GOVERNING INSTRUMENTS:

NATIONAL CHARTER

(81-595, 30 June 1950)
(105-225, 12 August 1998)
(111-113, 14 December 2009)

CONSTITUTION

(Revised February 1, 2011)

BYLAWS

(Revised February 2, 2011)

EXCOM POLICIES

(To come)

NATIONAL CONVENTION RULES

(Revised February 1, 2011)

NATIONAL COUNCIL RULES

(June 25, 2011)

ROA National Headquarters
Minute Man Memorial Building
1 Constitution Avenue, N.E.
Washington, D.C. 20002
(202) 479-2200 * (800) 809-9448
www.roa.org * info@roa.org

ROA GOVERNING INSTRUMENTS

TABLE OF CONTENTS

NATIONAL CHARTER

TITLE 36 USC CHAPTER 1901: RESERVE OFFICERS ASSOCIATION OF THE UNITED STATES ..... PAGE 7

Section 190101: Organization ..... Page 7
Section 190102: Purposes ..... Page 7
Section 190103: Membership ..... Page 7
Section 190104: Governing Body ..... Page 7
Section 190105: Powers ..... Page 8
Section 190106: Exclusive Right to Name, Seals, Emblems and Badges ..... Page 8
Section 190107: Restrictions ..... Page 8
Section 190108: Headquarters ..... Page 8
Section 190109: Records and Inspection ..... Page 9
Section 190110: Service of Process ..... Page 9
Section 190111: Liability for Acts of Officers and Agents ..... Page 9
Section 190112: Distribution of Assets on Dissolution or Final Liquidation ..... Page 9

AUDITS OF FEDERALLY CHARTERED ASSOCIATIONS ..... Page 9
Section 1: Definitions ..... Page 9
Section 2: Annual Audit ..... Page 9
Section 3: Report to Congress ..... Page 10

CONSTITUTION

ARTICLE A-1: NAME ..... PAGE 11
Section 1: Full Name ..... Page 11
Section 2: Short Reference ..... Page 11

ARTICLE A-2: PURPOSES ..... PAGE 11

ARTICLE A-3: MEMBERSHIP ELIGIBILITY ..... PAGE 11
Section 1: Active Membership ..... Page 11
Section 2: Spousal Membership ..... Page 11
Section 3: Officer Candidate Membership ..... Page 11
Section 4: Other Eligibility ..... Page 11

ARTICLE A-4: ORGANIZATION ..... PAGE 11
Section 1: Service Sections ..... Page 11
Section 2: Departments, Chapters and Other Structural Entities ..... Page 11
Section 3: CIOR/CIOMR ..... Page 11
(a) CIOR ..... Page 11
(b) Succession to Office ..... Page 11
(c) CIOMR ..... Page 12
(d) Participation ..... Page 12

ARTICLE A-5: NATIONAL CONVENTION ..... PAGE 12
Section 1: Time and Place ..... Page 12
Section 2: Delegates ..... Page 12
Section 3: Quorum ..... Page 12

ARTICLE A-6: POLICY ..... PAGE 12

ARTICLE A-7: OFFICERS ..... PAGE 12
Section 1: Elected Officers ..... Page 12
(a) Officers ..... Page 12
(b) Term of Office ..... Page 12
(c) Endorsement ..... Page 12
Section 2: Election of Officers ..... Page 12
(a) Elective Officers ..... Page 12
(b) Presidents, Presidents-elect, Vice Presidents, Junior Vice Presidents, Executive Committeemen ..... Page 12
(c) President ..... Page 13
Section 3: Presidential Rotation ..... Page 13
Section 4: Nomination ..... Page 13
Section 5: Appointed Officers ..... Page 13
(a) Treasurer and Judge Advocate ..... Page 13
(b) Executive Director ..... Page 13

ARTICLE A-8: EXECUTIVE COMMITTEE ..... PAGE 13
Section 1: Authority ..... Page 13
Section 2: Membership ..... Page 13
Section 3: Vacancies ..... Page 13

ARTICLE A-9: NATIONAL COUNCIL ..... PAGE 13
Section 1: Authority ..... Page 13
(a) Resolutions ..... Page 13
(b) Oversight ..... Page 13
Section 2: Membership ..... Page 14
(a) Composition ..... Page 14
(b) Department National Council Members ..... Page 14
Section 3: Voting ..... Page 14

ARTICLE A-10: EMERGENCY ADMINISTRATION ..... PAGE 14
Section 1: Declaration of Emergency; Appt of Board of Emergency Governors ..... Page 14
Section 2: Governors' Duties ..... Page 14
Section 3: Termination ..... Page 14

ARTICLE A-11: FINANCE ..... PAGE 14
Section 1: Fiscal Year; Annual Audit ..... Page 14
Section 2: Revenue Sources ..... Page 14

ARTICLE A-12: ASSETS ..... PAGE 14

ARTICLE A-13: SEAL AND INSIGNIA ..... PAGE 14

ARTICLE A-14: AMENDMENT, CONSTITUTION AND BYLAWS ..... PAGE 14
Section 1: Constitution ..... Page 14
Section 2: Bylaws ..... Page 14
Section 3: Editorial Changes ..... Page 15

ARTICLE A-15: LEGAL AND FINANCIAL OUTSIDE OBLIGATIONS ..... PAGE 15

BYLAWS

ARTICLE B-1: MEMBERSHIP ..... PAGE 15
Section 1: Affiliation ..... Page 15
(a) Department Affiliation ..... Page 15
(b) Transfer ..... Page 15
Section 2: Discipline ..... Page 15
(a) National Executive Committee to Judge Discipline ..... Page 15

(b) Charges; Grounds ..... Page 15
(c) No Appeal ..... Page 16

ARTICLE B-2: DEPARTMENTS, CHAPTERS AND OTHER STRUCTURAL ENTITIES ..... PAGE 16
Section 1: Department Financial Support ..... Page 16
Section 2: Departments ..... Page 16
Section 3: Department Organization ..... Page 16
Section 4: Department Constitution and Bylaws Amendments, Approval ..... Page 16
Section 5: Delegates ..... Page 16
Section 6: Department Administration ..... Page 16
Section 7: Chapter Organization ..... Page 16
Section 8: Chapter Charter ..... Page 16
Section 9: Department, Chapter Dues ..... Page 17
Section 10: Charter Suspension ..... Page 17
Section 11: Books, Records, Funds; Surrender ..... Page 17
Section 12: National Policy Prevails ..... Page 17
Section 13: Required Reports ..... Page 17
(a) Election of Officers ..... Page 17
(b) Financial ..... Page 17
(c) Internal Revenue Service ..... Page 17
(d) Minutes ..... Page 17
(e) Delegates ..... Page 17
Section 14: Structural Entities ..... Page 17

ARTICLE B-3: DUTIES OF OFFICERS ..... PAGE 17
Section 1: President ..... Page 17
(a) Authority ..... Page 17
(b) Presiding Officer ..... Page 18
(c) Responsibilities ..... Page 18
(d) Appointments ..... Page 18
Section 2: President-Elect ..... Page 18
Section 3: Vice Presidents and Junior Vice Presidents ..... Page 18
(a) Vice Presidents ..... Page 18
(b) Junior Vice Presidents ..... Page 18
Section 4: Executive Committeemen ..... Page 18
Section 5: Executive Director ..... Page 18

ARTICLE B-4: NATIONAL EXECUTIVE COMMITTEE ..... PAGE 18
Section 1: Meetings ..... Page 18
Section 2: Quorum ..... Page 18
Section 3: Mail or Electronic Ballot ..... Page 18
Section 4: Minutes ..... Page 19
Section 5: Annual Budget ..... Page 19

ARTICLE B-5: NATIONAL COUNCIL ..... PAGE 19
Section 1: Meetings ..... Page 19
(a) Meetings ..... Page 19
(b) Working Sessions ..... Page 19
Section 2: Quorum ..... Page 19
Section 3: Membership Succession for DNCMs ..... Page 19
Section 4: National Council Request to Reconsider ..... Page 19
Section 5: Officers ..... Page 19
(a) Officers ..... Page 19
(b) DNCM Officers and Elections ..... Page 20
(c) Minutes ..... Page 20
Section 6: Duties ..... Page 20
(a) Liaison to President ..... Page 20

(b) Annual Review ..... Page 20
(c) Liaison to Departments ..... Page 20
(d) Legislative Advisory ..... Page 20

ARTICLE B-6: NATIONAL HEADQUARTERS AND STAFF ..... PAGE 20
Section 1: National Headquarters ..... Page 20
Section 2: Executive Director ..... Page 20
Section 3: Staff Appointments ..... Page 20

ARTICLE B-7: EMERGENCY ADMINISTRATION REPORTS ..... PAGE 20
(a) Minutes ..... Page 20
(b) Annual Accounting ..... Page 20
(c) Final Accounting ..... Page 20

ARTICLE B-8: FUNDS ..... PAGE 21
Section 1: Trust Funds ..... Page 21
(a) Defense Education Trust Fund ..... Page 21
(b) Endowment Trust Fund ..... Page 21
(c) Life Membership Trust Fund ..... Page 21
(d) Memorial Building Trust Fund ..... Page 21
(e) Memorial Gifts and Bequests Common Trust Fund ..... Page 21
(f) Reserve Contingency Trust Fund ..... Page 21
(g) Secondary Insurance Reserve Trust Fund ..... Page 21
(h) Scholarship Trust Fund ..... Page 22
Section 2: General Fund ..... Page 22

ARTICLE B-9: OFFICIAL PUBLICATION ..... PAGE 22
Section 1: Names ..... Page 22
Section 2: Policy ..... Page 22

ARTICLE B-10: COMMITTEES ..... PAGE 22
Section 1: Standing Committees ..... Page 22
(a) Board of Trustees ..... Page 22
(b) Budget and Finance ..... Page 22
(c) CIOR/CIOMR ..... Page 22
(d) Communications ..... Page 22
(e) Constitution and Bylaws ..... Page 22
(f) Education ..... Page 22
(g) Endowment ..... Page 23
(h) Health Services ..... Page 23
(i) Insurance and Financial Services ..... Page 23
(j) Junior Officers ..... Page 23
(k) Legislative ..... Page 23
(l) Membership ..... Page 23
(m) Resolutions ..... Page 23
(n) Scholarship ..... Page 23
(o) Strategic Planning ..... Page 23
(p) Warrant Officers ..... Page 23
Section 2: Special Committee ..... Page 23
Section 3: Committees ..... Page 23
(a) President's Authority, Ratification ..... Page 23
(b) Service Section Representation ..... Page 23
Section 4: Staggered Terms: Three Years, Six Members ..... Page 24
(a) Budget and Finance ..... Page 24
(b) Constitution and Bylaws ..... Page 24
(c) Education ..... Page 24

(d) Junior Officers ..... Page 24
(e) Membership ..... Page 24
(f) Resolutions ..... Page 24
(g) Scholarship ..... Page 24
Section 5: Varied Terms, Members ..... Page 24
(a) Board of Trustees ..... Page 24
(b) Communications ..... Page 24
(c) Endowment ..... Page 24
(d) Health Services ..... Page 24
(e) Insurance and Financial Services ..... Page 24
(f) Legislative ..... Page 24
(g) Strategic Planning ..... Page 24
(h) Warrant Officers ..... Page 24
Section 6: CIOR/CIOMR ..... Page 24
(a) CIOR/CIOMR Committee Members ..... Page 24
(b) CIOR Executive Committee Members ..... Page 25
(c) CIOR Vice President's Appointments ..... Page 25
(d) CIOMR Vice President ..... Page 25
(e) CIOMR Vice President's Appointments ..... Page 25
(f) Conformity with CIOR/CIOMR Instruments ..... Page 25

ARTICLE B-11: RULES OF PROCEDURE ..... PAGE 25

ARTICLE B-12: GENERAL COMMITTEES ..... PAGE 25
Section 1: Convention Committees ..... Page 25
(a) Credentials ..... Page 25
(b) Nominations ..... Page 25
(c) Rules ..... Page 25
Section 2: Service Section Committees ..... Page 25

ARTICLE B-13: AWARDS ..... PAGE 25
Section 1: Program ..... Page 25
Section 2: Establishment ..... Page 25

NATIONAL CONVENTION RULES

Rule I: Identification ..... Page 26
Rule II: Seating ..... Page 26
Rule III: Parliamentarians ..... Page 26
Rule IV: Addressing the Convention ..... Page 26
Rule V: Nominating Speeches ..... Page 27
Rule VI: Roll Call ..... Page 27
Rule VII: Electronic Devices ..... Page 27

NATIONAL COUNCIL RULES

Rule I: National Council Committees ..... Page 28
Rule II: Resolutions, distribution ..... Page 28
Rule III: Rules of debate ..... Page 28
Rule IV: Nominations ..... Page 28
Rule V: Voting ..... Page 29
Rule VI: Rules, printing prescribed ..... Page 29
Rule VII: Prior rules, rescission ..... Page 29

NATIONAL CHARTER

- **TITLE 36 UNITED STATES CODE CHAPTER 1901: RESERVE OFFICERS ASSOCIATION OF THE UNITED STATES**

  - Section 190101: Organization

    (a) *Federal Charter* — Reserve Officers Association of the United States (in this chapter, the 'corporation') is a federally chartered corporation.

    (b) *Perpetual Existence* — Except as otherwise provided, the corporation has perpetual existence.

  - Section 190102: Purposes — The purposes of the corporation are to support and promote the development and execution of a military policy for the United States that will provide adequate national security.

  - Section 190103: Membership

    (a) *Eligibility* — Eligibility for membership in the corporation is as provided in the constitution and bylaws of the corporation.

    (b) *Voting* — Each active member of a department or chapter has one vote in the conduct of official business of that department or chapter.

  - Section 190104: Governing body

    (a) *National Convention* — The corporation shall hold an annual national convention. The national convention shall be composed of delegates elected by the various departments.

    (b) National Executive Committee

    (1) The national executive committee is the governing body of the corporation.

    (2) The national executive committee consists of the president, president elect, the last past president, 3 vice presidents, 3 junior vice presidents, a minimum of 3 national executive committee members and the executive director. Each of these individuals, except the president elect and executive director, has one vote on each matter decided by the committee.

    (c) *Officers*

    (1) The officers of the corporation are a president, 3 vice presidents, 3 junior vice presidents, a minimum of 3 national executive committee members, an executive director, a national treasurer, a judge advocate, and other officers specified in the constitution as decided at the national convention.

    (2) The national officers of the corporation shall be elected and take office at the annual national convention, except for the executive director, the national treasurer and judge advocate, and other national officers specified in the constitution, who shall be appointed by the national executive committee.

    (3) The elected officers shall hold office for one year or until their successors have been elected and qualified.

(d) *Vacancies*

(1) Except for the positions of president, president elect and last past president, a vacancy on the national executive committee shall be filled by the existing members of the committee. An individual appointed by the committee to fill a vacancy serves until the next national convention when the individual's successor shall be elected for the unexpired term, if any, caused by the vacancy.

(2) If the president is absent or the office of president is vacant, the national vice president of the same service as the president shall act as president.

◈ Section 190105: Powers

The corporation may:

(1) adopt and amend a constitution and bylaws;

(2) adopt and alter a corporate seal;

(3) adopt and alter emblems and badges;

(4) acquire, own, lease, encumber and transfer property as necessary to carry out the purposes of the corporation;

(5) publish a magazine, newspaper and other publications;

(6) establish, regulate and discontinue subordinate departmental subdivisions and local chapters;

(7) sue and be sued; and

(8) do any other act necessary and proper to carry out the purposes of the corporation.

◈ Section 190106: Exclusive right to name, seals, emblems and badges

The corporation and its subordinate departmental subdivisions and local chapters have the exclusive right to use the name `Reserve Officers Association of the United States' and seals, emblems and badges the corporation adopts.

◈ Section 190107: Restrictions

(a) *Profit* — The corporation may not engage in business for profit.

(b) *Stock* — The corporation may not issue stock.

(c) *Political Activities* — The corporation or an officer or member as such may not contribute to, support or assist a political party or candidate for public office.

(d) *Distribution of Income or Assets* — The income or assets of the corporation may not inure to the benefit of or be distributed to, an officer or member except on dissolution or final liquidation of the corporation.

(e) *Loans* — The corporation may not make a loan or advance to an officer or member of the national executive committee. Members of the national executive committee who vote for or assent to making a loan or advance to an officer and officers who participate in making the loan or advance, are jointly and severally liable to the corporation for the amount of the loan or advance until it is repaid.

◈ Section 190108: Headquarters — The headquarters of the corporation shall be in the District of Columbia.

- Section 190109: Records and inspection

  (a) *Records* — The corporation shall keep:

  (1) correct and complete records of account;

  (2) minutes of the proceedings of its national conventions, national executive committee and other national entities of the corporation; and

  (3) at its principal office, a record of the names and addresses of its members entitled to vote.

  (b) *Inspection* — A member entitled to vote or an agent or attorney of the member, may inspect the records of the corporation for any proper purpose, at any reasonable time.

- Section 190110: Service of process

  (a) *District of Columbia* — The corporation shall have a designated agent in the District of Columbia to receive service of process for the corporation. Notice to or service on the agent is notice to or service on the corporation.

  (b) *States, Territories and Possessions* — As a condition to the exercise of any power or privilege granted by this chapter, the corporation shall file, with the secretary of state or other designated official of each State, territory or possession of the United States in which a subordinate department or local chapter is organized, the name and address of an agent in that State, territory or possession on whom legal process or demands against the corporation may be served.

- Section 190111: Liability for Acts of Officers and Agents — The corporation is liable for the acts of its officers and agents acting within the scope of their authority.

- Section 190112: Distribution of Assets on Dissolution or Final Liquidation — On dissolution or final liquidation of the corporation, any assets remaining after the discharge of all liabilities shall be divided equally among the then active officers and members.

- Section 15: (Repealed by P.L. 88-504, Sec 4(12), 78 Stat 637. See below.)

- **AUDITS OF FEDERALLY CHARTERED CORPORATIONS**

  (P.L. 88-504, 78 Stat 635, as amended, 36 USC Secs 1101-1103)

  - Section 1: Definitions — The term "private corporations established under Federal Law" as used in this Act means the following organizations:

    (41) Reserve Officers Association.

  - Section 2: Annual Audit — The accounts of private corporations established under Federal law shall be audited annually in accordance with generally accepted auditing standards by independent certified public accounts or independent licensed public accountants, certified or licensed by a regulatory authority of a State or other political subdivision of the United States. The audits shall be conducted at the place or places where the accounts of the corporation are normally kept. All books, accounts, financial records, reports, files and all other papers, things or property belonging to or in use by the corporation and necessary to facilitate the audits shall be made available to the person or persons conducting the audits; and full facilities for verifying transactions with the balances

or securities held by depositories, fiscal agents and custodians shall be afforded to such person or persons.

- Section 3: Report to Congress — The report of each such independent audit shall be submitted to the Congress not later than six months following the close of the fiscal year for which the audit was made. The report shall set forth the scope of the audit and include such statements as are necessary to present fairly the corporation's assets and liabilities, surplus or deficit with an analysis of the changes therein during the year, supplemented in reasonable detail by a statement of the corporation's income and expenses during the year including the results of any trading, manufacturing, publishing or other commercial-type endeavor carried on by the corporation, together with the independent auditor's opinion of those statements. The report shall not be printed as a public document, except as part of proceedings authorized to be printed under the Act of March 2, 1931, chapter 378, section 1, as amended (44 USC Sec 1332 which is not applicable to the Reserve Officers Association).

****

Original Charter: HR5002
Public Law 595 Chapter 431
81st Congress, 2nd Session
Approved June 30, 1950
Signed by: Alben Barkley, President of the Senate
Sam Rayburn, Speaker of the House
Harry Truman, President of the United States

Edited by Congress: HR 1085
Public Law 105-225 Chapter 1901
105th Congress, 2nd Session
August 12, 1998

Edited by Congress: S.1599
Public Law 111-113 Chapter 1901
111th Congress, 1stnd Session
December 14, 2009

CONSTITUTION

(Revised February 1, 2011)

ARTICLE A-1: NAME

- Section 1: Full Name — The name of this organization shall be the Reserve Officers Association of the United States.
- Section 2: Short Reference — The Reserve Officers Association of the United States may be referred to in this constitution or in the bylaws as the "Association."

ARTICLE A-2: PURPOSES

The purposes of the Association are to support and promote the development and execution of a military policy for the United States that will provide adequate national security.

ARTICLE A-3: MEMBERSHIP ELIGIBILITY

- Section 1: Active Membership — Any officer, retired officer or former officer, who at any time served under a federal commission or warrant and, if no longer serving, whose separation occurred under honorable circumstances, is eligible for active membership.
- Section 2: Spousal Membership — Spouses, widows and widowers of active members are eligible for membership.
- Section 3: Officer Candidate Membership — Any person who is enrolled in a program leading to a federal commission shall be eligible for officer candidate membership.
- Section 4: Other Eligibility — Other eligibility as may be established by nomination by the Executive Committee and approval of the National Convention.

ARTICLE A-4: ORGANIZATION

- Section 1: Service Sections — The Association shall be organized into service sections. Each member of the Association shall be a member of a service section.
- Section 2: Departments, Chapters and Other Structural Entities — The Association may be organized into departments and chapters. Other structural entities may be established as determined by the National Executive Committee.
- Section 3: CIOR/CIOMR

  (a) *CIOR* — The Association is a member of the Interallied Confederation of Reserve Officers (CIOR). The last past president who is a member of the same service section as the president, shall be the CIOR vice president for the United States and chief of the United States delegation to CIOR. The vice president's term of office shall commence upon adjournment of the annual CIOR Congress immediately following adjournment of the annual National Convention at which he/she became the last past president from the same service section as the new president.

  (b) *Succession to Office* — In the event of death or inability to serve or resignation of the person designated by subsection (a) to serve as CIOR vice president for the United States, the vacancy shall be filled from those past presidents who in turn

shall succeed to the position or secondly from those who have previously served as CIOR vice president for the United States.

(c) *CIOMR* — The Association is a member of the Interallied Confederation of Medical Reserve Officers (CIOMR).

(d) *Participation* — The objects of CIOR and CIOMR are in consonance with and supportive of the object of the Association. Participation by members of the Association in the affairs of CIOR or CIOMR shall be considered to be participation in the affairs of the Association.

ARTICLE A-5: NATIONAL CONVENTION

- Section 1: Time and Place — National Conventions shall be held annually at times and places determined by the Executive Committee.
- Section 2: Delegates — The National Convention shall be composed of delegates elected by the various departments.
- Section 3: Quorum — A National Convention may be convened with not less than 35 percent of the departments with accredited delegates.

ARTICLE A-6: POLICY

The general advocacy policies of the Association shall be established by adoption of resolutions as mandates by the National Convention, the National Council or the Executive Committee. A policy mandate expires automatically at the end of the third convention after it is adopted unless readopted, except that a mandate adopted by the Executive Committee expires automatically at the end of the National Convention or National Council meeting next following, whichever is first, unless readopted by that National Convention or National Council meeting.

ARTICLE A-7: OFFICERS

- Section 1: Elected Officers

  (a) *Officers* — The elected officers of the Association are a president, president-elect, and for each service section: a vice president, a junior vice president, and a maximum of three executive committeemen.

  (b) *Term of Office* — The term of office for the elected officers is two years, except for the president elect. The term of office of the president elect is one year.

  (c) *Endorsement* — Nominees for elected office must have the endorsement of their department.

- Section 2: Election of Officers

  (a) *Elective Officers* — The Association shall elect all of the elective officers to hold office until their successors are duly elected and qualified.

  (b) *Presidents, Presidents-Elect, Vice Presidents, Junior Vice Presidents, Executive Committeemen* — Presidents, presidents-elect, service section vice presidents, junior vice presidents and executive committeemen shall be nominated by members of their respective service sections.

(c) *President* — The president shall be elected by the members of the Association the year before that individual is to take office as president. That individual shall be designated as the president-elect until assuming the office of president at the conclusion of the next convention. If a president-elect is unable or unwilling to take office, a president shall be elected by the members of the Association for the term that the president-elect would have taken office and a president shall be elected to take office the following year. The president-elect may hold another office while serving as president elect.

- Section 3: Presidential Rotation — The office of president shall be rotated among the service sections. The vice president of the same service section as the president shall assume the duties and have the powers of the president in the event of death, inability to serve, or resignation.

- Section 4: Nomination — The president, the president-elect, the vice presidents, the junior vice presidents and the executive committeemen shall be nominated by the particular service sections concerned. Other candidates for these respective offices shall be allowed a position on the ballot upon nomination by their department.

- Section 5: Appointed Officers — The appointed officers of the Association shall consist of the following:

  (a) *Treasurer and Judge Advocate* — A treasurer and a judge advocate shall be nominated by the president and appointed by the Executive Committee.

  (b) *Executive Director* — An executive director shall be appointed by the Executive Committee.

ARTICLE A-8: EXECUTIVE COMMITTEE

- Section 1: Authority — The Executive Committee is the governing body of the Association.

- Section 2: Membership — The Executive Committee consists of the president, president-elect, the last past president, vice presidents, junior vice presidents, executive committeemen and the executive director. Each of these individuals, except the president-elect and executive director, has one vote on each matter decided by the committee.

- Section 3: Vacancies — In the event of the death, inability to serve or resignation of any member of the Executive Committee, other than the immediate past president or the president, the vacancy shall be filled by the Executive Committee. An individual appointed to fill a vacancy serves until the next national convention when the individual's successor shall be elected for the unexpired term, if any, caused by the vacancy.

ARTICLE A-9: NATIONAL COUNCIL

- Section 1: Authority

  (a) *Resolutions* — Advise the president on general advocacy policies of the Association by adoption of resolutions.

  (b) *Oversight* — The National Council may request reconsideration of any Executive Committee decision in accordance with the bylaws.

- Section 2: Membership

  (a) *Composition* — The National Council shall be composed of the voting members of the Executive Committee and a national councilman from each department.

  (b) *Department National Council Members* — The Department National Council Members (DNCMs) shall also be operational as a structural entity.

- Section 3: Voting — Each voting member of the Executive Committee shall have one vote. Each DNCM shall be entitled to cast all of the votes to which the department is entitled as of the preceding National Convention.

ARTICLE A-10: EMERGENCY ADMINISTRATION

- Section 1: Declaration of Emergency; Appointment of Board of Emergency Governors — In the event of extraordinary circumstances, precluding orderly continuity of operations of governance, the Executive Committee may declare that an emergency exists within the Association and appoint a Board of Emergency Governors which shall exercise the full authority and shall act in the name of the Executive Committee.

- Section 2: Governors' Duties — The Board of Emergency Governors shall be responsible for the functioning of the Association during the period of the emergency and shall give an accounting of their administration as provided in the bylaws.

- Section 3: Termination — When the Executive Committee determines that an emergency no longer exists, they shall terminate the emergency administration.

ARTICLE A-11: FINANCE

- Section 1: Fiscal Year; Annual Audit — The fiscal year of the Association shall begin each year on the first day of April. There shall be an audit of the Association books by a certified public accountant selected by the Executive Committee.

- Section 2: Revenue Sources — The revenue of the Association shall be derived from membership dues and from such other sources as may be approved by the Executive Committee.

ARTICLE A-12: ASSETS

To the extent permitted by law and any trust instruments and approved by the Executive Committee, the executive director shall act as the designated agent for the assets of the Association.

ARTICLE A-13: SEAL AND INSIGNIA

The Association shall adopt a distinctive seal and a distinctive badge or insignia.

ARTICLE A-14: AMENDMENT, CONSTITUTION AND BYLAWS

- Section 1: Constitution — This constitution may be amended at any National Convention by a three-fourths affirmative vote.

- Section 2: Bylaws — These bylaws may be amended at any National Convention by majority vote.

- Section 3: Editorial Changes — The judge advocate shall be responsible for editing the constitution and bylaws as to styling and for making all necessary changes to conform the rest of the document to amendments made at a National Convention. These changes must be approved by the Executive Committee prior to publication.

ARTICLE A-15: LEGAL AND FINANCIAL OUTSIDE OBLIGATIONS

The Association may not and shall not be legally or financially obligated, either directly or by implication, by any department, chapter or any other entity or person without the specific authorization of the Executive Committee.

BYLAWS

(Revised February 2, 2011)

ARTICLE B-1: MEMBERSHIP

- Section 1: Affiliation

  (a) *Department Affiliation* — An applicant for active, spousal or officer candidate membership, upon payment to national headquarters of the prescribed dues or fee, shall become a member of the department, or a member at large, as specified in the application for membership. If neither a department nor the member at large choice is expressed, the applicant shall become a member of the department embracing the area of the address stated on the application.

  (b) *Transfer* — Any member may become a member at large or transfer to another department without payment of any additional dues for the remainder of the current membership term.

- Section 2: Discipline

  (a) *Executive Committee to Judge Discipline* — The Executive Committee shall be the judge of the Association's membership, subject to the restrictions of the constitution and bylaws. When allegations are brought to the attention of the Executive Committee that a member has committed misconduct, as outlined in subsection (b), the president shall appoint an inquiry committee. Such committee shall include, among others, the judge advocate, an Executive Committee member from the service section of the member in question and a designee of the executive director of the Association. This committee shall conduct an informal investigation, including reviewing the allegations and providing the member with an opportunity to be heard. Within 15 days of the completion of its investigation, the committee shall report its findings and recommendations to the Executive Committee. The member in question then has the right to make a presentation before the Executive Committee. The member in question shall be given written notice of the time and place of the hearing. If the member in question does not appear, such right to make a personal presentation is deemed waived. The Executive Committee shall then take appropriate action to include, but not limited to, no action, suspension or dropping the member from the rolls.

  (b) *Charges; Grounds* — Members may be suspended or expelled from the Association or otherwise disciplined only upon a showing of cause. Members must be formally notified of charges for cause. Charges may be based upon one or more of the following grounds: treason, dereliction of duty, dishonesty or conduct unbecoming an

officer. Misconduct may be handled by the department, but the only authority the department shall have is to suspend or expel a member from the respective department. If a department takes such action against a member, it shall notify the Executive Committee within 15 days that it has taken such action. The member may appeal department discipline to the Executive Committee within 15 days of formal notification.

(c) *No Appeal* — There shall be no appeal from the decision of the Executive Committee.

ARTICLE B-2: DEPARTMENTS, CHAPTERS AND OTHER STRUCTURAL ENTITIES

- Section 1: Department Financial Support —The Association shall provide financial support to departments through rebates, incentives and/or other programs. Dues and policy for rebates shall be set by the National Convention. Percent of votes necessary shall be the same as for amendments to the bylaws.

- Section 2: Departments — Each department shall be organized and operate under a charter issued by the Association.

- Section 3: Department Organization — Members in convention shall petition the National Executive Committee to form a department and submit a proposed constitution and bylaws for such department. Upon approval of the proposed department constitution and bylaws by the National Executive Committee, a charter shall be issued by the national president and countersigned by the executive director. Virtual departments may be recognized.

- Section 4: Department Constitution and Bylaws Amendments, Approval — Amendments to or revisions of department constitutions and bylaws shall be submitted to the national judge advocate for approval. In the event that any portion of a department's constitution or bylaws, as amended or revised, is determined by the national judge advocate to be in conflict with the national constitution and bylaws, that portion shall be void without affecting the validity of the remaining portions of the department's constitution and bylaws.

- Section 5: Delegates — Each department shall be entitled to twice the number of delegates at any National Convention as it is entitled to votes.

- Section 6: Department Administration — Each department shall hold an annual convention at least 30 days prior to the announced date of the National Convention. At least 15 days' notice of the date and place of the department convention shall be given to national headquarters. The department shall elect department officers, select delegates to the National Convention, and select a national councilman.

- Section 7: Chapter Organization — Ten or more active members or persons eligible to become active members may petition the department within which the proposed chapter will be located, for a chapter charter. The petition shall be accompanied by a copy of the proposed chapter constitution and bylaws and membership applications of those petitioners who are not members. Virtual chapters may be recognized.

- Section 8: Chapter Charter — Upon approval of the proposed chapter constitution and bylaws by the department judge advocate, a charter shall be issued by the department president and countersigned by the department secretary. The department shall forward the charter to national headquarters with its approval.

- Section 9: Department, Chapter Dues — Departments and chapters may levy and collect dues from active members apart from, and in addition to, the dues provided to national headquarters. Members who became life members prior to February 2, 2011, shall be forever exempt from the payment of further dues, except annual chapter dues, if any, in excess of that portion of annual national dues remitted to the chapter by their department

- Section 10: Charter Suspension — Any department charter may be suspended by the National Executive Committee for violation of the national constitution or bylaws or of any provision of its charter, or for failure to function properly. Any chapter charter may be suspended by the department for violation of the department constitution or bylaws or of any provision of its charter, or for failure to function properly. Notice in writing clearly setting forth the alleged violation shall be sent to the department or chapter secretary at least 30 days prior to the proposed suspension. The notice shall provide an opportunity for the department or chapter to be heard by the National Executive Committee. The National Executive Committee may reinstate a suspended charter when the cause for suspension has been removed.

- Section 11: Books, Records, Funds; Surrender — A department whose charter has been revoked shall immediately surrender its books, records and funds to national headquarters.

- Section 12: National Policy Prevails — No department, chapter or structural entity may take any action in violation of the national charter, constitution or bylaws, nor take any public action inconsistent with Association policy.

- Section 13: Required Reports — The Association is a non-profit, tax-exempt entity in accordance with regulations and a group exemption letter. In order to maintain this tax-exempt status, each department, chapter and structural entity shall send reports to national headquarters. Chapters shall send copies of their reports to their department.

  (a) *Election of Officers* — The results of each election or change of officers shall be reported within 30 days with their respective contact information.

  (b) *Financial* — Financial reports shall be sent annually in accordance with National Executive Committee policy.

  (c) *Internal Revenue Service* — IRS reports shall be filed, if required, with copies to national headquarters.

  (d) *Minutes* — Minutes of each Department Convention shall be submitted to national headquarters.

  (e) *Delegates* — Department delegates to the National Convention shall be reported to national headquarters at least 30 days prior to the date of the National Convention.

- Section 14: Structural Entities — Association members may, in addition to organizing in departments and chapters, establish, with approval of the Executive Committee, other structural entities within the Association.

ARTICLE B-3: DUTIES OF OFFICERS

- Section 1: President

  (a) *Authority* — The president shall lead the Association on all matters pertaining to its affairs with particular attention to matters of national security policy.

(b) *Presiding Officer* — The president shall preside at the general sessions of the National Convention, at meetings of the Executive Committee and National Council, and is the direct supervisor of the executive director.

(c) *Responsibilities* — The president shall enforce the constitution and bylaws, carry out Association mandates and policies, delegate as appropriate and perform other duties incident to the office as directed by the membership.

(d) *Appointments* — The president may appoint the following officers: historian, chaplain, health services officer, international programs officer, sergeant-at-arms and public relations officer with advice and consent of the Executive Committee.

- Section 2: President Elect — The president-elect shall attend all meetings of the Executive Committee and perform such duties as directed by the President.

- Section 3: Vice Presidents and Junior Vice Presidents

  (a) *Vice Presidents* — The three vice presidents shall act as representatives of the president on all matters referred to them by the president. At the president's request, they shall preside over meetings of the National Convention, National Council and Executive Committee and perform such other duties as are usually incident to the office. In addition, each vice president shall preside over meetings of their respective service sections and advise the president on matters of policy and procedures concerning their respective services.

  (b) *Junior Vice Presidents* — The three junior vice presidents shall be assistants to and serve under the direction of the president and the vice presidents of their respective service sections.

- Section 4: Executive Committeemen — The executive committeemen shall have duties and responsibilities required of the Executive Committee. To provide continuity within their service section, their terms shall be staggered.

- Section 5: Executive Director — The executive director shall be the chief executive officer of the Association, charged with implementation of the mandates and policies of the Association and Executive Committee, management and administration of national headquarters~~,~~ and shall be publisher of all Association communications.

ARTICLE B-4: EXECUTIVE COMMITTEE

- Section 1: Meetings — The Executive Committee shall convene at least twice each year of the current president, upon call of the president, or pursuant to a vote of a majority of the voting members of the Executive Committee, as required to conduct the business of the Association. At least a 15 day notice of any meeting shall be given to each member of the Executive Committee.

- Section 2: Quorum — A quorum of a meeting of the Executive Committee shall exist when a majority of the existing voting members are present.

- Section 3: Mail or Electronic Ballot — Proposals may be voted on by mail or electronic means by the existing members of the Executive Committee. The executive director shall submit a written report to each member of the Executive Committee showing the results of the vote within seven days after the results of the voting.

- Section 4: Minutes — The Executive Director shall be responsible for having copies of the minutes of all Executive Committee meetings and all their actions taken between meetings forwarded to all members of the National Council and all department presidents within 10 business days after the end of each Executive Committee meeting or action taken. The minutes shall set forth all resolutions, actions and motions adopted by the Executive Committee during that meeting and since the last meeting and shall be posted on the Association website.

- Section 5: Annual Budget — The Executive Committee shall consider the annual budget proposed by the Budget and Finance Committee and shall adopt an annual budget. After the annual budget is adopted by the Executive Committee, a three-fourths affirmative vote by the Executive Committee shall be required for any increase to the total adopted annual budget. No officer or employee of this Association is authorized to order the expenditure of or to spend money in excess of the total adopted annual budget without prior approval by the Executive Committee.

ARTICLE B-5: NATIONAL COUNCIL

- Section 1: Meetings

  (a) *Meetings* — The National Council shall convene annually as the principal assembly at a summer meeting and as required.

  (b) *Working Sessions* — Working sessions may be scheduled by the chairman of the DNCMs or upon petition signed by not less than 30 percent of all DNCMs of active departments.

- Section 2: Quorum — A quorum of a meeting of the National Council shall exist when 40 percent or more of all members of the National Council are present. A quorum of a meeting of the DNCMs shall exist when 30 percent or more of the active departments are represented.

- Section 3: Membership Succession for DNCMs — In the event the designated National Council member cannot be present, the department president or the department officer approved by the president may designate an alternate. Such designation shall be submitted to the executive director in advance of each National Council meeting for which it is applicable. If the designation is for a DNCM meeting, it shall be submitted to their presiding officer.

- Section 4: National Council Request to Reconsider — Within 14 days after official notice of an Executive Committee action has been given, one-third or more of the voting members of the Executive Committee may request through the executive director or 30 percent or more of the DNCM's of active departments may request, through the chair of the DNCMs, a reconsideration of such action. The DNCM chair shall notify the executive director and, within seven days, poll the DNCMs. If the majority of the votes cast within ten days are for a request for reconsideration, the executive director shall be so advised. No action on the proposal shall be taken until this process is completed and the Executive Committee has taken action to reconsider.

- Section 5: Officers

  (a) *Officers* — The president is the presiding officer of the National Council. The executive director is the secretary of the National Council.

(b) *DNCM Officers and Elections* — A meeting of the Department National Council members shall be convened during each National Convention to conduct business and in odd years to elect a chairman, vice chairman and a secretary from their membership who shall hold office for two years or until such time as their successors are duly elected.

(c) *Minutes* — The secretary of the DNCM shall ensure that minutes are recorded during DNCM working sessions and meetings and sent to national headquarters to be placed on file.

- Section 6: Duties — The duties of the DNCM are as follows:

(a) *Liaison to President* — To provide liaison and support for the president and other officers of the Executive Committee.

(b) *Annual Review* — To conduct an annual review and assessment of the state of the Associations' financial condition, membership status and education and advocacy programs for the president.

(c) *Liaison to Departments* — To provide liaison and support to Association departments, including the study and formulation of programs designed to enhance Association department and chapter management.

(d) *Legislative Advisory* — To act in an advisory capacity on matters of policies and procedures relating to the legislative outreach of the Association.

ARTICLE B-6: NATIONAL HEADQUARTERS AND STAFF

- Section 1: National Headquarters — The national headquarters of the Association shall be located in Washington, D.C. National headquarters shall be so organized as to administer the affairs of the Association efficiently and effectively.

- Section 2: Executive Director — The executive director shall be appointed by the Executive Committee and supervised by the president.

- Section 3: Staff Appointments — The executive director shall organize and manage the staff and appoint all staff members. Staff members shall serve at the pleasure of the executive director. Appointments of the service affairs directors shall be with the advice and consent of the elected representatives of the respective service sections.

ARTICLE B-7: EMERGENCY ADMINISTRATION REPORTS

The Board of Emergency Governors shall make the following reports:

(a) Minutes — Minutes of each meeting shall be provided to national headquarters within 5 days after the board's meeting.

(b) Annual Accounting — An annual accounting, fiscal and operational, of its administration of Association affairs shall be provided to the president.

(c) Final Accounting — Upon termination of the emergency, a final accounting, fiscal and operational, shall be provided to the Executive Committee within 90 days of cessation of the emergency governance.

ARTICLE B-8: FUNDS

- Section 1: Trust Funds — Each trust shall be administered in total compliance with all the provisions of the instrument that established it. This includes, but is not limited to, all provisions regarding the principal and the earnings.

  (a) *Defense Education Trust Fund* — The Reserve Officers Association Defense Education Trust Fund shall consist of all contributions and appropriations to the fund and all earnings thereon.

  (b) *Endowment Trust Fund* — The Reserve Officers Association Memorial Endowment Trust Fund shall consist of all gifts, devises and bequests received by the Association from any source whatsoever and accepted by the Executive Committee which are not directed by the donor to be placed in any other trust fund and which are not given, devised or bequeathed for stated purposes. Principal may not be withdrawn for any purpose whatsoever. Earnings only may be appropriated by the Executive Committee but only as part of the budgetary process. Unappropriated earnings may be retained in a separate account of the fund available for appropriation or may be added to the principal as directed by the Executive Committee.

  (c) *Life Membership Trust Fund* — Life membership payments shall be placed in the Life Membership Trust Fund. An outside actuarial review of the trust fund will be conducted at least once every five (5) years. Distributions in any fiscal year cannot exceed the amount determined by sound actuarial principles as outlined in the actuarial review. Distributions from the Life Membership Trust Fund shall be subject to the normal budgetary process. Undistributed assets shall be invested by the trustees.

  (d) *Memorial Building Trust Fund* — The National Reserve Officers Association Memorial Building Trust Fund may be used solely for modification, repair or replacement of the Reserve Officers Association Minute Man Memorial Building. The fund shall consist of all contributions, grants, appropriations and earnings thereon. Expenditures of trust funds shall be subject to the budgetary process.

  (e) *Memorial Gifts and Bequests Common Trust Fund* — The Reserve Officers Association Memorial Gifts and Bequests Common Trust Fund shall consist of all gifts, devises and bequests received by the Association from any donor with a stated purpose other than the purpose of established trust funds. No gift, devise or bequest may be accepted for placement in this fund if it does not specifically or by reference to this section authorize the Executive Committee to modify the stated purpose after it becomes impossible of fulfillment or becomes repugnant to the objective of the Association.

  (f) *Reserve Contingency Trust Fund* — The Reserve Contingency Trust Fund shall be established at a market value of not less than $500,000, but permitted to fluctuate in value with market trends and with gains and losses on sales of securities. Principal and earnings shall be subject to appropriation as part of the budgetary process.

  (g) *Secondary Insurance Reserve Trust Fund* — The Secondary Insurance Reserve Trust Fund shall be maintained at a market value of not less than $1,200,000 fixed by the Executive Committee from time to time in accordance with prudent investment principles but permitted to fluctuate in value with market trends and with gains and losses on sales of securities. The fund shall be used for the benefit of certificate holders and, as part of the budgetary process, the fund may be appropriated an-

nually by the Executive Committee to the General Fund and the National Reserve Officers Association Memorial Building Trust Fund.

(h) *Scholarship Trust Fund* — The Henry J. Reilly Memorial Library and Scholarship Trust Fund shall consist of all contributions and appropriations to the fund and all earnings thereon.

- Section 2: General Fund — The General Fund shall consist of all assets and liabilities of the Association that are not a part of any other fund. Funds required to conduct the operations financed by the General Fund shall be appropriated by the Executive Committee as part of the budgetary process.

ARTICLE B-9: OFFICIAL PUBLICATION

- Section 1: Names — The official publications of the Association shall include the journal currently known as *The Officer* and other printed or electronic communications as may be established by the executive director.

- Section 2: Policy — The Executive Committee shall establish policy for the official publications of the Association.

ARTICLE B-10: COMMITTEES

- Section 1: Standing Committees — There shall be the following standing committees which shall act in an advisory capacity to the Executive Committee and the president.

(a) *Board of Trustees* — The Board of Trustees shall manage the trust funds and other restricted funds provided by the Executive Committee. To the extent permitted by the trust(s) instrument(s) and approved by the Executive Committee and the trustees, the executive director shall act as the designated agent for the trustees in administering the trust and the funds. The funds shall be disbursed as determined by the Executive Committee in accordance with the budgetary process unless otherwise prescribed by the instrument creating the trust.

(b) *Budget and Finance* — The Budget and Finance Committee shall make a continuing study of the fiscal affairs of the Association, shall recommend an annual budget with respect to each fund from which funds are proposed to be appropriated, and shall promptly review the annual audit report and make recommendations thereon to the Executive Committee.

(c) *CIOR/CIOMR* — The CIOR/CIOMR Committee shall act in an advisory capacity on all matters relating to CIOR and CIOMR affairs.

(d) *Communications* — The Communications Committee shall act in an advisory capacity on all matters involving internal and external communications of the Association.

(e) *Constitution and Bylaws* — The Constitution and Bylaws Committee shall make a continuing study of the constitution and bylaws and shall draft amendments proposing changes that may be desirable for action by the National Convention.

(f) *Education* — The Education Committee shall review and make recommendations on matters of professional development programs and defense education programs, as well as the Defense Education Trust Fund.

(g) *Endowment* — The Endowment Committee shall act in an advisory capacity on all matters except investment of endowment funds and appropriation on endowment earnings relating to the Association's Memorial Endowment Trust program.

(h) *Health Services* — The Health Services Committee shall act in an advisory capacity on all matters of policy and procedure relating to health services.

(i) *Insurance and Financial Services* — The Insurance and Financial Services Committee shall act in an advisory capacity on all matters, except actual expenditure of insurance related funds, relating to the insurance and divergent financial services plans offered to the members of and/or sponsored by the Association. The committee will also render risk management advice and counsel on insurance and employee benefits programs covering the Association, its subsidiaries and staff.

(j) *Junior Officers* — The Junior Officers Committee shall act in an advisory capacity on all matters relating to junior officers.

(k) *Legislative* — The Legislative Committee shall act in an advisory capacity on all matters of policy and procedure relating to legislation.

(l) *Membership* — The Membership Committee shall act in an advisory capacity in all matters relating to membership in the Association.

(m) *Resolutions* — The Resolutions Committee shall review all resolutions properly submitted to it and shall make recommendations on adoption of those resolutions that are desirable for action and advocacy by the National Convention or the National Council.

(n) *Scholarship* — The Scholarship Committee shall, within the limit of the funds set by the Executive Committee, review and make recommendations on number and amount of awards and selection criteria and selection of recipients.

(o) *Strategic Planning* — The Strategic Planning Committee shall annually develop and recommend planning direction and initiatives over a five-to-ten-year period to the Executive Committee to ensure continued viability of the Association.

(p) *Warrant Officers* — The Warrant Officers Committee shall act in an advisory capacity on all matters relating to warrant officers.

◇ Section 2: Special Committee — The Roles and Missions committee, meeting at the call of the president, shall act in an advisory capacity to the National Convention. It shall review, analyze and evaluate the roles and missions of the Reserve forces.

◇ Section 3: Committees — President's authority, ratification and service section representation.

(a) President's Authority, Ratification

(1) Chairmen — The president shall appoint the chairmen of all committees with the advice and consent of the Executive Committee. The chairmen shall be appointed annually.

(2) Members — The president shall appoint members of all committees for the terms as specified below, with the advice and consent of the Executive Committee. If a vacancy occurs, the member appointed shall serve for the remainder of that term.

(b) *Service Section Representation* — Each standing committee shall have representation from each service section with the exception of the Warrant Officers Committee.

- Section 4: Staggered Terms: Three Years, Six Members — The following committees shall consist of six appointed members. Members shall serve for three years unless appointed to fill a vacancy on the committee. An appointee to fill a vacancy shall be from the same service section as the original appointee.

  (a) *Budget and Finance* — The treasurer shall be an ex-officio member.

  (b) *Constitution and Bylaws* — The judge advocate shall be an ex-officio member without vote.

  (c) *Education* — The public relations officer shall be an ex-officio member. The Reserve Officers Association League (ROAL) may nominate an ROAL member, who is also a member of ROA, as a voting member. Such nomination shall be for one year and shall be subject to ratification by the Executive Committee.

  (d) *Junior Officers* — Members shall include the service section junior VP's.

  (e) *Membership*

  (f) *Resolutions*

  (g) *Scholarship*

- Section 5: Varied Terms, Members

  (a) *Board of Trustees* — The Board of Trustees shall consist of three members. Members shall serve for staggered terms of three years. The treasurer shall be a member ex-officio.

  (b) *Communications* — The Communications Committee shall consist of twelve members. Members shall serve for staggered terms of three years.

  (c) *Endowment* — The Endowment Committee shall consist of five members. Each year one member shall be appointed to fill a vacancy. Members of the committee shall serve for five years. The treasurer shall be an ex-officio member.

  (d) *Health Services* — The Health Services Committee shall consist of nine members who shall serve for staggered terms of three years. The health services officer shall serve as chairman.

  (e) *Insurance and Financial Services* — The Insurance and Financial Services Committee shall consist of five members who shall serve for staggered terms of five years. The treasurer shall be an ex-officio member.

  (f) *Legislative* — The Legislative Committee shall consist of six members, two from each service section. Members shall serve for staggered terms of three years.

  (g) *Strategic Planning* — The Strategic Planning Committee shall consist of nine members. Members shall serve for staggered terms of three years.

  (h) *Warrant Officers* — The Warrant Officers Committee shall consist of nine members. Members shall serve for staggered terms of three years.

- Section 6: CIOR/CIOMR

  (a) *CIOR/CIOMR Committee Members* — The United States members of the CIOR and CIOMR Executive Committees and of the CIOR structural entities shall be members of the CIOR/CIOMR Committee. The CIOR Vice President for the United States shall be chairman of the committee.

(b) *CIOR Executive Committee Members* — The United States members shall be the CIOR vice president for the United States, his/her two immediate successors as president and the assistant secretary general of CIOR for the United States, who may be one of those in the line of succession.

(c) *CIOR Vice President's Appointments* — The CIOR vice president for the United States shall appoint:

i. Other members of the CIOR Executive Committee — The assistant secretary general for the United States and such other members that may be allowed by the CIOR constitution and bylaws or CIOR policies.

ii. Members of structural entities — The United States members of the CIOR structural entities.

iii. Congress Delegates — ROA members as delegates to congresses or similar meetings of CIOR.

(d) *CIOMR Vice President* — The CIOMR vice president shall be elected by a majority of the CIOMR Executive Committee and approved by the ROA Executive Committee.

(e) *CIOMR Vice President's Appointments* — The vice president selects delegates to the CIOMR delegation, with the approval of a majority of the CIOMR Executive Committee.

(f) *Conformity with CIOR/CIOMR Instruments* — All appointments under the authority of this section shall be in conformity with applicable provisions of the CIOR and CIOMR constitutions and bylaws.

ARTICLE B-11: RULES OF PROCEDURE

The proceedings and deliberations of the Association and its national bodies shall be governed by rules adopted and amended from time to time. All matters not governed by those rules shall be governed by the 10th edition of Robert's Rules of Order Newly Revised.

ARTICLE B-12: GENERAL COMMITTEES

- Section 1: Convention Committees — There shall be the following convention committees appointed by the president:
  (a) *Credentials*
  (b) *Nominations*
  (c) *Rules*

  The president shall appoint other committees as deemed necessary.

- Section 2: Service Section Committees — Each vice president may establish and appoint committees to serve the needs of the service section.

ARTICLE B-13: AWARDS

- Section 1: Program — The Association encourages an awards program. Awards are available for presentation by chapters, departments, service sections and the Association.

- Section 2: Establishment — Awards of the Association are established by the Executive Committee. Sections, departments or chapters may establish local awards consistent with the awards policy approved by the National Executive Committee.

NATIONAL CONVENTION RULES

(Revised February 1, 2011)

- **RULE I: IDENTIFICATION**
  1. Convention badges are required to be worn and visible at all business meetings and events except those events to which admission is by ticket or invitation.
  2. Delegates shall be issued visible identification.
  3. Only delegates will be admitted to the delegates' area.
  4. Delegates and speakers (see Rule IV:4) must be registered.

- **RULE II: SEATING**
  1. An area shall be designated for seating delegates only.
  2. An area shall be designated for seating official visitors.
  3. An area shall be designated for seating other visitors and members who are not delegates.
  4. A sergeant-at-arms and deputies appointed by the president shall control entry to and seating in the designated areas and shall maintain order in the convention.

- **RULE III: PARLIAMENTARIANS**

  The president shall appoint a member of the Association as the parliamentarian for the convention. The vice president of each service section may appoint a parliamentarian for the service section.

- **RULE IV: ADDRESSING THE CONVENTION**
  1. Delegates desiring to address the convention shall rise and, when recognized by the presiding officer, shall state their name and department before addressing the convention.
  2. No delegate may speak more than once on any question or for more than five minutes, except that the maker of a motion may speak an additional five minutes in rebuttal, unless permission to speak longer or again is granted by a two-thirds vote or without objections.
  3. No delegate may yield the floor to a non-delegate.
  4. Each national officer, past national president of the Association, member of the National Council or of a standing committee shall have the privilege of addressing the Convention but shall only be eligible to vote if also an accredited delegate.
  5. The motion to *Lay on the Table* or any other motion which has the effect of limiting debate may not be made by a delegate who has just spoken or who is a delegate of a department which has just been heard. Such motions are not in order until at least two delegates in favor of the motion and two opposed have been heard unless fewer desire to be heard.
  6. Delegates wishing to *Call the Question (Move the Previous Question)* must go to the line of those waiting to speak and await their turn to be recognized. Their motion must be seconded by a delegate from another department and is not debatable.

- **RULE V: NOMINATING SPEECHES**
  1. A seconding speech of not more than five minutes shall be permitted for candidates nominated by a nominating committee. A nominating speech of not more than five minutes and a seconding speech of not more than two minutes shall be permitted for candidates nominated from the floor. Seconding speeches are not required.
  2. Candidates for a national office must be endorsed by their departments to be considered by a service section nominating committee, the National Nominating Committee or the National Convention, but need not be present at the convention to be considered.
  3. Candidates for national office may not be nominated by a service section other than that to which they belong.

- **RULE VI: ROLL CALL VOTE**
  1. A roll call vote may be ordered either by the presiding officer or by a one-third vote of the delegates. Delegates may not call for a roll call vote until after the presiding officer has declared the results of the previous vote. It must be seconded by a delegate of another department and is not debatable.
  2. When a roll call vote is requested at a session for which seating is not arranged by departments, voting on that question shall be postponed until the seating is so arranged.

NATIONAL COUNCIL RULES

(Revised June 25, 2011)

- **RULE I — SEATING**

  An area shall be designated for seating members for sessions of the National Council and of the Department National Council Members (DNCM).

- **RULE II — PARLIAMENTARIAN**

  The president shall appoint a member of the Association as the parliamentarian for business sessions of the National Council.

- **RULE III — ADDRESSING THE NATIONAL COUNCIL***

  1. Members shall rise, and when recognized, shall state their name and department and/or position on the Executive Committee.
  2. Members shall have the right to speak for five minutes in support of or in opposition to any proposition on the floor.
  3. Members may be granted an additional five minutes by a majority vote. If such extension is denied, the requesting member will be granted one-half minute to conclude.
  4. Members may be permitted to extend their discussion beyond ten minutes by a majority vote.
  5. No member may speak for a second time until all other members of the Council wishing to be heard have spoken at least once.
  6. Members will be permitted to speak on any matter, concerning National Defense or the good and welfare of the Association, for not more than five minutes at the conclusion of the stated business. Members so speaking shall have the same rights to extension of time as in Rule III 2 and 3.
  7. Members may yield a portion of their discussion time to a member of the staff or another member of the association.

  ***** The DNCM shall use these rules as guidelines at the discretion of their Chairman when conducting DNCM sessions.

- **RULE IV — DNCM ELECTIONS**

  1. Self-nominations, on site or in advance, shall be accepted for chairman, vice chairman and secretary.
  2. Each candidate shall be permitted to present a three minute speech. Candidates who cannot be present may designate another DNCM or a member of their department to speak on their behalf or send a written statement with their self nomination to the DNCM chairman.

- **RULE V — AMENDING**

  These Rules may be amended at any National Council meeting by a majority vote provided the amendments have been distributed to the members thirty days before the meeting or at any meeting of the National Council without notice by a unanimous vote.