

**UNITED STATES ARMY
WARRANT OFFICERS ASSOCIATION**

USAWOAM 400-1



**NATIONAL HEADQUARTERS ETHICAL
POLICY MANUAL**

October 2023

SUMMARY OF CHANGES

If we as an organization would allow/recommend the items noted in yellow, the treasurer would also need to be bonded, same as the bookkeeper.

(1) Have charge and custody of, and be responsible for, all funds and securities of the Association. **This is only handled by the bookkeeper, the treasurer has no visibility of accounts, or ability to conduct any transactions.**

(2) Account for all monies received, and give receipts, from whatever source and deposit them in insured banks and/or trust companies or invest them for the credit of the Association as directed by the National BOD. **If for some reason the treasurer (or any one of the positions) receives money/check it would need to be given to the bookkeeper for deposit and annotated on the ledger. The only receipts we receive are the one's accompanied with the travel voucher(s). Only the bookkeeper can deposit checks. Coordination with investment POC is handled by the bookkeeper and the Executive Director on our behalf. Any investment issues or concerns can be brought up during the monthly reports provided by the bookkeeper for the treasurer.**

(3) Prepare all drafts and checks against funds of the Association. **Only handled by the bookkeeper**

(4) Keep records posted to date and available for review by any member or audit at all times. **The bookkeeper has all the full detailed reports, invoices, etc. The only thing the treasurer keeps copies of is the monthly reports pulled/provided by the bookkeeper. All audits are conducted with the bookkeeper.**

(5) Render a monthly report to the National BOD regarding the financial status of the Association. **Yes, this is updated by the Treasurer monthly, from the reports provided by the bookkeeper.**

(6) In general perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned by the National President or the National BOD. **Yes**

(7) The authority of the Treasurer shall be that requisite to the proper performance of the office and duties stated herein. **Yes**

(8) Assistant Treasurers may be appointed by the National Board of Directors, under the provisions of BYLAW VI, Section 2. While these assistant treasurers may be granted the authority to assist and/or perform any of the above-listed functions, the responsibility for the function(s) remains with the Treasurer. **If one is appointed, yes.**

e. National Executive Director: The Executive Director shall be the administrative director of the Association and staff and shall assist the national officials in conducting the official business of the Association and as such be responsible for:

(1) Assisting the BOD in the formulation of USAWOA policies.

(2) Representing the USAWOA in relations with representatives of the U.S. Government and its various branches, departments, and agencies. Such agencies may include, but are not limited to, The White House, The U. S. Congress, The Department of Defense, and Headquarters, Department of the Army.

(3) Representing the USAWOA as a member of The Military Coalition (TMC) Capitol Hill Exchange Club, and other organizations as directed by the National BOD of the Association.

(4) Contributing a monthly article as Executive Director, to the NEWSLINER;

(5) Hiring and daily supervision of other salaried or hourly wage employees and administering the daily activities of the National Headquarters In the capacity of the Office Manager.

(6) Acting as the Staff Liaison Representative on all established committees until enlargement of USAWOA staff permits delegation of these functions to other staff members.

(7) Representing the USAWOA through the presentation of "command" briefings and participation in other Association activities on a worldwide basis.

(8) Attending Executive Committee meetings as ex-officio member.

(9) Preparing, keeping current and distributing to all National Officers, Region, and Chapter Presidents appropriate USAWOA briefing materials in hard copy or electronically if applicable. All briefing material will be approved by EXCOM.

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FOREWORD

The National Board of Directors developed this edition of the manual as directed by the Chairman of the Board of Directors under the authority contained in the USAWOA Bylaws and approved by the National Board of Directors with an effective date of 16 October 2023.

This manual is designed to unify the Association and serves to answer any director's questions about the operation and meeting procedures of the National Board of Directors.

This manual is binding on all members, chapters, regions, members of appointed committees and councils, National Headquarters staff, contractors, consultants, Executive Director, all elected officials, or other individuals or any companies under contract with USAWOA. The USAWOA legal counsel will ensure that all contracts and agreements contain provisions for compliance with appropriate sections.

Amendments and additions to this manual are encouraged and should be addressed to the Executive Director, USAWOA, 462 Herndon Parkway, Suite 207 Herndon, Virginia 20170-5235.

BY DIRECTION OF THE NATIONAL BOARD OF DIRECTORS

OFFICIAL:



LOUISE LINGENFELSER
CW4, QM
National Vice President



MICHAEL DYE
CW5, MI
National President

NATIONAL HEADQUARTERS ETHICAL POLICY MANUAL

SECTION 1: GENERAL.

Representatives of the United States Army Warrant Officers Association, (USAWOA) whether elected officials, paid employees and consultants, or other agents of the Association, are guardians of the reputation and property of the Association and play vital roles in its preservation and progress. The fulfillment of these roles requires understanding their relationship with the Association, its membership, and those with whom the Association engages in professional business, social, community, governmental, and other meaningful activities. A subsequent obligation for all acting on behalf of the Association is to uphold the highest standards of ethical conduct.

SECTION 2: PURPOSE.

The purpose of this manual is to ensure that the National Headquarters of the Association is operated in the efficient, competent, and professional manner expected by the members of the Association.

SECTION 3: AUTHORITY.

USAWOA Bylaws, Article IX.

SECTION 4: THE ASSOCIATION CODE OF ETHICS.

- a. The Association code of conduct charts the course for the honorable and provides standards by which to judge the transgressor. Everyone who purports to act in the name of the Association should aspire, by their conduct, to rise above minimum standards, bearing in mind that the respect and confidence of the members of the Association whom they serve requires the highest degree of ethical conduct. The Association code of conduct, while having as its base is all the laws of the United States and the underlying moral and spiritual values, will focus upon specific general ethical standards which must be adhered to by those holding certain positions.
- b. All who represent the Association in any capacity shall:
 - (1) Engage in no activity of any nature bringing discredit upon the Association.
 - (2) Maintain complete loyalty to the United States Army Warrant Officers Association.
 - (3) Hold confidential relationships between the individual members of the Association and themselves and information entrusted to them through the Association's National Headquarters, Regions, and Chapters.
 - (4) Endorse no product or service on behalf of the Association unless approved by the National Board of Directors, hereafter the BOD.

- (5) Work harmoniously with local commands, the Department of the Army, the Department of Defense, other governmental agencies, and military associations with goals and values like that of USAWOA.
 - (6) Uphold the independence of the Association and never permit it to become subservient to any other association or organization.
 - (7) Accept no gratuities or special compensation for the performance of acts on behalf of the Association from any individual member, region, chapter, or other person or organization except with the knowledge and consent of the National BOD.
 - (8) Neither engage in nor allow any exploitation of the Association by any person or organization.
 - (9) Recognize and discharge their responsibility and that of the Association to uphold all local, state, and federal laws and regulations relating to the activities of the Association.
 - (10) Exercise and insist on sound business principles in the conduct of the affairs of the Association.
 - (11) Never use the name of the Association or its influence, directly or indirectly, to support any political party or candidate for nomination, election, or selection to any federal, state, country, city, town, or other political office.
 - (12) Use only legal and ethical means to influence legislation, regulations, or administrative policies and determinations. In this regard, chapters, regions, and members will not use the name of the Association, directly or indirectly, to influence said governmental policies or determinations unless specifically authorized to do so in writing by the National Headquarters of the Association. Recommendations in the form of resolutions for the proposed federal, state, or local government legislative or regulatory action shall be forwarded to the National President, USAWOA for evaluation and consideration of appropriate coordination and concerted action.
 - (13) Issue no false or misleading statements of any nature, whether they affect the Association, other associations, or other individuals or organizations.
 - (14) Utilize every opportunity to promote public understanding of the Association and its objectives.
 - (15) Maintain the highest standards of personal conduct so that the Association will have an indisputable image of solid integrity.
- c. Paid employees, consultants, and similar agents will not participate in Association policy decisions except as authorized and required as part of their employment agreement. In this regard, such individuals will:
- (1) Refrain from using official authority or influence to interfere with or affect the results of any election or nomination for office within the Association.
 - (2) Refuse to accept any elected office within the Association, even if elected without being a candidate.
 - (3) Avoid participating in the political campaign or managing the campaign for any elective office in the Association.

- (4) Never directly or indirectly coerce, attempt to coerce, command, or advise any person to pay, lend, or contribute anything of value to a party, committee, organization, agency, or person for political purposes within the Association.
- (5) Decline to make or offer to make any expenditure to any person, either to vote or withhold their vote or to vote for or against any candidate for office within the Association.
- (6) Request no information from any person within the Association regarding their choice of or their vote for any candidate for office within the Association.
- (7) Never directly or indirectly promise or pledge the appointment, or use of their influence in support for the appointment of any person to any position within the Association to secure support for any candidate for office within the Association.
- (8) Refrain from soliciting, receiving, or contributing whatsoever for any political purpose within the Association.
- (9) Decline to accept nomination to become an elected or appointed official of any chapter within the Association.
- (10) Attend no chapter meetings (other than their own assigned chapter, if applicable) unless specifically invited by the Chapter President or authorized representative.
- (11) Enthusiastically pursue all the Association's objectives regardless of any personal misgivings they may have about the established objective.
- (12) Serve all members of the Association impartially, granting no special favors or privileges to any member.
- (13) Cooperate reasonably and appropriately with USAWOA members, officers, executives, and other personnel dealing with the Association.
- (14) Comply with lawful requests and instructions and give only reasonable and lawful requests and instructions if acting in a supervisory capacity.
- (15) Where employment involves the receipt of money or property on behalf of the Association or the disposal of Association property, the employee shall act prudently. The employee shall keep account of each transaction and present an accounting at the proper time or upon demand with such vouchers and receipts as business usage customarily requires.
- (16) Accept no gift, compensation, or other profit of any kind for the exercise of their employment beyond the compensation to which they are entitled by the terms of their employment contract or other agreement with the Associations National BOD.
- (17) They exercise their duties loyally and skillfully and refrain from deceiving the Association by entering into business relations with others that would create a conflict of interest with the Association.
- (18) Never use the knowledge acquired during this employment for personal advantage and to the detriment of the Association or in competition with the Association. In this regard, even after employment has ceased, employees

remain subject to a duty not to disclose or use for the information entrusted to them during this employment.

- (19) Association employees shall maintain their appearance in a manner that upholds the high professionalism of the Warrant Officers they serve.
- (20) Resign any elected or appointed position immediately upon becoming a paid employee of this Association.

SECTION 5. DUTIES OF OFFICERS AND EMPLOYEES:

- a. **National President:** The National President shall be the principal executive officer of the Association and shall, in general, supervise and control all the business affairs of the Association. The National President shall serve as Chairperson of the National Board of Directors, National Executive Committee, and the Annual Meeting of the Members (AMM). He/she shall make all required appointments of standing and special committees with the approval of the National BOD. He/she may sign, with the secretary or any other proper officer of the Association authorized by the National BOD, any deeds, mortgages, bonds, contracts, or other instruments which the National BOD has authorized to be executed, except in cases where the National BOD shall expressly delegate the signing and execution thereof; by the Association by laws, other manuals, or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of president and such other duties as, from time to time, may be prescribed by the National BOD. The President's authority shall be that requisite to the proper performance of the office and the duties stated herein.
- b. **National Vice President:** In the absence of the National President or in the event of their inability or refusal to act, the Vice President (or in the event there be more than one elected Vice President, the Vice Presidents in the order of their election) shall perform the duties of the National President, and when so acting, shall have all the powers and authority of and be subject to all the restrictions upon the National President. In addition to the Vice President's duties as assistant to the National President and such other duties as provided elsewhere in the by the Association bylaws, other manual, or by statute, the Vice President shall perform such other duties as, from time to time, may be assigned to him/her by the National President or by the National BOD. The authority of the Vice President shall be that requisite to the proper performance of the office and the duties stated herein. The National Vice President shall have oversight of all appointed committees.
- c. **National Secretary:** The Secretary shall assist the National President in conducting the official business of the Association in such a manner as the National President may require, and in the performance of the duties as Secretary shall, in addition to such other duties as provided elsewhere in this manual:
 - (1) Ensure that a record is prepared and maintained of minutes of meetings of the members, the National Board of Directors Executive Committee, and the National Board of Directors of the Association.
 - (2) Ensure adequate notification is provided to the members and National Board of Directors of the time and place for all scheduled meetings.

- (3) Ensure complete files of the affairs of the Association are maintained via Knowledge Management System, including all official correspondence. For historical documents, paper copy will be stored at National Headquarters in Herndon, VA.
 - (4) Ensure that an electronic file is maintained for each member of the Association, including the most recent address furnished by the member.
 - (5) In general, perform all duties incident to the office of Secretary and such other duties, as from time to time, may be assigned to him/her by the National President or the National BOD.
 - (6) The authority of the Secretary shall be requisite to the proper performance of the office and duties stated herein.
- d. National Treasurer: The Treasurer shall institute and maintain proper and accurate fiscal records of the Association, and in this connection shall, in addition to such other duties as provided else wherein this manual:
- (1) Have charge and custody of, and be responsible for, all funds and securities of the Association. The bookkeeper only handles this; the treasurer has no visibility of accounts or ability to conduct any transactions.
 - (2) Account for all monies received and give receipts from whatever source and deposit them in insured banks and trust companies or invest them for the credit of the Association as directed by the National BOD. If, for some reason, the Treasurer (or any one of the positions) receives money/check, it would need to be given to the bookkeeper for deposit and annotated on the ledger. The only receipts we receive are accompanied by the travel voucher(s). Only the bookkeeper can deposit checks. The bookkeeper and the Executive Director coordinate with investment POC on our behalf. Any investment issues or concerns can be brought up during the monthly reports provided by the bookkeeper for the treasurer.
 - (3) Prepare all drafts and checks against the funds of the Association. This function is an oversight only because this action is handled by the bookkeeper
 - (4) Always keep records up-to-date and available for review by any member or audit. The bookkeeper has all the complete detailed reports, invoices, etc. The only thing the Treasurer keeps copies of is the monthly reports pulled/provided by the bookkeeper. All audits are conducted with the bookkeeper.
 - (5) Render a monthly report to the National BOD regarding the Association's financial status.
 - (6) In general, perform all duties incident to the office of Treasurer and such other duties as may, from time to time, be assigned by the National President or the National BOD.
 - (7) The authority of the Treasurer shall be requisite to the proper performance of the office and duties stated herein.
 - (8) The National Board of Directors may appoint Assistant Treasurers under the provisions of USAWOA Bylaws, Article VI, Section 2. While these Assistant Treasurers may be granted the authority to assist and perform

any of the above-listed functions, the responsibility for the function(s) remains with the Treasurer.

- e. National Executive Director: The Executive Director is the full-time administrative director of the Association and staff and shall assist the national officials in conducting the official business of the Association and, as such, be responsible for:
- (1) Assisting the BOD in the formulation of USAWOA policies.
 - (2) Representing the USAWOA in relations with representatives of the U.S. Government and its various branches, departments, and agencies. Such agencies may include, but are not limited to, The White House, The U.S. Congress, The Department of Defense, and Headquarters, Department of the Army.
 - (3) Representing the USAWOA as a member of The Military Coalition (TMC) and other organizations as directed by the National BOD.
 - (4) Contributing a monthly article as Executive Director to the NEWSLINER.
 - (5) As the USAWOA Officer Manager, hire and supervise other salaried or hourly wage employees while administering the National Headquarters' daily activities.
 - (6) Acting as the Staff Liaison Representative on all established committees until the enlargement of USAWOA staff permits delegation of these functions to other staff members.
 - (7) Representing the USAWOA by presenting "command" briefings and participating in other Association activities worldwide.
 - (8) Attending Executive Committee meetings as an ex-officio member.
 - (9) Preparing, keeping current, and distributing appropriate USAWOA briefing materials in hard copy or electronically if applicable to all National Officers, Region, and Chapter Presidents. EXCOM will approve all briefing material.
- f. Headquarters Staff: Staff members, except the Executive Director, shall not initiate any dealings except under their assigned duties or as otherwise explicitly authorized by the Executive Director. Conversely, members of the National BOD shall not request services or data from such staff members except when authorized by the National President. Nothing herein shall preclude direct contact between members of the National BOD and the Executive Director, or vice versa, or the submission of routine requests like those made by members not holding the National Office.
- g. Restrictions on Policy Matters: Discussion of proposed policy matters is healthy and encouraged among the members and Association leadership. However, to ensure that the Association presents only approved policy, all members, elected and appointed officials, and headquarters staff members will refrain from presenting the Association's "position" or "policy" until the National BOD formally approves such policy. Exception is granted only to the National President and Executive Director, who, for practicality, may have to develop and present an "official Association position" on a time-sensitive matter. In these instances, the BOD Executive Committee, at the next meeting (or by other means), will be advised of the circumstances and position(s) taken.

SECTION 6. COMMITTEES:

- a. Standing Committees: The following committees will be termed "standing committees" and will be appointed and maintained at full strength by the National President and the BOD for the purposes for which the Association bylaws, other manual, or written instructions by the National President form them:
- (1) Executive Committee.
 - (2) Past Presidents Council.
 - (3) National Awards Committee.
- b. The following committees may be established as part of the National Board of Directors Committee System when deemed appropriate by the National President and National Board of Directors. When established, these committees will be a supplemental part of the standing committee structure:
- (1) Budget and Finance Committee.
 - (2) Legislative Committee.
 - (3) Membership and Chapter Affairs Committee.
 - (4) Administrative Management Committee.
 - (5) National WOAUX Steering Committee (when an Auxiliary operates).
 - (6) Credentials Committee.
 - (7) Nominating Committee.
 - (8) Teller Committee.
 - (9) Meeting of the AMM Arrangements Committee.
 - (10) Future Marketing Committee.
 - (11) Corporate Affiliation Committee.
 - (12) Audit Committee.
 - (13) Company Grade Warrant Officer Advisory Committee.
- c. The National President may establish other committees to facilitate the conduct of Association business.
- d. Time and Term of Appointment: All committee appointments for established committees will be made by the National President as soon as possible after the election but, in no event, later than sixty (60) days from the date of election or date of establishing a committee requirement. In the selection of the members of committees, the National President shall, to the extent practicable, endeavor to balance each committee's structure by appointing members of all components. In some cases, committee members may not be members or may be paid employees of the Association or a professional firm or organization assisting in the committee or group efforts. Furthermore, the National President shall endeavor to appoint Past National Presidents to committees, thus taking advantage of their experience and talents. The appointment shall be for the same duration as the National President's term of office unless sooner terminated by death, disability, or removed by the person authorized to appoint such members whenever, in their judgment, the Association's best interests shall be served by such removal.

- e. **Past Presidents Council:** The Past Presidents Council shall consist of all past National and Region Presidents of the association who are current members of the association and shall provide advice and counsel to the Executive Committee and the National BOD on matters relevant to the management and operations of the association. The chairperson shall be elected by the council and serve for a period equal to the tenure of the elected officials (typically two years). Members of the Past Presidents Council shall not be compensated for services rendered. However, they may be reimbursed for incidental and necessary expenses incurred in the performances of their duties and for special missions as directed by the National President or the National BOD.

Note: Any Past Presidents currently serving on the National Board of Directors are excluded from serving on the Past Presidents Council until their term is complete on the National BOD.

- f. **Frequency of Meetings:** Committees shall meet commensurate with the AMM and the Board of Directors/Council of President's Meeting at a time and place established by the committee chairperson in conjunction with the staff liaison representative. To provide continuity and to assist in accomplishing the tasks assigned to the committee by the National BOD and the National President, the committee may take any action which may be taken at a formal meeting of the committee, without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the committee members.
- g. **Committee Agenda:** An agenda will be prepared by the committee chairperson and forwarded to each committee member at least thirty (30) days before the scheduled formal meetings.
- h. **Committee Quorum:** A majority of the committee members shall constitute a quorum for the transaction of business at any formal committee meeting, and a majority vote of the committee members assembled is necessary to adopt any matter presented to the committee. While voting by mail, a majority vote by the committee members is necessary to adopt any matter presented to the committee. Electronic voting is permitted.
- i. **Rules of Order:** Each committee may adopt rules for its government consistent with the Bylaws or with rules adopted by the National Board of Directors.
- j. **Jurisdictional Disputes:**
 - (1) When there is a jurisdictional dispute between committee chairpersons, each will endeavor to resolve the dispute with the other. If they cannot reconcile their differences, both will present the matter to the National President, who will decide the issue.
 - (2) When a dispute arises between a committee chairperson and the staff liaison representative, both will endeavor to resolve the dispute amicably. If they fail to do so, both will present the matter to the National President, who will decide the issue.
- k. **Compensation:** Members appointed or assigned to Association committees, groups, and councils will not be compensated for their services. However, the Association shall bear the expenses of committee members to duly convened committee meetings in the same manner as provided in the Bylaws.

- I. Staff Liaison Representatives: The National Headquarters staff shall function as Liaison Representatives until the Association is financially capable of increasing the present staff to a size required to accommodate current and future committees. To the extent possible, these representatives shall perform the following duties:
 - (1) Provide general administrative and logistical support to committees, councils, and task forces.
 - (2) Brief incoming committees, councils, and task forces.
 - (3) Gather statistical and other data as required.
 - (4) Prepare proposed plans and agendas.
 - (5) Prepare reports reflecting the results of deliberations by committees, councils, and task forces.
- m. Special Committees: The National President is authorized to establish special committees, ad hoc groups, or task forces when appropriate to accomplish a given task that cannot be accomplished by established standing committees.
- n. Vacancies: Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.
- o. Term of Office: Each member of an established committee shall continue as such until the next AMM and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof. The Past Presidents Council shall serve the entire period of the National President's term and elect its Chairman following each National election.

SECTION 7: ASSOCIATION EXPRESSION OF APPRECIATION OR RECOGNITION OF ACHIEVEMENT.

- a. CERTIFICATE OF APPRECIATION: The Association headquarters will develop and maintain a certificate to provide the National President a means of recognizing exceptional service to the Association by distinguished persons. The certificate may be presented to Association members, non-members, or governmental/private organizations. Recipients may subsequently be awarded additional certificates. The National President may award this certificate without prior approval of the National BOD.
- b. CERTIFICATE OF ACHIEVEMENT: The Association headquarters will develop and maintain a certificate to provide the National Headquarters a means of recognizing meritorious service to the Association by members who have made significant contributions to the Association at the National, Regional, or Chapter levels. This certificate is of higher precedence than a Certificate of Appreciation. Award of this certificate is subject to the following provisions and conditions:
 - (1) The request to issue this certificate must be in writing, signed by a national officer, member of the National Board of Directors, Region president, or Chapter president. It must contain the specific citation to be used on the certificate. Support justification is desired but not required.

- (2) It may be awarded to any member of the Association.
 - (3) Recipients may subsequently be awarded additional certificates.
 - (4) The National BOD must approve the issue of this certificate.
 - (5) The certificate will be a scroll signed by the Association's President.
- c. **CERTIFICATE OF ACHIEVEMENT FOR ACADEMIC EXCELLENCE.** The Association headquarters will develop and maintain a certificate to allow the Association to recognize the academic achievements of Army warrant officers. Such certificates will be presented to the academic departments of service schools for all warrant officers who achieve the school's standards for excellence. The authority and responsibility to provide such certificates shall rest with the Executive Director.

SECTION 8. CHAPTER/REGION CERTIFICATE OF APPRECIATION.

Formally organized Regions and Chapters may design and print their certificates. However, to ensure the Association's high standards of professionalism are maintained, a copy of the certificate will be provided and kept on file at the National Headquarters.