

**ATTACHMENT 4, STANDARD CHAPTER BYLAWS**

STANDARD CHAPTER BYLAWS FOR

CHAPTER \_\_\_\_\_

PREAMBLE

With reverence for God and country and being ever mindful of the glorious traditions of the United States Army, our duty to uphold and defend the Constitution of the United States of America, our responsibility to aid in maintaining adequate defense for our beloved country, our desire to assist in obtaining the highest caliber of men and women for our Army, our interest in the welfare of persons who served and are serving in the Army, our devotion to our fellow soldiers in good fortune or distress, and our reverence for the memory of our departed comrades, we unite to further the aims and objectives of this Association.

ARTICLE I - NAME

The name of the chapter shall be \_\_\_\_\_ of the United States Army Warrant Officers Association, hereinafter referred to as the Chapter.

ARTICLE II - OBJECTIVE

The objectives of the Association are:

- a. To foster a spirit of patriotism and devotion to duty among the members of the Corporation commensurate with the high ideals of the Army and the position of the members therein.
- b. To recommend programs for the improvement of the Army.
- c. To disseminate professional information among Warrant Officers.
- d. To promote the technical and social welfare of the members of the Corporation.
- e. To promote the spirit of comradeship among the members of the Corporation.
- f. To do such other things not inconsistent with law which are necessary to carry out the above stated purposes.

ARTICLE III - MEMBERSHIP

Section 1. DOD Policy: The Association fully supports the Department of Defense (DOD) policy on equal opportunity and will not discriminate in membership eligibility on the basis of race, color, sex, religion, or national origin. This Association will not accept invitation

from, nor participate in any activity or organization that does not conform to this DOD policy.

Section 2. Classes of Members:

a. The Association shall have only one class of voting member, that of regular member. Membership in the Association shall be open to any person who now holds, or has held, under honorable conditions, a bona fide appointment, whether regular or temporary, Reserve, National Guard, or other to Warrant Officer status in the Army of the United States of America.

b. Associate membership may be extended to persons, not otherwise eligible for regular membership, when recommended by a regular member and approved by a majority vote in the sponsoring chapter. Associate members have the same privileges and obligations as regular members except to vote or hold offices. Dues for associate members shall be the same as those for regular members and shall be borne by the persons making application for associate membership. There shall be no dues rebates for associate membership.

c. Honorary membership may be bestowed upon any non-member who is not eligible and who has never been eligible for membership under other sections of this Bylaw. To be eligible for honorary membership, the nominee must have contributed directly to the betterment of the Association by his or her actions. These actions must have been directed solely to the benefit of the Association, its membership, or the Warrant Officer corps in general. Nominations for honorary membership may be made by any chapter of the Association and must be made in writing to the President of the Association and confirmed by two-thirds vote of the National BOD. The letter of nomination shall contain sufficient information on the activities of the nominee to permit the National BOD to exercise sound judgment on the acceptance or rejection of the nomination. Honorary members shall not be eligible for election or appointment to any office within the Association; nor shall they have a voice or vote in matters pertaining to Association business. Honorary membership shall be perpetual. The sponsoring chapter shall pay the life membership dues at the current rates, for the honorary member on a one-time basis and there shall be no dues rebate for honorary membership.

Eligible Warrant Officers desiring to join the Association may submit application and payment of a minimum of one year's dues to the National Headquarters.

#### ARTICLE IV - ORGANIZATION

Section 1. General: The Chapter shall be organized and chartered in accordance with the National Articles of Incorporation and National Bylaws of USAWOA. When properly organized and chartered by the National Headquarters of USAWOA, the Chapter shall be an extension of the incorporation of USAWOA.

Section 2. Chapter Operated Clubs and Other Activities: The Chapter will not endorse or sponsor a club or enterprise involving finances unless such club or enterprise is in

compliance with the laws and or regulations of the local post community, state or host country, and prior to being placed in operation. The Chapter will also publish guidelines that will assure the integrity of the Chapter, USAWOA and the Army. Such guidelines shall also contain controls that will assure that good business practices are followed and that an independent audit be performed not less than once yearly.

In no case shall the chapter engage in a business or enterprise that would place the nonprofit and tax exempt status enjoyed by USAWOA in jeopardy. The Chapter will refrain from activities that would bring embarrassment to the Chapter, USAWOA, the USA, or any governmental body.

#### ARTICLE V - OFFICERS

Section 1. Qualifications: Any active or active-life member of the Chapter may be elected or appointed to hold office regardless of military rank.

Section 2. Elected Officers: The officers of a chapter shall be an elected President, and Vice President, and an appointed Secretary, and Treasurer. Where possible, the Office of Secretary should be designated Recording Secretary and Corresponding Secretary. These officers shall be elected/appointed at the date and place as promulgated in the Chapter Bylaws. The Chapter officials may appoint such other officers, as it shall deem desirable. Such officers are to have the authority and perform the duties assigned by the chapter officials. No elected Chapter official shall hold another elected Chapter, Region, or National office concurrently except the Chapter President who is automatically a member of the Region and National COP during his/her term(s) as a Chapter President.

Section 3. Term of Office:

a. Elected/appointed officers in the Association, elected/appointed under the provisions of these Bylaws, shall serve in such offices for a period of approximately 1-year depending upon the day of the month the annual or chapter meeting for the election/appointment of officers occurs. Such officers shall be installed in office at the meeting of the year in which elected/appointed and shall continue in office until their successors are elected/appointed and installed in office.

b. Officers who are elected/appointed to fill vacancies in office, or who succeed to a vacant office, as provided for in Section 4 of this Bylaw, shall take office on and from the date of the election/appointment or succession, and shall continue in the office until their successors, elected/appointed under the provisions of these Bylaws, are installed at the next election meeting.

c. Any elective officer named in this Bylaw is eligible to succeed themselves, but no elective officer shall serve more than two (2) full terms consecutively in the same office.

Section 4. Vacancies in Office:

a. In the event of death, resignation, removal through disqualification or otherwise of any

of the officers named in this Bylaw, the office which he/she had held shall be deemed to be vacant. A successor thereto shall be elected appointed by the appropriate governing body from among the membership, except for the office of president, in which case, the vice president shall succeed to the presidency. Such individual will have full rights, authority, and responsibility of the office, and a new vice president will be elected by the appropriate governing body from among the membership.

b. Resignation from any of the elective/appointed offices in these Bylaws, for any reason other than those mentioned in a. above, shall be made in writing to the appropriate governing body, and acceptance or rejection of the resignation shall be made by a majority vote of that governing body present in a meeting properly assembled.

c. Vacancies occurring as mentioned in a. and b. above shall be filled by election/appointment at the next meeting of the appropriate governing body. Voting shall be limited to the membership present only, and the candidate receiving the majority vote shall be declared elected/appointed to the vacant office.

#### Section 5. Duties of Officers:

a. Chapter President: The President shall preside over all Chapter meetings; carry out the mandates of the Chapter, enforce the provisions of these Bylaws and the Articles of Incorporation and Bylaws of USAWOA. In addition, he shall represent the Chapter in all matters pertaining to its affairs. He shall appoint all committees and will be an ex-officio member of all committees except the nominating committee.

b. Chapter Vice President: The Chapter Vice President shall act as a representative of the President on all matters referred by the President. He shall, at the request of or in the absence of the President, preside over Chapter meetings. The Vice President shall be the General Committee Chairman and as such be a member of each committee.

c. The Chapter Secretary: The Chapter Secretary shall be charged with keeping all administrative records, minutes of meetings, distribution of literature and notices, and such other duties as prescribed by the President. The Chapter Secretary shall supervise the Chapter Historian.

d. The Chapter Treasurer: The Chapter Treasurer shall be charged with the financial records of the Chapter. He shall be responsible for prompt payment of all Chapter obligations from Chapter funds. He shall comply generally with the financial instructions of the National Headquarters and will be bonded in an amount established by the National Headquarters of USAWOA. The Chapter Treasurer shall serve as, or supervise, the Property Custodian.

e. The Chapter Historian (if appointed): The Chapter Historian shall compile or cause to be compiled annually, from the Chapter records and other authentic sources, a narrative history of the Chapter as well as its activities and accomplishments. He shall be the custodian of the Chapter Charter and such other historical records and documents belonging to the Chapter.

f. Officers elected to offices within the Chapter shall not hold any other elected office within the structure of USAWOA. If at the time of election or a person is holding another elected office within the structure of USAWOA, he/she will, as soon as practicable, submit a letter of resignation from the office then held in order to qualify for office elected to. Such letter(s) of resignation shall only be required if the person being considered or having been elected desires to accept said office.

Section 6. Removal of Officers: Any elected or appointed officer of the Chapter not attending three (3) consecutive meetings of the chapter without a just cause, i.e., official duty, family emergency, illness, etc., may be removed from office by a vote of two thirds of the members present and eligible to vote at a regular meeting of the Chapter. The officer whose status as an officer is in question under the provisions of this section shall be given ten (10) days notification by the Chapter President. Any officer subject to removal under provisions of this section shall have the right to present any arguments or testimony to the membership. Such officers shall also have the right to have a fellow member or group of members to appear before the membership in his/her behalf.

## ARTICLE VI - MEETINGS

### Section 1. Types of Meetings:

a. Regular: The Chapter shall hold regular meetings at least once each month. The time and place for regular meetings will be determined by a majority affirmative vote of the general membership.

b. Special: Special meetings may be called by the President or on the written request of at least ten- percent (10%) of the active membership. Special meetings will be called for a specific purpose only and business will be limited to the purpose of the meeting.

c. Annual: An annual meeting will be held once each year for the purpose of electing officers. This meeting will be held during the month in which the Chapter was chartered whenever possible at a date and time established by the general membership.

d. Board of Directors: The BOD will conduct monthly meetings prior to the regular general membership meeting. Additional meetings may be called by the President as deemed necessary. The BOD will consist of the Chapter officers plus the Chairman of all standing committees.

Section 2. Notification of Meetings: Notification of meetings shall be timely. Five days are recommended.

Section 3. Quorum: 10 percent of the active membership or 6 members, exclusive of chapter officers, whichever is higher, must be present to constitute a quorum. The quorum must exist prior to the conduct of official business. If a quorum is not present or represented by proxy, another extraordinary meeting will be scheduled within 15 days.

Section 4. Order of Business:

- a. Invocation.
- b. Constitution of quorum.
- c. Reading and approval of minutes of previous meeting.
- d. Reading and approval of Treasurer's report.
- e. Communications and announcements.
- f. Reports of Officers.
- g. Committee reports.
- h. Special Orders (if applicable).
- i. Unfinished Business and General Orders.
- j. New business.
- k. Adjournment.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Trusts: The real property of the Chapter and all properties given to or held by it in trust for the purpose of the Chapter, shall be controlled and managed by the Board of Directors elected from the Chapter membership. Each outgoing Board of Directors will make a written accounting of all assets under its control at the expiration of each term for consideration and signed acceptance by each incoming Board of Directors, when such control and management of Chapter properties are transferred to the new board.

Section 2. Emergency Governing Body: If an emergency may make it impracticable to hold Chapter meetings, the Chapter Board of Directors may by majority affirmative vote of all available members, declare that an emergency exists within the Chapter and surrender operational control of the Chapter to the elected Board of Directors. Upon termination of the emergency, operational control shall automatically revert to the elected governing body. It shall be the duty of the Board of Directors to give an accounting of their actions during the state of emergency. Should a state of emergency exist and the elected Board of Directors not be available to assume control, a Secretary may be appointed to assume control of the Chapter subject to the controls outlined above.

ARTICLE VIII - COMMITTEES

Section 1. Appointment: The President shall have the power to appoint all committees.

Section 2. Duties: Committees shall perform the duties related to their title and as may

be assigned or required by the President. The President is an ex-officio member of all committees except the nominating committee.

Section 3. Standing Committees: The standing committees of the Chapter shall be the Membership Committee, the Legislative Affairs Committee, the Entertainment Committee, and the Ways and Means Committee. Other standing committees may be formed at the discretion of the President or the majority of the members by affirmative vote.

Section 4. Special Committees: Special committees may be formed for the purpose of completing a given task and will be dissolved upon completion of said task.

#### ARTICLE IX - FINANCES

Section 1. General: The Chapter is not organized for pecuniary gain or profit and no part of any net earnings thereof may inure to the benefit of any member.

Section 2. Dues: The dues in the Association will be as specified by the National Headquarters.

Section 3. Chapter Funds:

a. The members of the Chapter will be responsible for the custodianship and accountability of all Chapter funds. They are also responsible for the expenditure of all monies received or generated by the fund of the Chapter.

b. Further, the members of the Chapter are responsible for satisfying any liabilities and the disposition of any residual assets when and if the fund is dissolved. Disposition of remaining funds after satisfying any liabilities will be in accordance with the Articles of Incorporation and Bylaws of USAWOA.

c. Personal financial responsibility may rest upon the elected members of the Chapter, should there be any failure to discharge its obligations.

d. All funds of the Chapter will be accounted for as generally outlined in the USAWOA Financial Instructions.

e. The Chapter will maintain a current bond to cover the Treasurer or other persons designated to handle Chapter funds, as directed by National Headquarters.

Section 4. Loans: No loans shall be made by the Chapter to any Officer or member of the Chapter.

#### ARTICLE X - GOVERNING BODY

Subject to the Articles of Incorporation and USAWOA Bylaws and these Bylaws, the general membership in meeting assembled, shall be the governing body of the Chapter during meetings. The Chapter Board of Directors shall be the governing body at all other

times.

#### ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order", most recent edition shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation and Bylaws of USAWOA or special rules of order or the Bylaws of the Chapter.

#### ARTICLE XII - DISSOLUTION

Upon dissolution of the Chapter, all assets thereof will be disposed of in the manner prescribed for such funds and properties by the National Headquarters of USAWOA.

#### ARTICLE XIII - STANDING RULES

The Chapter may establish standing rules for the purpose of defining special procedures unique to its operation. Such standing rules will not be in conflict with these Bylaws.

#### ARTICLE XIV - AMENDMENTS

a. To the extent that any provision of these Bylaws conflicts with the applicable law of the local, state, federal, or other Governmental jurisdiction in which the Chapter may be situated, such Bylaw provision is hereby amended to conform to the requirement of such applicable law.

b. In order to preserve the integrity of these standard By-laws and their applicability to all Chapters, proposed amendments that do not come under the purview of paragraph a. of this Article must be submitted to the National Headquarters for approval. When such amendments have been staffed by the National Executive Committee and adopted by a majority vote of the National Board of Directors of USAWOA they will be incorporated into these Bylaws.

Attachment 2