

Revised: July 1, 2024

The American Society of Military Insignia Collectors

Constitution and By-Laws

(Effective –July 1, 2024)



Constitution of The American Society of Military Insignia Collectors

SECTION I

Name, Location and Application

Section 1 – Name: The name of this organization shall be “The American Society of Military Insignia Collectors” (hereinafter “ASMIC”). The American Society of Military Insignia Collectors is incorporated in the State of Indiana as a non-profit organization effective November 1, 2022, and shall exist in perpetuity until dissolved by act of the Board as specified in this Constitution.

Section 2 – Location: ASMIC shall have as its principal office the physical location of the Secretary-Treasurer. The Secretary-Treasurer may elect to use a Postal Box as a temporary or alternative mailing address.

Section 3 – Application: This Constitution shall apply in respect to the management, operation, administration and control of ASMIC as well as to all categories of membership.

SECTION II

Preamble

The objective of ASMIC is to promote the collection and preservation of military insignia of United States armed forces, their supporting or affiliated organizations, and United States home front organizations. As appropriate, the military insignia of other nation’s armed forces may also be promoted.

ASMIC also has as its objective the promotion of military history and heraldry of the armed forces of the United States to its membership, other applicable audiences and the general public. Military insignia includes, but is not limited to, cloth insignia, metal insignia, medals or decorations, uniforms and other related heraldic devices.

Affairs of ASMIC shall be conducted in an ethical and non-biased manner. Every effort shall be made to promote positive and professional relationships among the membership and other organizations with similar purposes.

All categories of ASMIC members are expected to conduct themselves and their transactions in an ethical manner while adhering to any applicable regulatory standards of the United States, its States or Territories.

ASMIC does not condone, authorize, endorse or participate in the manufacture, modification, or counterfeiting of military insignia or other related items of any type with the intent to defraud. This includes, but is not limited to, medals or decorations, badges, ribbons, cloth insignia and other heraldic devices of the United States armed forces and other nations. Unethical exchanges of insignia, and any misleading advertising involving misrepresentation of the nature or provenance of actual items, is prohibited. This includes any practice intended to deceive others in trades or sales regardless of forum. Any member found to knowingly engage in such activities may, in accordance with the provisions of this Constitution or subsequent By-Laws, be suspended or terminated from membership in ASMIC.

SECTION III

Definitions

Section 1 – Definitions: The terms used in this Constitution and supporting By-Laws, unless otherwise specified or unless the context otherwise requires, shall have the same meaning.

- **ASMIC:** The term “ASMIC” shall mean The American Society of Military Insignia Collectors.
- **Budget Year:** The term “Budget Year” shall mean ASMIC’s Fiscal Year.
- **Directors:** The term “Directors” shall mean the persons vested with the authority to conduct the affairs of ASMIC irrespective of the name, such as trustees, by which they are designated.
- **Eligible Member:** The term “Eligible Member” shall mean a member who has paid and is current on their annual membership dues and is then considered “a member in good standing.”
- **Fiscal Year:** The term “Fiscal Year” shall mean the twelve-month period beginning July 1st of a calendar year and shall continue through and include June 30th of the following year.
- **Honorary Members:** The term “Honorary Member” shall mean membership in ASMIC as bestowed by the President, with consent of the Board, as prescribed in this Constitution. Honorary members have the same rights and benefits as those of Regular Members. As it concerns the right to seek election and hold office, Individuals who are Honorary Members may vote and seek election to an ASMIC office; whereas Honorary Members who are Institutions may not vote or seek election.
- **Internal Revenue Code:** The term “Internal Revenue Code” shall mean the Internal Revenue Code of 1986 (“IRC”), 100 Stat. 2085, 26 U.S.C.§1, *et seq*, and any and all revisions as recodifications that follow thereafter.
- **Majority:** The term “majority” shall mean at least fifty-one per cent (51%) of the eligible voting membership.
- **Member in Good Standing:** The term “member in good standing” shall mean any member who is in compliance with the rules of ASMIC, has paid all required dues, and who has not been suspended or terminated by the Board and who shall be eligible to vote as well as seek and hold office.
- **Membership Year:** The term “Membership Year” shall mean the twelve-month period beginning on the date of membership dues payment and shall continue through and include the date one year from the payment date.
- **Membership List:** The Term Membership List shall mean the list of members maintained on the ASMIC Website. It is comprised of all Active ASMIC Members, and displays name, address, contact information and collecting interests.
- **Official Code of the State of Indiana:** The term “Official Code of the State of Indiana” shall mean the ~~Ohio~~ Indiana Revised Code and any and all revisions or recodifications that follow thereafter
- **Operating Budget:** The funds approved by the Board to meet actual or projected ASMIC expenses during the current Fiscal Year.
- **Serial Publications:** Publications of ASMIC which are provided to eligible members, as part of membership, on a scheduled basis (e.g., *The Trading Post* and Newsletter).

Revised: July 1, 2024

- **Secretary:** The term “Secretary” shall apply to that individual appointed by the President, and approved by the Board, who has primary responsibility for the day-to-day management of ASMIC’s administrative services and other services or functions as authorized by the Board. The Secretary is a non-voting member of the Board.
- **Treasurer:** The term “Treasurer” shall apply to that individual appointed by the President, and approved by the Board, who has primary responsibility for the day-to-day management of ASMIC’s financial management and other services or functions as authorized by the Board. The Treasurer is a non-voting member of the Board.

SECTION IV

Miscellaneous

Section 1 – Amendment: The Constitution and By-Laws of ASMIC may be amended by resolution of the Board and an affirmative vote of a simple majority of the eligible membership. The manner of such a vote shall be free and reasonable. The rules, method, time and place of the vote shall be determined by the Board.

Section 2 – Invalidity: If any part of ASMIC’s Constitution and By-Laws are determined to be invalid by any tribunal or administrative body having jurisdiction over such matters to be invalid, then such invalidity shall not impair or affect in any manner the validity, enforceability or affect the remainder of either document.

Section 3 – Captions: The captions inserted in ASMIC’s Constitution and By-Laws are inserted only as a matter of convenience and for reference. They do not define, limit or describe the scope of either document or the intent of any provision contained in them.

Section 4 – Annual Report: An annual report of at least the following shall be made to all members within 120 days following close of the Fiscal Year. All reports will approved by the Board.

- A. **Membership report.** This report shall be prepared by the Secretary, showing current status, additions, losses, etc.
- B. **Financial reports.** These reports shall be prepared by the Treasurer: (a) A financial statement reflecting the financial position of ASMIC at end of the fiscal year, and (b) a financial statement of ASMIC’s most recent National Convention, if not contained in the overall financial statement.

Section 5 – Conflicts: In the event of conflicts between the Constitution and By-Laws, the Constitution shall control.

Section 6 – Indiana Law: The provisions of ASMIC’s Constitution and By-Laws shall be governed in interpretation and enforcement by the laws of the State of Indiana.

SECTION V

Dissolution

Section 1: The procedure for dissolution of The American Society of Military Insignia Collectors shall follow the requirements of the Official Code of the State of Indiana.

Section 2: Unless otherwise provided for by the Code of the State of Indiana at the time of dissolution, the Board shall, after paying or making provisions for the payment of all liabilities of ASMIC, dispose of all assets. Such disposition shall be to an organization or organizations operating for charitable, educational or historical purposes as shall at that time qualify as exception under Section 501(c)(3) of the Internal Revenue Code.

By-Laws of
The American Society of Military Insignia Collectors

ARTICLE I

Membership and Voting Rights

Section 1: There shall be four (4) primary categories of ASMIC membership: Regular, Institutional, Honorary and Reciprocal. Any individual or institution who subscribes to the purpose and objectives of ASMIC is eligible for membership upon application and payment of dues (except Honorary Members). Membership shall be divided into the following categories:

- A. **Regular Members:** Such members shall receive all serially published ASMIC publications, and have the right to vote and seek office. Regular members will have access to the Membership List, as well as the Trading Post Archive and Index and other Member features, located on the ASMIC Website.
- B. **Institutional Members:** Institutional members shall include Libraries, Schools, Museums, similar institutions and other tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code. For non-governmental Institutional Members, a copy of that organization's tax-exempt ruling or determination letter from the Internal Revenue Service shall be kept on file with ASMIC. Institutional members shall receive all ASMIC publications, and will have access to the Membership List, as well as the Trading Post Archive and Index, and other features, located on the ASMIC Website. Institutional members do not have the right to vote or stand for election to ASMIC offices.
- C. **Honorary Members:** Honorary membership may be conferred upon individuals. The President shall recommend to the Board for honorary membership individuals who have clearly demonstrated substantial and positive accomplishments while furthering the objectives of ASMIC. The Board shall approve all recommendations for honorary membership. Honorary members are entitled to all the rights and privileges of regular members with exception of having the right to vote or stand for election to ASMIC offices. Honorary Members are not required to pay annual dues.
- D. **Reciprocal Members:** Other collector or militaria organizations may be granted special membership, such membership to be limited to an exchange of periodicals published by that organization and ASMIC. Reciprocal members shall receive all publications except the annual membership lists. Reciprocal members do not have the right to vote or stand for election to ASMIC offices.
- E. **Others:** Such other categories of membership that the Board may establish.

Section 2: The amount of annual dues for all categories of membership, except Honorary Members, shall be determined by the Board. Annual dues shall be payable when joining ASMIC and renew annually on the anniversary date of membership. Any changes in the amount of Annual Dues shall be considered and acted upon by the Board not later than ninety (90) days prior to the start of a fiscal year. Once established, annual dues shall not be modified during a fiscal year. The membership shall be informed of any change in the amount of dues should it occur with the reason for the change.

- A. Any member who fails to renew by their membership expiration date will be notified. Notification will consist of an email sent to the member 30 days prior to their membership expiration date. Another email will be sent seven days after the expiration date. Members who fail to renew by their expiration date will remain on the Inactive rolls for 36 months. Members who are on the Inactive rolls:
 - a. Will not receive serial publications, will not be listed on the Membership List and will not have access to the Member features on the ASMIC Website.
- B. New members shall become effective immediately upon payment of dues.

Revised: July 1, 2024

- C. New members shall receive the next four issues of ASMIC publications and other serial publications published after the date joined. Additional material may also be sent to the new member welcoming them to ASMIC.

Section 3: The membership of any member may be terminated for cause by the Board. Such action shall be based upon factual representation, presented in writing and supported by evidence which may include testimony before the Board, that the member has acted in such a manner as to reflect unfavorably upon ASMIC by not meeting the standards expected of its members. A two-thirds majority of voting Board members shall be required for termination of membership. The individual or institution concerned may appeal such action and shall be provided the opportunity to appear before the Board. The Board shall prescribe the appeal process.

Section 4: Membership of ASMIC shall be divided into the following geographic areas:

A. Area 1:

- a. The states of Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont.
- b. The Canadian Provinces of Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador.

B. Area 2:

- a. The states of Delaware, Kentucky, Maryland, Ohio, Pennsylvania, Virginia and West Virginia.
- b. The District of Columbia.

C. Area 3:

- a. The states of Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina and Tennessee.
- b. The Commonwealth of Puerto Rico and the United States Virgin Islands.
- c. Other Caribbean and South American addresses, including those of United States armed forces stationed in these countries.

D. Area 4:

- a. The states of Arkansas, Louisiana, New Mexico, Oklahoma and Texas.
- b. Mexico and Central American addresses, including those of United States armed forces stationed in these countries.

E. Area 5:

- a. The states of Colorado, Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin, and Wyoming.
- b. The Canadian Provinces of Saskatchewan and Manitoba and the Nunavut Territory.

F. Area 6:

- a. The states of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah and Washington.
- b. The territories of Guam and Northern Mariana Islands.
- c. The Canadian Provinces of British Columbia and Alberta as well as the Yukon Territory and Northwest Territory.
- d. Other Pacific addresses, including those of United States armed forces personnel stationed in these areas or countries.

- G. **Area 7:** European and other addresses in the Mediterranean area, Africa and the Middle East, including those of United States armed forces personnel stationed in these countries.

Revised: July 1, 2024

Section 5: Each member is responsible for ensuring ASMIC has their correct address or contact information. Active members are responsible for updating their personal information by using the website. For those members who do not use computers, any change in contact information, collecting interests or status should be forwarded to the Secretary as soon as possible.

Section 6: ASMIC Membership List.

- A. An accurate and current membership list of ASMIC members shall be maintained by the Secretary. The membership List is available on the ASMIC Website. This listing shall be used to support distribution of serial ASMIC publications as well as other ASMIC administrative purposes.
- B. The Secretary shall support special requests for membership lists to promote regional ASMIC events.
- C. Reasonable and appropriate requests of individual members for alternative membership listing formats shall be submitted to the Secretary. A reasonable administrative fee may be charged for the printing and distribution of alternative formats. Members who do not use computers or email may receive a printed copy on request.
- D. Requests for listings to support commercial endeavors shall not be supported. Under no circumstances will the Members List be sold, loaned, or conveyed by any other means to a person or organization for marketing or any other purpose.

ARTICLE II

Board of Governors and Officers

Section 1: A body, which shall be known as the Board of Governors (e.g., “Board”), shall provide management, control and oversight of the affairs, funds, and property of ASMIC.

- A. The Board shall consist of the President, Executive Vice President, seven (7) Area Vice Presidents, (each representing an ASMIC geographic area), Secretary, Treasurer and Past Presidents. All shall be voting members except the Secretary, Treasurer and Past Presidents. Past Presidents shall serve in an advisory capacity.
- B. The President, Executive Vice President and seven (7) Area Vice Presidents shall be elected by the membership to serve a four (4) year term. The Board may propose to stagger the terms of Board members so as to preclude a potential complete turn-over of those elected. In such a situation, the term of an elected board member(s) would be reduced to a two (2) year term. Their replacement would require a special election.
- C. The Secretary and Treasurer shall be each appointed by the President with approval of the Board. Each shall serve at the pleasure of the Board.
- D. Board members shall not hold both an elected and appointed office of ASMIC to preclude conflicts of interest while ensuring the best interests of ASMIC are met. However, in the event of an emergency, special or unique situation, an individual may be appointed to hold both an elected and appointed office for a temporary period. In the event such a situation would occur, the term of the appointment will be specifically defined with it not exceeding beyond the next scheduled election. Upon the election results being known, the individual serving in two (2) roles will revert to a single position (if elected or if they agree to be reappointed). Situations dictating such a course of action will be recommended by the President and approved by the Board.
- E. Board members may serve as Committee or Publication Chairman or members.

Revised: July 1, 2024

Section 2: All members of the Board, at the time of their election and during their term in office, shall be members in good standing and fully participate. Failure to maintain this status or fully participate shall terminate their rights to hold office.

Section 3: Election of Board members.

- A. An election of Board members shall be held every four (4) years unless otherwise authorized by the Board. Board members who choose to continue in office and are eligible for re-election must declare their candidacy and stand for election. The President, Vice President shall be limited to two consecutive four-year terms.
- B. The election shall be held by end of the fiscal year (e.g., June 30th) of the year conducted. Announcements of an election shall be included in ASMIC publications no later than six (6) months prior to the date of election. Ballots, candidate resume(s) and any other information shall be mailed to the membership no later than three (3) months prior to the date of the election.
- C. Such election shall be conducted in a manner designated by the Board. The Board shall establish a date for final submission of ballots, the manner in which ballots are sent to and received from the membership and any other administrative controls.
- D. The President shall appoint a special Committee to receive, count, report and certify the votes for the election. The Committee shall not consist of any Board member, elected or appointed, or individual standing for office. Certified results of the election shall be forwarded concurrently to both the President and the Secretary by the Committee Chairperson. The Secretary shall notify those standing for office of the election results and publish the results in the next available ASMIC publication.
- E. Ballots of each election shall be retained by the Secretary for a period of one (1) year at which time they shall be destroyed. Candidates for office, or other members in good standing, may request and review the ballots of an election or protest the results by contacting the President. The President, with Board approval, shall determine the means by which a review can occur or a protest is addressed. Any protests must be made within sixty (60) days of election results appearing in an ASMIC publication.
- F. Any active member in good standing has the right to make a nomination or nominations to fill a Board vacancy. Each nominee must be an ASMIC member in good standing and have been so for at least four (4) consecutive years at time of the election. The nominee must also agree in writing to serve and attend meetings before the nominee's name shall appear on the ballot. Each nominee must also forward a resume of their qualifications and other information to the Secretary. This information shall be sent to the membership.
- G. An election shall be determined by a simple majority of votes cast by eligible members. The nominee receiving the largest number of votes shall be declared elected. The nominee receiving the second highest number of votes shall be declared the First Alternate, etc. In the event of a tie, current Board members shall select the winner by a simple majority.
- H. Ballots shall not include any incumbent status of ASMIC Board members (i.e., name only).

Section 4: Board vacancies.

- A. Except for the office of the President, a vacancy on the Board caused by death, resignation or removal shall be filled by the First or Second Alternate should the First Alternate decline or be unable to serve. The candidate thus selected shall serve the remainder of the term of the Board member whose vacancy the alternate is filling. In the event no Alternates exist at the time the Board vacancy occurs, the President may appoint a member in good standing from that geographic area, with Board approval, to serve the remaining term. The appointed Board member may stand for election at the next scheduled election.
- B. In the event of a vacancy in the office of the President, the Executive Vice-President shall serve as the interim President until such time as a special election occurs. The special election shall occur no later than June 30th

Revised: July 1, 2024

of the fiscal year in a manner authorized by the Board. The newly elected President shall serve the remaining term of the President.

- C. A Board member who must resign for personal reasons may, upon a change of circumstances, seek election to another complete term.

Section 5: The Board shall meet at least twice during a fiscal year at a place and time that shall be determined. One meeting shall be concurrent with ASMIC's National Convention. Board members, unless otherwise authorized by the President, are expected to attend the National Convention.

- A. Regular meetings of the Board shall be held at such place and hour as determined by resolution of the Board. Special meetings of the Board shall be held when called by the President.
- B. No less than two-thirds (2/3) or six (6) voting Board members shall constitute a quorum for the transaction of business. Except as otherwise provided by the laws of the state of Indiana or these By-Laws, every act or decision by the majority of the Board present at a duly held meeting, at which a quorum is present, shall be regarded as an act of the Board.
- C. Technology such as video conferencing, conference calls, etc., may be used by Board members to support attendance at scheduled Board meetings, special meetings or when necessary to conduct the business of ASMIC. Use of technology to participate in a Board meeting constitutes the physical attendance of the member. Voting by above technology is valid and binding if passed unanimously. If the vote is less than unanimous, then the vote shall be tabled until the next meeting when a quorum is physically present at the meeting.
- D. Between scheduled meetings of the Board, questions to be addressed by the Board may be submitted by regular mail, electronic mail, telephone and/or teleconference as determined by the President. A majority of the Board must respond in order for a quorum to be considered present.
- E. Meetings of the Board are open to members in good standing except when the Board is meeting in Executive Session. Members attending an open meeting of the Board have no vote and are observers only unless otherwise requested by the President to participate.
- F. Unless otherwise described by these By-Laws or the laws of the State of Indiana, Robert's Rules of Order, as amended, shall control the conduct of all meetings of the membership and the Board. A written record of all scheduled or special meetings of the Board shall occur. The record shall document all decisions and be available to the membership.

Section 6: Conflicts of interest.

- A. All members of the Board during their term of office, as well as other appointed Officers (Secretary and/or Treasurer) or compensated Editor(s), shall take any and all reasonable actions to avoid conflicts of interests with ASMIC including the following: A conflict of interest occurs where an individual's obligation to further ASMIC's purpose is at odds with their own financial interests. A conflict of interest includes, but is not limited to, voting or using the individual's office to receive money or other items of value from ASMIC, for the benefit of the individuals, their family or other associates, other than for reasonable compensation of an expense.
- B. If a member of the Board, appointed Officer (Secretary and/or Treasurer), or compensated Editor(s), reasonably believes a conflict of interest may arise, then that individual shall refrain from voting, affirming, endorsing, discussing with other members or otherwise advancing the potential conflict of interest.
- C. Every member of the Board, appointed Officer (Secretary and/or Treasurer) or compensated Editor(s) shall complete and submit a "Conflict of Interest Disclosure" annually.

- D. The Board shall create and approve a “Conflict of Interest Policy.” Such policy shall be reviewed and if necessary revised biannually.
- E. If an individual covered by this policy is found to have a Conflict of Interest, which was not disclosed and from which money or other items of value were received, then the individual’s membership in ASMIC shall be terminated and any all steps taken to recover the funds and/or ensuring the item(s) of value is returned to ASMIC.

ARTICLE III

Officers and Committees

Section 1: Officers of ASMIC consist of both elected and appointed individuals.

- A. Elected officers are the President, Executive Vice President and seven (7) Area Vice Presidents, representing the geographic areas of ASMIC. Each has the powers and duties usually incident to the office as prescribed by the Board. These duties shall be in writing and made available for review by the members of ASMIC.
- B. The Secretary, Treasurer, New Membership Secretary, as well as others providing administrative or operational services or support to ASMIC, shall be appointed by the President, with the approval of the Board. Duties of those appointed shall be prescribed in writing by the Board. See Article IV, Section 1 through Section 3 below.
- C. Office of the President. In the case of illness or absence from any official function of ASMIC, the Executive Vice President shall fill the office of President on an interim basis.
- D. Registry Agent. The President, with Board approval, shall appoint a Registry Agent who is responsible for maintaining ASMIC’s incorporation documents. The Registry Agent shall be that individual who can best serve in this capacity. The Registry Agent may be an appointed Officer (e.g., Secretary or Treasurer), another Board member or elected Officer or an appropriate member in good standing who agrees in writing to serve in this capacity. The Registry Agent may also be known as the “Corporate Secretary” or similar designation.
- E. Compensation. See Article IV, Section 4.

Section 2: Standing and Special Committees:

- A. ASMIC shall make every reasonable effort to limit the number of standing committees. Instead, special committees shall be used to meet short-term needs or specific projects. The Board shall authorize the formation of each committee in writing concurrent with the purpose of that committee, actual or tentative length of existence and designated Chairperson.
- B. Members of a committee shall be recommended by the Chairperson to the President. The Board shall review and approve initial committee staffing recommendations and any changes that may occur over time.
- C. Each committee shall provide a periodic report of the committee’s activities, issues and other applicable information to the Board. The Board shall establish the frequency of each committee’s report.
- D. The Chairperson of each Standing or Special Committee, which receives or disburses any monies, shall submit a complete financial statement by July 1st of each year to the Treasurer. This statement shall be included in ASMIC’s Annual Report. Such financial statement shall include an accounting of all monies received, disbursed, etc. and supporting invoices or other documents. All monies shall be sent to the Treasurer for deposit in ASMIC’s financial account(s).

Revised: July 1, 2024

- E. Standing Committees of ASMIC are:
 - a. Insignia Identification Catalog Committee(s). See Article V of ASMIC By-Laws.
 - b. National Convention Committee. See Article VI of ASMIC By-Laws.
- F. Compensation. See Article IV, Section 4.

ARTICLE IV

Administration and Financial Management

Section 1: The Secretary.

- A. The Secretary shall have primary responsibility for the day-to-day management of ASMIC's administrative services and other services or functions as authorized by the Board. Specific duties shall be prescribed in writing.
- B. The Secretary shall report to the President of ASMIC and shall serve as a nonvoting member of the Board.
- C. Major administrative services of the Secretary include but are not limited to:
 - a. Management and accuracy of ASMIC's membership database, including coordination with the Treasurer, receiving and processing all applications for membership and release of notices for those members in arrears.
 - b. Prepare and maintain the membership list and such updates to that list as may be required.
 - c. Coordinate and work with the Treasurer to transmit funds which they may receive, payment of invoices, preparation and publication of annual reports where assistance may be required, other functions or services which are necessary to support quality and timely support of ASMIC operational and administrative needs, etc.
 - d. In coordination with the Registry Agent, ensure ASMIC's non-profit incorporation status is maintained as well as ASMIC's compliance with other regulatory standards – both Federal and State government.
 - e. Coordination with serial publication Editors, catalog Chairpersons and others to ensure ASMIC publication schedules are met, serial publications are disseminated effectively to each member, inventories to support needs of the membership are available, etc.
 - f. Coordinate the development of publicity and advertising initiatives with the New Membership Secretary, the Board and others to enhance awareness of ASMIC, its membership, etc.
 - g. Assist the membership in addressing and resolving administrative issues, including the issuance of Internet passwords.
 - h. Develop and maintain an historic record of ASMIC activities, accomplishments, membership, National Conventions, etc.
 - i. Preparation of ASMIC's Annual Membership Report.
 - j. Other responsibilities as described elsewhere in these By-Laws or as assigned by the President with the Board approval.

Section 2: Treasurer responsibilities and Financial Management.

- A. No Officer of ASMIC, Committee Chairperson or member shall commit ASMIC to any financial obligation without the prior approval of the Board. Editors shall be authorized to commit ASMIC only for those expenses directly related to the production of serial publications. Printing invoices shall be forwarded to the Treasurer, through the President, for payment.

Revised: July 1, 2024

- B. The Treasurer is responsible for the following specific duties as well as those outlined elsewhere in this Section:
 - a. The management and execution of the current Fiscal Year operating budget including the receipt and deposit of receivables and reporting to the Board.
 - b. The Treasurer shall have primary responsibility for the day-to-day management of ASMIC's financial management, and other related financial services or functions as authorized by the Board. Specific duties shall be prescribed in writing.
 - c. The Treasurer shall report to the President of ASMIC and shall serve as a non-voting member of the Board.
 - d. Management of ASMIC's non-National Convention funds as further delineated by Section 3, Article IV of ASMIC's By-Laws.
 - e. In coordination with the Registry Agent, ensure ASMIC's non-profit incorporation status is maintained as well as ASMIC's compliance with other regulatory standards – both Federal and State government.
 - f. Development of the next Fiscal Year operating budget.
 - g. Receipt of Standing or Special Committee financial reports (as applicable) and incorporation of these reports into periodic reports as well as ASMIC's Annual Report.
 - h. Accurate preparation and timely submission of annual corporate tax return, including both Federal and State return(s), including regulatory reporting of any compensation paid by ASMIC (as required by the Internal Revenue Service). A professional accounting firm may be used to prepare the annual corporate tax returns(s) or for other accounting services as authorized by the Board.
 - i. Preparation of ASMIC's Annual Financial Report(s).
- C. Budget preparation, approval and monitoring.
 - a. All proposed Fiscal Year budgets shall be reviewed and approved by the Board prior to any expenditure occurring. Proposed budgets are due the Board no later than ninety (90) days prior to start of the Fiscal Year.
 - b. The Board is to receive a quarterly financial report. The report shall be in sufficient detail for Board members to evaluate actual and projected expenditures against the approved Fiscal Year budget. If requested, a more detailed financial report will be available. The detailed report shall reflect line level receipts, disbursements, adjustments, etc.
- D. Fund Management and Disbursement.
 - a. Receiving and depositing in an appropriate financial account(s) all monies of ASMIC.
 - b. To facilitate business operations, fund(s) availability and risk mitigation; ASMIC Officers or Committee Chairpersons may, as the situation dictates, make deposit(s) to appropriate ASMIC financial accounts. All deposits will be reported to and coordinated with the Treasurer. As appropriate, supporting documentation will also be provided to the Treasurer. Examples of those who may deposit funds include but are not limited to the Secretary, National Convention Chairperson, Publication Managers.
- E. Ensuring all financial or investment accounts of ASMIC are known to the Board.

Revised: July 1, 2024

- F. The Board shall designate which Officers, both elected and appointed, have signatory authority to disburse funds in addition to the Treasurer. The authority will specifically designate authority for both paper and electronic transactions of all types. Electronic transactions include but are not limited to on-line banking, electronic auctions including credit card / electronic check disbursements, etc.
- G. The name and signature of those Officers designated shall appear on the financial institution's signature cards. These same Officers shall have electronic access to view ASMIC's financial or investment accounts on-line.
- H. Disbursement of ASMIC funds.
 - a. For those disbursements included in the Board approved Fiscal Year operating budget no further approval is required. Funds may be disbursed as invoices are received.
 - b. Non-budgeted disbursements of less than five hundred and No/100 dollars (\$499.99) may be approved by the President without Board approval on an exception basis.
 - c. Non-budgeted disbursements of over five hundred and No/100 dollars (\$500.00) require Board approval prior to any disbursement action being taken. Once approved, the disbursement can then occur.
 - d. The Treasurer shall submit to the Board an impact statement of non-budgeted disbursements on the approved budget with other required periodic reports. In addition, the Treasurer shall include a report detailing non-budgeted disbursements.
- I. Disbursement controls.
- J. Any disbursements exceeding two thousand and No/100 dollars (\$2,000.00) require two signatures – that of the Treasurer and that of another Officer authorized to disburse funds, normally the President. The exception being invoices for ASMIC serial publications. Funds may be disbursed by the Treasurer upon receipt of the approved invoice from the President.
- K. Disbursements will not be separated or reduced in size to negate obtaining the required approvals.
- L. Audits.
 - a. An audit of ASMIC financial records shall occur annually.
 - b. As a minimum, an external third-party accounting firm shall be used to perform an audit every other year. In the alternating year, the audit may be performed by appropriate members of ASMIC, including Past Presidents, as identified by the President and approved by the Board, as a Special Committee.
 - c. All audits shall be performed within ninety (90) days of close of the Fiscal Year with results provided to the Board within thirty (30) days.
- M. Other responsibilities as described elsewhere in these By-Laws or as assigned by the President with the Board approval.

Section 3: Other ASMIC Administrative and Operational Services.

- A. The following represent the administrative and operational services ASMIC is required to provide in support its membership. As determined and approved by the Board, these services may be provided by the Secretary or by other member(s) in good standing.
 - 1. **Librarian.**
 - Manage the ASMIC library, by establishing, maintaining and publishing an inventory of all publications.

Revised: July 1, 2024

- Coordinate the receipt of new additions, the receipt, processing and management of member loan requests, etc.
 - Develop and submit financial records of revenues received and costs expended.
2. **ASMIC Publications.**
 - Establish and maintain an inventory of ASMIC publications which are available for purchase by members or the public.
 - Establish and maintain ASMIC Publications stored in an electronic format for use in printing on demand.
 - Perform sales and ship publications to buyers. Maintain and update the ASMIC Catalog & Publications Order Form. Coordinate publishing the Order Form with the Newsletter Editor.
 - Recommended reorder points of ASMIC publications and accomplish those reprinting actions as authorized by the Board.
 - Develop and submit a complete financial record of all revenues received, purchases and liabilities, including cost of goods, etc.
 - Coordination with Catalog Chairpersons the revision or development schedule and printing of ASMIC publications.
 3. **Trading Post Back Issues.**
 - Maintain the inventory of *The Trading Post* back issues; develop and submit reports of revenues received and costs expended.
 - Perform sales and ship back issues to buyers. Maintain and update the Trading Post Back Issue Order Form. Coordinate publishing the Order Form with the Newsletter Editor.
 4. **Technology Advisor.**
 - Support the development, functionality, reliability and security of ASMIC's E-Commerce capabilities, including the Internet, Social Networking or media opportunities, etc.
 - Coordinate and maintain a primary and back-up electronic repository of all ASMIC business and financial documents, all ASMIC publications and catalogs, and other critical regulatory and administrative documents.
 - Establish and maintain an inventory of all ASMIC owned computers, scanning devices, printers, software and other technology items.
 - Recommend to the Board when technology items should be replaced or upgraded, provide recommendations regarding the adoption or use of industry best practices, new technologies or capabilities, etc.
 - Assist the serial publication Editors of ASMIC and Catalog Chairpersons in addressing the impact of different or new technologies on their works, use of best practices, etc.
 5. **Webmaster.**
 - Develop the architecture of ASMIC's Internet site and/or Social Networking or media capabilities based upon that recommend to and approved by the Board.
 - Manage the ongoing functionality, content and security of these sites including needed improvements or added capabilities which may be required over time.
- B. Those members providing the above services shall report to the President unless otherwise directed by the Board.
- C. Each of the services identified shall be a separate line item in ASMIC's budget planning and Annual Report.

Section 4: Compensation.

- A. While many administrative and financial services of ASMIC are performed by volunteers without compensation, ASMIC may find it appropriate and in its best interest to compensate some members for the responsibilities and services performed. In those instances, the Board shall authorize the payment of any compensation paid, by position and/or name, to support the administrative and financial management requirements of ASMIC. This is in addition to reasonable reimbursable out-of-pocket expenses authorized by the Board.
- B. The amount of any compensation shall be reviewed annually and approved by the Board and be specifically identified in approved and proposed budgets. No compensation shall be paid without the prior approval of the Board.
- C. As a general guideline:
 - 1. Elected Officers, Past Presidents and the New Membership Secretary shall receive no compensation but may be reimbursed for reasonable out-of-pocket expenses as authorized by the Board.
 - 2. The Secretary and/or Treasurer may receive compensation for their services. This is in addition to reasonable reimbursable out-of-pocket expenses authorized by the Board.
 - 3. Editors of serial publications may receive compensation for their services. This is in addition to reasonable reimbursable out-of-pocket expenses authorized by the Board.
 - 4. Chairpersons or catalog workgroup members shall not be compensated for their services. Reasonable reimbursable out-of-pocket expenses may be authorized by the Board.
 - 5. National Convention Committee. See Article VI, Section 1.

ARTICLE V

ASMIC Publications

Section 1: Publications of ASMIC shall consist of two general categories. The first being serial publications; the second insignia catalogs – both Shoulder Sleeve Insignia and Distinctive Unit Insignia. The Board may consider other categories of insignia for publication based upon need and available resources. Each publication shall support the purposes and objectives of ASMIC and conform with all actual or implied policies and standards. Publication efforts shall also follow commonly recognized and accepted industry best practices.

Section 2: Serial Publications.

- A. ASMIC serial publications, *The Trading Post* and the *Newsletter*, are those which are published quarterly and provided to each member in good standing as part of their membership. Unless otherwise authorized by the Board, *The Trading Post* and the *Newsletter* shall be published and distributed to the membership at the same time, even if each is published as a separate publication.
- B. Editors for all publications shall be appointed by the President, with approval of the Board, for an indefinite term. Each shall serve at the pleasure of the Board. Assistant Editors may also be nominated using the same process. The specific duties of each Editor or Assistant Editor shall be prescribed in writing.
- C. Each Editor shall report to the President unless otherwise specified by the Board. Assistant Editors shall report to the respective Editor.
- D. Editors shall ensure that each serial publication supports or otherwise complements the other in themes, messaging, critical announcements, etc.

Revised: July 1, 2024

- E. The Editor of *The Trading Post* shall develop and submit a quarterly report to the Board. The report should address the next three (3) issues of *The Trading Post* – the issue pending release to the printer and the next two (2). Each report should provide an *Executive Summary* of the proposed content of the different issues while identifying potential issues or areas of needed assistance. Where feasible, the Board shall assist the Editor in resolving each identified issue.
- F. Editors shall have the primary responsibility for selecting a printer and managing that relationship. The Board shall be informed of the details of each printing contract.
- G. Detailed financial accounts shall be maintained by each Editor to include forecasting costs as part of the annual budget process. Printing invoices shall be submitted to the President for approval and conveyance to the Treasurer for payment.
- H. The Editors of *The Trading Post* and the *Newsletter* shall not be an elected or appointed officer of ASMIC.
- I. Should an Editorial vacancy exist, the Board shall establish a special committee to review the credentials or qualifications of individuals nominated for or expressing interest in serving as a serial publication Editor. The Board may also form a special committee to advise it regarding the content, composition, and production of serial publications as well as to serve as a resource to the editor(s).
- J. Compensation. See Article IV, Section 4.
- K. All members are encouraged to submit articles for publication in *The Trading Post*. Such articles should be sent to the Editor(s) of *The Trading Post*.

Section 3: Insignia identification catalogs. These catalogs include but are not limited to cloth and metal insignia (e.g., Shoulder Sleeve Insignia, Pocket Patches and Distinctive Unit Insignia (DUI)).

- A. Insignia identification catalogs shall be published or revised and re-published from time-to-time and made available to members and the general public for purchase. Catalog pricing may be different for ASMIC members versus those of the general public.
- B. The Secretary shall maintain an index of past, current and in-development catalogs. Such an index shall contain a description of the publication, publication date, availability status, publication cost at last printing and sale price(s).
- C. The Board shall, following separate recommendations of the Catalog Chairperson(s) and Secretary, establish priorities for creation of new catalogs or the revision or reprinting of existing catalogs. The Board may establish a special committee to review the recommendations of the Catalog Chairperson(s), Secretary and/or sample the membership for other recommendations.
- D. A Chairperson shall be appointed by the President, with Board approval, to oversee, manage and otherwise facilitate the creation of each catalog or the revision or reprinting of an existing catalog. The number and names of members, serving as a work group to support each catalog effort, shall be determined by the Chairperson and recommended to the President. The Board shall review and approve initial committee staffing recommendations and any changes that may occur overtime.
- E. The Chairperson(s) shall report to the President.
- F. Chairperson(s) are responsible to ensure resource requirements, specifically budget requirements, are identified to the President, Secretary and Treasurer. In addition, Chairperson(s) shall periodically coordinate with the Secretary to ensure the timely and effective publication of their cataloging effort when completed.
- G. Each Chairperson shall provide a periodic report of their work group's efforts, activities, issues and other applicable information to the Board. The Board shall establish the frequency and content of each report.

Revised: July 1, 2024

- H. The Board may form a special committee to advise it regarding the content, composition, and production of Insignia Identification Catalogs as well as to serve as a resource to each Chairperson.
- I. Compensation. See Article IV, Section 4.

ARTICLE VI

ASMIC National Convention and Area Events

Section 1: ASMIC National Convention.

- A. ASMIC shall organize and conduct an annual National Convention for the benefit of its membership. Included within the National Convention are exhibits and seminars devoted to insignia as well as the opportunity for members to meet and interact with the ASMIC leadership. The National Convention shall be organized to have certain days or events open to members only, other parts being open to both members and the general public.
- B. Preparations for and the conduct of the National Convention is the responsibility of the Convention Committee, which is charged with:
 - 1. Completing all planning, preparations and arrangements, including execution of the actual convention, in geographic locations offering suitable facilities, accommodations and services as well as convenient access to a major transportation center. As the agent for the Board, the Committee may negotiate on behalf of ASMIC with visitor or convention centers.
 - 2. Ensuring ASMIC National Conventions are held in geographically diverse locations reflective of ASMIC's national membership and to solicit recommendations from the membership for potential locations. The criteria for considering a potential location for a National Convention shall be published and made available to the membership on request.
 - 3. Ensuring that National Conventions are economically self-supporting and appropriately advertised in local and/or regional media. All expenses associated with the National Convention are to be met with revenues derived from convention receipts. The financial status of a National Convention shall be included as part of ASMIC's Annual Report to the membership.
 - 4. Travel and other administrative expenses associated with National ASMIC Conventions may be reimbursed from ASMIC operating funds as approved by the Board.
- C. The ASMIC National Convention shall be held annually between July 1st and September 30th of the fiscal year, at a date, time and location approved by the Board on the recommendation of the Convention Committee.
 - 1. The Executive Vice President of ASMIC shall serve as the National Convention Chairperson and report direct to the President unless otherwise approved by the Board. The Convention Committee shall include the requisite number of other members as well as Area Vice-Presidents.
 - 2. The National Convention Committee and its members may receive a stipend, the amount to be determined by the Board, for services rendered in planning, organizing and supervising the execution of ASMIC Conventions.
 - 3. National Convention exhibits. See Article VII of the ASMIC By-Laws.

Revised: July 1, 2024

Section 2: ASMIC geographic area events.

- A. Each ASMIC Area is encouraged to hold Conventions, Meetings or Meets, during which time a business meeting should be held to gather recommendations from local members for referral to the Area Vice President, if not in attendance, and subsequently to the President and Board.
- B. Area Conventions, Meetings, or Meets shall not interfere with ASMIC National Convention. Precedence shall be given to the National Convention, which all ASMIC Officers must attend unless excused by the President.
- C. Area events may be advertised and promoted in ASMIC publications without charge.
- D. Funding for ASMIC Area events must be from local resources. ASMIC specific membership material and other information shall be provided at no charge by the Secretary.
- E. Geographic Area Vice Presidents shall assist in the promotion of area events and participate to the extent feasible as well as promoting the recruiting and retention of the membership in their geographic area.

Section 3: Non-ASMIC events.

- A. ASMIC may participate in other national or regional events which offer the potential of promoting ASMIC, attracting new members or meeting with ASMIC members who may be in attendance.
- B. The Board shall approve ASMIC participation in all events concurrent with any funding that may be required. Funding shall be limited to registration fee(s), table costs, promotional items, etc. To the extent known, funding for potential or actual events should be included as a line item within ASMIC's Annual Budget.

ARTICLE VII

Service and National Convention Awards

Section 1: Service Award Program

- A. ASMIC shall establish and conduct a service awards program to recognize clearly substantive and positive contributions to ASMIC, exceptional efforts to promote the preservation of military insignia or other significant acts. The details of these programs shall be made known to the membership, including an historical record of past awardees.
- B. ASMIC service awards shall be recommended to the President and conferred by the Board.

Section 2: National Convention Exhibits Award Program.

- A. ASMIC shall establish and conduct an awards program to recognize those exhibitors judged as best in their category at its National Convention. The number and type of awards shall be determined by the Board and made known to the membership, including a record of past awardees.
- B. The Board shall designate a Board member to conduct the National Convention Exhibit Awards Program. In their absence, another member in good standing may be alternatively designated by the Board to conduct this program.
- C. The criteria for judging exhibits shall be published and made available to the membership. In addition, this information shall be distributed to those members considering entering an exhibit or who have requested exhibit tables as part of their National Convention registration.

Revised: July 1, 2024

- D. Each member who enters an exhibit, but is not selected to receive an established award, shall be officially recognized in an appropriate manner for their time and effort.
- E. ASMIC publications shall identify all members who entered an exhibit at the National Convention. These publications shall also contain appropriate and timely information of each years National Convention exhibits and awardees.

ARTICLE VIII

Copyright and ASMIC Seal

Section 1: ASMIC may make use of copyrighted material in its serial publications provided the appropriate permissions or releases have been obtained. Sources of this material include but are not limited to, institutional, educational resources, other periodicals or ASMIC members. All uses of copyrighted material shall reflect that the appropriate permissions have been obtained. ASMIC shall not revise or modify copyrighted material without having prior permission.

Section 2: Non-copyrighted material may be used in ASMIC serial publications. Unless otherwise designated, this material shall become the intellectual property of ASMIC and subject to copyright restrictions regarding future use. ASMIC has the right to edit and revise these submissions if accepted for publication.

Section 3: ASMIC seal.

- A. The symbol of ASMIC, as illustrated on the cover of ASMIC's Constitution and By-Laws, is considered ASMIC's official Seal.
- B. The Board shall, at its discretion, prescribe rules for use of the ASMIC Seal.

ARTICLE IX

Continuity of ASMIC Operations and Succession Planning

Section 1: The Board shall develop and maintain a plan to ensure the continuity of ASMIC operations in the event of sudden and unexpected loss of key leaders, a natural disaster or other significant event which would negatively affect ASMIC business operations and its membership. Critical components of such a plan should include but not be limited to:

- A. Creation and ongoing maintenance of a primary and back-up electronic repository of all ASMIC business documents, serial publications and catalogs.
- B. A policy for the transmittal of official ASMIC correspondence or documents from personal computers of key leaders to an electronic and shared repository of ASMIC.
- C. The continued capability to communicate with all members in good standing.
- D. Uninterrupted publication of ASMIC serial publications.

Section 2: Succession Planning.

- A. The Board shall develop and maintain a Succession Plan to identify individuals who may serve as future elected or appointed Officers of ASMIC, Editors of serial publications and/or Catalog Chairpersons. The objective of such a plan is to ensure potential future leaders of ASMIC have been identified as well as being encouraged and supported to seek election or appointment.

Revised: July 1, 2024

- B. As a component of the Succession Plan, the Board shall consider the tenure of current elected and appointed Officers to preclude a major turnover of all Officers on a single occurrence. In addition, the Board shall promote both an environment and philosophy which encourages periodic and planned turn-over of elected and appointed Officers as well as member participation, new ideas or capabilities, and enthusiasm, etc.

ARTICLE X

Insurance and Casualty Loses; Indemnification

Section 1: Elected and appointed Officers of ASMIC, Chairpersons or others acting on behalf of ASMIC shall not incur any liability to members of ASMIC for any mistakes or errors in judgment.

Section 2:

- A. ASMIC shall ensure it has sufficient insurance in force to cover potential liabilities of its National Convention or other ASMIC sponsored events.
- B. ASMIC shall also ensure it has sufficient insurance in force to cover ASMIC owned physical property (e.g., publication inventories, technology equipment and other related items), funds, potential liabilities of elected or appointed Director and Officers, legal costs, etc.