

**United States Army
Warrant Officers Association**

USAWOA 300-1

OPERATIONS MANUAL



Updated October 2023

Approved by the Board of Directors

SUMMARY Of CHANGES

USAWOA Manual 300-1 Operations Manual

- Minor revisions, dated 1 April 2024
- Defines Suspended and Deactivated Charters, Section 3 (para h1 – h7 and i1-4)
- Actions upon Region Reactivation (para k1 – 2)
- Voluntary Deactivation (para j)
- Clarifies timelines to determine if a chapter is to be suspended or deactivated, Section 4 (para g 1-2, & h 1-5)
- Provides clarifying instructions on actions upon Deactivation (para i 1-5)
- Clarifies instructions on actions upon chapter voluntary deactivation (para j)
- Provides clarifying instructions on actions upon reactivation (para k 1-3)

Code of the United States Army Warrant Officer

Army Warrant Officers shall conscientiously strive to:

Willingly render loyal services to superiors, subordinates, and peers in every organization of which a member.

Always set an example in conduct, appearance, and performance.

Reliably discharges all duties with which confronted, whether such duties are expressed or implied.

Readily subordinate personal interests and welfare to those of the organization and subordinates.

Accept responsibility at every opportunity and acknowledge full accountability for actions.

Never knowingly tolerate wrongdoing by self or others, whether by commission or omission, design, or neglect.

Teach other people in a way that effectively expands and perpetuates the scope of their technical competence.

Obtain breadth of perspective and depth of understanding beyond the limits of specific responsibilities.

Faithfully adhere to the oath of office, upholding and defending the nation's constitution by both word and deed.

Forcefully take the initiative to stimulate constructive action in all areas requiring or inviting attention.

Improve physically and mentally, professionally, and personally to increase abilities and value of service.

Contribute past experience and knowledge to a dedicated effort for the betterment of the future.

Earn an ironclad reputation for absolute integrity of your word.

Reflect credit and inspire confidence in themselves, the Warrant Officer CoHort the military service of the nation, and the United States of America.

Promulgated by the United States Army Warrant Officers Association, this code presents principles for personal and professional conduct.

FOREWORD

1. The National Board of Directors developed this manual under the direction of the National President and the Board of Directors under authority contained in the USAWOA Bylaws.
2. This manual is designated to unify the Association and serves to answer any questions about the Chapter, Region, and National Operations.
3. 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.
4. The National Board of Directors, with an effective date of 16 October 2023, has approved this edition of the manual.
5. Amendments and additions to this manual are encouraged and should be addressed to the National President or the Executive Director, USAWOA, 462 Herndon Parkway, Suite 207, Herndon, Virginia 20170-5235.

BY DIRECTION OF THE NATIONAL BOARD OF DIRECTORS OFFICIAL:



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 1-copy to each National Staff Member.
 1-copy to the Webmaster in PDF for posting on the website.

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SECTION 1. NATIONAL, REGION AND CHAPTER OPERATIONS

CHAPTER I. MEET YOUR PROFESSIONAL ASSOCIATION

1. BACKGROUND.

- a. In the early 1970s, several small groups of Warrant Officer Associations existed. A few isolated Associations existed in the United States, most of them in Europe. These Associations were local and provided a social outlet for their members. Dissatisfaction with the professional development of the Warrant Officer Corps, including military and civilian educational opportunities, promotion potential, concurrent travel policies, and other Department of the Army policies concerning the assignment and utilization of Warrant Officers, were often discussed. Because these associations were local in nature, there was no central point of contact for individuals and associations to air their professional concerns.
- b. It was recognized that military-oriented associations such as the Association of the U.S. Army and the Retired Officers Association existed, and that Warrant Officers were eligible for these associations. However, these organizations were oriented toward the overall problems concerning the Army and were not able to address the specific personnel and operational policies of the Warrant Officer. These other associations performed a valuable service to the Army at large and were not chartered to represent any one segment of the Army or the Officer Corps.
- c. A small group of dedicated Warrant Officers began to work together for the formation of a National Association of Army Warrant Officers to bring to the attention of Department of the Army (DOA), Department of Defense (DOD), Congress, and the Administration the need for better utilization of the vast amount of talent consolidated within the Warrant Officer Corps. Although at the time of the organization of the association, the Corps comprised fourteen percent (14%) of the Army officer strength, it makes up less than two percent (2%) of the total Army force.
- d. After initial organizational meetings and national publicity, the USAWOA held its first Annual Meeting of the Members in 1973. (Hereafter referred to as the AMM) USAWOA was incorporated in the State of Virginia on 7 November 1974 and has existed as an incorporated Association since that time.

2. MEMBERSHIP.

- a. Full Membership in the Association is open to Army Warrant Officers regardless of component or status, i.e., Regular Army (RA), Army National Guard (ARNG), United States Army Reserve (USAR), AUS, on active duty, reserve status, or retired, as well as those individuals who support the goals and objectives of the Association. Dues are set by the membership as recommended by the Board of Directors. Local chapters do not charge dues but receive a rebate from the National Association to defray administrative costs.
- b. Associate Membership in the Association is open to all who believe in and support the goals and objectives of the organization.
- c. Honorary Membership in the Association is available to those individuals who serve in the military or the government and wish to support the goals and objectives of the organization. Honorary membership is bestowed upon strong supporters by a Chapter, Region, or National Headquarters.
- d. Corporate Membership is available to those organizations who wish to provide financial support in return for advertising that they support the organization not only in theory but with their financial assistance. The National Headquarters must approve corporate membership.

3. OBJECTIVES.

As stated in the Articles of Incorporation or Bylaws, the USAWOA has been established to:

- a. Foster a spirit of patriotism and devotion to duty among our members commensurate with the high ideals of the Army and our position therein.
- b. Recommend programs for the improvement of the Army.
- c. Disseminate professional information among Warrant Officers.
- d. Promote the technical and social welfare of our members.
- e. Promote a spirit of true comradeship among our members.
- f. Live up to our motto as "The Quiet Professionals®."

4. PROFESSIONALISM.

The keystone of the USAWOA is professionalism. The Association is concerned with Warrant Officer policies and procedures which will enhance the professionalism of the Warrant Officer Cohort and the individual Warrant Officer. At our AMM's, we recommend proposals that will improve the Warrant Officer Cohort and the Army as a whole. A list of our past resolutions/proposals is available from Headquarters to provide you with information on the issues that have been addressed.

5. RECOGNITION.

- a. The Association has been praised by Presidents of the United States, Congressmen, Secretaries of the Army, Chiefs of Staff of the Army, the Deputy Chiefs of Staff for Personnel, and other high-ranking military and civilian leaders. The Secretary of the Army, Chief of Staff of the Army, and Deputy Chief of Staff for Regional Military Personnel Center commanders have been our guest speakers at our Annual Meeting of the Members, (AMM). USAWOA representatives are invited to attend various briefings in The White House and The Pentagon on matters of interest to our members. The Warrant Officers Career College Commandant is invited to contribute a column to our NEWSLINER, as are other individuals in positions of responsibility within or related to the Army Warrant Officer Cohort.
- b. Specifically on Warrant Officer initiatives, the USAWOA participated in the first and all subsequent meetings with the Army on workshops, which led to the Warrant Officer initiatives recently approved. A USAWOA representative also participated in the first interservice seminar on recommending solutions to the pay disparity issues. The Army leadership solicits our advice, suggestions, and comments on all matters pertaining to Warrant Officer policy.

6. REPRESENTATION.

- a. The USAWOA represents its members in several ways. Acting on the recommendations/proposals approved by our membership and on other recommendations submitted by chapters and individual Warrant Officers, we ensure that these actions are brought to the attention of the appropriate action officers with the backing of the USAWOA. Our Association is a full member of The Military Coalition (TMC), which is comprised of approximately thirty-five (35) military-oriented associations with headquarters in the Washington, D.C. area.
- b. Through the TMC, we keep abreast of the personnel legislative actions pending in Congress. At these meetings, the various association representatives discuss matters of common concern and give one another the full benefit of their knowledge, experience, and background. Through the TMC, USAWOA receives the full benefit of many years of experience on the "Hill" plus the support of our sister associations in matters affecting our members.
- c. Through USAWOA's affiliation with the TMC, our Warrant Officer members add their voices to those of more than 5.5 million others who are also interested in the common good of the military community.
- d. The Association's primary efforts are directed toward DA and DOD. Specifically, we work with the appropriate officers on the DA and DOD staff to recommend changes to the applicable policies and regulations, which limit or preclude more effective utilization of Warrant Officers.

CHAPTER II. ORGANIZATION

The United States Army Warrant Officers Association is a national organization structured as follows.

1. National Headquarters
2. National Committees
3. Regions
4. Chapters

1. NATIONAL HEADQUARTERS.

The National Headquarters consists of the National Elected Officers, the National Appointed Officers, the National Board of Directors, and the National Staff.

- a. National Elected Officers:

- (1) National President: The National President is 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 Board of Directors Executive Committee, and the AMM. The National President shall make

all required appointments of standing and special committees with the approval of the National BOD. Additionally, the National President signs, with the secretary or other proper officers of the Association authorized by the National BOD, all deeds, mortgages, bonds, contracts, or other instruments that the National BOD has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the National BOD, the Bylaws, or by statute to some other officer or agent of the Association. The National President performs all duties incident to the office and such other duties as may be prescribed by the National BOD. The authority of the National President shall be that requisite to the proper performance of the office and the duties stated herein.

National Vice President: In the absence of the National President or due to inability or refusal to act, the Vice President (or in the event there be more than one 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. Additionally, the Vice President assists the National President and performs such other duties as may be assigned by the National President or 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 Vice President shall oversee all appointed committees.

National Secretary: The Secretary assists the National President in conducting the official business of the Association in such manner as the National President may require and shall perform such other duties as provided in this manual and shall:

- (a) Ensure that a record is prepared and maintained of the minutes of meetings of the members, the National Board of Directors Executive Committee, and the National Board of Directors of the Association.
- (b) Ensure necessary adequate notification is provided to the members and National Board of Directors of the time and place for all scheduled meetings.
- (c) Ensure complete files of the affairs of the Association are maintained, including all official correspondence. (This is done by the Membership Manager at Headquarters).
- (d) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the National President or the National BOD.
- (e) The authority of the Secretary shall be requisite to the proper performance of the office and the duties stated herein.

b. **National Appointed Officers:** Refer to USAWOAM 400-2 for duty description.

(1) **National Treasurer:** The Treasurer shall institute and maintain proper and accurate fiscal records of the Association in addition to such other duties as provided in this manual and:

- (a) Have charge and custody of and be responsible for all funds and securities of the Association.
- (b) Account for all monies received, give receipts from whatever source, and deposit the monies in insured banks and trust companies or invest for the credit of the Association as directed by the National BOD, only in the absence of the hired bookkeeper
- (c) Prepare all drafts and checks against funds of the Association, only in the absence of the hired bookkeeper.
- (d) Keep records always posted to date and available for review by any member or audit.
- (e) Render a monthly report to the National BOD Executive Committee on the financial status of the Association.
- (f) In general, perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the National President or the National BOD.
- (g) The authority of the Treasurer shall be requisite to the proper performance of the office. Extract wording from the USAWOAM 400-2.

Assistant Vice President for Veterans Affairs: The duties of this position shall include but not be limited to:

- (a) The development and publication, in the USAWOA news media, of information pertaining to the Retired Warrant Officers Affairs.
- (b) Gathering and disseminating information concerning benefits for retired personnel.
- (c) Locating and recruiting retired persons.
- (d) Establishing and maintaining liaison with those offices responsible for supporting and assisting retired service members.

- (e) Determining ways that USAWOA can assist retired service members, especially those holding membership in the Association.

Assistant Vice President for Army Reserve Affairs: The duties of this position shall include but not be limited to:

- (a) The development and publication, in the USAWOA news media, information pertaining to the Army Reserve Warrant Officers Affairs.
- (b) Gathering and disseminating information concerning the Army Reserve personnel.
- (c) Locating and recruiting Army Reserve Warrant Officers.
- (d) Establishing and maintaining liaison with the Office of the Chief, Army Reserve, and the Warrant Officer Branch of the Full Time Support (AGR) Division of the Army Reserve Personnel Center.
- (e) Determining ways that USAWOA can assist Army Reserve Warrant Officers, especially those holding membership in the Association.

Assistant Vice President for National Guard Affairs: The duties of this position shall include but not be limited to:

- (a) The development and publication, in the USAWOA news media, information pertaining to National Guard Warrant Officers Affairs.
- (b) Gathering and disseminating information concerning National Guard personnel.
- (c) Locating and recruiting National Guard Warrant Officers.
- (d) Establishing and maintaining liaison with the Office of the Chief, National Guard Bureau, the Personnel Division, and the National Guard Bureau.
- (e) Determining ways that USAWOA can assist Army National Guard Warrant Officers, especially those holding membership in the Association.

Parliamentarian: The duties of this position shall include but not be limited to:

- (a) Serve as parliamentarian for all AMM, Board of Directors meetings, and at other times as directed by the National President. Advise the presiding officer on parliamentary procedures at such meetings.
- (b) Maintain current copies of Bylaws, Manual, and Roberts Rules of Order.
- (c) The Parliamentarian will not have a vote at the Board of Directors meetings.

Chaplain: The National President may appoint a National Chaplain to conduct openings and closings of the Association.

Sergeant-At-Arms: The National President may appoint a Sergeant-At-Arms who shall ensure that authorized persons are admitted to business meetings and maintain order throughout the course of the meetings as directed by the presiding officer.

National Historian: The National President may appoint a National Historian who shall compile or cause to be compiled, annually, from the archives of the Association and from other sources, a narrative history of USAWOA, as well as its activities and accomplishments. The Historian shall be the custodian of historical records and documents as may have been collected and compiled.

Assistant Secretaries and Treasurers: The National President, with the approval of the National Board of Directors, may appoint one or more unsalaried assistant secretaries and treasurers to assist the elected national officers in the performance of their duties.

Property Control Officer: The National President may appoint a Property Control Officer who will be charged with the maintaining of an accurate inventory and property control register for all association property.

c. National Board of Directors:

The National BOD shall consist of the National President, National Vice President, National Secretary, and National Treasurer, each active Region's President, and a Director from each inactive Region, elected from the Association membership. No more than one (1) of the Directors elected from the Association membership shall be from any one Region.

d. National Board of Directors and Executive Committee:

- (1) The National President shall appoint an Executive Committee (EXCOM) consisting of the National President, the National Vice President, the National Secretary, the National Treasurer, and one or more additional individuals from its membership if so desired. The Executive Director is an ex-officio member of EXCOM. All of which shall reside within three

hundred (300) miles of the National Office. The EXCOM shall conduct the day-to-day operations of the Association.

The Executive Committee shall exercise, between formal meetings of the National BOD, such power of the BOD as the BOD shall give it, except that the Executive Committee shall not have the power to:

- (a) Repeal or amend the Association Bylaws.
- (b) Appoint or remove any National BOD member, elected officer of the Association, or any member of the Executive Committee.
- (c) Adopt a plan of merger or consolidation with another corporation or association.
- (d) Authorize the sale, lease, exchange, or mortgage of assets of the Association.
- (e) Authorize the dissolution of the Association.
- (f) Adopt a plan for distribution of the Association assets.
- (g) Amend or repeal any proposal of the BOD unless such proposal provides by its terms that it may be amended or repealed by the Executive Committee.

The election of this committee and the delegation to it of authority shall not relieve the Region Directors of any responsibility placed upon them by law.

Each member of the Executive Committee shall continue as such until the next AMM of the Association and until a successor is elected unless the committee is sooner terminated or unless a member is removed from such committee.

The chairperson of the Executive Committee may call meetings of the committee at such times and places as deemed expedient. Members of the EXCOM must be able to attend the meetings, either in person or by approved electronic meeting media.

e. National Staff:

- (1) The hub of USAWOA is the professional National Headquarters Staff, a combination of operations, communications, and administration center, conducting the day-to-day business of the Association. In addition to handling all the administrative functions for USAWOA, the staff prepares position papers for presentation to the DOD, DA, and Congress. All are employed and salaried by USAWOA.

The key position on the staff is that of the Executive Director, who is under the direct supervision of the National President. Other personnel (i.e., a database manager, bookkeeper, secretaries, and auditors) are employed as needed. These individuals work under the supervision of the Executive Director and the National Board of Directors. Chapter officials should work closely with this staff as they may supply answers to many problems. The following are a few ways in which they can help:

- (a) They can assist the Chapters and the membership to be well informed as to the progress and activities of the Association.
- (b) Chapters should share with National Headquarters any methodologies, ideas, and programs they must improve the Association.

USAWOA achieves its goals by maintaining close liaison with DOD, Department of the Army, and Congress with a small full-time staff at National Headquarters. Except for this staff, all officials from the National Headquarters to the Chapter level are elected to office and receive no salary.

Relationship between members of the staff and the National Board of Directors: Members of this staff, except the Executive Director, shall not initiate any dealings except pursuant to 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 members of the staff unless 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 that may be made by members not holding a National Office.

Duties of 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 is responsible for:

- (a) Assisting in the formulation of USAWOA policies.
- (b) Representing the USAWOA in staff relations with representatives of Human Resources Command (HRC), HQDA G-1, DOD, DA, OSD, OSA, and The White House.
- (c) Representing the USAWOA in all functions of The Military Coalition, the Capitol Hill Exchange Club, and other organizations as directed by the National President or National BOD.

- (d) Serve as Senior Editor and overseeing the editing of the USAWOA Newsliner and contributing a monthly article as Executive Director.
- (e) Hiring and daily supervision of other salaried employees and administering the daily activities of the National Headquarters.
- (f) Acting as the Staff Liaison Representative and ex-officio member on all established committees until the enlargement of USAWOA staff permits delegation of these functions to other staff members.
- (g) Representing the USAWOA at "Command" briefings and other Association activities on a worldwide basis.
- (h) Attending Executive Committee meetings as an ex-officio member.

Staff Liaison Representatives: The National Headquarters Staff shall function as liaison representatives until such time as 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:

- (a) Providing general administrative and logistical support to committees, councils, and task forces.
 - (b) Briefing incoming committees, councils, and task forces.
 - (c) Gathering statistical and other data as required.
 - (d) Preparation of proposed plans and agendas.
 - (e) Preparation of reports reflecting the results of deliberations by committees, councils, and task forces.
- f. Association Code of Ethics and Conduct:
- (1) Refer to USAWOAM 400-1, National Headquarters Ethical Policy Manual.
 - (a) Representatives of the United States Army Warrant Officers Association, whether they are elected officials, paid employees, consultants, or other agents of the Association, are guardians of the reputation as well as property of the Association when engaged in professional, business, social, community, governmental and other meaningful activities. A subsequent obligation to all that act for and on behalf of the Association is to maintain and adhere to the highest standards of ethical conduct.
 - 1) All that represent the Association in any capacity will:
 - 2) Not engage in activities of any nature that will bring discredit upon the Association.
 - 3) Maintain complete loyalty to the United States Army Warrant Officers Association, the United States Army, the Department of Defense, and the United States of America.
 - 4) Hold inviolate the confidential relationship between the individual members of the Association and themselves and the confidential information entrusted to them through the Association's National Headquarters, Regions, and chapters.
 - 5) Not endorse any product or service on behalf of the Association unless approved by the National BOD.
 - 6) Work harmoniously with representatives of the Department of the Army, Department of Defense, other government agencies, and similar associations.
 - 7) Uphold the independence of the Association and never permit it to become subservient to any other association or other organization.
 - 8) Not accept 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.
 - 9) Neither engages in nor countenances any exploitation of the Association by any person or organization.
 - 10) 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.
 - 11) Exercise and insist on sound business principles in the conduct of the affairs of the Association.
 - 12) Never use the name of the Association or its influence, directly or indirectly, to support any political party or any candidate for nomination, election, or selection to any federal, state, county, city, town, or other political office.

- 13) Use only legal and ethical means in any efforts to influence legislation, regulations, or administrative policies and determinations. In this regard, chapters, Regions, and members shall not use the name of the Association, directly or indirectly, to influence said governmental policies or determination unless specifically authorized to do so in writing, by the National President or National BOD. Recommendations in the form of proposals for proposed federal, state, or local government legislative or regulatory action shall be forwarded to the National Executive Director, USAWOA, for evaluation and consideration of appropriate coordination and concerted action.
 - 14) Issue no false or misleading statements of any nature, whether they affect the Association, other Associations, organizations, or individuals.
 - 15) Utilize every opportunity to promote public understanding of the Association and its objectives.
 - 16) Maintain the highest standards of personal conduct so that the Association will have an indisputable image of solid integrity.
- (b) 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 for the purpose of interfering with or affecting 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 taking part in the political campaign or the management of 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 any offer to make expenditures to any person to vote or withhold their vote for or against candidates for office within the Association.
 - 6) Do Not request information from any person or pledge the appointment or use of their influence in support the appointment of any person to any position within the Association, for the purpose of securing support 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 or for the purpose of securing support for any candidate for office with the Association.
 - 8) Refrain from soliciting, receiving, or making any contribution whatsoever for any political purpose within the Association.
 - 9) Decline to accept nomination to become an elected or appointed official of the Association.
 - 10) Attend no chapter meetings (other than their own assigned chapter) unless specifically invited by the Chapter President or an authorized representative.
 - 11) Pursue all the Association's objectives, regardless of any personal misgivings they may have about the established objectives.
 - 12) Serve all members of the Association impartially, granting no special favors or privileges to any member of special interest groups.
 - 13) Cooperate fully in every reasonable and proper way 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 and 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 required.
 - 16) Accept neither gift nor compensation 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 Executive Director or National BOD.

17) Not only exercise their duties loyally and skillfully but refrain from deceiving the Association by entering business relations with others, which would create a conflict of interest with the Association.

18) Never use the knowledge acquired by them during their employment for their own 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 their own advantage any information confidentially entrusted to them during this employment.

19) Association employees shall maintain their personal appearance in a manner that upholds the high professionalism of the Warrant Officers they serve.

20) Resign from any elected or appointed position immediately upon becoming a paid employee of this Association.

21) The Association is an Equal Opportunity Employer: In full compliance with public law, preference for employment with the Association will be given first to qualified retired Warrant Officer Members, second to dependents of Warrant Officer members, and third to qualified persons meeting the qualifications as established by the National BOD.

2. NATIONAL COMMITTEES.

The National Committees required to provide the needed input for the National Headquarters are varied and composed of Association members from around the world.

a. Standing Committees:

(1) The following committees are "Standing Committees" and shall be appointed and maintained to full strength by the National President for the purposes for which they formed in accordance with this manual and with written instructions by the National President:

- (a) Executive Committee
- (b) Past Presidents Council

The following committees, when deemed appropriate by the National President and National Board of Directors, may be selectively established. When established, they will be a supplemental part of the standing committee structure:

- (a) Budget/ Finance Committee
- (b) Legislative Committee
- (c) Membership and Chapter Affairs Committee
- (d) Futures Committee
- (e) Public Relations Committee
- (f) Administrative Management Committee
- (g) Benefits Management Advisory Group
- (h) Positive Actions Committee
- (i) National WOAUX Steering Committee
- (j) Nominating Committee
- (k) Credentials Committee
- (l) Teller Committee
- (m) Meeting of the Members Arrangement Committee
- (n) National Awards Committee
- (o) Company Grade Warrant Officer Advisory Committee

b. Frequency of Meetings: Committees shall meet commensurate with the AMM and the Annual Board of Directors/ at a time and place as established by the committee chairperson in conjunction with the staff liaison representative. In some instances, it may be necessary for a committee to provide continuity and to assist in accomplishing the tasks assigned to the committee by the National BOD and the National President. In such instances, the committee may take any action that may be taken at a formal meeting of the committee, without a meeting if its consent in writing, setting forth the action so taken, shall be signed by all the committee members.

c. Committee Agenda: An Agenda will be prepared by the committee chairperson and forwarded to each committee member at least thirty (30) days prior to the scheduled formal meetings.

- d. Committee Quorum: A majority of the committee members shall constitute a quorum for the transaction of business at any formal meeting of the committee, and a majority vote by the committee members is necessary to adopt any matter presented to the committee.
- e. Rules of Order: Any committee may adopt rules for its own government consistent with this manual or with rules adopted by the National Board of Directors.
- f. Jurisdictional Disputes:
 - (1) When there is a jurisdictional dispute between committee chairpersons, each shall endeavor to resolve the dispute with the other. If they cannot reconcile their differences, both shall present the matter to the National President, who shall decide the issue.

When a dispute arises between a committee chairperson and the staff liaison representative, both shall endeavor to resolve the dispute amicably. If they fail to do so, both shall present the matter to the National President, who will decide the issue.

- g. Compensation: Members appointed or assigned to Association committees, groups, and councils will not be compensated for their services. However, the expenses of committee members to duly attend convened committee meetings shall be borne by the Association, if possible, in the same manner as provided in the Bylaws.
- h. Appointment to Committees: In the selection of the chairperson and members of committees, the National President shall, to the extent practicable, endeavor to balance the structure of each committee by appointment of members of all components. Committee members may, in some cases, not be members or may be paid employees of the Association. The National President will make all committee appointments for established committees 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. 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 National President if it is judged in the best interest of the Association.
- i. 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.
- j. Term of Office: Each member of a committee shall continue in that position until the next AMM and his/her successor is appointed, unless the committee is sooner terminated, or such member is removed from the committee or ceases to qualify as a member.
- k. 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.
- l. Committee Structure: The proposed composition, duties, and responsibilities are provided in the appropriate association guidelines or sets of special instructions based on the mission of the committee(s). Some examples are shown below to provide a baseline for committee structure and organization.

(1) Nominating Committee:

- (a) Functions: The Nominating Committee shall invite suggestions and recommendations from the membership at least one hundred and twenty (120) days prior to the convening of the AMM for those offices that are about to expire. The recommendations and letters of declaration will be verified prior to publishing the names of the candidates. The committee shall prepare the final ballot as provided in the Bylaws and said ballot to be distributed to the membership as provided in the Bylaws.
- (b) Composition:
 - 1) Total members: Nine (maximum)
 - 2) Chairperson: (Appointed by National President)
 - 3) Assigned members: The immediate Past President of the Association shall serve on this committee.
- (c) Appointed members: The Chairperson shall appoint seven (7) or more members from the general membership to serve on this committee on the advice of the chairperson.
- (d) Staff Liaison Representative: National Headquarters Staff

Credentials Committee:

- (a) Functions: It shall be the duty of this committee to verify membership in the Association and to make recommendations to the Executive Committee and the National BOD as to the eligibility of each member for election and right to participate in debates. The committee shall be available to the membership at the AMM for the purpose of certification of current

membership. The Credentials Committee shall make its report to the Meeting of the Members after the introductory addresses and prior to the enactment of any other business. The Credentials Committee shall be composed of members from the AMMs' host Region/Chapter.

(b) Composition:

- 1) Total members: Five (maximum)
- 2) Chairperson: (Appointed by the National President)
- 3) Appointed members: Members will be appointed from the general membership by the National President on the advice of the chairperson.

(c) Staff Liaison Representative: National Headquarters Staff

Teller Committee:

(a) Functions: It shall be the duty of this committee to tabulate and report the results of voting by the Association membership on elections of the Association officers and any other matters that require mail voting. The committee chairperson, upon appointment, is authorized to establish a post office mailing address for the committee. Funding for this post office box rental will be provided from the meeting fund. The Teller Committee shall be composed of members from the AMM host Region/Chapter.

(b) Composition:

- 1) Total members: Five (maximum)
- 2) Chairperson: (Appointed by National President)
- 3) Appointed members: Four members shall be appointed from the general membership by the National President on the advice of the chairperson.

(c) Staff Liaison Representative: National Headquarters Staff

Annual Meeting of the Members Arrangements Committee:

(a) Functions: It shall be the function of this committee to affect the complete arrangements, less the program, for the meeting. Arrangements shall include but not be limited to a meeting hall with head table and PA system; entertainment for banquet and cocktail hour; offices for Association and committee administrative staff; security of ballots; billeting for visiting members, their families and dignitaries; office automation and communications support; secretarial support; telephones; transportation for visiting members and dignitaries to include those arriving by commercial modes; reproduction equipment; decorations, advertisement; photographic coverage; preparation and distribution of reservation/registration forms to Regions/Chapters; Teller Committee; Credentials Committee; registration of members upon arrival; escorts for visiting dignitaries; schedule of events for spouses and dependents during meeting hours. The final packet shall be prepared for submission to the National Board of Directors for approval during the Annual BOD/COP meeting. The Meeting of the Members Arrangements Committee shall be composed of members from the AMM host Region/Chapter.

(b) Composition:

- 1) Total members: Nine (9) (maximum)
- 2) Chairperson: President of the host Chapter/Region or some other Chapter/Region association member as designated by the National President.
- 3) Appointed members: Appointments shall be made from the general membership by the National President on the advice of the chairperson.

(c) Staff Liaison Representative National Headquarters Staff.

Past Presidents Council (PPC): The Past Presidents Council shall consist of all past National and Region Presidents 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 (2) years). Past National or Regional presidents currently holding a national office will not serve on the PPC. Members of the Past Presidents Council shall not be compensated for services rendered. However, they may be reimbursed for incidental and necessary expenses incurred as provided for in the Bylaws in the performance of their duties and for special missions as directed by the National President or the National BOD.

3. REGIONS.

- a. Boundaries: To ensure an equitable distribution of Chapters and members within all Regions, the National BOD shall, in geographically defining Region boundaries, take into consideration such factors as location and strength of existing and potential Chapters; location and strength of existing and potential members. (See maps in National Bylaws).
- b. In the USAWOA there are two types of designations for Regions. Active and Inactive. Active Regions operate independently and have their own set of elected officials from the Regions. The second and most popular is Inactive. Inactive Regions operate under the guidance of the USAWOA and have a Regional Director. Inactive Regions also operate with a Deputy Director in case the Director can no longer fulfil his or her duties. Inactive Regions DO NOT have a Treasurer nor a Secretary. The following paragraphs outline procedures for both, Active and Inactive Regions.
- c. Organization: The Chapters in a geographical Region may file a petition with the National BOD to form an active Region headquarters. Such petition shall be signed by the Presidents or Secretaries of the majority of the Region's Chapters and shall list the names and addresses of all Chapters. It shall be accompanied by a proposed set of Bylaws, which shall be consistent with the Articles of Incorporation and the Bylaws of the Association. The National BOD shall examine the proposed Region Bylaws and, if they are consistent with the Articles of Incorporation and the Bylaws of the Association, issue a charter. No person shall be a regular member of a Region who is not also a regular member of the Association.
- d. Purpose: The purposes of each Region shall be to assist the Chapters within the Region and the headquarters in carrying out their purposes and to make recommendations to the National BOD and at the AMM of the Association.
- e. Region Funds and Liabilities:
 - (1) All funds and property of the Region shall be accounted for as directed by Army Regulations and laws of the applicable country and state in which the Region is located.

The Region shall maintain a current bond to cover the Treasurer and other persons designated to disburse Region funds.

- f. Loans: The Region will make no loans to any officer or member of the Region.
- g. Region Operated Clubs and Other Activities:
 - (1) The USAWOA shall not be responsible or liable, financially, or otherwise, for the operation or management of any club or other venture either sponsored or endorsed by a Region of the Association.

No Region of the Association shall endorse or sponsor a club or venture involving finances unless such club or enterprise complies with Army Regulations and laws of the applicable country and state or other authority.

Failure of any Region to comply with the provisions of this section shall be sufficient cause for the revocation or suspension of the Region's Charter, as authorized in the Bylaws.

- h. Suspension and Deactivation of Charters: The National BOD may suspend or deactivate the charter of any Region for cause, subject to the right of the Region to appeal. Such action may be taken for such reasons as:
 - (1) Failure by a Region to conduct regular meetings, at least once each quarter, without cause. Each case is to be evaluated on its own merit.

Failure by a Region to comply with written directives that are within the scope of the Articles of Incorporation and the USAWOA Bylaws (email communication is acceptable). 200-1

Failure by a Region to maintain written contact with the National Headquarters during a calendar quarter period (email communication is acceptable).

When a Region shall be found purposely guilty of actions that are in violation of or detrimental to the aims and goals of the Association.

When the majority of the Region's members vote to request suspension, pending a new election of officers.

The charter of a Region shall automatically be suspended when the number of its chartered Chapters is less than five for a period of ninety (90) days.

Deactivation after four (4) full/consecutive quarters of non-submission of minutes/financial reports.

- i. Action Upon Suspension or Deactivation of Regions Charter:

- (1) All Region property shall be converted to cash or disposed of as considered appropriate by the remaining chapters of the Region if the property cannot be converted to cash.

All financial records of the Region shall be audited in accordance with Army Regulations and laws of the country and state where the Region is located.

All local financial obligations shall be satisfied, and the balance of funds, if any, will be forwarded to the National Headquarters. Any funds received will be held in escrow by the National Headquarters for a period of one (1) year and then transferred to the USAWOA Operating Fund.

All records, including the charter, shall be returned to the National Headquarters.

- j. Voluntary Deactivation: If, for any reason, a majority of the Chapters of an active Region desire the voluntary deactivation of their Region, a special meeting shall be held, and a 2/3 majority vote taken and made a matter of record in the minutes of such meeting.
- k. Actions upon Region Reactivation:
- (1) USAWOA National Headquarters shall return all available Region records.

Funds held in escrow shall be returned to the Region if reactivation occurs within one (1) year from the date funds were received at USAWOA National Headquarters.

- l. Region Council of Presidents:

(1) The Region Council of Presidents shall be constituted within the provision of the Bylaws.

The Region Council of Presidents shall be empowered with all legislative and judicial power and authority necessary for the operation of the Region affairs between Region Annual Meetings (Conventions).

Each chartered Chapter of a Region shall be entitled to one (1) vote on each matter to come before a meeting or the Region Council of Presidents. The Chapter President will typically exercise the one vote. Proxy voting is authorized as provided in the Bylaws.

In conjunction with the executive authority of the Region President, the Region Council of Presidents may enact and promulgate all necessary rules, regulative orders, and policies. Such rules will not conflict with or contradictory to the Articles of Incorporation and Bylaws of the Association but necessary for the efficient operation of the Region.

In the event of a conflict between the Region President (with executive powers) and the Region Council of Presidents (with legislative powers), the will of the Region Council of Presidents, as shown by a simple majority vote (either open or secret), shall prevail.

Any member of the Region may attend meetings of the Region Council of Presidents and be recognized on the floor; however, they shall not be permitted to vote on matters before the Council.

- m. Dues: Regions shall not be permitted to collect dues (other than those prescribed by the National Headquarters) from its members.
- n. Region Officers: In an inactive Region, the senior official is the Region Director. The Region Director may, if deemed necessary, appoint one or more Deputy Regional Directors to assist in the management and operations of the Region. Their duties shall be as prescribed by the Region Director and reimbursement subject to the same guidelines and funding source as the Region Director. Should the Chapters of the Region choose to activate the Region, Pro Tempore officers will be selected at the formation meeting, and the National Headquarters will immediately be informed. They will work in conjunction with the Region Director towards a Region meeting at which time the elected Region President will replace the Region Director as the senior representative of the Region. The officers of a Region shall be an elected President and Vice President and an appointed Secretary and Treasurer. Should an active Region become inactive, the Region President shall serve as the Region Director until the next national election. These officers shall be elected/appointed at the Annual Region Meeting of the Members. The Region Council of Presidents may appoint such other officers and one or more assistant Secretaries and one or more assistant Treasurers, as it shall deem desirable; such officers to have the authority and perform the duties presented from time to time by the Region Council of Presidents (COP). No Region elected official shall hold another elected National, Region, or Chapter office concurrently. Their duties shall be as defined below in the association's Bylaws and other directives of this Association for officers of the same-titled positions.
- o. Region Presidents: The Region President has the overall responsibility of conducting the official business of the Region. It shall be his/her duty to give the most careful attention to the welfare and work of the Region and to carry into effect the policies determined by a majority of the Region membership and the Region Council of Presidents. In carrying out the responsibilities of the office, the Region President shall:

- (1) Call special meetings of the Region Officers and the Region Council of Presidents at such times and places as deemed expedient and to preside at and determine the order of business therein.

Serve as chairperson at all Region Council of Presidents and Region Annual Meetings (Conventions).

Serve as the primary representative of the Region at the Association Meeting of the Members and at such special Council of Presidents meeting as may be called by the National BOD.

Monitor the activities of Chapters in the Region.

Activate new Chapters and recruit new members in the Association.

Gather information on state and local legislation and administrative matters and activities of other associations and transmit it to the National Headquarters.

Engage in public relations activities aimed at enhancing the USAWOA image.

Submit an annual report of all activities to the National Headquarters.

In general, perform all duties incident to the office of Region President and such other duties as may be assigned by the National President and the National BOD.

The authority of the Region President shall be that requisite to the proper performance of the office and the duties stated herein.

p. Term of Office:

- (1) Elected/appointed officers in the Region shall serve in such offices for a period of no more than two (2) years, depending on the Region Bylaws and the day of the month the annual meeting for the election/appointment of officers occurs. Such officers shall be installed in office at the meeting of the year in which they are elected/appointed and shall continue in office until their successors are elected/appointed and installed.

Officers who are elected/appointed to fill vacancies in office or who succeed to a vacant office, as provided for in the Bylaws, shall take office on and from the date of the election, appointment, or succession. Such officers shall continue in the office until their successor is elected/appointed under the provisions of the Bylaws and are installed at the next AMM.

Any elective official named in the Bylaws is eligible to succeed themselves, but no elective official shall serve more than two (2) full consecutive terms or four (4) consecutive years, whichever is greater, in the same office.

q. Vacancies in Office:

- (1) In the event of the death, resignation, or removal through disqualification or otherwise of any of the officers named in the Bylaws, the office 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. That 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.

Resignation from any of the elective/appointed offices in the Bylaws, for any reason other than those mentioned in para (1) above, shall be made in writing to the appropriate governing body. Acceptance or rejection of the resignation shall be made by a majority vote of that governing body present in a meeting properly assembled.

Vacancies occurring as mentioned in para (1) and (2) 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 to the vacant office.

r. Region Meetings:

- (1) Selection of Date and Place: The Region Council of Presidents (if active) will typically conduct quarterly or monthly meetings at a date and place as determined by the Region Council of Presidents and promulgated in the Region Bylaws.

Rules of Order: The rules contained in Robert's Rules of Order, current edition, shall govern the conduct of the meetings of the Region Council of Presidents, in all cases in which they are applicable and when not in conflict with the National Articles of Incorporation and National or Region Bylaws.

Quorum: Any meeting of the Region Council of Presidents wherein one-third of the USAWOA Chapters within that Region are physically present shall constitute a quorum and a legal meeting.

Proxy Voting: Chapters may, by written proxy, identify another Chapter to vote in their name at meetings of the Region Council of Presidents. Proxies for this purpose will be forwarded, by the submitting Chapter, to the Region Secretary and will contain the signatures of at least two (2) Chapter officials.

Such authority that may be exercised by a Chapter, through its representatives, at a meeting of the Region Council of Presidents may also be exercised by mail. The Region Secretary will be the addressee for all such documents and shall properly record the exercise of such authority, mail ballots and proxies in the minutes of the Region meeting. Chapters utilizing their authority to vote through the mail or naming another Chapter to stand in their stead by proxy will be counted as in attendance for quorum purposes.

Proposals: All proposals developed at the Chapter level and adopted by the Chapter membership will be forwarded to the Region Headquarters (if such exists) in proper format. Proposals will be reviewed by the Region Proposals Committee and, if appropriate, presented to the Region Council of Presidents for adoption or rejection. Proposals affecting only the geographical Region to which they are submitted will be submitted to the National Headquarters as information only, upon adoption by the Region Council. All proposals adopted by a Region affecting the association or all Warrant Officers will be forwarded to the National Headquarters for action.

Annual Meetings: Regions may conduct Annual Meetings or Conventions for the primary purpose of electing officers, adoption of proposals, election of representatives to attend the Association Meeting of the Members, review of Bylaws or any other business to come before the meeting. The conduct of regional meetings should conform to the procedures established for the Association Meetings and as promulgated in the Region Bylaws.

Compensation: Region Officials and Council Members shall not receive any stated salaries for their services. However, the Region may authorize reimbursement of expenses of Council Members to attend duly convened Region Council of Presidents Meetings in the same manner as provided in the Association Bylaws. Any such authorization for reimbursement by a Region shall be borne by that Region.

Informal Action by the Region Council: Any action required by the National Bylaws or the Region Bylaws to be taken at a meeting of the Region Council, may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by a majority of the Region Council Members.

4. CHAPTERS.

- a. **Boundaries:** Chapter boundaries shall be as established by the National BOD upon the advice of the Region President/Director. Chapters may establish sub-chapters in outlying locations including overseas locations where there is no formal Status of Forces Agreement (SOFA) in place; those sub-chapters (in the US or overseas) will be governed by the same directives as their host or regular association Chapter and be titled "Name Sub-Chapter." The Chapters offering to host a sub-chapter must remain in contact with and include in their minute's updates or copies of the sub-chapter's minutes. All other elements of this and all other directives will remain the same.
- b. **Organization:** Any five (5) members may file a petition with the National BOD through the Region Headquarters (if such exists) to form a Chapter of the Association. Such petition shall be signed by three (3) of the five (5) members and shall list the names and addresses of all the members. It shall be accompanied by a proposed set of Bylaws, which shall be consistent with the Region Bylaws (if such exists), the Articles of Incorporation and the Bylaws of the Association. The Council of Presidents (if such exists) shall examine the proposed Chapter Bylaws and, if they are consistent with the Region Bylaws (if such exists), the Articles of Incorporation and Bylaws of the Association, recommended approval to issue a charter to the National BOD. No person shall be a regular member of a Chapter who is not also a regular member of the Association. The information required may be submitted via email with attachments.
- c. **Purpose:** The purposes of each Chapter shall be:
 - (1) To provide a local forum for members of the Association to discuss problems its members may have in carrying out the purposes of the Association.
 - (2) To make recommendations to the Region Council of Presidents (if such exists).
 - (3) To make recommendations to the National BOD.
 - (4) To make recommendations to the Region (if such exists) AMM (conventions).
 - (5) To make recommendations to the AMM of the Association.
 - (6) To carry out such civic and charitable purposes as the chapter members may desire.
- d. **Chapter Funds and Liabilities:**
 - (1) All funds and property of the Chapter will be accounted for, as directed by Army Regulations and laws of the applicable country and state(s) in which the Chapter is located.

The Chapter will maintain a current bond to cover the treasurer and other persons authorized to distribute chapter funds.

e. Loans: The Chapter shall make no loans to any officer or member of the chapter.

f. Chapter Operated Clubs and Other Activities:

(1) The USAWOA shall not be responsible or liable, financially, or otherwise, for the operation or management of any club or other venture either sponsored or endorsed by a chapter of the USAWOA.

No Chapter of the USAWOA shall endorse or sponsor a club or venture involving finances unless such club or enterprise complies with Army Regulations and laws of the applicable country and state or other jurisdiction.

Failure of any Chapter to comply with the provisions of this section shall be sufficient cause for the revocation or suspension of the chapter's charter as authorized in the Bylaws.

All records, including the charter, will be returned to the National Headquarters.

g. Suspension and Deactivation of Charters: The National BOD may suspend or deactivate the charter of any Region for cause, subject to the right of the Region to appeal. Such action may be taken for such reasons as:

(1) Failure by a Region to conduct regular meetings, at least once each quarter, without cause. Each case is to be evaluated on its own merit.

(2) Failure by a Region to comply with written directives that are within the scope of the Articles of Incorporation and the USAWOA Bylaws (email communication is acceptable). 200-1

(3) Failure by a Region to maintain written contact with the National Headquarters during a calendar quarter period (email communication is acceptable).

(4) When a Region shall be found purposely guilty of actions that are in violation of or detrimental to the aims and goals of the Association.

(5) When the majority of the Regions members vote to request suspension, pending a new election of officers.

(6) The charter of a Region shall automatically be suspended when the number of its chartered Chapters is less than five for a period of ninety (90) days.

(7) Deactivation after four (4) full/consecutive quarters of non-submission of minutes/financial reports.

h. Action Upon Suspension or Deactivation of Regions Charter:

(1) All Chapter property shall be converted to cash or disposed of as considered appropriate by the remaining chapters of the Region if the property cannot be converted to cash.

(2) All financial records of the Region shall be audited in accordance with Army Regulations and laws of the country and state where the Region is located.

(3) All local financial obligations shall be satisfied, and the balance of funds, if any, will be forwarded to the National Headquarters. Any funds received will be held in escrow by the National Headquarters for a period of one (1) year and then transferred to the USAWOA Operating Fund.

(4) All records, including the charter, shall be returned to the National Headquarters.

i. Actions upon Region Reactivation:

(1) USAWOA National Headquarters shall return all available Region records.

(2) Funds held in escrow shall be returned to the Region if reactivation occurs within one (1) year from the date funds were received at USAWOA National Headquarters.

j. Voluntary Deactivation: If, for any reason, a majority of the Chapters of an active Region desire the voluntary deactivation of their Region, a special meeting shall be held, and a 2/3 majority vote taken and made a matter of record in the minutes of such meeting.

k. Suspension and Deactivation of Chapters: The National BOD, as recommended by the National Vice-President or Regional Director, may revoke the charter of any Chapter for cause, subject to the right of the chapter to appeal. Such action may be taken for such reasons as:

(1) Suspension, *a temporary status set in place to allow the Regional Director and affected chapter to get reorganized*, will be enacted after one hundred and eighty (180) days of non-submission of minutes/financial reports. This indicates that the Chapter has failed to conduct regular meetings.

- (2) Deactivation, *temporary closes the chapter*, after four (4) full/consecutive quarters of non-submission of minutes/financial reports, or any proof of conducting regular meetings.
- I. Actions for Suspension: Suspension not to exceed four (4) full/consecutive quarters.
 - (1) When a Chapter fails to comply with written directives within the scope of the Region Bylaws (if such exists), the Articles of Incorporation and the Bylaws of the Association.
 - (2) When a Chapter fails to maintain written or electronic contact with the Region Headquarters (if such exists) and National Headquarters during a calendar quarter period.
 - (3) When a Chapter shall be found purposely guilty of actions that are in violation of or detrimental to the aims of the association.
 - (4) When the majority of the Chapter's members have voted to request suspension, pending a new election of officers.
 - (5) The Charter of any chapter shall automatically be suspended when the number of its membership is less than ten (10) for a period of ninety (90) days.
- m. Actions upon Deactivation: Deactivation after four (4) full/consecutive quarters of non-submission of minutes/financial reports.

Actions By the National Headquarters

- (a) All members will be reassigned to the Chapter in closest proximity to their location.
- (b) Maintain a roster of current members upon closing
- (c) Maintain an active folder of chapter documents in the historical files

Actions By the Chapter

- (a) All Chapter property shall be converted to cash or disposed of as considered appropriate by the remaining members of the Chapter if the property cannot be converted to cash.
- (b) All financial records of the Chapter shall be audited, in accordance with Army Regulations and laws of the country and state where the chapter is located.
- (c) All local financial obligations shall be satisfied, and the balance of funds, if any, will be forwarded to the National Headquarters. Any funds received will be held in escrow by the National Headquarters for a period of one (1) year and then transferred to the USAWOA Operating Fund.
- (d) All records, including the charter, will be returned to the National Headquarters.

n. Actions upon Chapter Reactivation:

- (1) USAWOA National Headquarters shall return all available Chapter records.
- (2) Funds held in escrow shall be returned to the Chapter if reactivation occurs within one (1) year from the date funds were received at the National Headquarters.
- (3) USAWOA National Headquarters will make every effort to research the history of the Chapter(s) to determine past initial charter dates and inactivation dates. Any records that indicate the Chapter was in operation (good years) will be used to determine the adjusted start date for longevity purposes. If a chapter has been active in the past and reactivates, the chapter will retain its original number that was assigned by National with a current reactivation date.
- (4) Longevity is defined as the continued life of the Chapter. The start date is the Chapter date. The time is calculated by continuous months and years the chapter is in existence. At the twenty-five (25) year mark the Chapter may be awarded "Silver" status. After fifty (50) years the chapter may be awarded "Gold" status. To be eligible for such changes in the status, the chapter must meet the meeting requirements stated in the USAWOA By-Laws and USAWOAM 300-1.

Example: If a Chapter stays active for ten (10) years and then ceases to operate for a five (5)-year period, and then dedicated members reactivate the Chapter, those first ten (10) years of operation will be accredited as good years.

- o. Moving of Chapters: Chapters shall not be moved from one location to another without the approval of a majority of the members of the Chapter. Chapters are required to update their By-Laws to National with their new name and/or location. Such approval must be by written petition or recorded in the minutes of either a regular or special meeting. If approved, the Chapter will be deactivated at its present location, and a new Chapter activated at the new location. In no

case will a Chapter be moved from one Region to another Region. When in the event an existing, dormant Chapter moves and/or changes its name. The longevity rules as outlined in paragraph h (above) apply.

- p. Voluntary Deactivation: If, for any reason, the majority of the members of an entire Chapter desires the voluntary deactivation of their Chapter, a special meeting shall be held, and a 2/3 majority vote taken and made a matter of record in the minutes of such meeting(s). In case of voluntary deactivation, the procedures outlined in paragraph m. above apply.
- q. Moving of Chapters: Chapters shall not be moved from one location to another without the approval of a majority of the members of the Chapter. Such approval must be by written petition or recorded in the minutes of either a regular or special meeting. If approved, the Chapter will be deactivated at its present location, and a new Chapter activated at the new location. In no case will a Chapter be moved from one Region to another Region.
- r. Merging of Chapters: If, for any reason, a majority of the members of two (2) or more Chapters desire to merge their Chapters, a special meeting shall be held by each Chapter involved and a vote taken and made a matter of record in the minutes of such meeting(s).
- s. Dues: Chapters shall not be permitted to collect dues from its members other than those prescribed by the National BOD.
- t. Chapter Officers: The officers of an active Chapter shall be an elected President and Vice President and an appointed Secretary and Treasurer. Where possible, the office of the 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 to have the authority and perform the duties prescribed from time to time by the Chapter officials. No Chapter elected official shall hold another elected National, Region, or Chapter office concurrently. Their duties shall be as defined below in the Association Bylaws and other directives of this Association for officers of the same titled position.
 - (1) Chapter President: The Chapter President has the overall responsibility of conducting the official business of the Chapter, and it shall be his/her duty to give most careful attention to the welfare and work of the Chapter and to carry into effect the policies determined upon by a majority of the Chapter membership. In carrying out the responsibilities of the office they shall:
 - a. Call special meetings of the chapter officers and Chapter membership at such times and places as deemed expedient and to preside at and determine the order of business therein.
 - b. Serve as chairperson at all Chapter membership meetings.
 - (2) Serve as the primary representative of the Chapter at the Region Council of Presidents meetings.
 - (3) Recruit new members into the Association.
 - (4) Gather information on state and local legislation and administrative matters and activities of other Associations and transmit it to the Region Headquarters.
 - (5) Engage in public relations activities aimed at enhancing the USAWOA image.
 - (6) In general, perform all duties incident to the office of Chapter President and such other duties as may be assigned by the National President, the National BOD, the Region President.
- u. The authority of the Chapter President shall be that requisite to the proper performance of the office and the duties stated therein.
- v. Term of Office:
 - (1) Elected/appointed officers in the chapter shall serve in such offices for a period of approximately two (2) years 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 their office at the meeting of the year in which they are selected or appointed and shall continue in office until their successors are elected/appointed and installed in office.

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

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

- w. Vacancies in Office:

- (1) In the event of the death, resignation, removal through disqualification or otherwise of any of the officers named in the Bylaws, the office which was 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 with full rights, authority, and responsibility of the office. A new Vice President will be elected by the appropriate governing body from among the membership.

Resignation from any of the elective/appointed offices in the Bylaws, for any reason other than those mentioned in para (1) above, shall be made in writing to the appropriate governing body. Acceptance or rejection of the resignation shall be made by a majority vote of that governing body present in a meeting properly assembled.

Vacancies occurring as mentioned in para (1) and (2) above shall be filled by election/appointment at the next meeting of the appropriate governing body. Voting shall be limited to the membership present and proxies, and the candidate receiving the majority vote shall be declared elected/appointed to the vacant office.

x. Chapter Meetings:

- (1) Selection of Date and Place: Chapters shall typically conduct monthly meetings at a date and place as determined by the chapter membership and promulgated in the Chapter's Bylaws. Chapter meetings will be conducted no less than quarterly unless the Chapter is located with a unit that has deployed. If this occurs, National Headquarters will be notified via email. This will preclude the Chapter from going inactive.

Rules of Order: The rules contained in Robert's Rules of Order, current edition, shall govern the conduct of Chapter meetings in all cases in which they are applicable and when not in conflict with the Articles of Incorporation and National, Region (if such exists) or Chapter Bylaws.

Quorum: In any Chapter meeting, a quorum shall consist of the numerically greater between the following two determinants, and any meeting so constituted shall be a legal meeting for the transaction of business:

- (a) Six (6) members, exclusive of chapter officials; or,
- (b) Ten percent (10%) of the Chapter Membership, exclusive of Chapter officials.

Proxy Voting: Chapter members may vote by proxy as provided for in the Bylaws.

Proposals: All proposals presented to the Chapter by a member should be referred to the Chapter Proposals Committee for review and, if appropriate, submitted to the Chapter membership for adoption or rejection. Proposals affecting only the Chapter will be forwarded to the Region (if such exists) and National Headquarters for information only. Proposals affecting the Association, or all Warrant Officers, will be forwarded to the National Headquarters for action.

Compensation: Chapter members shall not be reimbursed for any expenditure in connection with chapter meetings. Chapter officials shall not receive any stated salaries for their services. However, the Chapter members may authorize reimbursement of expenses of Chapter officials in the same manner as provided in the Bylaws. Any such authorization for reimbursement by a Chapter shall be borne by that Chapter.

y. Support or Affiliation with Other Organizations:

- (1) Chapters may support or affiliate with other organizations. A written agreement in compliance with the definitions stated below will be forwarded through the Region President/Director for comments and to National Headquarters for approval/disapproval. National Headquarters shall respond within ten (10) working days following the next EXCOM meeting.

Definition of Affiliation: A written agreement between two or more organizations for a common goal. A memorandum of agreement/understanding (MOU) establishing guidelines and defining the role of each participant will be prepared and include withdrawal procedures. The MOU will include statements describing the worthiness of the affiliation to USAWOA.

Definition of Support—Direct Assistance to Another Organization: Most support is given at the local chapter level to promote installation, community, or National objectives, i.e., Red Cross, MS drives, food baskets. Local chapters are encouraged to participate to the limits of their available resources. This type of support does not require a written agreement.

5. CHAPTER NAMES.

- a. Chapter names selected should reflect some geographic point of reference, feature, or historic reference to the area in which the Chapter will be located. The name should be such that anyone can readily recognize the area served by the Chapter. The name of the local or nearby military

installation is always correct. A Chapter name, which refers to a unit numerical designation or unit nickname, may not be appropriate. This is because unit relocation or renaming would likely cause the Chapter to be renamed. Also, a Chapter name reference to a unit designation may be seen by some prospective members as “restrictive.”

- b. Chapter names must be tasteful and supportive of the professionalism which the association presents. The Board of Directors reserves the right to require the change of any Chapter name which is deemed “inappropriate.”

6. DESIGNATION OF A CHAPTER AS A “SILVER CHAPTER.”

- a. Presently some USAWOA Chapters carry the designation “silver” as part of the Chapter name. This designation indicates that the Chapter was in existence or was chartered within one year of the time that USAWOA was organized in 1972.
- b. To retain the “silver” designation, the Chapter must continue in an active status. If a Chapter deactivation is involuntary, i.e., due to base closure (e.g., Fort Ord, CA, Berlin, Germany) the silver designation may be made if a Chapter later activates in or near that location.
- c. Chapters which were chartered after the first year of USAWOA’s existence may be designated as “silver” by action of the Board of Directors after the Chapter completes twenty-five (25) consecutive years of active Chapter status. National Headquarters will automatically authorize a Chapter the add “Silver” designation to the Chapter name after eligibility is confirmed.

7. DESIGNATION OF A CHAPTER AS A “GOLD CHAPTER”

- a. Chapters that were chartered in 1972 or have been designated a “Silver” Chapter and subsequently attain 50 years of service to the Association will be designed a “GOLD” Chapter..
- b. To retain the “Gold” designation, the chapter must continue in an active status. If a chapter deactivation is involuntary, i.e., due to base closure (e.g., Fort Ord, CA and Berlin, Germany) the gold designation may be made if a chapter later activates in or near that location.

CHAPTER III. CHAPTER MANAGEMENT

1. INTRODUCTION.

The Chapter, an extension of the National and Region Headquarters, is the nucleus and the most critical organizational element in the USAWOA structure. It is the Chapter that builds the Association.

A strong and effectively managed Chapter has active officers and members who are interested in achieving the goals established by the Association. At Chapter meetings, selected legislation, regulations, and policies are openly discussed; committees are formed to administer the Chapter effectively and to act on USAWOA objectives; social, fraternal, and benevolent functions are planned. The Chapter Bylaws (Attachment 2) cover the overall operation of a Chapter, but the remaining portion of this manual will elaborate more explicitly on each phase of operation and provide general information. However, it must be remembered, these Bylaws are only a guide and Chapters should prepare their Bylaws to suit their individual operation and pattern them after the USAWOA Bylaws.

- a. Chapters play a most crucial role in advancing the primary objectives of the Association. They may be small or large. No restriction exists on the number of Chapters that may be established within the geographical boundaries of a Region.
- b. The Chapters prepare and submit proposals covering inequities, irritants, and other matters on which they want action taken by USAWOA Headquarters. These proposals are submitted to the Executive Committee of the National BOD. The committee reviews each proposal and presents those considered valid to the National BOD. Proposals may be submitted at any time. Proposals shall be covered further on in this manual.

2. OATH OF OFFICE.

All Chapter officers, whether elected or appointed, are required to take an oath of office.

- a. The Chapter President, currently in office, may decide who they deem appropriate to administer the oath.
- b. The oath should be administered as soon as possible after the officers are elected/appointed. This may be a simple, informal affair or in conjunction with a more formal function.
- c. After the oath has been taken, each officer will sign it; using USAWOA Form 300-15. The signed oaths will be retained in Chapter files.

- d. Chapters will submit a change of officials form, using USAWOA Form 300-5(Directory of Chapter Officials) to National Headquarters, together with duplicate copies of the signed Form 300-15 referenced in subparagraph c, above.

3. INSTALLATION FUNCTION.

If a Chapter elects to install the newly elected officers at a formal Installation Function, it should be held as soon as possible after the election.

- a. Procedures for conducting an Installation Function may vary, but one of the first things to be accomplished is the appointment of a committee.
- b. The Chairperson should be an individual with expertise in such functions since this committee will make all the arrangements.
- c. If a representative from USAWOA Headquarters is to be invited to participate in the Installation Program, a request should be forwarded to Headquarters approximately sixty (60) days in advance.

4. CHAPTER SECRETARY.

Guidance on preparation and submission of meeting minutes.

- a. Refer to USAWOAM 500-1 for the proper format of Chapter minutes.
- b. Chapter Bylaws require that the USAWOA home office receive a copy of the minutes of all meetings, financial reports, and audit records. For guidance and procedures on receiving rebates from National, please see USAWOAM 400-2 for complete instructions.
- c. Army Regulation 210-22, Support for Non-Federal Entities Authorized to Operate on Department of the Army Installations, contains specific requirements for private organizations organized on or meeting on Army Installations including the ARNG and USAR.

(1) The following specific paragraphs and Chapters in AR 210-22 refer to USAWOA Chapters:

Paragraphs 1-1, 1-6, 1-7, 1-8, 2-1, and 2-2 and Chapters 3, 4, and 5.

AR 210-22 is available for download at www.apd.army.mil.

- d. The Chapter Secretary is one of the most critical positions in the Chapter. Although the duties are briefly explained in the Bylaws, it is deemed essential to expand further on these responsibilities since this position is so critical. The Secretary:

(1) Is a significant link between the Chapter and the Region and National Headquarters and is responsible for presenting communications to the Chapter for appropriate action and keeping Headquarters informed on chapter activities.

Prepares and distributes notices about the Chapter general membership meetings, prepares (after consultation with the Chapter President) the agenda to be covered, maintains a record of attendance, and prepares the minutes of meetings. The preparation of comprehensive and well-written chapter minutes is most important. Review of the information contained in the minutes allows the National Headquarters to determine the activities of the Chapter. Minutes should discuss the Chapter's professional development activities, community benefits activities, charitable donations, etc. The USAWOA National Awards Committee reviews chapter minutes to determine which Chapters should receive award recognition for their activities. Region minutes may be transmitted electronically. A copy of the complete package should be forwarded to Region and USAWOA Headquarters NLT seven (7) days after the meeting.

Is responsible for the maintenance of an up-to-date record of the names and addresses of all Chapter members and for notifying Region and USAWOA Headquarters of any changes.

Is usually responsible for the addressing of envelopes and for all types of announcements to be distributed to members.

Informs Region and USAWOA Headquarters of the results of Chapter elections and any other changes of members by utilizing USAWOA Form 300-6, Directory of Officials. All forms are available in the USAWOA Digital Library.

5. CHAPTER TREASURER.

- a. Shall receive and disburse the funds of the Chapter and shall keep and preserve proper vouchers and books of account which shall be open to inspection by the BOD and subject to audits at any time by an Auditing Committee duly appointed by the Chapter President.
- b. Immediately after opening an account for the Chapter, the Treasurer shall complete USAWOA Form 300-15, Record of Checking account www.usawoa.org/downloads.htm#forms (available for download from the USAWOA digital library) reflecting with what facility an account had been established and forwards same to Region and National Headquarters.
- c. Will present all bills against the Chapter to the BOD. Upon approval of the BOD and authorization by the President, the Treasurer will pay such bills by check drawn on the Chapter account. Checks shall be signed by the Treasurer and one other elected official unless the Chapter/Region Bylaws specifically allow the issuance of checks with only one bonded official's signature.
- d. Will present a financial report at every meeting of the General Membership to the Chapter Secretary for recording in the meeting's minutes that will be forwarded to their Region and USAWOA Headquarters.
- e. Shall assist the Region and USAWOA Headquarters in cases of delinquent dues.
- f. Required to file an annual financial report with USAWOA Headquarters prior to March 15th of each year based on a group tax ruling received from the IRS.

6. FILES AND RECORDS.

Chapters shall maintain a file (record) or correspondence which reflects the transactions pertinent to the Chapter's operation. It shall be the responsibility of the Chapter Secretary or a designated representative to maintain and account for all chapter records, current and non-current.

- a. Current records are defined as those required to operate day-to-day business. Non-current records are those records created that reflect the development of the Chapter and are necessary to maintain for historical purposes.
- b. Chapter records shall be maintained in a central location readily accessible to Chapter officials requiring their use. Non-current records of historical value shall be removed from active files and stored accessible for future reference.
- c. Outgoing Chapter officials shall ensure that all Chapter records, current and non-current, are transferred to newly elected officials. Chapter records are the property of the United States Army Warrant Officers' Association, Inc.
- d. When a Chapter is dissolved, Chapter officials shall ensure that all records and property of the Chapter are forwarded to USAWOA Headquarters. Bank accounts will be closed, and all monies and pertinent records will also be forwarded to USAWOA Headquarters along with a final financial report.

7. FORMS AND PUBLICATIONS.

Forms and publications are available on the USAWOA Web Site (Digital Library) as needed. <http://www.usawoa.org/downloads.htm>.

8. THE CHAPTER PRESIDENTS ROLE.

As a final note in the Chapter Management portion of this manual, the following is a "personal message" to Chapter Presidents:

You did not accept the invitation to serve as President just for the sake of being President. Your selection came as the result of recognition of leadership abilities, a record of accomplishment and demonstrated interest in serving your chapter. If you are typical, you would like to move your chapter and its members a few steps ahead, on a path you feel is important, during your term in office. First, there is a need to identify what you want to accomplish early. Consider these few suggestions:

Take time to reflect on a few of the most compelling needs and the most earnestly sought objectives confronting your chapter. Get your own thoughts in order, creatively and constructively, and identify and refine a few underlying convictions which have real meaning to you, and which have an apparent potential for accomplishment.

Create the opportunity and atmosphere for a solid, meaningful exchange of ideas and convictions with your chapter officers, away from the telephone and interruptions of daily routine. Please share your own conclusions with them and absorb what they have to say. These are the first tangible steps toward building an eventful year ahead.

Please recognize that you cannot DO IT ALL. There is never enough of the all-important resource of time, money, and member involvement, regardless of how fine your chapter, how capable the executive council is, or how sound its finances. The most significant part of your chapter's program in the year ahead will be continuity of established activities, meeting needs as they arise and contending with patterns of change. Streamline and tighten down those original and tentative objectives to a manageable few, recognizing the fallacy of attempting to juggle too many balls at the risk of dropping them all. Beware of the temptation to change course overnight unless there is a commonly recognized immediate danger.

Your role from this point is not for us to suggest or advocate. Your chapter has a pattern, a personality, a structure, and traditions of its own. Your forte may be in front of a microphone, or it may be in earnest and convincing discussion behind the scenes.

In your public and internal communications, you may write your own scripts for columns, or they may be scripted by your committee chairpersons. You may work out a technique to do it together in consultation. Regardless of who takes the lead; do not overlook pitching the bouquets, the deserved compliments, and the morale

building recognition wherever it is earned. It is a vital role of a Chapter President and pays dividends many times over.

One crucial responsibility which you have is to personally answer criticisms regarding the policy or performance of the association.

However, you serve as President, it is bound to be a rewarding experience and advance planning will have played a vital part in your success. Incidentally, it will not be a perfect term of office, but it will be interesting, exhilarating, informative and unforgettable. As President, you will learn more about people and human nature, thoughtfulness, hospitality, kindness, and dedication and, on rare occasions, just the opposite. Please take it in stride, do not be a worrier or a pessimist. Take inventory as the year goes on to see if your fellow Warrants detect a change in your personality for better or worse. If you catch your jaw jutting out a little further, your stride lengthening, or your responses getting a little lengthier and more positive before a microphone, it may be all to the good; or you may be contracting "president-itis," a dreaded disease that has befallen many an elected official.

Recognize it for what it is; it rarely proves fatal. Your family will also be involved in the presidency.

To assist you in your task, you should draw upon the critical sources of assistance which are available. These include the people with whom you will work during your term of office, your National BOD Executive Committee and National Headquarters Staff."

CHAPTER IV. OPERATIONS

1. PROGRAMS.

The term "programming" refers to the activities and projects that your Chapter conducts to serve and train its members, to improve the community around it and the Chapter itself and to provide social activities for its membership. For a Chapter to be compelling it must know the direction in which it is headed; therefore, a master program plan for the entire year is essential to a strong chapter. When a Chapter's goals are selected and major problems pinpointed, every project which it adopts should be viewed in relation to the goals established.

- a. Will the plan be diverse enough? Will it contain a variety of activities and projects so that most members can find areas of interest in accordance with their personal preferences?
- b. Will the program be flexible? Will it be planned in such a way that other projects can be added later when a need is seen, or that scheduled projects can be expanded to include additional factors?
- c. Will the program be scheduled realistically so that there are never so many projects at one time as to impose a critical hardship on the members or officers?
- d. Will the program provide sufficient social activities? Will it offer activities for both members and their families?

2. DETERMINING NEEDS.

Unless the program in some way serves a need, its activities and programs are meaningless. It is apparent, then, that the first step to good programming is the determination of the needs of the many "publics" which will be served.

- a. Chapter and membership needs. First, the membership. What are its needs? What are its interests? A good way of finding this out is through the preparation of a simple opinion questionnaire, which asks not only the type of activities in which members might participate but also the type of activities the membership believes the Chapter should conduct to improve its community and the Association. Each Chapter's own needs are most familiar to its membership. All Chapters need good internal programs covering the recruitment of new members, orientation, and activation.
- b. Survey community needs.
- c. Realize chapter and USAWOA needs.

3. SELECTION OF PROJECTS.

The best and most immediate source of projects is through its members' inventiveness and abilities. There are also other sources from which project ideas can be secured to adapt to a Chapter.

- a. Projects that have been adopted in previous years. These should be carefully reviewed to see how successful they were and to see if they still fit into the master plan that has been devised.
- b. Individuals and organizations within the community.
- c. Attachment 7 is a list of items that may be used for Chapter projects and fund-raising programs. It is only a recommended list and is included as an additional tool which may be used in programming Chapter activities.
- d. Chapters planning to conduct events on a government installation that could involve injuries to participating individuals should determine the liability insurance requirement from the Installation Commander for such activities to preclude a lawsuit against the government.

4. MEMBERSHIP SUPPORT.

- a. Chapter officers know that members support programs that are in accord with their thinking and are understandable to them. For this reason, at the start of the membership program, the goals of the Chapter should be carefully explained to the general membership by means of a special report to them at a regular meeting and through periodic newsletters. Information on why members are needed, how their involvement will benefit the Chapter and the Association and what is expected of the general membership should be clearly explained. Membership development is discussed further in Chapter VI.
- b. As mentioned in paragraph 1 of this chapter, every USAWOA Chapter must have its goals outlined on paper, but it is not a paper organization. It is a "people" organization -- and people must be motivated, supervised, and stimulated. They must be informed about what the Chapter wants to do, and what it expects of them. It is in this area of working with people that Chapter officers must prove themselves and their abilities.

5. COMMITTEES.

The Chapter Bylaws stipulates the standing committees that a Chapter should establish and that the Chapter President may form other committees. The Chapter President should thoroughly analyze the needs of the Chapter, with the help of the BOD, and form those committees that will enhance the Chapter participation of its members. The executive council must always be conversant with the activities of the Chapter's committees. (See the USAWOA Web Site Attachment 4 for a recommended formulation of committees.)

- a. The committees, with scrutiny and periodic appraisals, can be the greatest strength of a Chapter. The most crucial criterion for the creation of committees is a real need for the activity. Whenever possible, the duties of a committee should be expressly stated.
 - b. The selection of committee members is a crucial function. Some members of a Chapter like to be on committees because it gives them prestige, or because they enjoy social contact with colleagues, or because they hope to learn something that will be useful in their own work. In a Chapter, which has serious problems to deal with, committee members who do not work effectively should be immediately relieved, and every effort should be made to appoint committee members who are competent and interested in the objectives to be obtained.
 - c. How to maintain the active interest of the best people on Chapter committees is a problem. The policies and actions of the chapter will reflect the capacity of the people who make its decisions. There are variations in the quality and competence of individual members. One of the Chapter's jobs is to attract those members from all types of activity who promise to contribute the most.
 - d. Among members specializing in one area or another, there is willingness among the best of them to be involved in committees dealing with those specialized areas. While exchanging information with each other, they can contribute to the entire membership.
 - e. Among the junior members, the most promising are usually eager for recognition and opportunity to be acquainted with their seniors, and therefore, welcome appointment to the less glamorous committees such as membership, promotion, and internal affairs of the organization.
 - f. The opportunity for individuals to participate in committee work enhances their feeling of belonging, their feeling of playing a significant part in their Chapter and increases their loyalty to the Association.
- (1) Make sure there is a real need for the committee. Could the job have been delegated to a BOD member or settled at a general membership meeting?

The committee's assignment must be clearly understood. Ensure the goals and duties of the committee have been satisfactorily explained to the chairperson and committee members.

The committee chairperson must be able to provide leadership and should possess initiative and the ability to preside over meetings and motivate people.

The selection of committee members must be made carefully. Only responsible and able members with an interest in the subject with which the committee is concerned should be selected.

6. COMMITTEE REPORTS.

- a. All standing and special committees should prepare reports (USAWOA Form 100-1 available at www.usawoa.org/downloads/USAWOA-Forms-List.htm and USAWOA Headquarters as an attachment to minutes and the other is retained in chapter files.
- b. The report should contain only that which was agreed upon by a majority of the committee members. The report may contain statements and opinions, or they may be more involved, containing recommendations, motions, and proposals.
- c. A committee should give its report at a general membership meeting, when called upon to do so by the presiding officer, at the time prescribed in the order of business.
- d. It is recommended that Robert's Rules of Order be referred to if additional information is desired on committees and reports. Every Chapter should have a copy, as it will be used in several phases of Chapter operations.

7. MEETINGS.

Every meeting should have an objective and each participant should know what it is. It may be to conduct routine business, to provide information, to make decisions, to look for ideas, or even to entertain. However, regular and general meetings should be held monthly. A helpful list of proven recommendations for conducting successful meetings is shown at Attachment 3. Chapter officials and committee heads are encouraged to become familiar with and apply the recommendations provided.

- a. Prior to a meeting, a system should be implemented to provide ample notification to all members and participants of the time, date, place, and overall purpose.
- b. Methods of notification can be by:
 - (1) Direct contact by telephone or visitation.
 - (2) Notices in Daily Bulletins/Newspapers (see Attachment 9).
 - (3) Bulletin Boards.
 - (4) Mail or electronic means.
- * Chapters should not depend on members remembering from month to month that meetings are held on certain days.
- c. A meeting poorly prepared will be conducted amid chaos. Depending on the type of meeting, the Chapter President (or a representative) is responsible for lining up the facilities, publicity, participants, materials, and agenda. The purpose of the agenda is to save time and keep the meeting on course and should not be digressed from without sufficient reasons.
- d. Meetings should be conducted in the order of business prescribed in the Chapter Bylaws and in accordance with rituals outlined in Robert's Rules of Order.
- e. The Secretary shall prepare the minutes after each meeting.

8. CHAPTER BOARD OF DIRECTORS MEETING.

Because the Chapter BOD is so vital to the success of the Chapter operation, the Chapter President should hold regularly scheduled BOD meetings, preferably monthly and midway between the regular meetings for the entire membership. The Chapter BOD will consist of the Chapter President, Vice President, Secretary and Treasurer, plus any other positions the President feels are necessary to manage the Chapter. A majority of the BOD members should constitute a quorum at any meeting.

- a. Matters of importance to the Chapter and the Association should be discussed and prepared for presentation to the general membership.
- b. Plans for the general membership meeting should be made and a tentative agenda drawn up based on information they have gathered between meetings and from previous minutes.

CHAPTER V. LEGISLATIVE PROGRAM

1. OBJECTIVE.

To maintain a viable, effective, and ongoing legislative program at the National/Region level and at the state level where chapters are active.

2. PURPOSE.

Whenever it is deemed that a particular program, planned proposed legislation, or a public law is detrimental to the career opportunities, progress, or the life- style of the member of the Active Duty, Guard, Reserve or retired community, some form of action is taken by the Association, under the National President. Such action can be:

- a. A letter to a particular individual within an agency of the government. (Prepared by the National President or Executive Director.)
- b. A proposal on the issue which can emanate from an individual, a Chapter or the National BOD.

3. ACTION.

At the Meeting of the Members, members in attendance may approve a standing proposal requesting USAWOA take action to oppose those plans, programs, and proposed legislation detrimental to the members, and to support those issues of benefit to the membership.

4. LEVEL OF ACTION.

National Headquarters cannot become involved in state legislation. In those states where we have active Chapters, it is recommended that a Legislative Committee work closely with the representatives of other Associations such as AUSA, MOAA, etc., in seeking passage of state legislation of benefit to USAWOA members in a state. Chapters proposing to undertake such action must first obtain concurrence of the National BOD.

5. PROPOSALS/LETTER ISSUES.

We look to Chapters for the information and recommendations to the Legislative Committee of all proposals and letter issues. Copies of proposals and letter issues are forwarded to the Department of Defense and selected members of Congress.

- a. A proposal is usually an issue of long standing which may or may not require legislation to resolve. Actions which cannot be taken solely within the Department of the Army usually lend themselves to proposals.
- b. A letter issue is usually one of short duration and can be acted upon within the Department of the Army.

6. RESPONSES.

In some instances, responses are simply courtesy letters, while others will provide an informal answer to the issue(s) we are concerned with. The Executive Director will provide the delegates at the Annual Meeting of the Members with a report of responses that are received, thus providing further guidance on each of the issues.

7. PREPARING PROPOSALS.

- a. Utilize plain bond paper and, if possible, type one proposal on one sheet of paper.
- b. Clearly define the issue. Quotations extracted from the appropriate regulation, policy letter, proposed legislation and public law are desirable.
- c. State clearly and concisely WHY it is an issue.
- d. HOW does it affect service members and how many (estimate)?
- e. WHEN does the issue have the most significant effect on the service?
- f. If possible, recommend a solution; however, it is essential to justify your position on the issue altogether.

8. FORWARDING OF PROPOSALS.

National Headquarters will provide you with the deadline for submission of proposals, although a proposal may be forwarded to Headquarters any time during the year.

9. SIGNATURE.

Any officer of the chapter may forward a proposal; however, a statement must be included as follows: "This proposal has been voted upon by members in attendance at a chapter/special meeting and is forwarded upon approval of the President of the Chapter."

10. PROPOSALS ADOPTED AT THE ANNUAL MEETING OF THE MEMBERS.

The National President or the Executive Director is responsible for the distribution of all proposals and letter issues to the Army Staff, DOD, members of the Congress, Army Times, and other periodicals and to all USAWOA Chapters. Publication of the proposals in the NEWSLINER will reach all members.

11. ACTION BY MEMBERS.

Proposals and letter issues can be effectively utilized as a "sales tool" in signing up more members. Distribution to hospitals, open messes, barbershops, and other strategic facilities on an installation will aid in "getting the word out" on USAWOA. Utilize copies of the proposals/letter issues to the maximum extent.

12. REQUESTS TO WRITE.

From time to time, a request to write to your Congressperson on a particular issue is published in the NEWSLINER. If the USAWOA legislative program is to be truly effective, please encourage every member of the Chapter to write individual letters. Form letters and petitions are not effective. If the issue is appropriate, you may wish to invite dependents and others to write supporting the cause.

13. ANALYSIS OF PROPOSALS.

Within Chapters, and at any convention, a careful analysis should be given to those proposals/letter issues previously adopted at the Annual Meeting of the Members prior to developing any new proposal. For maximum effectiveness, we should develop sound proposals, keeping the number to a minimum, with other issues going to letter issues. From information gathered on Capitol Hill and from sources in the Pentagon, it is recommended we not "shotgun" our proposals. Be realistic and stand firm on good proposals. For maximum effectiveness, keep your legislative program on target with current legislation and issues, as they surface, either in the DOD or Congress. This type of activity keeps us alive and moving.

14. INVITATION OF U. S. CONGRESSMEN AND DIGNITARIES TO CHAPTER FUNCTIONS.

As we continue to gain recognition and credibility on Capitol Hill, it is imperative that all Chapter officials become familiar with correct procedures to follow when they intend to invite a United States Congressperson or dignitary to be the guest speaker at a Chapter function. The following guidelines are furnished for this purpose:

- a. When a program is planned to take place on a military installation and it is the intent of the Chapter to invite an individual in the above-mentioned category to be the guest speaker, APPROVAL must first be obtained from the installation commander.
- b. A copy of the invitation to the individual and his response must be provided to the installation commander and an additional copy forwarded to National Headquarters.
- c. Once the Congressperson or dignitary has accepted a Chapter's invitation to participate in the function, the Chapter President, or a delegated representative, must work closely with the installation commander's office regarding protocol essential to the visit.
- d. In all instances, an invitation to be a guest at the function must be extended to the installation commander. He will also be invited to accompany a Chapter official or member in greeting the individual upon their arrival at the installation.
- e. If a last-minute cancellation is made by the Congressperson or dignitary, the installation commander must be notified immediately. In addition, if some unforeseen circumstances dictate the cancellation of the Chapter function, coordination must be affected with the commander's office prior to notifying the member of Congress or dignitary.
- f. It is well to remember that the USAWOA has a high visibility and if a Chapter functions on any Department of Defense Installation, we must ensure we do nothing to reflect negatively upon

the commander, the Chapter, or the Association. If there is any doubt in this area, the Executive Director at National Headquarters should be contacted for further assistance and guidance.

CHAPTER VI. MEMBERSHIP

PART A - MEMBERSHIP AND CHAPTER DEVELOPMENT PROGRAM

1. GOALS.

- a. To acquaint every member of the United States Army with the objectives of the USAWOA. This includes all personnel of the Army, Army National Guard, Army Reserve, and Retirees.
- b. To increase the overall membership of the USAWOA.
- c. To organize an active Chapter on every Army post, camp, and installation in the Continental United States and overseas to include installations having the minimum number of personnel assigned to form a Chapter.
- d. To rejuvenate inactive chapters.

2. SCOPE.

- a. This program is effective from the first day of the annual meeting month and will terminate on the last day of the month preceding the annual meeting.
- b. If this program is to succeed, it shall require the concerted efforts of the National Headquarters, National BOD, Region officials, Chapter officials and Chapter members.

3. RESPONSIBILITY.

- a. National Board of Directors: Overall management of the membership program. Through the Staff Liaison Representative, the BOD will ensure Chapter participation in this and other programs and develop procedures for organizing new Chapters and rejuvenating inactive Chapters. The Executive Committee has overall responsibility for administering this program, including the maintenance of statistics, purchasing of prizes, disbursing of funds (if required), and monitoring the overall effectiveness of the program.
- b. The Region officials acting as representatives of USAWOA Headquarters will visit military installations within their respective Regions to assist in achieving the goals outlined in paragraph 1, above, along with the responsibilities mandated by the BOD.
- c. Chapters. The Chapter President is responsible for all functions relating to the successful development of the chapter. As outlined in Chapter IV of this manual, the Chapter President will appoint those committees deemed necessary for an efficient chapter operation. The Membership and Public Relations Committees are considered the most important for the purpose of a good Chapter Development Program.
 - (1) Membership Committee. The chairperson of this committee should coordinate the overall chapter participation in a development program. Aggressive members with outstanding knowledge of all aspects of the USAWOA should be appointed to the committee and serve as critical members in soliciting membership. The committee chairperson should see that a membership Task Force is organized, outlining a plan for conducting a membership campaign, and, in doing so, should consider the following:
 - (a) Establishment of realistic goals based on potential membership.
 - (b) Obtaining local commander's backing.
 - (c) Local incentives and awards.
 - (d) Provisions for an aggressive publicity campaign which should be implemented by the Public Relations Committee.
 - (e) Procurement of necessary literature and materials from USAWOA Headquarters.
 - (f) Obtaining a bulk mailing permit from the local Post Office in the event a valid mailing list is available for use in the campaign.

Public Relations Committee. Adding tremendously to the success of this program would be a developed Public Relations Plan, as implemented by the Public Relations Committee. The plan could include, but not be confined to, the following:

- (a) National Publicity: Preparation and submission to National Headquarters of stories, photographs, and articles for publications in the Army Times and NEWSLINER.

- (b) Liaison with Local Press. A liaison should be established with the Editors of both post and off-post newspapers. Visits should be made weekly to keep them advised on what the chapter is doing.
- (c) Liaison with Local Radio and TV Stations. Most local radio and TV stations will give you time on the air to announce special programs, dates and times of meetings, the fact that you are having a membership campaign and any other exciting program or accomplishment.
- (d) Liaison with Post Information Officer. Establish a close working relationship with your Post Information Officer. This individual can help you. Discuss your programs and seek advice.
- (e) Speakers Bureau. Select outstanding speakers from within the Chapter and appoint them to speak at Commanders' Call, Officer Wives' Clubs, local posts of the VFW, American Legion, DAV, etc. Invite outside speakers to Chapter meetings to add interest and stimulate attendance.
- (f) Develop Displays. Many chapters have developed excellent displays. Determine the best place for the displays and obtain permission from the local commander. Small displays, if properly constructed, can be as effective as large displays. Brochures should be placed at critical locations, i.e., manned information booths, post exchanges, Officers Clubs, etc.

Use Bulletin boards. Every post has several bulletin boards; obtain permission from the local commanders to use them. Keep the information current.

Develop an Awards Program. Recognize outstanding accomplishments.

Develop a web site and post current events, Chapter minutes and meeting times.

PART B - CHAPTER MEMBERSHIP PROMOTION

1. GOALS.

Each Chapter is unique due to geographical location, Major Command, and mission requirements. However, all should have the common goal of the Association to guide them in their performance of their part of the mission.

Membership recruiting goals, to be met in a certain period, should be realistic. The local population should be analyzed to determine what would be a fair percentage to attempt to enroll in that period.

2. MEMBERSHIP COMMITTEE.

- a. Normally, an aggressive Chapter member is appointed Chairman of the Membership Committee, and, as such, should coordinate overall Chapter participation in a membership drive.
- b. Aggressive members with outstanding knowledge of USAWOA should be appointed to the committee and serve as critical members in soliciting membership.
- c. The committee should encourage volunteer workers from all organizations on the post to participate and "sign up a buddy."
- d. To introduce every person within the geographical limits of the post to USAWOA, it is vital that the Membership Committee has a plan of action, best suited to its installation, from which to work.
- e. Do not forget the National Guard, Reserve, and Retired Warrant Officers.

3. INCENTIVES.

- a. Part A of this chapter covers the National Membership and Chapter Development Program. The local Chapters have an incentive program to reward individual recruiters and teams. For example:

- (1) From the Chapter roster, three (3) teams could be formed with a good leader heading each team. Advise them that the top recruiting team will be treated to a social evening (pizza, etc.) by the losing teams. As new members are recruited, they automatically belong to the team that signed them up.

Set aside a portion of the due rebates from Headquarters for prizes and establish a plan for awarding them.

His-and-her steak dinners.

A one-year complimentary membership.

- b. With a bit of ingenuity and originality, there are many ways "top recruiters" can be rewarded for their efforts.

PART C - MEMBERSHIP PROCESSING

(Electronic means available on our website)

1. NEW MEMBERS.

Potential new members must legibly complete an application form with all the data. This information is essential for proper maintenance of records at National Headquarters. Dues must be paid in full when applying for membership. The new member should be informed that they should receive their membership package within four (4) weeks after receipt of the application and dues by National Headquarters.

2. TRANSFERS.

A member in good standing may transfer his/her membership to a Chapter or to Member at Large status by completing USAWOA Form 300-4, Changes in Chapter of Assignment, (available at www.usawoa.org/downloads.htm#forms) and the chapter forwards it to National Headquarters along with the membership dues or on an individual basis.

3. RENEWAL OF MEMBERSHIP.

A member who renews their membership should use the renewal notice received from Headquarters. If the member did not receive or lost his/her renewal notice, they may use the application form described in paragraph 1 above or the one found in each edition of the NEWSLINER. However, it is essential in this case that the member indicates on the application the word RENEWAL at the top of the application form.

4. LISTINGS.

Rosters are prepared and forwarded to the Chapters each month. These rosters are prepared on all transactions received up to and including the last day of each month. The listings are described below.

5. TRANSMITTAL OF DUES.

In most cases, it is preferred that individuals remit their dues directly to the National Headquarters. However, it is recognized that during membership campaigns, or in certain other instances, a member may remit their dues to a Chapter. In these cases, timely submission of the application and payments to National is essential. It is important that the member receives "acknowledgment" of their payment as soon as possible. Dues and applications should be transmitted monthly using USAWOA Form 300-11, Membership Dues Transmittal (available at www.usawoa.org/downloads.htm#forms). This shall be submitted to Region and USAWOA Headquarters.

CHAPTER VII. PUBLICITY

1. INTRODUCTION.

The most important single action that will mean success or failure in a Chapter is a publicity campaign. A lot of free publicity is available just for the asking. The most common methods are by the following media:

- a. Post Newspapers.
- b. Officers Club Newsletters.
- c. Local Newspapers.
- d. Radio and TV.
- e. Daily Bulletins.
- f. Posters.
- g. Internet.
- h. Social Media.

2. NEWSLETTERS.

A proven and effective means of communication with members of the Chapter is the Chapter newsletter.

- a. The primary objective of a Chapter newsletter is to communicate with the Chapter membership -- to keep them in touch with planning at the Chapter level, to transmit information of value received from National Headquarters through the monthly information letter addressed to Chapter officers and to quote from other sources. Therefore, the newsletter need not be fancy in appearance, although several Chapters have adopted appealing publication names and attractively designed covers or mastheads. Several Chapters use the Internet to communicate with members. However, Chapter officials must be aware that not all current or prospective members can access that media.
- b. Frequency of issue varies among Chapters. Some newsletters are published monthly, some quarterly, others sporadically. It is suggested that publication be on a regular basis, timed to reach the reader in the interval between Chapter meetings. This is especially recommended when meetings are on a bimonthly cycle. Some newsletters are timed as an announcement of a forthcoming meeting and mailed several weeks prior to the meeting date.
- c. Not to be overlooked is the value of distributing the newsletter not only to the Chapter membership, but to hospitals, dispensaries, community clubs, PXs, snack bars, dental clinics, other Chapters, etc. A membership application form can be attached as an enclosure.
- d. Newsletter content differs, of course, among Chapters, but contains notices of important local meetings, reports of recent meetings, squibs and filler material and short articles, sometimes primarily written for the newsletter. Also, the President's messages, new members, committee reports. The names and addresses of Chapter officers and Region Directors and the list of USAWOA objectives are often routinely included.
- e. Happily, more Chapters are recognizing the value of the electronic Chapter newsletter, web sites and have joined the parade. It sometimes falls upon the lot of the Chapter President to write and edit the newsletter for they are more fully aware of plans and happenings. It also provides a strong and vital tool with which to carry new programs to the chapter. The appointment of a qualified editor removes some of the burden from the Chapter officers, but there should be regularity in publication and that Chapter officers are responsible for seeing that the editor is adequately provided with news.

3. CONTINUOUS PUBLICITY.

- a. Publicity, used continuously, keeps the Association and the Chapter constantly in the public mind and builds up the image of ourselves that we want to create. Publicity is also essential in heralding and reporting special events and developments.
- b. Press Releases. The following public relations techniques can help make the Chapter's releases more effective:
 - (1) Careful consideration must be given to whether a story is "Press-worthy" in terms of the readers it will reach through a particular paper. There is keen competition for newspaper space; therefore, if the Chapter besieges a paper with trivial news, its chances for future publicity in that paper diminish.

Stories should reach publication at least twenty-four (24) hours (or preferably, two (2) days) before the release date. ALL NEWS SHOULD BE SENT AS QUICKLY AS POSSIBLE, even without benefit of committee discussion, or it will be "stale" by the time it reaches publication.

All stories should be written clearly and in simple language. They should include some reference to the Chapter or Association's background for those not familiar with the Chapter or with USAWOA. The mention of the Association should be interwoven into the copy in such a way as to make its deletion difficult. When a story is submitted, it should bear the name, address, and telephone number of someone who can give additional information or confirmation. The date, day, and time after which editors may use a story should also be clearly indicated.

News stories: Most news stories, such as announcements of and reports on activities, special events, dinners, awards, grants and excerpts from talks or meetings, are sent to the city desk of the newspaper. Editors should be advised several days in advance about special dinners and events, via a memo noting the date, time, and place of the event. An "after-the-fact" release should always be prepared and sent to the publication the day of the event.

Picture Stories: Newspaper photographs should be black and white glossy 5" x 7" or 8" x 10" prints (high quality digital photos preferred). Typed captions, clearly identifying the people, and specifying the occasion, should be pasted, or clipped to the bottom of the picture. Action or unusual pictures featuring

prominent people are best. LARGE GROUP SHOTS SHOULD BE AVOIDED. When a particular event has photo possibilities, the picture desk of the paper should be notified several days in advance and invited to send a photographer. However, it is always advisable for the Chapter to engage its own photographer and rush its pictures to the paper by messenger immediately after the event. Picture taking should be scheduled either before or after the event (even if this means "staging the circumstances") so as not to disrupt the event or waste the photographer's time.

Stories for local papers: News about local personalities and events should be sent to weekly or daily neighborhood newspapers. Such papers are usually cooperative when THEIR DEADLINES ARE OBSERVED.

Newspapers are public servants. Their primary function is to report the news. Yet they perform many other duties that help in the everyday business of living and working. One of these duties is helping organizations keep the community aware of their activities.

Whether you take your own pictures or utilize a commercial photographer, remember that pictures for publication should be with a high pixel quality, black and white glossy, not retouched.

When submitting photos to the newspapers, do not expect them back. It is difficult, expensive, and almost impossible for newspapers to return a picture unless you provide a self-addressed, stamped envelope.

PUBLICIZING CHAPTER FUNCTIONS.

- a. The Chapter can often significantly improve the attendance at its functions, as well as enhance its prestige, by selecting effective, interesting publicity for its events.
- b. Since the program committee organizes Chapter events, publicity efforts logically fall within its realm. Often, in the case of a large Chapter, the program chairman will want to appoint a special committee to handle publicity. This is wise because an adequate program of internal and external publicity requires a considerable amount of effort.
- c. When the Chapter program committee begins to plan a meeting, it will want to plan the publicity for the event. Such planning should begin as early as does the planning for the event itself. Pre-planning makes it possible for the chapter to get the maximum amount of value from both its internal and external publicity efforts.
- d. Most essential for those in charge of handling publicity is the notification of members, the potential audience. Such publicity should be designed to let the members know what is coming and to stimulate interest in attendance. Most USAWOA members are busy people who have little time to spare. Convincing them that it is worth their while to attend will require carefully prepared notices.

CHAPTER VIII. WARRANT OFFICERS AUXILIARY (WOAUX)

1. INTRODUCTION.

Experience has proven that USAWOA Chapters that have an active, organized, and participating Auxiliary have a more productive Chapter. Program planning is made easier, resulting in an increased membership in the sponsoring Chapter. The "team effort" involved adds pleasure in working together toward a common goal. The added touch assists the WOAUX members of the parent chapter in solving problems and relieves them of many details, allowing for more time in other areas of concern. Thus, more concentrated effort can be made in a variety of areas that will improve the way of life for all Warrant Officers and their families.

2. WHO MAY ORGANIZE.

All active USAWOA Chapters are authorized to have a Chapter. Five (5) members are required to organize an Auxiliary and their membership is transferable.

3. PURPOSE.

To actively support the USAWOA in services, goals, and information. To be a separate, but parallel organization, capable of standing alone, as such, or working with a local USAWOA Chapter.

4. GOVERNING POLICIES.

The National WOAUX shall be governed by the Articles of Incorporation and Bylaws. It may adopt Bylaws governing internal organization and operation, providing the Bylaws do not conflict with those of the USAWOA. Local WOAUX Chapters may adopt local Bylaws governing internal organization and operation of the Chapter, subject to ratification by the governing body of the local USAWOA Chapter, if one exists. It shall continue to be a local chapter business until such a time that the WOAUX is an approved National organization. If no local USAWOA Chapter exists, then ratification shall be by the National BOD, upon recommendation of the National WOAUX Steering Committee.

5. MEMBERSHIP.

Eligibility for National WOAUX membership shall be extended to spouses of Warrant Officers serving or who have served honorably in the United States Army, National Guard or Reserves. The granting of Associate Membership shall be extended by the local WOAUX Chapter to spouses not otherwise eligible for membership, but who have objectives in accordance with those of the National USAWOA/WOAUX and who have demonstrated dedication to same.

VOTING AND OFFICE ELIGIBILITY. National WOAUX members shall have the right to vote and hold office in the National WOAUX. Associate WOAUX members shall have the same rights and privileges as an Associate member of the USAWOA (See Bylaw III, Section 2 b). WOAUX due's structure shall be determined by the National WOAUX membership.

CHAPTER IX. RECOGNITION

1. GEM AND COLOR CODE.

The Association color and gem recognition code is hereby established as a precedence to honor and acknowledge certain established positions within the Association. The distinctive color and gem code will not only enhance the prestige of the office indicated but will evolve as a viable means for proper identification and recognition. The Association color and gem recognition code applies to those officials who honorably served in that office for one term (or a significant portion thereof) or more unless reassigned due to official orders and to those officials currently serving in that office. The color and gem recognition code are as follows:

<u>POSITION/TERM OF MEMBERSHIP</u>	<u>COLOR</u>	<u>GEM FOR JEWELRY</u>
National President	White	Diamond
National Officer & BOD Members	Silver	Emerald
Region Officers	Gold	Golden Sapphire
Chapter Presidents	Red	Ruby
Chapter Officers	Blue	Sapphire
Regular Members	Brown	??
Lifetime Members	Black	??

2. USE OF COLOR AND GEM CODE.

Special lapel pins to acknowledge certain established positions within the Association are approved for wear. Individuals shall wear only one pin at a time, which being the one indicating the highest office held. The pins are described below:

- a. National President: The (gold) miniature Warrant Officer eagle with the inscription "USAWOA" mounted on a triangular metal plate of high gloss white color. The apex of the white triangle being above the eagle's head and having provisions for mounting the diamond gem.
- b. National Officers and BOD Members: Same as above except the triangular plate will be silver in color and the gem will be an emerald.
- c. Region Officers: Same as above except the triangular plate will be gold in color and the gem will be a golden sapphire.

- d. Chapter President: Same as above except the triangular plate will be maroon in color and the gem will be a ruby.
- e. Chapter Officers: Same as above except the triangular plate will be blue in color and the gem will be a blue sapphire.
- f. Other Members: Will wear the miniaturized eagle inscribed "USAWOA".

3. ASSOCIATION NAME TAGS.

All members are encouraged to obtain and wear Association nametags at meetings and group gatherings, when wearing civilian clothing. Order forms for the nationally approved tags are available from the Chapter or National Officials. The color code described in paragraph 1 above will be followed. All Association members are encouraged to purchase and wear the items described in this section.

SECTION II. NATIONAL BOARD OF DIRECTORS (BOD)

CHAPTER I. OPERATIONS

1. GENERAL.

The USAWOA general membership dictates policy at the Annual Meeting of the Members. By their direct contact, members may influence their Chapter, Region, and National Association Leaders. Between Annual Meetings of the Members, the National BOD through the Executive Committee (and subject to review and approval of the National BOD) shall establish any additional policies necessary to carry on the operation of the association. The National Board of Directors is composed of the National President, Vice President, Secretary, Treasurer, each active Region's President, and a director from each inactive Region.

2. PURPOSE.

USAWOA policies reflect the decisions of the governing bodies of the Association and consist of expressions of fundamental principles or "philosophy" which communicate the character of the Association. The purpose of this manual is to ensure a well-organized and functioning National Board of Directors and to define procedures to be utilized when implementing these policies. These policies include, but are not limited to, legislative, administrative, or management matters. They define in broad terms the short- and long-range objectives of the association and express the aspirations of the general membership.

3. AUTHORITY.

Bylaw IV Section 1, USAWOA Bylaws.

4. LEGAL RESPONSIBILITIES.

It shall be the duty of the National Board of Directors to initiate and approve the policies of the Association, to give effect to the endeavors of the Association, and to keep all national elective offices filled between biannual elections. It shall be the duty of the BOD to assemble at meetings called by its members.

5. FREQUENCY OF FORMAL MEETINGS.

The National Board of Directors shall hold formal meetings at least bi-annually.

6. METHOD OF OPERATION.

- a. The National Board of Directors shall consider all matters submitted to them by the members, the Past Presidents Council and the members or any special/standing committees.
- b. To effectively manage the affairs of the Association, the National Board of Directors may, by signed resolution, remain in session throughout the year. Voting may be done by mail or by electronic means. Through this method, the BOD may take any action required by law to be taken at a meeting of the National Board of Directors, or any action which may be taken at a formal meeting of the National Board of Directors. For a proposal to be adopted a majority vote (50% + 1) of the Directors voting is necessary to adopt any matter presented to the BOD.
- c. Voting: Each member of the Board of Directors shall have a single vote on matters before the BOD. Additionally, except that those members representing Regions (Region President for active Regions and the Region Director for inactive Regions) shall have one vote for each 500 members or fraction thereof registered in the respective Region. The vote count will be based on the latest monthly roster or count published by the National Headquarters usually on or about the 15th of the previous month.
- d. To keep track of the background reference material distributed by the National Headquarters, motions/proposals from members, Chapters, a Region COP, the National COP, Directors, comments from Region Directors, and proposals resulting from any committee action, a numbering system will be used to identify each document. Region Directors should refer to this number when providing comments to the National Headquarters.
 - (1) Background reference material of a general nature and comments from Region Directors utilizing USAWOA Form 300-7 in hard copy or electronic version will be identified. The matter/item/issue will be immediately added to the BOD Action Items maintained by the National Secretary with a suspense date.

Motions from members, Chapters, a Region COP, the National COP of a general nature and motions/proposals from Region Directors will be added to the Action Item list will be added to the EXCOM with a suspense date

Motions from members of the National Board of Directors Executive Committee which address specific actions taken by the Executive Committee and which may be of interest to the entire National Board of Directors will also be identified and logged on to the Action Item list with a suspense date. This category of documents is primarily provided to all Region Directors as information only and voting by the Directors is not required.

Any member of the National Board of Directors may initiate a mail poll. Directors will submit the poll to the National President for preparation and recording. Upon receipt by the National President, the following action will be taken:

The National President will direct that the item be added to the Action Item list and assign a control number to the 300-7, assign a suspense date for comments from the remainder of the Directors; add appropriate comments; and mail to the Directors.

Any Region Director not commenting on the motion/proposal by the established suspense date will be considered as abstaining from comment. Amendments to motions are in order as part of the comments.

When all comments are received by the National President or when the established suspense date has passed, whichever is earlier, the National President will submit all comments and the motion/proposal, along with voting instructions and a voting suspense date to each Region Director.

Votes will be cast either yea, nay, abstain, or table. Any Region Director not casting a vote by the established suspense date will be considered as abstaining.

Any abstention from a vote will not reflect 'yea' or 'nay' and will not be considered nor weighed as adopting or defeating any motion/proposal.

The National President is responsible for ensuring that all votes are secured, and the results thereof, are published to the membership.

- e. When the size of the Association justifies it, the Board of Directors Committee System may be established. See Appendices A and B for suggested committees and control of motions and actions associated therewith.

7. NATIONAL BOARD OF DIRECTORS FUNDS.

- a. General: For members of the National Board of Directors, other than active Region Presidents, to properly perform their duties, certain funds have been established and expenditures authorized as outlined herein:
 - (1) Postage.
 - (2) Commercial Telephone.
 - (3) Out of pocket expenses incurred in conjunction with the conduct of official USAWOA business.
 - (4) When it becomes necessary for a Region Director to travel to another location in support of activating a Chapter, meeting with Chapter Presidents, or resolving Chapter problems, upon direction of the National President, Region Directors are authorized to file for reimbursement in accordance with Bylaw IX, Section 11.
- b. Submission of vouchers: USAWOA expense vouchers (USAWOA Form 300-9) will be used when submitting claims. Completed forms will be submitted to the National Treasurer for certification and payment, and the National President for approval.

8. NATIONAL BOARD OF DIRECTORS EXECUTIVE COMMITTEE (EXCOM).

- a. Duties: The National Board of Directors Executive Committee shall exercise, between formal meetings of the National Board of Directors, such powers of the Board of Directors as the Board of Directors shall give it, except that the Executive Committee shall not have the power to:
 - (1) Repeal or amend the Association Bylaws or Operations Manuals.
 - Appoint or remove any National member of the Board of Directors, elected officer of the Association, or any member of the Executive Committee.
 - Adopt a plan of merger or consolidation with another corporation or association.
 - Authorize the sale, lease, exchange, or mortgage of assets of the association.
 - Authorize the dissolution of the Association.
 - Adopt a plan for distribution of the Association's assets.

Amend or repeal any resolution of the National Board of Directors unless such resolution provides by its terms that it may be amended or repealed by the Executive Committee.

- b. Formal meetings: The Chairman of the Executive Committee may call meetings of the committee at such times and places as deemed expedient by him/her.
- c. Voting: Each member appointed to the National Board of Director's Executive Committee (EXCOM) shall have one vote. To preclude the occurrence of a lack of a quorum when an EXCOM session is called, it is recommended that each EXCOM member prepare a proxy authorizing the "Presiding Officer" of the session to allocate that proxy and vote to a member who is knowledgeable regarding the operations of the Association and is a frequent attendee at EXCOM sessions. USAWOA Form 300-13 is the BOD Proxy. Paid staff members are not eligible to hold such proxies.

CHAPTER II. BOD MEETING PROCEDURES

1. GENERAL.

To ensure that the National Board of Directors meetings are conducted in an orderly and professional manner, this manual has been established and approved by the National Board of Directors. Each Director is encouraged to be familiar with the procedures contained herein as this manual will govern the conduct of the BOD meetings.

2. PURPOSE.

The purpose of the National Board of Directors meetings shall be to review the progress of the short- and long-range objectives and programs of the association as established by the membership at the Annual Meeting of the Members. To consider matters referred to by the Board of Directors and to take formal action on those proposals and recommendations submitted by national officers, members of the National Board of Directors, and any special/standing committees.

3. AUTHORITY.

Bylaw V, Section 2, USAWOA Bylaws.

4. REGULAR MEETINGS.

Regular meetings of the National Board of Directors shall be held at least bi-annually, each year without any other notice than this manual and said meetings to commence following adjournment of the Annual Meeting of the Members and other times as needed, at a time and place determined by the National Board of Directors. The National Board of Directors may provide by resolution the time and place, either within or out of the State of Virginia, for the holding of additional regular meetings of the National Board of Directors.

5. SPECIAL MEETINGS.

Special meetings of the National Board of Directors may be called by or at the request of the National President or any four (4) Directors. The person(s) authorized to call special meetings of the National Board of Directors may fix any place, either within or out of the State of Virginia, as the place for holding any special meetings of the National Board of Directors.

6. NOTICE OF MEETINGS.

Notice of any special meeting of the National Board of Directors should be given at least thirty (30) days prior to the date of the meeting. Notice shall be delivered personally, sent by mail, or E-mail to each Region Director at their address as shown by the records of the Association. Other electronic methods which provide positive receipt of delivery may also be used to provide such notice. Any Region Director may waive notice of any meeting. The attendance of a Region Director at any meeting shall constitute a waiver of notice of such meeting, except where a Region Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meetings of the Board, need be specified in the notice or waiver of notice of such meeting unless specifically required by law or this manual. Attendance at all called meetings of the National BOD is mandatory. Excused absences may be requested as provided in Bylaw V, Section 2g, USAWOA Bylaws.

7. MEETING ARRANGEMENTS COMMITTEE.

- a. Functions: It shall be the function of this committee to affect the complete arrangements, less the program, for the National Board of Directors and. Arrangements shall include but not be limited to the provision of:
 - (1) A meeting room with head table and recording devices; designated seating area for official visitors; designated seating for Directors and Council Members, and designated seating area for members.

Billeting for visiting Directors and Council Members; billeting for visiting members and escorts for visiting dignitaries.

Transportation for visiting Directors and Council Members, and members to include those arriving by commercial modes.

Advertisement of meeting, photographic coverage preparation and distribution of registration/reservation to Directors and Council Members; advance registration of Region Directors, Council Members, and members; and registration of Region Directors, Council Members, and members upon arrival at the meeting location. They will also provide the necessary support equipment such as computer projectors, screens, computers, printers, modems, and telephone access, as needed.

- b. Composition:
 - (1) Total Members: Five (5)
 - (2) Chairperson: To be appointed by National President.
 - (3) Appointed members: The National President shall appoint four (4) members of the general membership on the advice of the Chairperson.
- c. Staff Liaison Representative: National Headquarters staff.

8. REGISTRATION.

- a. Whenever possible, Region Directors should register in advance as provided by the Arrangements Committee. This will ensure that Region Directors receive the accommodation and services they desire. Region Directors unable to pre-register may do so upon arrival at the designated meeting location.
- b. USAWOA Headquarters if feasible will pay for all Region Directors, all registration fees in advance as established by the Arrangements Committee to assist in defraying administrative and equipment requirements and meeting hall rental and any other fees, as necessary.

9. IDENTIFICATION.

The arrangement committee shall devise and furnish appropriate identification pins, badges, or stickers, as necessary.

10. CREDENTIALS.

- a. The National Secretary, directly after the opening ceremonies of the first business meeting, shall report the number of Region Directors present, the number of votes each Region Director has in accordance with Chapter I, Section 6. c. and shall make a supplementary report after the opening exercise at the beginning of each day that business continues.
- b. The National Secretary is responsible for ensuring that a quorum is present prior to any vote taken.

11. PROGRAM.

The National Board of Directors meeting program shall be prepared and approved by the National Board of Directors and published in the NEWSLINER at least sixty (60) days prior to the meeting.

12. QUORUM.

A majority of the National Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice to obtain a quorum.

13. CONDUCT OF MEETING.

- a. The Articles of Incorporation, current Bylaws, and the Operations Manual of the Association shall govern as the basic rules.

- b. The rules contained in Roberts' Rules of Order, current edition, shall govern the BOD meetings in all cases to which they are applicable, providing they are consistent with the Articles of Incorporation, current Bylaws, and the Operations Manual.
- c. The Parliamentarian is to advise the Presiding Officer on rules and to answer any questions pertaining to the rules.

14. PROXY REPRESENTATION.

Region Directors may, by written, signed proxy, identify another Region Director or a Region/Chapter official from within their Region or another BOD member to vote in their name in meetings of the National Board of Directors. In the same manner, National Elected Officers may identify another National elected or appointed officer to hold their proxy and vote their vote in meetings of the National Board of Directors. A method of electronic message that provides assured authorship or non-repudiation may be used to provide such proxy. Region Directors utilizing their authority by proxy shall be counted as being in attendance for quorum purposes.

15. ADDRESSING THE REGION DIRECTORS.

- a. Region Directors desiring to address the assembled Region Directors shall rise; clearly state their name and Region then wait to be recognized by the Presiding Officer before addressing the assembled Region Directors.
- b. No Region Director may speak more than once on an individual subject nor for more than four (4) minutes, except that the proponent of the matter at hand may speak an additional four (4) minutes in rebuttal.
- c. No Region Director may yield the floor to a member of the Council of Presidents, regular or associate member, a non-member Warrant Officer, a visitor, or guest.
- d. Members of the Council of Presidents, regular or associate members and non- member Warrant Officers may be recognized under the procedures of this section; however, these individuals will not be permitted to vote on any matter.
- e. A motion to table may not be made by the Region Director who has just spoken on the merits of the proposal. A motion to table is not in order until at least two Region Directors for the proposal and two against have been heard on the merits, unless none in favor or against desire to be heard; then the decision of the Presiding Officer shall prevail.
- f. No Region Director shall interrupt a recognized speaker who has the floor by standing, yelling, clapping, or other disruptive means.
- g. Members of the Council of Presidents, regular or associate members and non-member Warrant Officers desiring to speak to the assembled Region Directors shall rise, identify themselves and request the Chair recognize them so they may speak. If the Chairperson does so, they may address the members on the subject under discussion for no more than four (4) minutes. This recognition does not authorize them to vote on a matter.

16. CAUCUS.

Region Directors may converse and organize into groups among themselves and may select an individual spokesperson from among them to present their views. This spokesperson must identify those for whom they speak.

17. VOTING PROCEDURES.

- a. All voting shall be by a show of hands or audible if joined via teleconferencing. The allocation of votes being that each member of the Board of Directors shall have a single vote on matters before the BOD except that those members representing Regions (Region President for active Regions and the Region Director for inactive Regions). These individuals shall have one vote for each 500 members or fraction thereof registered in the respective Region. This count will be based on the latest month roster or count published by the National Headquarters and announced by the National Secretary at the beginning of that meeting day.
- b. Any action or proposal brought before the assembly shall be decided by a majority vote (50% + 1) of the members present, except as follows:
 - (1) Any action or proposal to change the program or this operations manual shall require two-thirds approval of the members present.
 - (2) Any action or proposal to be brought before the assembly through caucus shall be determined by a majority vote unless a parliamentary procedure is involved, which requires a two-thirds majority vote.

- c. Any abstention from a vote will not reflect “yea” or “nay” and will not be considered nor weighed as adopting or defeating any measure.

18. REPORTS.

All reports rendered by National Officers, members of the National Board of Directors, committees and other material for the permanent record shall be in writing and shall be sent to the National Secretary after presentation to the assembled directors, and no later than ten (10) business day following their presentation.

19. RESOLUTIONS/PROPOSALS/MOTIONS.

All business to come before the assembled Directors, except administrative matters, shall be in the form of a written motion, a proposal, or a resolution. The National BOD Executive Committee and or the Executive Director shall receive research and put into a correct resolution format all business from members, chapters, the Region COP, and the National COP. The National President or the Executive Director is responsible for determining if any submitted resolution is legal, has not been addressed by another resolution, and when presented to the Region Directors, is in a clear, concise, understandable format utilizing USAWOA Form 300-3.

- a. All resolutions/proposals/motions offered by members, Chapters or the COP shall be in writing, signed by the originator author and the individuals who seconds the action, and shall include any background and legal considerations that are important. These actions shall be sent directly to the National President or the Executive Director.
- b. All resolutions/proposals/motions offered by the members of the National Board of Directors and all recommendations made in reports of national officers or special committees shall be presented directly to the assembled Directors.
- c. The proponent(s) of any resolution/proposal/motion shall be given an opportunity to explain it to the assembled Directors.
- d. Authors of resolutions/proposals/motions shall restrict their subjects to matters relating directly to the Army, dependents and the USAWOA. Discussion will contain only provable facts and will not refer to hearsay information.
- e. The Executive Director and the National BOD Executive Committee will not change the basic idea of an author's suggestion when rewriting it for presentation.
- f. The National BOD Executive Committee shall submit resolutions/proposals/motions referred to it to the assembled Directors with the committee's own recommendation as to appropriate action.
- g. Chapters and Regions should encourage members to submit their resolutions/proposals/motions to arrive at the National Headquarters no later than sixty (60) days prior to the meeting.

20. ANNOUNCEMENTS.

Notices for announcement to the assembled Region Directors shall be in writing, signed by the person (or proper representative of the person) under whose authority the announcement is issued and shall be sent to the desk of the National Secretary for recording.

21. REVOCATION OF PRIOR RULES.

All prior standing rules, procedures and amendments thereto are hereby revoked and shall become invalid immediately upon the effective date of this Operations Manual.

22. NOTIFICATION.

This Operations Manual shall be provided to each Region, Chapter, and National Official. Region Directors are encouraged to familiarize themselves with the contents of this manual. Reference copies will be available at each the meeting.

SECTION 3: ANNUAL MEETING OF THE MEMBERS

OPERATIONS

1. GENERAL.

To ensure that the Annual Meeting of the Members is conducted in an orderly and professional manner, this manual has been established and approved by the National Board of Directors. Each member is encouraged to be familiar with the procedures contained herein as this manual will govern the conduct of the meeting.

2. PURPOSE.

The purpose of the Annual Meeting of the Members shall be to transact such business as shall come before the meeting and to elect national officers and members of the National Board of Directors in those years when a national election is held.

3. AUTHORITY.

Bylaw V, Section 1, USAWOA Bylaws.

4. SELECTION OF DATE AND LOCATION.

The next Annual Meeting of the Members shall be held on a date and location selected by the members attending a duly convened Annual Meeting of the Members or if no offers to host are made at that meeting, at the next BOD meeting scheduled. Regions/Chapters desiring to host future annual meetings shall submit proposals at least one year in advance for consideration by the assembled members at a duly convened annual meeting. The Region/Chapter hosting future meetings will assume the role of arrangements, credentials, and teller committees and shall function as provided in Section 1 a of Bylaw V and the procedures outlined in this manual.

5. MEETING ARRANGEMENTS COMMITTEE.

a. Functions: It shall be the function of this committee to affect the complete arrangements, less the program, for the annual meeting. Arrangements shall include but not be limited:

- (1) Meeting hall with head table, PA system and recording devices; designated seating area for official visitors, other visitors, members, and their guests.
- (2) Entertainment for banquet and cocktail hour and schedule of events for spouses and dependents during meeting hours.
- (3) Office space for Association and various committee administrative staff; computer(s), printers, internet access and secretarial support; telephones; and reproduction equipment.
- (4) Billeting for visiting members and their families and visiting dignitaries.
- (5) Transportation for visiting members and dignitaries to include those arriving by commercial modes.
- (6) Escorts for visiting dignitaries as required.

Advertisement of meeting; decorations; photographic coverage; preparation and distribution of registration/reservation forms to Regions/Chapters; advance registration of members and registration of members upon arrival at meeting location.

b. The final arrangements packet shall be prepared for submission to the National Board of Directors for approval during the annual COP/BOD meeting.

c. Composition: The Meeting Arrangements Committee shall be composed of members from the Meeting of the Members host Region/Chapter.

- (1) Total Members: Nine (9).

Chairperson: President of host Region/chapter.

Appointed Members: The Chapter President shall appoint eight (8) members of the general membership on the advice of the chairperson.

- d. Staff Liaison Representative: National Headquarters Staff.

6. REGISTRATION:

- a. Whenever possible, members should register in advance as provided in the Newsletter and Chapter information packets. This will ensure that members receive the accommodation and services they desire. Members unable to pre-register may do so upon arrival at the designated meeting location.
- b. All members registering shall pay a registration fee as established by the National Headquarters to assist in defraying the cost of additional employee salaries, administrative and equipment requirements, hotel and hall rental fees, and the association hospitality suite.
- c. A member whose dues have expired at time of registration shall be required to become current in the payment of his/her dues before exercising the privilege of voting and serving on committees.

7. IDENTIFICATION

Only members bearing identification credentials provided by the Credentials Committee will be permitted to vote and serve on committees.

8. PROGRAM.

The meeting program shall be prepared and approved by the National Board of Directors and published in the Newsletter approximately ninety (90) days prior to the Annual Meeting of the Members.

9. QUORUM.

A quorum shall consist of 10% of the Association membership entitled to vote in person or by proxy for the conduct of business or for the election of national officers and members of the National Board of Directors. If a quorum is not present at any meeting a majority of the members present may adjourn the meeting from time to time without further notice to obtain a quorum.

10. CONDUCT OF MEETING

- a. The current operations manual, and current Bylaws shall govern as the basic rules.
- b. The rules contained in Roberts' Rules of Order, current edition, shall govern the assembled members in all cases to which they are applicable and in which they are consistent with the Articles of Incorporation, current Bylaws, and the Association.
- c. The parliamentarian is to advise the presiding officer on rules and questions of rules.

11. PROXY REPRESENTATION.

A proxy is defined for the annual meeting as a written authorization empowering a member attending that meeting to vote (except for the election of National Officers and Directors of the National Board of Directors) or act for the member whose signature appears on the official proxy.

- a. Any member speaking or voting on behalf of another member must have a verified official proxy (USAWOA Form 300-17) on file with the Credentials Committee.
- b. There shall be no limit to the number of validated proxies any member attending the meeting may hold but only one proxy may be authorized by any one member. There will be no multiple-member proxies accepted.
- c. Each proxy will include the printed name, signature, membership card number, date of signature, and expiration date of the member making the authorization. All proxies must be completed in accordance with the instructions on the proxy and must arrive at the address on the envelope prior to the first business day of the Meeting.
- d. To facilitate verification, proxies (USAWOA Form 300-17) will be printed as part of the official USAWOA ballot (USAWOA Form and mailed, electronically transmitted to each member of the Association at their address as shown by the records of the Association. USAWOA Form 500-10 is the only official form that may be used by a member to designate another member as his/her proxy and may not be reproduced. Proxies will be verified utilizing the Association's master membership file.
- e. The Credentials Committee chairperson will present a list of verified proxies to each proxy holder, and a list of all attending members indicating the number of proxies held by each to each meeting official prior to the start of the business portion of the meeting.
- f. As each proxy list is completed, the proxies will be filed in alphabetical order by the Credentials Committee to ensure that a member has not submitted more than one authorized proxy. When

all proxies have been verified, listed, and filed, the Credentials Committee will present the file to the Teller Committee chairperson for comparison with the ballot file.

- g. To be accepted, proxies for non-members will be accompanied by a completed membership application and appropriate dues.
- h. All members who plan to attend the meeting are encouraged to solicit proxy designation from members who cannot attend to maximize membership representation.

12. ADDRESSING THE MEMBERS.

- a. Members desiring to address the assembled members shall rise, clearly state their name and the number of proxies they may hold, and they will be recognized by the presiding officer before addressing the assembled members.
- b. No member may speak more than once on an individual subject nor for more than four (4) minutes, except that the proponent of the matter at hand may speak an additional four (4) minutes in rebuttal.
- c. No member may yield the floor to a non-member Warrant Officer, visitor, or guest.
- d. An attending non-member may rise, identify themselves and request the chair recognize them so they may speak. If the chairperson does so, they may address the members on the subject under discussion, for no more than four (4) minutes. This recognition does not authorize them to vote on the matter.
- e. A motion to table may not be made by a member or group spokesperson who has just spoken on the merits of the proposal. A motion to table is not in order until at least two members for the proposal and two against have been heard on the merits, unless none in favor or against desire to be heard; then the decision of the presiding officer shall prevail.
- f. No member shall interrupt a recognized speaker who has the floor by standing, yelling, clapping, or otherwise drawing attention to themselves.

13. CAUCUS.

Members may converse and organize into groups among themselves and may select an individual spokesperson from among them to present their views. This spokesperson must identify those for whom they speak.

14. VOTING PROCEDURES.

- a. Any action or proposal brought before the assembly shall be decided by a majority. The presiding officer may, at his/her discretion, call for the vote in reverse order i.e., “nay’s,’ proxy “nay’s,’ abstentions”.
- b. Except for voting for election of national officers and Region Directors, all voting shall be by a show of hands. Region Directors vote (50% + 1) of the members present or represented by proxy, except as follows:
 - (1) Any action or proposal to change the program or this operations manual shall require a two-thirds approval of the members present or represented.
 - (2) Any action or proposal to be brought before the assembly through caucus shall be determined by a majority vote of the members present or represented unless a parliamentary procedure is involved, which requires a two-thirds majority vote of the members present or represented.
- c. Any abstention from a vote will not reflect ‘yea’ or ‘nay’ and will not be considered nor weighed as adopting or defeating any measure.

15. REPORTS.

All reports rendered by national officers, members of the National Board of Directors, and committees, and other material for the permanent record shall be in writing and shall be sent to the recording secretary after presentation to the assembled members.

16. BUSINESS.

All business to come before the assembled members, except administrative matters, shall be in the form of a resolution, proposal, or a motion. A committee (Resolutions Committee) will be appointed to receive research and put into a correct format all these actions from members other than the national officers, National Board of Directors, or appointed committees.

- a. Functions: The Resolutions Committee is responsible for determining if any submitted resolution/proposal is legal, has not been addressed by another resolution/proposal, and when presented to the members, is in a clear, concise, understandable, and proper format, resolutions will be presented on USAWOA Form 300-7.

- (1) A resolution/proposal offered by an individual member shall be in writing, signed by the author and the second, each of whom shall be voting members of the Association, and shall include any background and legal considerations that are important. These actions shall be sent directly to the Resolutions Committee by the President, USAWOA.

All resolutions/proposals offered by the National Board of Directors or by committees and all recommendations made in reports of national officers or committees shall be presented directly to the assembled members.

Each member who offers a resolution/proposal shall be given an opportunity to explain it to the committee if he/she so desires.

Authors of resolutions/proposals shall restrict their subjects to matters relating directly to the Army, dependents and the USAWOA. Resolution discussion will contain only provable facts and will not refer to hearsay information.

All resolutions and proposals should be submitted to arrive at the National Headquarters no later than two weeks prior to the Meeting.

The Resolutions Committee will not change the basic idea of the author's suggestion when rewriting it for presentation, to the assembled membership.

The Resolutions Committee shall submit resolutions/proposals referred to it to the assembled members with the committee's own recommendation as to appropriate action. The committee may decide not to report resolutions/proposals, except for questions, by a vote of two-thirds of its members.

The assembled members, by a majority vote, can suspend the preceding rule and can immediately consider a resolution/proposal, or can order the Resolutions Committee to report a resolution/proposal at a particular time, even if the committee has voted not to report it.

All resolutions/proposals favorably reported by the committee shall be considered as accepted unless at least one member shall forthwith object for the purpose of obtaining complete discussion or amendment. All resolutions/proposals accepted without objection shall be adopted at one time after the reading of all resolutions from the committee. Resolutions/proposals to which objection was entered at the initial reading shall be individually and fully considered after the un-objected to resolutions/proposals have been formally adopted.

All resolutions/proposals not favorably reported by the committee shall be considered in the same manner described in the preceding rule.

- b. Composition:

- (1) Total Members: Six (6)

Chairperson: A Regional Director (Appointed by National President)

Assigned Members: The National President shall appoint five (5) members from those members attending the annual meeting.

- c. Staff Liaison Representative: National Headquarters Staff.
- d. Motions submitted during the meeting will be submitted in writing to the recording secretary, signed by the author and second, including all amendments and modifications to motions being acted upon by the membership.

17. NOMINATIONS COMMITTEE

- a. Functions (applicable during the year a national election is held): The Nominations Committee is formed to ensure that all nominations are fairly and properly handled. It shall be the duty of this committee to begin soliciting suggestions and recommendations from the membership approximately eight (8) months prior to the meeting and strive to ensure there are at least two (2) candidates for each office. The National Headquarters shall assist in this effort by publishing a nominations form (USAWOA Form 300-2) in the NEWSLINER. The EXCOM will establish the closing date for nominations/declarations of candidacy of approximately ninety (90) days prior to the beginning of the meeting and publish the closing date in the NEWSLINER as part of the data on the nominations form.

- (1) Nominations will be mailed to the National Headquarters for verification of the member's eligibility to hold office.

- (2) The committee will verify the desires of those members nominated to hold elective office and request a resume and a head and shoulders photograph be sent to the National Headquarters.
- (3) Members desiring to declare their candidacy for any elective office should contact the committee by letter and send a resume and a 'head and shoulders' photograph to the National Headquarters.
- (4) All resumes submitted will be on USAWOA Form 300-19.

All correspondence to prospective candidates will state the closing date for receipt of nominations/declarations of candidacy.

At the close of business on the announced closing date, nominations/declarations of candidacy shall be considered closed, and no further nominations or candidacy declarations shall be accepted. Exceptions are those that are postmarked on or before the closing date. Nominations/declarations of candidacy received after this date will be considered as write-in candidates and may not be placed on the official ballot. There is only one official ballot/proxy, and it will not be reproduced. Space for write-in votes will be provided on the ballot.

Within one week after the closing date the committee will submit the final list of candidates, including their resumes and photographs, for the ballot to the EXCOM. At least sixty (60) days prior to the meeting, the EXCOM shall publish the final list of candidates in the NEWSLINER and have the official ballot/proxy forms (USAWOA 300-13 and 300-17) printed.

The official ballot (USAWOA Form 300-2) will be mailed or electronically transmitted. by the committee to each member of the Association at his/her address as shown by the records of the Association not earlier than sixty (60) days nor later than ten (10) days prior to the meeting. For ease of handling and consolidation of effort, the USAWOA proxy form is printed as part of the ballot (USAWOA Form 300-17).

The ballot/proxy form will be preaddressed to the National Headquarters (or some other mailing address based on the location of the meeting), contain the return address of the member and will be postpaid.

All ballots must be completed in accordance with the instructions on the ballots and must arrive at the address on the envelope prior to the first business day of the annual meeting.

b. Composition:

- (1) Total Members: Nine (9).
- (2) Chairperson: Appointed by National President.
- (3) Assigned Members: The immediate Past National President of the Association shall serve on this committee.

Appointed Members: The National President shall appoint seven (7) members from the general membership to serve on this committee on the advice of the chairperson.

c. Staff Liaison Representative: National Headquarters Staff.

18. TELLER COMMITTEE.

Functions: The Teller Committee has been formed to ensure that the receipt, handling, security, and tabulation of all ballots are conducted in the manner required by regulations and law. It shall be the duty of this committee to tabulate and report the results of voting by the Association membership on annual elections of the Association officers and any other matters which require mail voting. A ballot clerk will be appointed by the National President and charged with the handling, verifying, and securing of all mail ballots received by the Association. The committee chairperson, upon appointment, is authorized to establish a post office mailing address if such does not exist at the host Region/chapter location. Funding for this post office box rental will be provided from the meeting fund.

19. CREDENTIALS COMMITTEE.

a. Functions: The Credentials Committee has been formed to ensure that the USAWOA membership is legally represented by the members attending the meetings. It shall be the duty of this committee to verify membership in the association and to determine the eligibility of each member to vote and participate in debate.

- (1) The Credentials Committee chairperson, directly after the opening ceremonies of the first business meeting, shall report the number of members registered as present in person or by proxy, with certified membership, and shall make a supplementary report after the opening exercise at the beginning of each day that business continues.

- (2) The Credentials Committee chairperson is responsible for ensuring that a quorum is present prior to any vote taken. The committee chairperson will also ensure that each proxy holder has a count of his/her valid proxies, and that each meeting official has a list of all members attending the meeting, and the total number of proxies for each.

The Credentials Committee shall devise and furnish appropriate membership identification pins, badges, or stickers.

The Credential Committee is responsible for performing the physical count of all floor votes (actual and proxies) during the AMM and providing those results to the National Secretary or the individual acting in that capacity during the voting.

- b. Composition: The Credentials Committee shall be composed of members from the Annual Meeting of the Members host Region/Chapter.
 - (1) Total Members: Five (5).
 - (2) Chairperson: (Appointed by National President).
 - (3) Appointed Members: The National President shall appoint four (4) members of the general membership on the advice of the chairperson.
- c. Staff Liaison Representative: National Headquarters Staff.

20. ELECTION OF OFFICERS.

The election of USAWOA National Officers and members of the National Board of Directors will be accomplished by mail ballot.

- a. Mail or electronically transmitted ballots will be counted during the meeting by the Teller Committee. Results of the election will be reported by the Teller Committee chairperson during the last day of the meeting.
- b. A candidate shall not be required to be present at the meeting as a prerequisite for election to office.
- c. Any candidate elected to office shall be elected by a plurality vote (plurality meaning the largest number of all votes cast for that "office").

21. VOTING PROCEDURES FOR THE ELECTION OF NATIONAL OFFICERS AND NATIONAL BOARD OF DIRECTORS.

- a. Upon receipt of the ballot/proxy at the host Region/Chapter, the ballot clerk shall perform the following:
 - (1) After verification that the member's printed name is on the reverse side of the ballot and the proxy is completed correctly, the ballot/proxy will be separated, and the proxy (USAWOA Form 300-17) will be presented to the Credentials Committee chairperson.

The ballots (USAWOA Form 300-2) will be filed in alphabetical order to ensure that no member has voted more than once. The ballot clerk will not dispose of duplicate votes by any one member.

- b. All ballots will be presented in alphabetical order to the Teller Committee chairperson by the ballot clerk at a time designated by the National President.
- c. The Teller Committee will compare the verified proxies with the ballots received from the ballot clerk to ensure that only eligible members have submitted a ballot.
- d. A vote for one candidate may only be cast by any member for each of the National Officers on any one ballot. Ballots will be prepared so that only the candidate(s) for the Region Director in his/her assigned Region appear on everyone's ballot. Votes, by check off or write-in for more than one candidate will cancel all votes cast for that office.
- e. All completed ballots must include the voter's signature. Unsigned ballots will be declared invalid.
- f. Ballots received after the opening ceremony of the first business day of the meeting will not be accepted by the Teller Committee. The ballot clerk will record the time/date such ballots are received.
- g. If a duplicate ballot/proxy from any one member is on file, the ballot/proxy with the earliest date will be removed and destroyed.
- h. Ballots from non-members must be accompanied by a completed application and appropriate dues.

22. ANNOUNCEMENTS.

Notices for announcement to the assembled members shall be in writing, signed by the person (or proper representative of the person) under whose authority the announcement is issued, and shall be sent to the desk of the recording secretary.

23. REVOCATION OF PRIOR RULES.

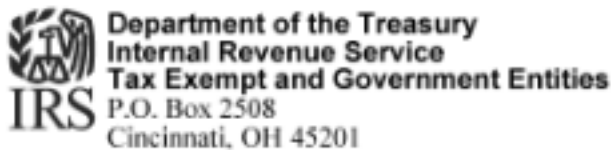
All prior standing rules, procedures and amendments thereto are hereby revoked and shall become invalid immediately upon the effective date of this operations manual.

24. NOTIFICATION.

A reminder that the meeting procedures are governed by this operations manual shall be published in the Newsletter at least sixty (60) days prior to the meeting so the members may familiarize themselves prior to arrival. Copies of this manual will be available at the Registration Desk for attendees.

ATTACHMENT 1, IRS DETERMINATION OF TAX EXEMPTION

Note: All Chapters and Regions must have an IRS Determination Letter from the IRS exempting the organization from federal income tax under the Internal Revenue Code (IRC). Typically, chapters and regions are exempted under IRC 501(c)(3), Public Charity, or 501(c)(19), Veteran Service Organization. Chapters organized under 501(c)(4), Social Welfare Organizations are generally not exempt. Organizations must follow specific rules to receive and maintain tax exempt status. Read more at: <https://www.irs.gov/publications/p557>.



THE UNITED STATES ARMY WARRANT OFFICERS
 ASSOCIATION
 462 HERNDON PARKWAY SUITE 207
 HERNDON, VA 20170-5234

Date:
05/24/2021

Employer ID number:
52-0992682

Person to contact:
Name: Ms Chien
ID number: 32071
Telephone: (877) 829-5500

Accounting period ending:
December 31

Form 990/990-EZ/990-N required:
Yes

Effective date of exemption:
February 24, 2021

Contribution deductibility:
Yes

Addendum applies:
No

DLN:
29053062305021

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(19). This letter could help resolve questions on your exempt status. Please keep it for your records.

We based this determination on your representation that at least 75 percent of your members are past or present members of the Armed Forces of the United States. We also based it on your representation that substantially all of your other members, if any, are individuals who are cadets, or are spouses, widows, or widowers of past or present members of the Armed Forces of the United States or of cadets (see IRC Section 501(c)(19)).

Based on your representation that you're organized and operated primarily for purposes consistent with an auxiliary to a post of war veterans described in IRC Section 170(c)(3) and meet the membership requirements for deductibility, donors can deduct contributions they make to you or for your use. If, in the future, your purposes, character, or method of operation changes or you don't meet the membership requirements for deductibility, donors cannot deduct contributions they make to you or for your use, as provided by Section 170.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

ATTACHMENT 2, 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 personnel 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 Cohort commensurate with the 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 Cohort.
- e. To promote the spirit of comradeship among the members of the Cohort.
- f. To do such other things consistent 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 based on race, color, sex, religion, or national origin. This Association will not accept invitations 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 members, that of regular members. 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, National Guard, Reserve, 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 cohort 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.
- d. Eligible Warrant Officers desiring to join the Association may apply 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 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 complies 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 ensure that sound business practices are followed and that an independent audit is performed not less than once a year.

Section 3. 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 United States Army, 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 the Chapter 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 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 the 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. They shall be responsible for prompt payment of all Chapter obligations from Chapter funds. They shall comply 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. They 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, they will, as soon as practicable, submit a letter of resignation from the office then held to qualify for office elected too. 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 the 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 appear before the membership on his/her behalf.

ARTICLE VI - MEETINGS

Section 1. Types of Meetings:

- a. Regular: The Chapter shall hold regular meetings at least once a quarter. 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. The President may call additional meetings 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 (5) days are recommended.

Section 3. Quorum: Ten (10) percent of the active membership or six (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 fifteen (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 a 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 for 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 fiduciary 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 manage Chapter funds, as directed by National Headquarters.

Section 4. Loans: Chapters will make no loans 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 consistent 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 conflict with these Bylaws.

ARTICLE XIV - AMENDMENTS

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.

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 3, RECOMMENDATION FOR CONDUCT OF MEETINGS

MEETING CHECKLIST: The following are a few basic procedures that the Chapter President and the presiding officer may want to use in conducting chapter meetings:

- a. All meetings should commence with the Pledge of Allegiance.
- b. Keep the meeting moving, interest lags when action lags. Get as many members as possible involved. Keep the responses short and to the point.
- c. Speak clearly. If you cannot be heard, you cannot exercise control. If you have a low speaking voice, rap for silence before you speak.
- d. Insist on order. When general simultaneous discussion ensues, no one can be heard, and nothing can be accomplished.
- e. Talk to the group, not individuals; side conversations are rude, disrupt a meeting, and accomplish nothing.
- f. Make sure everyone who takes the floor talks clearly and audibly; interrupt if you must and have them repeat what they have said if you have the slightest suspicion that some may not have heard them.
- g. Sum up what the speaker has said and obtain a decision.
- h. Stop aimless discussion by recommending committee study. (You, of course, appoint the committee.)
- i. Retain control, but do not stifle free comment. Invoke constructive criticism and even disagreement. Ask for support. Clarify issues by obtaining majority support.
- j. Do not argue with the individual who has the floor. Ask questions if you disagree but remember as the presiding officer you are neutral.
- k. If you have a comment, ask for the floor as a participant.
- l. Check at the end of the meeting to see if BOD members feel all subjects have been appropriately covered.

ATTACHMENT 4, AREAS IN WHICH COMMITTEES' MAY FUNCTION

MEMBERSHIP: Plan and conduct base membership drive.

SUNSHINE: Be aware of all Chapter personnel hospitalized; send greetings and visit (when possible) offering USAWOA assistance.

HOSPITALITY AND WELCOME: Make personal contact with all new personnel arriving. Help at meetings, set up a meeting room in advance. Greet all members and guests as they arrive.

BYLAWS: Quarterly, review our Bylaws for updating. Make recommended changes to membership. Publish and ensure copies are sent to all members and USAWOA Headquarters.

LEGISLATIVE AFFAIRS/PROPOSALS: Consolidate ideas and recommendations for improving Army procedures or way of life. Formulate proposals in proper format and after approval by Chapter, forward to Region/National Headquarters for action.

PUBLICITY/NEWSLETTER: Using every available means, keep the community aware of USAWOA sponsored activities. Keep membership advised on all benefits and events planned (may be subdivided into two or more committees).

BIRTHDAY AND ANNIVERSARIES: Maintain current record of all members. Send Birthday greetings to all members. For married members, send Birthday greetings to spouse and Wedding Anniversary cards.

ENTERTAINMENT: Plan quarterly mixed socials and entertainment for membership functions.

WELFARE: Seek and advise the Chapter on worthwhile projects. Assist in all welfare projects undertaken by the Chapter.

YOUTH ACTIVITIES: Recommend and establish ways to assist the youth of our community.

RECORDS (ADMIN)/HISTORIAN: Maintain all Chapter administrative records. Maintain written and pictorial history of Chapter meetings, activities and events and prepare historical summary and scrapbook (this may be two committees).

WAYS AND MEANS/SCHOLARSHIP: Formulate budget. Plan ways of earning required budget. Establish a positive program for selecting and awarding a scholarship to a dependent of a Chapter member.

RECORDS AND PROPERTY CUSTODIAN: Establish and maintain accurate record of all property belonging to the Chapter. Maintain all Chapter financial records and checkbook.

WHEN YOU BUILD AN ORGANIZATION ON PUBLIC TRUST AND PUBLIC CONFIDENCE YOU BUILD ON A ROCK!

ATTACHMENT 5 SAMPLE FINANCIAL STATEMENT

	A	B	C	D	E	F	G
1	Statement of Financial Condition						
2				as of	15-Nov-23		
3							
4	Cash on hand:		\$ 4,300.00	as of	15-Oct-23		
5	INCOME			Talley	EXPENSES		
6	Date	From	Amount		Date	To	Amount
7	16-Oct	Membership Dues	\$ 357.00	\$ 4,300.00	17-Oct	Dues to HQ	\$ 357.00
8	17-Oct	Banquet tickets	\$ 708.00	\$ 4,990.00	19-Oct	Postage	\$ 18.00
9	18-Oct	Door Prize	\$ 12.00	\$ 4,802.00	21-Oct	Auditor Fee	\$ 200.00
10	20-Oct	Memorabilia	\$ 1,200.00	\$ 5,987.70	24-Oct	Door Prize Fee	\$ 14.30
11				\$ 5,971.70	26-Oct	Meeting Expenses	\$ 16.00
12				\$ 5,871.70	28-Oct	CFC Donation	\$ 100.00
13				\$ 5,071.70	30-Oct	Memorabilia Expenses	\$ 800.00
14				\$ 4,371.70	1-Nov	Transfer to Scholarship	\$ 700.00
15				\$ 4,371.70			
16				\$ 4,371.70			
17				\$ 4,371.70			
18				\$ 4,371.70			
19				\$ 4,371.70			
20				\$ 4,371.70			
21				\$ 4,371.70			
22				\$ 4,371.70			
23				\$ 4,371.70			
24				\$ 4,371.70			
25				\$ 4,371.70			
26				\$ 4,371.70			
27				\$ 4,371.70			
28				\$ 4,371.70			
29				\$ 4,371.70			
30				\$ 4,371.70			
31				\$ 4,371.70			
32				\$ 4,371.70			
33				\$ 4,371.70			
34				\$ 4,371.70			
35				\$ 4,371.70			
36	Total Income		\$ 2,277.00	\$ 4,371.70	Total Expenses		\$ 2,205.30
37							

Signed by the Treasurer and President.

ATTACHMENT 6, EXAMPLE FUNDRAISING PROGRAMS**FUNDRAISING PROGRAM**

Sell locking container for prescription drugs.
Raffle prizes donated by merchants.
Golf tournament (prizes donated).
Beer and Soda Booth.
Intramural Sports.
Dining out.
Key containers.
Bumper stickers.
Rock festival for young soldiers.
Street dance (Frontier Days).
Bus tour and fishing tour.
Kiddie bingo.
Skeet shoot/ turkey shoot.
Rummage/garage auction/sale.
Picnic auction.
Punch out bingo, Club.
Fish Fry, bake sale.
Dance and Social.
Pinochle Tournament.
Monte Carlo.
(Football game) Spaghetti bowl.
Chili stand (open house).
Candy sale (World's finest chocolate) (Chicago).

ATTACHMENT 7, SUGGESTED PROGRAM FOR INSTALLATION CEREMONY

(Also applies to Auxiliary Installation)

WHO CAN INSTALL OFFICERS:

- a. President of USAWOA
- b. Other elected USAWOA official Member of the Board of Directors
- c. USAWOA Executive Director USAWOA President Emeritus
- d. Outgoing Chapter President
- e. Guest of Honor at Installation Banquet or another distinguished guest as appropriate

ACTIVITY: For maximum public relations and to attract other non-members to USAWOA, an Installation Banquet is recommended (be sure to invite spouses and guests).

INSTALLATION OF OFFICERS:

MC: Introduces the Installing Officer (IO) and invites him or her to the podium. Also invites outgoing President to accompany IO, if appropriate. (MC takes a seat at the head table.)

IO: "Mr. (or Madame) President, do you have the gavel?" PRES: "I have."

IO: "Are you prepared to relinquish (the gavel) and (the powers and duties of your office) to your successor?"

PRES: "I am"

IO: "Mr. (or Madam) President, your term as presiding officer of the Chapter/Region has now terminated. You will now assume your new duties as an advisor to the newly elected slate of officers.

IO: "Will the Master of Ceremonies/Secretary please identify the position and the name of the individual elected thereto and will each please come forward."

MC/SEC: "President - CW2 T. Smith, Vice President, etc."

IO: "Will you please face me and raise your right hand as I administer the oath of office."

NOTE: IO and officials should do half-facing movement to angle themselves toward the audience and photographer.

(Option One) IO reads USAWOA Oath of Office, phrase by phrase, and chapter officials being installed respond, phrase by phrase, in unison.

(Option Two) IO reads USAWOA Oath, phrase by phrase. At proper time for officials being installed to state their name, and to state their position, everyone, one by one, states name and position. IO then continues phrase by phrase and officials being installed respond in unison.

IO: "Officials, will you please turn and face the audience. Ladies and Gentlemen, I present to you the newly elected officers you have selected to serve you for the coming year."

NOTE: Everyone returns to his or her respective tables except the IO. NEWLY ELECTED PRESIDENT: Moves to join the Installing Officer.

IO: "It is indeed my pleasure to (present this gavel) and (to bestow upon you the powers and responsibilities to you which denoting your authority as President."

NEW PRESIDENT: "I gladly accept this authority and responsibility. Thank you."

NOTE: Tokens of appreciation to IO may be presented at this time. Past Presidents may be asked to assist.

IO returns to his/her seat.

NEW PRESIDENT: Makes a short acceptance speech; returns to his/her seat.

MC: Announces that formalities have ended. Remaining scheduled activities may begin.

SUGGESTION: If a decision is made to utilize this type of ceremony, it is suggested it be extracted from the manual and prepared in large font type 5" X 7" cards. This will enable any guest to acquaint himself or herself with the full text of the ceremony and he or she can easily read it while at the podium.

ATTACHMENT 8, SAMPLE NOTICE FOR DAILY BULLETIN OR COMMUNITY PAPER

All Army Warrant Officers, active, inactive, and retired, are invited to attend a briefing on the United States Army Warrant Officers' Association to be held at (place) at (time) hours on (date). If you would like more information contact (add name of the POC).

ATTACHMENT 9, SAMPLE WOA AUXILIARY CHAPTER BYLAWS

THE BYLAWS FOR CHAPTER _____ AUXILIARY 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 organization shall be the _____ Auxiliary of the United States Army Warrant Officers Association hereinafter referred to as the Chapter Auxiliary.

ARTICLE II - OBJECTIVE

The objectives of the Auxiliary shall be to support a military policy for the United States that will provide adequate National Security and to promote the development and execution thereof, namely:

- a. To extend the aims of the United States Army Warrant Officers Association (here after referred to as USAWOA) by dissemination of information on adequate national security, especially to spouses and friends of USAWOA members.
- b. To coordinate and cooperate in all activities of USAWOA, when requested to do so.
- c. To assist in the promotion of legislature sponsored by USAWOA.
- d. To further acquaintances among families of Warrant Officers.

ARTICLE III - MEMBERSHIP

Section 1. DOD Policy: The WOAUX fully supports the Department of Defense (DOD) policy on equal opportunity and will not discriminate in membership eligibility based on race, color, sex, religion, or national origin. This WOAUX will not accept invitations from, nor participate in any activity or organization that does not conform to this DOD policy.

Section 2. Classification:

- a. Chapter WOAUX Membership (Active)
- b. The WOAUX shall have only one class of voting member, that of a Chapter WOAUX member. Eligibility for Chapter WOAUX membership shall be extended to spouses of members of USAWOA. Active WOAUX members shall have the right to hold office in the Chapter WOAUX.

Section 3. Associate Membership:

The WOAUX Associate membership may be extended to persons, not otherwise eligible for regular membership, but who have objectives in accordance with those of the Chapter WOAUX and who have demonstrated dedication to it. Friends of Active or Associated USAWOA members are also eligible for Associate membership. Associate members have the same privileges and obligations as Active WOAUX members except to vote or hold offices.

ARTICLE IV - DUES

WOAUX dues structure shall be determined by the Chapter WOAUX membership. Approval for initial dues structure and each subsequent change thereto, must be obtained from the USAWOA national headquarters before such changes are implemented.

ARTICLE V - ORGANIZATION

Section 1. Governing Policies: The Chapter WOAUX shall be governed by the Articles of Incorporation and Bylaws. It may adopt bylaws governing internal organization and operations providing the bylaws do not conflict with those of USAWOA. Local WOAUX chapters may adopt local bylaws governing internal organization and operation of the chapter, subject to ratification by

the governing body of the local USAWOA chapter, if one exists. It shall continue to be local chapter business until such time that the WOAUX is an approved national organization. If no local USAWOA chapter exists, then ratification shall be by the National BOD.

Section 2. Chapter WOAUX Clubs and Other Activities: The Chapter WOAUX will not endorse or sponsor a club or enterprise involving finances unless such club or enterprise complies with laws and or regulations of the local post community, state, or host country, and prior to being placed in operation. The Chapter WOAUX will also publish guidelines that will assure the integrity of the Chapter, USAWOA and the Army. Copies of such agreements and guidelines will be provided to the USAWOA national headquarters.

ARTICLE VI - OFFICERS

Section 1. Qualifications: Any Active Chapter WOAUX member may be elected or appointed to hold office. No member shall hold more than one office at a time.

Section 2. Officers: The officers of a WOAUX chapter shall be an elected President, and Vice President, and an appointed Secretary, and Treasurer (the secretary/treasurer duties may be combined into one office). These officers shall be elected/appointed at the date and place as promulgated in the WOAUX Chapter Bylaws.

Section 3. Term of Office: The officers elected/appointed shall serve for a term of approximately one (1) year or until their successors are elected/appointed. The officers elected are not eligible to serve more than two (2) consecutive terms in the same elected office.

Section 4. Rosters of Officers: The name, addresses and telephone numbers of newly elected/appointed Presidents, Vice Presidents, Secretaries, and Treasurers shall be reported by the Chapter WOAUX Secretary to the USAWOA sponsoring chapter, Region, and National USAWOA headquarters immediately following elections.

Section 5. Vacancies in Office: 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 and a successor thereto shall be elected/appointed by the WOAUX Chapter membership. Except for the office of president, in which case, the vice-president shall succeed to the presidency, with full rights, authority, and responsibility of the office. A new vice president will be elected by the appropriate governing body from the WOAUX Chapter membership. Vacancies occurring as mentioned in a. and b. above shall be filled by election/appointment at the next WOAUX Chapter meeting. 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 6. Duties of Officers:

- a. Chapter WOAUX President: The President shall preside over all Chapter WOAUX meetings; carry out the mandates of the Chapter WOAUX and enforce the provisions of these Bylaws and the Articles of Incorporation and Bylaws of USAWOA. In addition, he/she shall represent the Chapter in all matters pertaining to its affairs. He/she shall appoint all committees and the Secretary and Treasurer.
- b. Chapter WOAUX Vice President: The Chapter WOAUX Vice President shall act as a representative of the President on all matters referred by the President. They shall, at the request of, or in the absence of the President, preside over Chapter WOAUX meetings. The Vice President shall be the General Committee Chairman.
- c. Chapter WOAUX Secretary: The Chapter WOAUX 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 WOAUX Secretary will forward the meeting minutes to the Region WOAUX Coordinator.
- d. Chapter WOAUX Treasurer: The Chapter WOAUX Treasurer shall be charged with the financial records of the Chapter. They shall be responsible for prompt payment of all Chapter WOAUX obligations from Chapter WOAUX funds. They shall comply with the financial instructions of the National Headquarters.

Section 7. Removal of Officers: Any elected or appointed officer of the Chapter WOAUX not attending three (3) consecutive meetings of the Chapter without cause, i.e., 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 Chapter WOAUX meeting. 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 WOAUX

President. Any officer subject to removal under the 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, appear before the membership on his/her behalf.

ARTICLE VII - MEETINGS

Section 1. Types of Meetings:

- a. Regular: The Chapter WOAUX 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: The Chapter WOAUX may have special meetings if called by the President.
- c. Annual: An annual meeting will be held once each year for the purpose of electing officers. This may be in conjunction with a regular meeting.

Section 2. Notification of Meetings: Notification of meetings shall be timely. Five (5) days are recommended.

Section 3. Quorum: Consists of three (3) members, exclusive of chapter WOAUX officers. A quorum must be present to constitute a quorum. The quorum must exist prior to the conduct of official business.

Section 4. Order of Business:

- a. Pledge of Allegiance
- b. Invocation.
- c. Constitution of quorum.
- d. Reading and approval of minutes of previous meeting.
- e. Reading and approval of Treasurer's report.
- f. Communications and announcements.
- g. Old business.
- h. New business.
- i. Adjournment.

ARTICLE VIII - AMENDMENTS

To preserve the integrity of these standard Bylaws and their applicability to all Chapters of WOAUX, the proposed amendments must comply with the applicable local, state, federal or other governmental laws or regulations.

The Amendment(s) may be adopted into the bylaws by using the procedures outlined in Article V, Section 1.

APPENDIX A, NATIONAL BOARD OF DIRECTORS COMMITTEE SYSTEM

Past Presidents Council consisting of past National and Region Presidents willing to serve and continue to provide their assistance to the National Board of Directors and the Executive Committee.

Nominating Committee which will include the Immediate Past President and charged with developing a slate of candidates during the year that elections are to be held (every two (2) years).

To be revised and provided at a later date.

APPENDIX B, BOARD OF DIRECTORS COMMITTEE SYSTEM FOR CONTROL OF ACTIONS/REFERENCE

When the National Board of Directors Committee System is established, a control system of numbering background material and actions will be implemented as follows:

Background reference material of specific interest to a specific committee, motions from members, Chapters, the Region COP, the National COP of special interest to a committee and proposals/motions from Directors because of committee action will be identified with a series of numbers. They will start with a prefix of the year the National President was elected, an intermediate number which identifies the committee and a suffix beginning with the number 01 and continuing until no longer required, i.e., 23-1-1, 23-2-1, 23-3-1, etc. To facilitate committee identification, each committee will be numbered as follows:

- a. Legislation.
- b. Public Relations.
- c. Plans and Programs.
- d. Budget and Finances.
- e. Membership and Chapters Affairs.
- f. Administrative Management.
- g. Past Presidents Council.