wood, Missouri or at such place as may be designated by the Board of Directors.
3. **Meetings.** The Board of Directors shall meet on a regular basis at a location as prescribed by the Board of Directors. A special meeting of the Board of Directors may be scheduled at any time by the Association President, Chair, Vice Chair or a Director-at-Large. Any administrative support provided by the U.S. Army will be under provisions of the DOD and U.S. Army regulations cited in Article II, paragraph 1.
4. **Officers, Employees, Other.** The Association shall establish Officers, Employees, or other positions as deemed necessary and shall adopt bylaws, which define these positions.
5. **Chief of Chemical.** The Commandant of the Chemical, Biological, Radiological and Nuclear (CBRN) School is the Chief of Chemical. The Chief of Chemical shall serve in no official capacity in the Association nor exercise any control over the Association.
6. **Senior Military Advisor to the Association.** The Chief of Chemical may serve as the Senior Military Advisor to the Association or may designate an officer or noncommissioned officer to represent him/her as Senior Military Advisor. Neither the Chief of Chemical nor the Senior Military Advisor shall serve in any official capacity in the Association nor exercise any control over the Association.

ARTICLE VI

Duties of Officers and Directors-at-Large

- 1. Policy and Plans.** The Board of Directors shall be the policy, plans, and strategy-making body of the Association. It shall have general oversight of the affairs of the Association.
- 2. Indemnity.** The Board of Directors shall have the power to indemnify Directors-at-Large and Officers of the Association. Directors-at-Large will henceforth be referred to as simply Directors.
- 3. Appointment.** The Board of Directors shall appoint such other officers, employees, and agents, as it shall deem necessary, or expedient. Officers, employees, and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.
- 4. Duties.** The Board of Directors shall adopt bylaws that define such duties as pertaining to its officers, employees, and agents and the operation of the Association. The Board of Directors shall approve the policy, plans, and strategies of the Association.

ARTICLE VII

Elections and Voting

The Board of Directors shall adopt bylaws that define the Association's elections and voting policies to include voting membership, voting rules, approvals, actions or proposals, meetings, or other, as deemed necessary. All voting by the Board of Directors shall be conducted in accordance with "Robert's Rules of Order".

ARTICLE VIII

Fiscal Responsibility

- 1. Fiscal Responsibility.** The Board of Directors shall adopt bylaws that define the Association's fiscal responsibility.
- 2. Fiscal Year.** The Association's fiscal year shall be 1 January to 31 December.
- 3. Responsibility.** The Association shall assign fiscal responsibility for the Association to an officer who shall serve as the Custodian of Funds.
- 4. Operations.** As a 501(c)(3) organization, the Association shall insure that any profit generated by Association operations shall be utilized as defined by the Board of Directors and in accordance with appropriate regulations and policies to:

- Support the operational needs of the Association
- Provide assistance to U.S. Army Chemical Corps Soldiers and their families; Chemical Corps units and organizations; and members and organizations of the Association
- Promote the heritage, history, esprit de corps, image and professionalism of the United States Army Chemical Corps and enhance the efficacy of the United States Army
- Advance scientific, literary, educational, and artistic endeavors of the United States Army Chemical Corps
- Support the Chemical Corps Museum
- Support charitable causes as approved by the Board of Directors.

5. Expenses, Payroll and Accounting. The Association shall pay expenses, make payroll and provide accounting services for operation of an Association Business Office and Association Gift Shop.

6. Funds in Excess of Operational Needs. The Association shall establish accounts and may transfer funds in excess of operational needs to Interest Accounts. These funds shall be ultimately used to support the operational needs of the Association and mission of the Association, as stated in paragraphs 4 and 5, above.

7. Audits. The Association shall conduct an annual audit. Additional audits shall be conducted as deemed necessary by the Association. As a minimum, an audit will be conducted upon change of the Business Manager and Gift Shop Manager, regardless of the time elapsed since the last audit. All audits will be conducted by licensed audit agencies.

8. Utilities. The Association shall reimburse the Army for any utility expenses incurred, unless the Installation deems these expenses are incidental in nature.

9. Conferred Powers. Any power conferred upon the Officers of the Association from this Constitution or adopted bylaws is subject to the condition that all deeds, leases, conveyances, mortgages, and all other transactions affecting the title to real estate, and all contracts, other than contracts in the usual course of routine business, must be approved by the Board of Directors in order to be binding on the Association.

10. Conditions. Any power conferred upon the Officers of the Association from this Constitution or adopted bylaws is further subject to the condition that no draft, lease, promissory note, deed, mortgage, contract, security deed, loan deed, or trust deed shall be binding upon the Association unless executed in the corporate name by Officers designated by the Association.

11. Bonding. The Association may require any and all of the Officers to be bonded for the Association as a condition for the faithful performance of the duties of their respective office. The Association will purchase fidelity bonding for members or employees handling monthly cash flow exceeding \$500 as required by AR 210-22 (Paragraph 3-2b). Bonding will be equal to the normal maximum amount of cash handled.

12. Benefit of Directors or Officers. No part of the net earnings of the Association shall be used for the benefit of, or be distributed to its Directors or Officers, except that the Association shall be authorized and empowered to pay reasonable compensation for travel and related expenses in connection with essential Association activities.

ARTICLE IX

Taxes

1. Status. Pursuant to the provisions of Missouri Nonprofit Corporations, Chapter 355 RSMo, section 355.025, the Association shall be established as a nonprofit corporation in the State of Missouri, and shall act and perform to that end, set forth as follows.

2. Real or Personal Property. The Association shall be organized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefore and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

3. Internal Revenue Code of 1954. As defined by the Internal Revenue Code of 1954, Sections 4941(d)/4942/4943(c)/4944/4945(d) or corresponding provisions of any subsequent federal tax laws the Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax or undistributed income, shall not engage in any act of self-dealing, shall not retain any excess business holdings, shall not make any investments in such manner as to subject it to tax, and shall not make any taxable expenditures.

4. Other Activities. Notwithstanding any other provision of the bylaws and the Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on by an activity exempt from Federal income tax under Internal Revenue Code 501(c) (3) or the corresponding provision of any future United States Internal Revenue Law or whose contributions are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

Insurance Coverage

1. Department of Defense Instruction 1000.15. In accordance with Department of Defense Instruction 1000.15, 23 October 1997, the Association shall:

- Provide adequate insurance to protect against public liability and property damage claims or other legal actions that may arise as a result of the activities of the Association or one of more of its members acting in its behalf, or the

operation of any equipment/apparatus or device under the control and responsibility of the private organization.”

- Be responsible for ensuring applicable fire and safety regulations, environmental laws, local, state, and Federal tax codes, and any other applicable statutes and regulations are complied within the operation of the private organization.

2. The Regimental Gift Shop. Maintain adequate insurance to cover injury, liability, theft, or fire for the Regimental Gift Shop.

ARTICLE XI

Meetings and Quorums

The Association shall adopt bylaws, which define all meetings and quorums, reports, times and places, rules of order, or other as defined by the Board of Directors.

ARTICLE XII

Regimental Honors

- 1. Bylaws.** The Association shall adopt bylaws, which define a Regimental Honors Program and Recognition Awards Program.
- 2. Chemical Corps.** The Association shall support the Chemical Corps Honors Programs, such as Distinguished Member of the Chemical Corps, Chemical Corps Hall of Fame, Siebert Award, and CSM George Murray Leadership Award.
- 3. Association.** The Association shall support programs to honor the achievements and efforts of individuals, units, and organizations/agencies in support of the U.S. Army Chemical Corps. These include the Order of the Dragon Program, the Carol Ann Watson Award Program, and other Recognition Awards Programs, as approved by the Board of Directors.

ARTICLE XIII

Standing Committees

Standing committees will be established as needed upon approval of the Board of Directors. One such standing committee is the Executive Committee, which is chartered to exercise powers of the Board of Directors that arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet.

Article XIV

Funding Sources

Bylaws. The Association shall adopt bylaws which define and establish funding sources that include, but are not limited to an Association Business Office and The Regimental Gift Shop, E-commerce Web Site, individual and corporate membership dues, donations, fund drives and conferences.

ARTICLE XV

Programs, Awards and Gifts

1. **Bylaws.** The Association shall adopt bylaws, which define Association programs, awards and gifts.
2. **Soldier Support.** The Association shall support leadership and academic excellence as displayed by Soldiers attending resident courses at the United States Army Chemical, Biological, Radiological and Nuclear (CBRN) School, Fort Leonard Wood, Missouri and other locations as approved by the Board of Directors.
3. **Other Recognition Awards Programs.** The Association shall support the recognition of Chemical Corps Soldiers and families; Chemical Corps units and organizations; and Association members and Chapters.
4. **Gifts.** The Association shall authorize the purchase of gifts to Chemical Soldiers and their families, Chemical organizations and units, the Chemical Corps Museum, and initiatives promoting the heritage, history, esprit de corps, image and professionalism of the United States Army, United States Army Chemical Corps, or the Chemical Corps.

ARTICLE XVI

Dissolution

1. **Bylaws.** The Association shall adopt bylaws which define dissolution policy for the Association.
2. **Assets.** Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to Federal, State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Pulaski County, Missouri in which the principal office of the corporation is located, exclusively for such purposes.
3. **Funds.** If the Association is dissolved, all funds in the treasury at the time shall be used to meet any outstanding debts, liabilities, or obligations. The balance of these assets shall be disposed of as determined by the Association.

ARTICLE XVII

ADOPTION OF CONSTITUTION

Adopted by the Chemical Corps Regimental Association, Inc., by resolution and vote on 31 October 2014 at Fort Leonard Wood, Missouri.

Original Signed

Randal L. Kennedy, US Army (Ret.)
President
Chemical Corps Regimental Association

31 October 2014

Original Signed

Chuck McArthur, US Army (Ret.)
Chair
Chemical Corps Regimental Association

31 October 2014