



Bylaws 2008  
**WOMEN'S ARMY CORPS VETERANS' ASSOCIATION**  
**CONSTITUTION AND BYLAWS**  
 Revised Edition 2005 (as amended in 2006, 2007, 2008 &2009)

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WOMEN'S ARMY CORPS VETERANS' ASSOCIATION  
BYLAWS

ARTICLE I - NAME

NAME: See Article FIRST of Articles of Incorporation.

ARTICLE II – PURPOSE

NAME: See Article THIRD of Articles of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1 Active Membership: Eligibility for admission includes those personnel who have served honorably with the Women's Army Auxiliary Corps, the Women's Army Corps; or those who have served or are serving honorably with the United States Army, the United States Army Reserve, or the Army National Guard of the United States. Such eligibility will be established by presentation of one or more of the following documents to a local chapter for potential chapter membership and to the National Headquarters for potential members-at-large:

- a. DD Form 214 (Armed Forces of the United States Report of Transfer or Discharge) or corresponding form of earlier series, or Certificate of Service.
- b. Official Retirement Orders.
- c. An initial statement from the current custodian of the applicant's personnel records, or her current Company Commander, certifying her active duty status is being served under honorable conditions, which will be presented by the applicant at the time she applies for or renews her membership in the Association, OR
- d. Upon separation from active duty, the member will furnish a copy of her DD Form 214 or an Honorable Discharge/Certificate of Service to her chapter for verification of separation under honorable conditions or in the case of a member-at-large, to the appropriate national office that is in charge of maintaining the members-at-large records.
- e. If unable to verify active duty service through the processes stated in Sections c or d of this article, a notarized statement confirming that the Notary has seen an active duty identification card will be accepted.

Section 2 Honorary Membership: Honorary membership may be given upon approval of the National Executive Board to:

- a. Mothers of members of the WACVA provided they are not otherwise eligible for membership.
- b. Women who have performed outstanding or exceptional service to the Women's Army Corps Veterans' Association provided they are not otherwise eligible for membership.

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- c. Honorary membership may be conferred by local chapters with approval of the local Chapter Executive Board.
- d. Honorary members shall be without vote, shall not pay dues, and shall not hold office.

Section 3 Associate Membership: Associate membership may be extended by local chapters to members in good standing in other chapters when said members are in temporary residence in the area of the chapter extending the courtesy. Associate members shall not have a vote or hold office. Dues for associate members will be determined by the local chapter

Section 4 Affiliate memberships include women that have served or are currently serving in any other branch of military service. Affiliate members shall not have a vote or hold office. The local chapter will determine dues for affiliate members.

Section 5 A member may be expelled or suspended from the WACVA only upon a proper showing of Just Cause. Just Cause must be based upon actions taken by the member that show an unwillingness to work within the organization for resolution of any perceived problems or intentional harm to the organization: such as, fiduciary, harming the reputation of its members, or the public image of the organization. Any member considered to this action will be given the opportunity to appear before a panel of three (3) peers in good standing and the Executive board. The member will be notified at least 30 days before the board action. If the panel votes to expel or suspend the members, she has the right to appeal to the National Board of Directors within 30 days.

Section 6 The National Board of Directors shall be the final authority in the procedure to be following in the revocation, cancellation or suspension of membership in the National Association.

### ARTICLE IV - LOCAL CHAPTERS

Section 1 The Women's Army Corps Veterans' Association (WACVA) shall be composed of local chapters and of members-at-large (resident in areas where there is no local chapter or in such cases where the personal situation makes it impractical or untenable for individuals to be a member of a local Chapter).

Section 2 Local chapters must have at least six (6) active members to be eligible for admission to the WACVA.

Section 3 All local chapters shall elect officers as of July 1st of each year. Local chapters may combine any of the elected offices except President.

Section 4 Local chapters shall pay to the National Treasurer the annual national dues of chapter members as designated in the Standing Rules. The National Dues Transmittal Form shall be completed in quadruplicate: copy one to the National Treasurer, copy two to the National Second Vice President, and copy three to the National Headquarters. The fourth copy will be retained by the local chapter. See Chapter Handbook for National Dues Transmittal Form

Section 5 Local chapters shall send to THE CHANNEL editor a list of names and addresses of chapter officers after their election. Each Standing Committee

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Chairperson of the chapter shall notify her national counterpart of her appointment.

Section 6 Names and addresses of chapter delegates and alternates to the Annual Convention will be sent to the: National Credentials Chairperson, the National Treasurer and the National Corresponding Secretary immediately after the election of delegates and alternates.

Section 7 Names and addresses of chapter members designated for appointment as VAVS Representatives and Deputy Representative(s) shall be submitted to the National Hospital Chairperson/VAVS Nationally Authorized Certifying Official for certification to the appropriate VA Medical Facility. Such submission shall be made at least thirty (30) days prior to the expiration of the current certification.

### Section 8 Dues

- a. Annual dues of local Chapter members and members-at-large shall be determined by the National Board of Directors. These dues shall include a subscription to the National Publication (THE CHANNEL). National dues for new Chapter members and new members-at-large after January 1st shall be 50% of the regular annual dues for the remainder of the current year and shall include a subscription to THE CHANNEL.
- b. All dues (both Chapter and members-at-large) are payable to the National Treasurer upon application and thereafter annually on July 1st. Dues shall become delinquent if not paid by the following November 1st.
- c. For uniformity of all procedures, the fiscal year of all local chapters shall be from July 1st to the following June 30th.

### Section 9 Transfers:

- a. From one chapter to another: A member may transfer to another chapter during the fiscal year by notifying her current chapter. The losing chapter will provide a transfer statement to the chapter to which the member is transferring, to the National Headquarters, to the member transferring, and keep one copy for files in the original chapter. A member transferring after paying current dues to the original chapter (which chapter shall retain such dues) shall be extended all membership privileges in the gaining chapter until the end of the fiscal year, when dues will be paid to the new chapter. Immediately after the transfer, member will be included in the membership count of the gaining chapter.
- b. From MAL to chapter member: A member-at-large, who transfers to an established local chapter, shall pay the difference between the dues of the chapter and member-at-large dues for the current year or for that portion thereof. Immediately upon acceptance into a local chapter, her member-at-large status shall be canceled, and she will be included in the membership count of the local chapter. A member-at-large in good standing may resign upon written notice of such resignation to the National Headquarters.

Section 10 Termination of Chapter In case of the termination or revocation of a charter, the chapter of the Women's Army Corps Veterans' Association

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organized under the charter will cease operations and be required to turn over to the National First Vice-President the charter and all records.

- a. A chapter whose membership falls below the required six (6) members during the year prior to July 1st shall be notified by the National First Vice-President that they must have six (6) members within six (6) months or surrender their charter.
- b. A local chapter, which has allowed its membership to lapse for a full fiscal year or longer, may reorganize provided it has at least six (6) members and meets other chapter eligibility. Chapters desiring to reactivate must contact the National First Vice-President. If a chapter has been deactivated for two (2) years, it will be processed as a new chapter.

### ARTICLE V - OFFICERS

Section 1 The elected officers of the National Association shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Corresponding Secretary, Chaplain and Sergeant-at-Arms. Each of the officers shall hold office for one year or until a successor is chosen.

Section 2 No national officer, with the exception of Treasurer, shall serve in the same office for more than three (3) consecutive terms. Six months shall be considered a term in determining eligibility for reelection. The Treasurer may serve an unlimited number of terms, but must be reelected on an annual basis.

Section 3 All national officers will offer assistance, as requested, to their counterparts at the local chapter level.

Section 4 All national officers shall present a written report to the voting body at the Annual Convention.

Section 5 The President, with approval of a majority of the National Board of Directors, shall fill all vacancies in elective offices, with the exception of that of President, for the unexpired term, by mail if necessary. The First Vice-President shall fill a vacancy in the office of President.

Section 6 The duties of officers shall be such as are implied by their respective titles and as specified in these Bylaws and the parliamentary authority. Each elected officer shall provide an annual written report to the convention. All officers shall turn over to their respective successors all records of their office no later than one (1) month following the convention. Local chapters may deviate from these duties as required.

Section 7 The President shall preside at all meetings of the Association, the National Executive Board and the National Board of Directors. She shall appoint the Chairpersons of all Standing and Special Committees with the exception of the Nominating Committee. She shall appoint members to the Honor Guard and ratify the appointment of the Convention Chairperson. All appointments must have National Executive Board approval. She shall submit an annual report to the Congress of the United States concerning the activities of the National Association during the preceding fiscal year, as required by Public Law 98-584.

- a. She shall be bonded.

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- b. She shall be an ex officio member of all committees except the Nominating Committee.
- c. She shall be responsible for implementing the policies of THE CHANNEL, as formulated by the National Board of Directors.
- d. She shall place the call to convention in THE CHANNEL at least sixty (60) days prior to the first day of convention.
- e. She shall obtain approval from the Executive Board for the services of a Certified Public Accountant.
- f. She shall appoint the following convention committees:
  - 1. Courtesy Resolution
  - 2. Election and Tellers
  - 3. Time Keeping
  - 4. Others as required
- g. She shall be responsible for implementation of all administrative functions of the National Headquarters and determine the scope of the duties of all Association employees with approval of the National Executive Board.

Section 8 The First Vice-President shall perform the duties of the President in her absence. In the event of death or resignation of the President, she shall become President for the unexpired term. She shall assist the President and act as her representative when requested. She shall be responsible for all of the administrative duties in the organizing of new chapters for the National Association. When a permanent charter is granted, she shall forward all records to the National Headquarters. She shall be responsible for obtaining and forwarding to the National Headquarters the charter of chapters that have been terminated, where they will be retained for two (2) years.

- a. Upon receipt of \$10.00 for the temporary charter and approval of the National Executive Board, a temporary charter shall be issued to the new chapter. After a chapter has been granted its temporary charter, annual dues of chapter members shall be paid as directed by the National Association.
- b. Three months prior to expiration date of temporary charter, the National First Vice-President will forward to the provisional Chapter President an application to be completed in triplicate for a permanent charter. The new chapter will not receive a permanent chapter number until approved for a permanent charter and completion of the following:
  - 1. Paid current national dues for at least six (6) members.
  - 2. Elected chapter officers for the second year.
  - 3. Obtained a Federal Employer Identification Number from the Internal Revenue Service and forwarded copy of it to the National Treasurer.
  - 4. Obtained a Letter of Determination from the Internal Revenue Service stating the chapter has been granted Federal tax-exempt status under the provisions of the IRS Code, Section 501 (c) (19), and forwarded a copy of it to the National Treasurer. If Letter of Determination is

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pending at expiration date of chapter temporary charter, the temporary charter may be extended, one time, for a period not to exceed six (6) months.

The new or provisional chapter shall forward application for permanent charter and remittance of five dollars (\$5.00) for the charter to the National First vice-president.

Section 9 The Second Vice-President shall perform the duties of the President and the First Vice-President in their absence. When requested she shall assist these officers in their duties. Her specific duty shall be membership. She shall keep a record of all chapters and their membership and shall coordinate with the National Headquarters on all members-at-large. She shall appoint member-at-large delegates and the chairperson thereof to the National Convention.

Section 10 The Recording Secretary shall keep the minutes of the meetings of the National Association. She shall furnish the National Board of Directors with copies of the minutes. She shall also be responsible for the preparation and distribution of the Minutes and Resume of Minutes. The Annual National Convention Minutes and Resume of Minutes shall be completed and mailed to the Board of Directors by January 1 following the Annual National Convention and the Resume of Minutes may be published in the February/March issue of The Channel.

Section 11 The Corresponding Secretary shall conduct the general correspondence of the Association, under the direction of the President. She shall assist the President when requested. She shall receive rosters of the delegates to the Annual Convention from each Chapter and National Second Vice-President for members-at-large attending the convention and provide them to the President.

Section 12 The Treasurer shall be knowledgeable and capable of bookkeeping and accounting procedures. She shall hold all monies belonging to the Association for deposit in the bank or banks selected by the President and the Treasurer. She shall be bonded. She shall make a written report of accounts at all meetings of the Association. She shall disburse funds only upon receipt of original bills and/or requests signed by the President or Vice-Presidents. She shall receive from local chapters the annual dues accompanied by transmittals.

- a. After the close of the fiscal year and prior to the Annual Convention the accounts of the Treasurer shall be audited (in accordance with generally accepted accounting standards) by an independent certified public accountant certified or licensed by a Regulatory Authority of a state or other political subdivision of the United States. Said audit and report to Congress of the United States shall be in accordance with U.S. Code, Title 36, Chapter 42, 1102 and 1103. A statement from the Certified Public Accountant in reference to the audit shall be read to the convention body prior to receiving the Treasurer's financial statement.
- b. The Treasurer shall furnish her successor all records of the office at the close of the Annual Convention and shall have turned over all records and accounts within thirty (30) days following the convention. In the event of a vacancy in the office of Treasurer, an auditing committee appointed by the

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President shall examine the records and accounts, and transmit them to the new Treasurer without delay.

- c. The Treasurer shall be an ex officio member of any Committee handling finances.
- d. The Treasurer shall be responsible for the preparation of a budget and submission of a budget to the National Board of Directors at the pre-convention Board Meeting. The Treasurer shall present the proposed budget to the Annual Convention for adoption.
- e. The Treasurer shall advise and assist a temporary chapter in making application to the Internal Revenue Service for a Letter of Determination for Federal Income Tax exempt status under the provisions of IRS Code, Section 501 (c) (19).
- f. She shall receive all financial records of the Annual Convention from the Convention Treasurer. She will audit these records and report the financial status to the convention body at the next Annual Convention. She will then send the records to the National Headquarters to be stored for five (5) years.

Section 13 The Chaplain shall give the invocation at all meetings of the Association and be in charge of Memorial Services. Her advice, counsel, and services shall be available to any member of the Association.

- a. She shall be responsible for publishing and maintaining a Chaplain's Handbook for use by the local chapters.
- b. She shall be responsible for acknowledging the serious illness or death of a member and/or member's immediate family. This also includes former members and their immediate family.

Section 14 The Sergeant-at-Arms shall be responsible for obtaining the flags and paraphernalia of the Association from the National Headquarters for the Annual Convention. She shall be responsible for good order and comfortable physical arrangements for all meetings. She shall receive and escort visitors to the Chair. The Sergeant-at-Arms shall lead the convention body in the Pledge of Allegiance. At the Annual Convention the Sergeant-at-Arms shall coordinate with the Captain of the Honor Guard regarding participation of the Honor Guard. She shall conduct the election of Honor Guard officers. She shall request participation of two (2) Honor Guard members and the Captain of the Honor Guard to in the activities in Washington DC on Memorial Day and Veterans Day.

She shall, as soon as possible after convention, compile a ballot form which she will send to the Honor Guard membership for final vote. A plurality of votes cast shall constitute election in each position. Upon return of said ballots she shall announce the result of the election.

## ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 1 A Nominating Committee of six (6) members shall be elected by the National Board of Directors at its meeting at the preceding convention. The Immediate Past National President shall serve as chairperson. If she is unable to serve, the most recent Past National President (PNP) shall serve as chairperson.

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Section 2 The chairperson of the Nominating Committee shall place forms for qualified members of a chapter or member-at-large in the December/January issue of THE CHANNEL. Forms for a chapter member or member-at-large will be submitted by February 15 to the Chairperson of the Nominating Committee. The Nominating Committee shall be required to recommend or not recommend nominees to the Convention body from the names submitted.

- a. A summary (not exceeding three hundred (300) words outlining the qualifications of the individual proposed for candidacy including name, residence, past and present local and/or national WACVA service) will be submitted to the Nominating Committee under the above procedure. The summary for a proposed candidate for the office of Treasurer must include detailed qualifications and certification that the proposed candidate is knowledgeable as a bookkeeper or accountant capable of administering accounting procedures.
- b. Recommendations for nominations shall be submitted by members-at-large to the National Second Vice-President for verification and forwarding to the Nominating Committee. If a member-at-large is serving as the National Second Vice-President then the recommendation will be signed and forwarded by the National First Vice--President.

Section 3 In advance of the national convention the Nominating Committee shall submit to THE CHANNEL editor the profiles of persons running for national office. Profiles shall be printed in the June/July issue of The Channel.

Section 4 The Nominating Committee shall meet at the earliest possible time prior to the Annual Convention and as often thereafter as necessary to select one or more candidates for each national office.

Section 5 The chairperson of the Nominating Committee shall report the names of nominees during the first (1<sup>st</sup>) business session. At the second (2<sup>nd</sup>) business session the President shall call for nominations from the floor. Nominations shall be closed and no nomination may be made at the time of the election.

Section 6 Names and qualifications of nominees shall be posted in the convention area following the nominations.

Section 7 The election shall be held as the first order of business during the third (3<sup>rd</sup>) business session of the convention. The officers of the National Association shall be elected by ballot (or by acclamation if there is only one nominee for an office). Officers elected shall assume their duties at the close of the Annual Convention. A majority of votes for each office shall elect.

## ARTICLE VII - BOARDS AND DUTIES

Section 1 The National Executive Board shall consist of the National Officers (President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, Corresponding Secretary, Chaplain, and the Sergeant-at-Arms), and shall have the authority to transact emergency business in the interim between meetings of the National Board of Directors and/or the Annual Convention. The National Executive Board shall meet immediately following the close of the Annual Convention, and thereafter at the discretion of the President. A vote of

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the National Executive Board may be taken by mail, telephone, fax or e-mail, if desired. When a vote is made between regular meetings, it shall later be ratified at an in-person meeting.

- a. Final decision as to admission of the chapter and permission for it to receive its permanent charter shall rest with the National Executive Board.
- b. Approval of handbooks and other publications prior to distribution.

Section 2 The National Board of Directors shall consist of the National Officers, the National Chairpersons of all Standing Committees, the Captain of the National Honor Guard, and Chairperson of the Member-at-Large delegates, President of each local chapter or a duly authorized representative; and all Past National Presidents. The Chairperson of Special Committees and the Immediate Past Convention Chairperson may be invited to attend meetings of the National Board of Directors, without vote, when the President deems that their presence is advisable. They shall meet yearly immediately preceding the Annual Convention. Meetings may be held at such other times as required by the National President. A minimum of fifteen (15) members of the National Board of Directors may call a meeting upon written notice to every member of the Board. Such notice must state the time, place, and purpose of such meeting (no other business may be transacted) and must be given at least three (3) weeks in advance of the date of the meeting.

- a. The National Board of Directors shall determine the general scope of the Honor Guard. These shall include but not be limited to the following:
  1. Policies
  2. Uniforms including WACVA Insignia, Rank, Service Stripe, Fourragere
  3. Publication of an Honor Guard Handbook
- b. The National Board of Directors shall establish the general policies for editing THE CHANNEL.
- c. A vote of the National Board of Directors on emergency matters may be taken by mail, fax, e-mail or telephone at the request of the National President. A mail vote shall have a response time of thirty (30) days from the postmark.
- d. The National Board of Directors shall be the approving authority for the National Headquarters site selection and shall determine the scope of the administrative functions.

## ARTICLE VIII - STANDING AND SPECIAL COMMITTEES

Section 1 The Standing Committees of the National Association shall be: Bylaws/Parliamentarian, Community Projects, Convention Chairperson, Editor of THE CHANNEL, Financial Investment, Historian/Publicity, Hospital/Veterans Affairs Voluntary Service (VAVS) Representative, Service Information Officer, and Webmaster. Each Standing Committee Chairperson shall provide a written report at the Annual Convention.

Section 2 The Bylaws Chairperson/Parliamentarian shall be responsible for review of the Bylaws of the National Association. She must ensure that the Bylaws do not conflict with the Articles of Incorporation and/or Public Law 98-584

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- Oct. 30, 1984. She shall consider suggested changes to the Bylaws and be responsible for presentation of proposals to the Association.

- a. The Bylaws Chairperson shall be the National Parliamentarian with duties to guide and assist the presiding officer in the conduct of all meetings of the Association. She shall interpret parliamentary procedure and usage, and assist the Association in the proper functioning of its own rules and parliamentary authority.
- b. She shall be responsible for maintaining and keeping current the "Handbook for Local Chapters."
- c. The Chairperson shall examine and approve the Bylaws of all chapters seeking membership in the National Association. She shall approve all proposed amendments to the Bylaws of existing chapters. Any conflict between the national parliamentarian and the local chapter that are unresolved shall be referred to the National Executive Board, whose decision shall be final.
- d. She shall provide proposed amendments to the editor for publication in the April/May issue of THE CHANNEL.

Section 3 The Convention Chairperson shall be responsible for planning and developing the special events program of the Annual Convention.

Section 4 The Community Projects Chairperson shall encourage local chapters and members-at-large to support projects that are for the general welfare of the local community. She shall encourage local chapters to select projects that are best suited to the capability and/or adaptability of the local members.

Section 5 The Editor of THE CHANNEL, under the general policies established by the National Board of Directors, shall assemble and prepare material for THE CHANNEL and cause same to be published and distributed. THE CHANNEL shall be used as a medium for disseminating information, reports and matters of importance to the Association, and/or other publicity purposes. The Editor shall publish requests of National Officers and chairpersons regarding reports and other data; and include the promotion of the general welfare of the Association.

Section 6 The Financial Investment Committee shall provide WACVA with income to perpetuate established goals, budgets, and scholarships and shall consist of three (3) members and one (1) Chairperson. The National Treasurer will be a non-voting member of the Committee. The Committee shall make recommendations for investment and reinvestment of the Organization's investments.

Section 7 The Historian/Publicity Chairperson shall compile and maintain a written and pictorial history of the Association. She shall also be responsible for publicizing and promoting the objectives of the Association through every possible medium. She shall assist Local Chapters in Publicity as requested. She shall publish and maintain a Publicity Handbook for use by local chapters.

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Section 8 The Hospital Chairperson shall stimulate interest and participation on the part of the Association in the veteran's hospital programs and other health and social needs of veterans.

- a. The Hospital Chairperson shall be the Association's Veterans Affairs Voluntary Service (VAVS) Nationally Authorized Certifying Official and all VAVS Representatives and Deputy Representatives of the Association shall be certified by her to participate at the appropriate Veteran's Administration Medical Facilities.
- b. The Hospital Chairperson shall be the Association's National VAVS Representative. Two (2) Regional Deputy Representatives shall be appointed by the President.

Section 9 The Service Information Officer shall be available to answer members' questions on securing benefits and services to which they may be entitled and shall keep members informed of them through THE CHANNEL.

Section 10 The Webmaster shall have responsibility for all aspects of the Association Web Site on the World Wide Web. She will keep the page updated. If questions are submitted to the Website, the Webmaster will respond to each question and forward requests to the appropriate National Officer.

Section 11 The Chairperson of each Standing Committee shall make every effort to encourage participation by members-at-large.

Section 12 At the close of the Annual Convention, but not later than one (1) month after the Annual Convention, all committee chairpersons shall deliver all pertinent records/files to their successors.

Section 13 Special Committees may be appointed by the National President, with approval of the National Executive Board as the need arises. Duties of these special committees shall be defined at the time of appointment. There shall be a Chairperson of each Special Committee. Each Special Committee Chairperson shall provide a report at the Annual Convention.

### ARTICLE IX- ANNUAL CONVENTION

Section 1 The National Association shall hold an Annual Convention. The National Board of Directors will designate the time and place two (2) years prior to the actual convention. The National President with National Executive Board approval may authorize any emergency and/or necessary change in place and/or date of the convention.

- a. The National Board of Directors shall meet immediately prior to the Annual Convention.
- b. The National Executive Board shall meet prior to the National Board of Directors, following the Annual Convention, and thereafter at the call of the National President.

Section 2 A quorum for the meeting of the National Board of Directors shall be one-third (1/3) of its voting membership.

Section 3 A quorum for the Annual Convention shall be representation from at least one-third (1/3) of chapters in good standing.

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Section 4 Chapters, a member of the Board of Directors or individual member desiring to bid for an Annual Convention will make a proposal two (2) years prior to the date of the convention. The Convention Body will vote on this proposal.

Section 5 The Convention Chairperson shall be responsible for planning and developing the special events program of the Annual Convention of the National Association, as guided by the Convention Planning Handbook. She shall recommend to the National President any necessary revisions to the Convention Planning Procedure Handbook.

Section 6 The Convention Treasurer shall be responsible for receiving all monies for the Annual Convention. She shall maintain appropriate financial records of the Annual Convention.

Section 7 Representation at the Annual Conventions of the National Association shall be by delegates from local chapters and from members-at-large. To be eligible to serve as delegate or alternate, members must be in good standing, and their current fiscal year per capita national dues shall have been paid to the National Treasurer at least sixty (60) days prior to the end of the fiscal year.

Honorary and Affiliate members are encouraged to attend all sessions of the Annual Convention but will be without vote.

- a. Chapters at a meeting prior to 1 July shall elect Chapter delegates and alternates. Their names and addresses shall be certified, and forwarded to the National Credentials Chairperson. This information must be furnished to the Credentials Chairperson NOT LATER THAN THIRTY (30) DAYS prior to opening date of the Annual Convention.
- b. Members-at-large shall be represented by delegates appointed by the Second Vice-President of the National Association.
- c. Delegate representation of chapters and members-at-large shall be based on membership (dues paid to the National Treasurer) as of June 30; according to the following formula:
  1. Six (6) to thirty-seven (37) authorized two (2) delegates and two (2) alternates
  2. Thirty-eight (38) to sixty-two (62) authorized three (3) delegates and three (3) alternates.
  3. Sixty-three (63) to eighty-seven (87) authorized four (4) delegates and four (4) alternates.
  4. Eighty-eight (88) to ninety-nine (99) authorized five (5) delegates and five (5) alternates.
  5. One hundred (100) to one hundred seventy-six (176) authorized six (6) delegates and six (6) alternates.
  6. One hundred seventy-seven (177) to two hundred twenty six (226) authorized seven (7) delegates and seven (7) alternates.
  7. Two hundred twenty-seven (227) to two hundred seventy-six (276) authorized eight (8) delegates and eight (8) alternates.

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8. Two hundred seventy-seven (277) to three hundred twenty-six (326) authorized nine (9) delegates and nine (9) alternates.
  9. Three hundred twenty-seven (327) plus are authorized ten (10) delegates and ten (10) alternates.
- d. A sample of chapter delegate or alternate forms can be found in the Handbook for Local Chapters.

### Section 8 Proxy voting shall be authorized.

- a. Definition: Proxy voting is written authorization for registered delegates from a chapter to cast votes of the chapter. Such authorization shall be submitted to the Credentials Chairperson and made a part of the official minutes.
- b. Proxies are allowed for Chapters which are unable to send authorized delegate strength to the convention. A Chapter president or delegate may exercise a proxy vote for no more than two (2) absent delegates from her chapter. The total number of votes present and proxy cannot exceed the chapter's delegate authorization. All proxy votes must be identified by the absent delegates' names. National Officers and Standing Committee Chairpersons may be authorized to exercise the proxy vote for no more than two (2) of the absentees from her local chapter.
  1. A sample of the Proxy Form is in the Handbook for Local Chapters.
  2. No chapter delegate may represent by proxy a delegate from another chapter.
- c. A Proxy Form must be submitted to the credentials chairperson.
- d. A proxy vote may be cast at the Annual Conventions when voting for election of National Officers, resolutions, and amendments to the Bylaws.

Section 9 The voting body at Annual Conventions shall consist of members of the National Board of Directors, and the delegates or their alternates. No member may be authorized more than one vote regardless of status exclusive of proxies.

Section 10 Convention expenses may be reimbursed to each National Officer, Immediate Past National President. The Convention Chairperson for the next Annual Convention is authorized the same reimbursement.

- a. All expenses of the National President relevant to her official duties at the Annual Convention, to include travel, lodging and the three social event meals. Travel reimbursement shall be at the lowest available round trip airfare or actual expenditure, whichever is lower.
- b. Cost of a hotel room at one-half (1/2) of the lowest rate charge for double occupancy for up to five (5) nights for all National Officers (excluding the current National President or President pro tem and the Immediate Past National President) may be reimbursed.
- c. The payment of expenses of chapter presidents and delegates attending the Annual Convention will be determined by their respective chapters.

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- d. Upon request the registration fee may be reimbursed to each National Officer, National Standing Chairperson, the Convention Chairperson for the next Annual Convention, and members of the National Honor Guard actively participating in Honor Guard duties at convention if funds are available.
- e. Social events meal expenses may be reimbursed to members of the National Honor Guard who actively participate as uniformed members of the Honor Guard unit at the Annual Convention. Such reimbursement shall be limited to a total of sixty (60) meals per convention.
- f. All requests for reimbursement shall be made to the National President within 30 days.

### ARTICLE X - HONOR GUARD

Section 1 There shall be an Honor Guard of the National Association, appointed by the National President after approval by the National Executive Board, for participation in ceremonies of the Association, and public ceremonies when requested. Participation must be in accord with National Association policies and objectives.

Section 2 The positions of Captain and Lieutenant of the Honor Guard shall be filled from within the membership of the Guard by an election of Guard members conducted by the National Sergeant-at-Arms.

#### Section 3 Flags

- a. Flags and other property of the National Association used by the Honor Guard shall be the responsibility of the Captain of the Guard.
- b. Some expenses for no more than three (3) National honor Guard members (2 flag bearers and the Captain of the Honor Guard or her representative), participating in Memorial Day and Veterans Day activities at Arlington National Cemetery, may be reimbursed up to and not to exceed five hundred dollars (\$500.00) each. Request for reimbursement must be submitted with all receipts within 30 days after completion of travel.

### ARTICLE XI - NATIONAL HEADQUARTERS

Section 1 Designated administrative functions of the National Headquarters will be implemented as required and in a manner that provides continuity in the functioning of the Association.

Section 2 The National Executive Board will staff the headquarters as required and designate lines of authority.

Section 3 Employees will be reimbursed necessary travel and expenses for the performance of their duties.

### ARTICLE XII - NATIONAL EMERGENCY

Section 1 In a national emergency, the National Board of Directors shall set up machinery to carry on the work of the association.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1 Current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the Association, subject to such special rules as have been or may be adopted by the Association.

ARTICLE XIV - AMENDMENTS

Section 1 Amendments to these bylaws may originate with any chapter or member-at-large in good standing, with the National Board of Directors or with the Constitution and Bylaws Chairperson.

- a. These Bylaws may be amended at any Annual Convention by a two-thirds (2/3) vote of the voting body. Proposed amendments must be submitted to the Constitution and Bylaws Chairperson not later than February 1 and must be made available to the membership not later than 60 days prior to the convention.
- b. Proposed amendments received after February 1 may be presented at the Annual Convention if submitted in writing prior to the session at which amendment voting takes place. Amendments of this category require a 9/10 vote.

ARTICLE XV CONFLICT OF INTEREST POLICY

Section 1 The Officers, Directors, and employees of the Women's Army Corps Veterans' Association (the "Association") shall exercise the utmost good faith in all transactions touching upon their duties to the Association and its property. In their dealings with and on behalf of the Association, they are held to a strict rule of honest and sincere dealing between themselves and the Association. They shall not use their positions, or knowledge gained there from, so that a conflict might arise between the Association's interest and that of the Officer, Director, or employee.

Section 2 For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Association, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Association. Relationships and dealings of the Association with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Association shall not constitute interests under this Paragraph.

Section 3 Any Officer, Director, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee of the Board of Directors for consideration, authorization, approval, discussion, or ratification, shall make a prompt, full, and frank disclosure of his or her interest to the Board of Directors at the first meeting of the Board of Directors in each year, or before the Board of Directors or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse to or potentially adverse to the Association's interest.

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Section 4 The Board of Directors shall examine potential conflicts of interest pursuant to the following standards and procedures.

- a. The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists, or can reasonably be construed to exist.
- b. The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.
- c. If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.
- d. If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use his or her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Association.
- e. At any meeting of the Board of Directors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of the members of the Board of Directors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.
- f. In order to approve such contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested member of the Board of Directors, that:
  - 1 the proposed contract, transaction, or arrangement is in the Association's best interest and for its own benefit; and
  - 2 the proposed contract, transaction, or arrangement is fair and reasonable to the Association.
- g. The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Association shall keep minutes of the discussions and deliberations as part of the minutes of the Association.

Section 5 The violation of this Conflict of Interests policy is a serious matter and may constitute "cause" for removal or termination of an Officer, Director, or employee.

### ARTICLE XVI - DISSOLUTION

Section 1 National: In the event that the National Organization should vote to dissolve the Association the following actions shall be taken by the Executive Board:

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- a. Notify the United States Congress of the intent to cease operating as an association. This will accompany the return of the Federal Charter.
- b. Notify the Internal Revenue Service (IRS) and the District of Columbia of the intent to cease operation.
- c. Distribute remaining funds in accordance with Certificate of Incorporation.
- d. Notify all chapters and MAL of dissolution.

Section 2 National's responsibility in case of dissolution of Local Chapters: Upon receipt of the notification of intent to dissolve by a local chapter the 1st Vice President shall:

- a. Notify the President of the Chapter's intent to dissolve.
- b. Provide the 2nd Vice President, Treasurer and the National Office a list of members transferring to Member-at-Large status.
- c. Forward the Chapter's Charter to the National Headquarters for safekeeping.
- d. Instruct the Local Chapter President to forward all files pertaining to the Chapter to the National Headquarters. These files will be retained for two (2) years in the event the Chapter is reactivated.

Section 3 Local Chapters: When a Local Chapter votes to cease operation the following actions shall be taken and the National 1<sup>st</sup> Vice President: shall be notified.

- a. Forward the Charter and a letter of intent to dissolve to the National 1st Vice President.
- b. Provide list of paid up members transferring to Member-at-Large status and a list of members transferring to another chapter (state Chapter Name and Number to which they are transferring).
- c. Provide information regarding final disbursements of funds as noted in Chapter's IRS paperwork.
- d. Forward copies of Articles of Dissolution sent to the State in which the Chapter was chartered.
- e. Forward all files pertaining to the Local Chapter to the National Headquarters.

Adopted: 26 Aug 2005

Amended: 1 Sep 2007

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Standing Rules

1. Dues:
  - a. National dues for active members are \$25.00 per fiscal year. For new members joining after 1 Jan, dues to the end of the fiscal year are \$12.50 and then \$25.00 per fiscal year thereafter.
2. Annual Convention:
  - a. A registration fee for the annual convention shall be assessed as follows:
    1. All members who attend any portion of convention activities shall pay a registration fee of \$15.00.
    2. Chapter delegates not in attendance who wish to exercise a proxy vote shall pay a registration fee of \$10.00.
3. Financial
  - a. A Fund, with check writing capabilities shall be maintained. Withdrawal will require signatures of the National President, the National Treasurer and the Chairperson of the Committee.
4. Bonding
  - a. The President, Treasurer, Annual Convention Chairperson, and Annual Convention Treasurer shall be jointly bonded in an amount equal to, or up to \$50,000.00 more than the current assets of the Association. The cost of the bond shall be paid by the Association, and reviewed annually by the National Executive Board.
5. President's Pin or Pendant

The Sergeant-at-Arms is responsible for obtaining the outgoing president's pin or pendant.
6. Amendments

These Standing Rules may be amended at any Annual Convention by a majority vote provided that the amendment has been submitted to the Bylaws Chairperson in writing prior to 1 February. If notice has not been given, a 2/3 vote is required.
7. Reimbursement
  - a. The National VAVS Representative, or her designated Deputy, shall attend the Annual National VAVS Conference. She shall be reimbursed for the cost of travel, lodging for up to five (5) nights, registration fee, and the official banquet. Travel reimbursement shall be at the lowest available round trip airfare or actual expenditure, whichever is lower.
  - b. Reimbursement may be made to the WACVA member acting as presenter of the Pallas Athene Award. Reimbursement shall be for the cost of lodging for one night and the cost of a luncheon or dinner if required for the presentation ceremony.