

2019

RENO NV.

A faded, grayscale background image of a cowboy on a horse, wearing a wide-brimmed hat and holding a longhorn. The image is centered and serves as a backdrop for the title text.

*CONSTITUTION
AND
BY-LAWS*

(AS AMENDED – OCTOBER 18, 2019)

3rd Squadron 5th U.S. Cavalry Black Knights – Vietnam

CONSTITUTION

We, officers and enlisted men, who served in the Vietnam War, do unite to establish a permanent organization, which shall be known as the “BLACK KNIGHTS.”

The BLACK KNIGHTS INC. was organized by the survivors of the 3rd Squadron, 5th Cavalry, on June 5-7, 1987 at Fredericksburg, VA.

ARTICLE I – OBJECTS

The objects of this organization are fraternal, patriotic, historical, and educational; to preserve and strengthen brotherhood among its members; to assist worthy brothers; to perpetuate the memory and history of our dead; to maintain true allegiance to the Government of the United States of America, and fidelity to its Constitution and laws; to foster true patriotism and maintain and extend the institutions of American freedom; to preserve and defend the United States from all her enemies whomsoever.

ARTICLE II – ORGANIZATION

Section 1. Our national organization (Black Knights Inc.) shall be known as Black Knights, 3rd Squadron, 5th U.S. Cavalry Vietnam Veterans.

Section 2. “BLACK KNIGHTS” INC. is a Florida corporation and tax exempt under IRS Code Section 501(c)(3). Members may deduct donations, to include dues, as a “qualified contribution.”

Section 3. “BLACK KNIGHTS” INC. is classified as a 509(a)(2) “Public Charity” and required to file Form 990/990-EZ or 990-N annual with the Accounting Period ending Dec. 31st.

ARTICLE III – MEMBERSHIP

Section 1. Any officer or enlisted man who served with the “**BLACK KNIGHTS**” during the Vietnam Conflict is eligible for membership. [See also By-Laws Section 101.]

ARTICLE IV – AMENDMENTS

Section 401 – This constitution may be amended by a simple majority of the members present at the association’s regular meeting; with provision for proxies for each member in good standing who are unable to participate in the meeting.

ARTICLE V – LANGUAGE

Section 1. That all members of the “**BLACK KNIGHTS**” **INC.** now or hereafter organized shall conduct their meetings in no other language than the English language.

ARTICLE VI – MEETINGS

Section 1. A general business meeting of dues paid members will be conducted during the **BLACK KNIGHTS INC.** Reunion, which is held every two (2) years.

Section 2. Procedures of the **BLACK KNIGHTS** business meetings will be conducted according to “**ROBERT’S RULES OF ORDER.**”

BY-LAWS

ARTICLE I – MEMBERSHIP AND DUES

Section 101. Only officers and enlisted men who served honorably with the **BLACK KNIGHTS** during the Vietnam Conflict.

Section 102. Membership dues are collected every two (2) years for the forthcoming two-year period; payable as of 30 September on the first year of the period. The amount of dues is established during the General Business Meeting of the **BLACK KNIGHTS INC.** Dues are currently: \$50 for Regular Membership and \$200 for Life Membership.

Section 103. To be eligible for Life Membership, the member must pay the current dues in effect for life time membership.

Section 104. Member and Life membership dues payments are considered a “qualified contribution” for tax purposes.

ARTICLE II – ORGANIZATION

Section 201. Officers

- A. Elected officers of the “**BLACK KNIGHTS**” shall consist of President, Vice President, Secretary and Treasurer.
- B. Appointed officers whom shall serve at the pleasure of the president consist of Sergeant-at-Arms, Chaplain, Parliamentarian, Keeper of the List, and Quartermaster, IT Manager and others as deemed necessary by the President.

Section 202. Term of Offices

All elected officers shall serve for two (2) years or until their successors are elected. Elections shall be held at each regular business meeting with the new officers taking office at the completion of the reunion.

The term of office of all appointed officers and committees shall expire at the next regular business meeting.

Section 203. Duties of Officers:

- A. **The President** shall be the chief executive officer of the association. He shall have the power to appoint such officers and committees from among the members from time to time as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the association. He shall preside over the meetings of the members of the Association and the Board of Directors.
- B. **The Vice President** shall in the absence, disability, or death of the President exercise the power and performs the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the President.
- C. **The Secretary** shall keep the minutes for all proceedings of the officers and the members. He shall attend to the giving of all notices to the members. He shall keep the records including the minute book wherein all business of the Association shall be recorded, except those of the Treasurer. He shall perform all other duties incident to the office of Secretary of an association as may be required by the President.
- D. **The Treasurer** shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He shall keep the financial records and books of account of the Association in accordance with generally accepted accounting practices, and he shall perform all other duties incident to the office of Treasurer or assigned by the President.

Section 204. Troop Representatives

Troop representatives will be elected at the Squadron Reunion. Each troop shall hold a meeting before the Squadron Business Meeting to conduct Troop Business and elect their Representative for the next two years. Troop Representatives shall serve as trustees. The Trustees shall audit the records and accounts of all committees, officers and members having to do with receipt and expenditure of organization funds. Trustees shall not be eligible to serve on committees or as officers whose books, records and

accounts are audited by the Trustees. They shall no later than the end of the month following the last day of each yearly period, properly audit the books and records of the Treasurer and any activity conducted or operated on behalf of the organization, and submit a detailed statement of such audit to the organization. They shall verify all expenditures of the organization and certify by their signature as to the correctness of said expenditure. They shall perform such other duties as may be usually incident to the office, or may from time to time be required by the laws or usages of the organization or orders from proper authority.

Section 205. Vacancies in Office

The President may appoint a temporary replacement to any office that becomes vacant due to resignation, death or medical reasons. The replacement shall serve until the next general election of the organization. Such appointment will be confirmed by a majority vote of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 301. A Board of Directors is established for an initial term of two (2) years.

Section 302. The Board will consist of elected Representatives from each Troop (HHT, A, B, C, D); Elected Officers of the Association and the immediate past President (President Emeritus). The President shall be the Board Chairman.

Section 303. Each Board Member shall have one vote. The Chairman shall have no vote unless it serves to break a tie vote. A quorum of five members is required to conduct business.

Section 304. The Board shall meet during each Biennial Reunion and can conduct its business as necessary, including by electronic means.

ARTICLE IV – DISSOLUTION OF THE CORPORATION

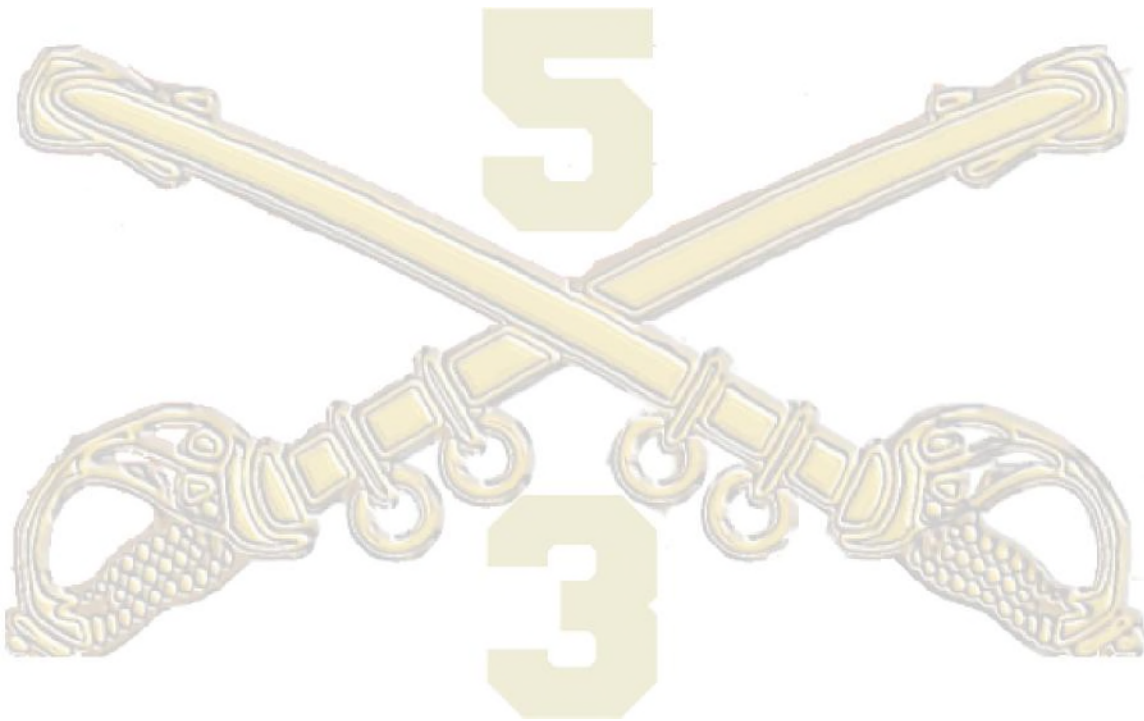
Section 401. When the Board of Directors determines by a 2/3 vote of a quorum that the Corporation should be dissolved, the issue shall be placed on the business agenda for the next scheduled Squadron reunion to be held more than 90 days after the Board's decision. Email notice of the agenda and the proposed dissolution shall be provided to all members in good standing at least 60 days in advance of that reunion.

Section 402. At the Squadron meeting, if the membership, by majority vote of those attending, votes to dissolve the corporation, then new officers and board members shall not be elected at that meeting (except to fill vacancies in accordance with these Bylaws) and the then-sitting board of directors shall take all action necessary to dissolve the corporation.

Section 403. After accounting for all reasonably collectible receivables and paying all obligations of the corporation, including reasonable expenses expected to be incurred to dissolve the corporation, the board of directors may, at their option, purchase for themselves and their spouses two (2) beverages of their choice.

Section 404. No later than December 31 of that year, the Board shall transfer all remaining corporate funds and the property to the National Armor and Cavalry Heritage Foundation, Columbus, Georgia, or any successor organization, to be used for the maintenance of the Squadron's memorial and for such other purposes as it deems appropriate.

Section 405. Upon completion of these dispositions, the board shall dissolve the corporation with the State of Florida.



LIST OF AMENDMENTS

Friday, October 18, 2019:

- Constitution, Article III, Section 1 amended.
- By-laws, Article I amended.
- By-laws, Article III, Section 303 amended.
- By-laws, Article IV amended.

Saturday, July 29, 2017:

- Organization, Article II, added Section 2 and 3.
- By-laws, Article I, Section 102 added; Dues are currently \$50 for regular membership and \$200 for Life membership.
- By-laws, Article I, added Section 103 and 104.
- Article IV, Dissolution of Funds.

Article IV – Amendments:

- Amended on March 17, 2001; and June 13, 2009.

Article VI – Meetings:

- Section 2. Amended on March 17, 2001.

By-Laws – Article I, Membership and Dues:

- Amended on June 13, 2009.

By-Laws – Article II, Organization:

- Section 201, Amended on June 13, 2009.
- Section 202, Amended on March 17, 2001; and June 13, 2009.
- Section 203, 204 and 205, Amended on June 13, 2009.

By-Laws – Article III, Board of Directors:

- Section 301, Amended on June 28, 2003.
- Section 302, Amended on June 13, 2009

