

National Bylaws



Issued 21 August 2022

Women's Army Corps Veterans' Association
Army Women United
Bylaws

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Women's Army Corps Veterans' Association
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ARTICLE I - NAME & TRADE NAME

NAME: The name of the Association shall be the Women's Army Corps Veterans' Association.

TRADE NAME: A trade name was approved at the 2011 National Convention and on 30 September 2011 the Government of the District of Columbia, Department of Consumer and Regulatory Affairs (DCRA), Corporation Division, issued A Certificate of Trade Name Registration to Women's Army Corps Veterans' Association, trade name: "Army Women United." Hereafter referred to in this document as WACVA-AWU. This trade name must be periodically renewed with DCRA. The Association name with the trade name is as follows:

Women's Army Corps Veterans' Association
Army Women United

The approved logo is below.



ARTICLE II - PURPOSE: The purpose of the association is to promote the general welfare of all veterans, especially women veterans, who have served or are serving in the United States Army, the Army Reserve, and the Army National Guard; to recognize outstanding women in college ROTC units throughout the United States; to provide services and support to patients in medical facilities of the Department of Veterans Affairs throughout the United States; to provide civic betterment programs for the community; and, to provide social and recreational activities for members. The WACVA-AWU is a civilian organization comprised of women who have served or are currently serving in the United States Army. Our shared service and comradeship unite us as a community; rank has no bearing upon membership.

ARTICLE III - GOVERNING AUTHORITY

Section 1 WACVA FEDERAL CHARTER: Public Law 105-225 (12 August 1998) 105th Congress.

Section 2 Certificate of Incorporation of Women's Army Corps Veterans' Association, recorded 14 May 1951, in Incorporation Liber 76 at Folio 126 as

instrument #35045. Three (3) Certificates of Amendment of Incorporation have been added to the original 1951 Certificate of Incorporation. These Certificates are dated 27 June 2008, 4 September 2008, and 6 March 2009. Registration with the DCRA must be renewed biennially (every two years, on odd years) by the National Treasurer prior to 1 April of the renewal year. Failure to renew may lead to loss of standing.

Section 3 The Army Women United Trade Name registration with DCRA must be renewed biennially (every two years, on odd years) by the National Treasurer prior to 1 April of the renewal year. Failure to renew may lead to loss of standing.

Section 4 The current bylaws of the Women's Army Corps Veterans' Association – Army Women United are a governing document of this Association.

Section 5 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. Robert's Rules of Order shall not supersede the Association's National Bylaws.

ARTICLE IV - MEMBERSHIP

Section 1 Women who are current, former or retired members of the U.S. Army who have served honorably on Active Duty, in the Army National Guard, or the U.S. Army Reserve as commissioned officers, warrant officers, or enlisted are eligible for membership in the WACVA-AWU. Member eligibility is based upon honorable service in the U.S. Army as a female. All members must provide proof of honorable service. Membership shall be without regard to race, color, creed, national origin, age, sexual orientation or ability.

Section 2 Members-At-Large (MAL) are members where there is no local chapter available or in such cases where the personal situation makes it impractical for individuals to be a member of a local chapter. MAL are regular members and have equal status as to those who belong to a chapter.

Section 3 Members' proof of service documents shall be vetted by their chapters, or in the case of a MAL by the Administrative Assistant, National Headquarters. Should there be concerns or questions surrounding proof of service, consult/refer to the National Executive Board for guidance and eligibility determination. Proof of honorable service documents include:

- a. The member's DD214 (Certificate of Release or Discharge from Active Duty), official retirement document or equivalent official federal or state evidence of honorable service.
- b. Official Retirement Orders or Twenty-Year Letter. Former Army Reserve or National Guard members who served fewer than 20 years should provide official federal or state documents clearly indicating their service.
- c. A statement from the current custodian of the applicant's personnel records, or her current company commander, certifying her active status is being served under honorable conditions will be provided by members currently serving on

Active Duty, in the Army Reserve, or National Guard. Upon separation from active service, the member will furnish a copy of her DD 214, or official federal or state documents for verification of separation under honorable conditions.

Section 4 Official proof of service for all members shall be maintained at National Headquarters. Proof of service documents must be securely stored to protect members' personal identifying and private information. Social security numbers must be obscured. Proof of service documents cannot be used for any purpose other than establishing membership eligibility without the written approval of the member.

Section 5 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 6 Affiliate Membership: Affiliate memberships include women that have served or are currently serving in any other branch of military service or ROTC cadets. Affiliate members shall not have a vote or hold office. The local chapter will determine dues for affiliate members. Affiliate members shall be allowed to attend convention, will be identified as an affiliate member, and attendance shall be without vote. Affiliates shall be seated in the designated section.

Section 7 Honorary Membership: Honorary membership may be given upon approval of the National Executive Board to:

- a. Mothers of members of the WACVA-AWU provided they are not otherwise eligible for membership.
- b. Women who have performed outstanding or exceptional service to the WACVA-AWU provided they are not otherwise eligible for membership.
- 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. (For more information see Article X, Section 8. e.)

ARTICLE V - LOCAL CHAPTERS/MEMBERS-AT-LARGE

Section 1 The WACVA-AWU shall be composed of local chapters and MAL. For uniformity of all procedures, the fiscal year shall be from 1 July to the following 30 June.

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

Section 3 All local chapters shall elect officers as of 1 July of each year. Local chapters may combine any of the elected office positions except for the office of President. MAL Chair(s) shall be appointed by the National President.

Section 4 Local chapters shall forward to the National Treasurer the annual national

dues of chapter members as designated in the Standing Rules. A copy of the National Dues Transmittal Form shall be submitted for new, renewing or transferring members, and include payment to the National Headquarters, if applicable. See Chapter Handbook for National Dues Transmittal Form.

Section 5 Local chapters shall send to the national office a list of names and contact information of chapter officers after their election, but not later than 1 August. Each Standing Committee Chair of the chapter shall notify her national counterpart of her appointment.

Section 6 Local Chapters shall submit the names and contact addresses of chapter delegates and alternates to the National Convention in accordance with the Convention Handbook.

Section 7 Names and addresses of chapter members designated for appointment as VA Center for Development and Civic Engagement (VA-CDCE) Representatives and Deputy Representative(s) shall be submitted to the National Chair VA-CDCE, who serves as the Authorized Certifying Official for certification to the appropriate VA Medical Facility. Such requests shall be made at least thirty (30) days prior to the expiration of the current certification.

Section 8 Membership Dues:

- a. The amount of the National annual dues of members shall be recommended by the National Board of Directors (as defined in Article VIII, Section 2) and voted on at the national convention by the convention body. Dues shall include a subscription to the national publication (THE CHANNEL). National dues for new members after 1 January shall be $\frac{1}{2}$ of the regular annual dues for the remainder of the current year and shall include a subscription to THE CHANNEL.
- b. All dues are payable upon application and thereafter annually on 1 July. Dues shall become delinquent if not paid by 1 October. Those whose dues become delinquent shall be removed from the Association.
 1. For members belonging to a Chapter, National dues are payable to the Chapter Treasurer, who will forward dues to the National Headquarters.
 2. In the case of MAL, National dues shall be paid directly to the National Headquarters.

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 current 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, the member will be included in the membership count of the gaining chapter.

- b. From MAL to Chapter Member: A MAL, who transfers to an established local chapter, shall pay the difference between the dues of the chapter and MAL dues for the current year or for that portion thereof. Immediately upon acceptance into a local chapter, her MAL status shall be canceled, and she will be included in the membership count of the local chapter.
- c. A MAL 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 WACVA-AWU organized under the charter will cease operations and the Chapter will 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 1 July 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 requirements. 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 retaining the original chapter number.
- c. The chapter is responsible for filing a final termination to the IRS using Form 990-N e-Postcard.

Section 11 New Chapters: New chapters applying for membership in the National Association shall contact the National First Vice-President who will provide requirements and guidance. A new chapter may request a donation of \$150 from National for the initial startup cost. A new chapter must apply for non-profit status from the Federal Internal Revenue Service (IRS) and register with its state for service of process.

- a. Upon approval of two-thirds (2/3) of the National Executive Board, a temporary charter shall be issued to the new chapter, which will be valid for eighteen (18) months from the date of issuance. After a chapter has been granted its temporary charter, annual dues of chapter members shall be paid as directed by the National Association.
- b. Upon completion of all requirements or three (3) 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 for a permanent charter.
- c. Final decision as to admission of the chapter and permission for it to receive its permanent charter and number shall rest with the National Executive Board.

Section 12 For uniformity of all procedures, the fiscal year of all local chapters shall be

from 1 July to the following June 30th. All local chapters shall elect officers as of 1 July of each year.

Section 13 IRS 990-N (e-Postcard): Electronic filing of the IRS 990-N (e-Postcard) is an ANNUAL requirement and shall be done each year after the end of the fiscal year. WACVA-AWU operates on a fiscal year which begins on 1 July and ends on 30 June. Filing should be completed before the deadline 15 November. The filing is mandated by law. Organizations must file their annual 990-N e-Postcard or face revocation of non-profit status if they miss three years in a row.

Section 14 The Chapter Handbook is available at the WACVA-AWU website under Member Resources <https://www.armywomen.org/>.

ARTICLE VI - OFFICERS

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

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 shall present a written report to the voting body at the National Convention and are encouraged to write an article for each issue of THE CHANNEL.

Section 4 The President, with approval of a majority of the National Executive Board, shall appoint a member in good standing to fill a vacancy in an elected office. The First Vice-President shall fill a vacancy in the office of President.

Section 5 The duties of officers shall be such as are implied by their respective titles and as specified in these bylaws and the parliamentary authority. All officers shall turn over to their respective successors all records of their office no later than one (1) month following the convention, with the exception of the Recording Secretary, who will complete transfer by 1 March of the following year. Local chapters may deviate from these duties as required.

Section 6 The President shall preside at all meetings of the National Association, the National Executive Board (see Article VIII, Section 1) and the National Board of Directors (see Article VIII, Section 2). She shall appoint the Chairs of all Standing and Special Committees with the exception of the Grievance and Nominating Committees. She shall appoint members to the Honor Guard and ratify the appointment of the Convention Chair(s). 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 105-225 12 August 1998. Candidates for President shall have served as a national officer or chair of a national standing committee, and shall have

attended the National Convention as a voting member at least three of the last five (5) years.

- a. She shall be bonded.
- b. She shall be an ex officio member of all committees except the Nominating Committee and Grievance Committee.
- c. She shall be responsible for supervising the implementation of 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 in coordination with the Treasurer obtain approval from the Executive Board for the services of a Certified Public Accountant.
- f. She shall appoint the following convention positions:
 1. Courtesy Resolution
 2. Election tellers
 3. Timekeepers
 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 7 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. Candidates for First Vice President shall have served as a national officer, chapter officer or chair of a standing committee, and shall have attended the National Convention at least three of the last five (5) years.

- a. She shall assist the President and act as her representative when requested.
- b. She shall be responsible for all of the administrative duties in the organizing of new chapters for the National Association.
- c. She shall monitor and assist local chapters with required documentation and filings.

Section 8 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 members and shall coordinate with the National Headquarters on all members. She shall coordinate with the MAL chair to appoint delegates to the National Convention.

Section 9 The Recording Secretary shall keep the minutes of all 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 National Convention Minutes and Resume of Minutes shall be completed and distributed to the Board of Directors by 1 February

following the National Convention and the Resume of Minutes shall be published in the March/April issue of THE CHANNEL. The Recording Secretary shall be responsible for ensuring all members of the Board of Directors and employees complete and sign a conflict of interest document at convention or no later than 1 September of each year.

Section 10 The Treasurer shall hold monies for the Association's operations. The treasurer will make all deposits to the bank account selected by the President and the Treasurer. The proposed candidate for the office of Treasurer must be knowledgeable in accounting procedures and capable of providing oversight of the bookkeeper/accounting specialist.

- a. She shall be bonded.
- b. She shall make a written report of accounts at all meetings of the Association.
- c. She shall in coordination with the Executive Board obtain the services of a bookkeeper/accounting specialist, who will manage the day-to-day financial records of the Association.
- d. She shall in coordination with the National President obtain approval from the Executive Board for the services of a Certified Public Accountant.
- e. She shall disburse funds only upon receipt of original bills and/or requests signed by the President.
- f. After the close of the fiscal year and prior to the National Convention the accounts of the Treasurer shall be reviewed (in accordance with generally accepted accounting standards) by an independent certified public accountant. Said review and report to Congress of the United States shall be in accordance with U.S. Code, Title 36, Chapter 42, 1102 and 1103. When the review is received by the President, the summary letter will be published, along with any findings, in the next edition of THE CHANNEL. The complete review report will be available to any member at the next National Convention. In addition, the complete review from the previous two years will be available for any interested member(s) to review at the National Convention.
- g. The Treasurer shall furnish her successor all records of the office within thirty (30) days of the National Convention. In the event of a vacancy in the office of Treasurer, the internal review committee shall examine the records and accounts, and transmit them to the new Treasurer without delay.
- h. The Treasurer shall be an ex officio member of any Committee handling finances.
- i. 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 National Convention for adoption.
- j. She shall receive all financial records of the National Convention from the Convention Treasurer. She will audit these records and report the financial status to the convention body at the next National Convention. She will then

send the records to the National Headquarters to be stored for five (5) years.

- k. In absence of the Treasurer and for reimbursements to the treasurer, the checks shall be signed by the President or an authorized signer with the approval of the President.

Section 11 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 updating 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 12 The Sergeant-at-Arms shall be responsible for good order and comfortable physical arrangements for all meetings. She shall receive and escort visitors. The Sergeant-at-Arms shall lead the convention body in the Pledge of Allegiance to the Flag of the United States of America and The Preamble.

- a. At the National Convention the Sergeant-at-Arms shall coordinate with the Captain of the Honor Guard regarding participation of the Honor Guard. She shall request participation of two (2) Honor Guard members and the Captain of the Honor Guard for the activities in Washington, DC on Memorial Day and Veterans Day.
- b. She shall conduct the election of Honor Guard officers. If there is more than one candidate per office she shall, as soon as possible after Convention, compile a ballot form to elect the Captain and Lieutenant, 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 VII - NOMINATIONS AND ELECTIONS

Section 1 The Immediate Past National President (IPNP) shall serve as the Nominations Committee chair. If she is unable to serve, the most recent Past National President (PNP) shall serve as Chair. A Nominating Committee of two (2) members shall be selected by the Immediate Past National President, or PNP if the IPNP is unable to serve and has not selected a committee.

Section 2 The chair of the Nominating Committee shall place forms for candidate profiles for members in the March/April issue of THE CHANNEL. Candidate profiles for members will be submitted by 1 April to the Chair 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 completed profile, outlining the qualifications of the individual proposed for candidacy including name, residence, past and present local and/or national

WACVA-AWU service will be signed by her chapter president or MAL chair and submitted to the Nominating Committee.

- b. No more than two elected officers overall shall be from any one chapter.

Section 3 In advance of the national convention the Nominating Committee shall submit the profiles of candidates to the editor of THE CHANNEL no later than 10 April. Profiles shall be printed in the May/June issue of THE CHANNEL.

Section 4 The chair of the Nominating Committee shall report the names of nominees during the first (1st) business session. The President shall call for nominations from the floor. Nominees from the floor shall provide a written profile to the Nominating Committee Chair, and will be interviewed by the Nominations Committee following the close of the first business session. Nominations shall be closed and no nominations may be made at the time of the election.

Section 5 Names and qualifications of all nominees shall be posted in the convention area.

Section 6 The election shall be held as the first order of business at the second business session unless otherwise scheduled by the president. Officers shall be elected by a majority vote. 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 following the installation of officers. In the event of a National Emergency see Section XIII National Emergency, Section 2.

ARTICLE VIII - 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, Chaplain, and the Sergeant-at-Arms. Attendance of others at the National Executive Board meetings shall be at the discretion of the President. The National Executive Board shall have Pre and Post-Convention meetings. The National Executive Board shall have at least three (3) quarterly meetings in addition to meetings at convention.

- a. Board meetings may be in person, via teleconference or video conference. Members will not be reimbursed for expenses.
- b. The President will set the schedule in coordination with board members.
- c. The agenda will be prepared ahead of time and distributed to the board members prior to the meeting, and minutes will be kept. A summary of the meeting will be published in the next available edition of THE CHANNEL.
- d. The National Executive Board shall have the authority to transact emergency business as needed. Actions taken under this provision will be published in the next available edition of THE CHANNEL and be presented at the next national convention for ratification if applicable.
- e. The National Executive Board shall give final approval for a new chapter to receive its permanent charter.

- f. The National Executive Board shall give final approval of handbooks and other publications prior to distribution.

Section 2 The National Board of Directors shall consist of National Officers, the National Chairs of all Standing Committees, the Captain of the National Honor Guard, MAL Chair or delegate, Chapter Presidents or a duly authorized representative; and all Past National Presidents. The President may invite Chairs of Special Committees and the Immediate Past Convention Chair to attend meetings of the Board.

- a. The National Board of Directors shall meet yearly immediately preceding the National Convention. Meetings may be held at such other times as required by the National President.
- b. A minimum of fifteen (15) members of the National Board of Directors may call a special meeting upon 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.
- c. The President shall appoint a Past National President to serve as liaison with committees formed from the National Board of Directors.
- d. The National Board of Directors is responsible for:
 - 1. THE CHANNEL general policies and scope.
 - 2. The National Honor Guard policies, uniforms and handbook.
 - 3. The National Headquarters operations, and employment of the Administrative Assistant.
- e. The National President shall inform the liaison when a special committee is required.
- f. A Quorum of the National Executive Board is specified in Article X, Section 2.

ARTICLE IX - STANDING COMMITTEES, AND SPECIAL COMMITTEES

Section 1 The Standing Committees of the National Association shall be: Bylaws/Parliamentarian, Community Projects, Convention, Finance and Investment, Grievance, Internal Review, Nominating, Pallas Athene Awards and Scholarships, Editor of THE CHANNEL, MAL Chair(s), Publicity, Service Information Officer, VA-CDCE Representative, and the Webmaster. Special Committees shall be appointed as required.

- a. A committee may consist of a single chair or co-chairs; however, each committee will only have one vote.
- b. Each Standing Committee Chair and Special Committee Chairs shall provide a written report at the National Convention.
- c. At the close of the National Convention, but not later than one (1) month after

the National Convention, all committee chairs shall deliver all pertinent records/files to their successors.

Section 2 The Bylaws Chair/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 105-225, 12 Aug 1998. She shall consider suggested changes to the Bylaws and be responsible for presentation of proposals to the Association.

- a. The Bylaws Chair shall be the national parliamentarian with duties to guide and assist the presiding officer and members 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. The Chair 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 a local chapter that is unresolved shall be referred to the National Executive Board whose decision shall be final.
- c. She shall provide proposed amendments to the editor for publication in the May/June issue of THE CHANNEL.

Section 3 The Community Projects Chair shall encourage local chapters and MAL to support projects that are for the general welfare of veterans and the local community. She shall encourage local chapters to select projects that are best suited to the capability of the local members.

Section 4 The Convention Committee shall be responsible for planning and developing all facets of the National Convention (see the Convention Planning Handbook).

Section 5 The Finance and Investment Committee shall provide WACVA-AWU with investment guidance to perpetuate established goals, budgets, and scholarships and shall consist of at least two (2) members and one (1) Chair. The National Treasurer will be a non-voting member of the Committee. The signatories of the Investment Fund will include the President, the Investment Chair and one other member appointed by the President. The Chair of the Committee shall be bonded. The Committee shall make recommendations for investment and reinvestment of the Association's assets and report quarterly in THE CHANNEL.

Section 6 The Grievance Committee shall receive and investigate member grievances. The Grievance Committee shall consist of five (5) members and two (2) alternates elected every two (2) years during the National Convention. Only one (1) member per chapter shall be elected. Members of the National Board of Directors are eligible to serve on this Committee, but must recuse themselves, if an appeal is made to the National Board of Directors. Committee members shall choose the Committee Chair(s).

- a. The aggrieved person shall put her concern in writing as soon as possible, but no later than twenty-one (21) business days following an incident.

- b. The written grievance shall be mailed or emailed to the National President.
- c. The Grievance Committee shall thoroughly investigate all grievances, and provide a recommended resolution to the President within ninety (90) days. The President has thirty (30) days to review the proposed recommendation. Chair of the Grievance Committee shall provide a copy of the findings and proposed resolution to the aggrieved and subject(s) within thirty (30) days of receipt of the final resolution. Appeals shall be adjudicated by the National Executive Board. All appeals must be submitted in writing within thirty (30) days.
- d. A copy of all grievances and resolutions shall be maintained by the Grievance Committee Chair for a period of 3-years.

Section 7 The Internal Review committee will consist of at least three (3) members, all of whom will be from different chapters. They will examine the written financial records of the treasurer to review payments, receipts and obligations. In addition, the internal review committee will review purchase activities of the Association. Committees working on the implementation of new programs with financial implications shall include a member of the Internal Review Committee so that the Internal Review Committee members may assist and advise the other committees when new financial activities are being considered.

Section 8 Nominating Committee, the Pallas Athene Awards Committee and the Scholarship Awards Committee shall be Chaired by the Immediate Past National President.

- a. Nominating Committee, see Article VI.
- b. Pallas Athene Awards. Two (2) awards shall be presented annually to outstanding female cadets enrolled in the Army Reserve Officers Training Corps (ROTC) program. The IPNP receives nominee packets for review from Cadet Command, and the Committee shall review all nominee packets and select two recipients. When possible, the Pallas Athene awards are presented by a WACVA-AWU member in good standing. In the event a member is unavailable, the checks and awards will be sent to the ROTC Detachment or the Recipient by the Administrative Assistant.
- c. The Women's Army Corps Veterans' Association Scholarships have been established to recognize relatives of Army service women. These scholarships are based upon academic achievement and leadership as expressed through co-curricular activities and community involvement. Two (2) scholarships will be given annually to graduating high school seniors. The recipients will be notified by mail or email. The check will be sent to the educational institutions of the scholarship recipients.
- d. When available profiles and photographs of award and scholarship recipients will be published in THE CHANNEL, and presented at convention.

Section 9 The editor of THE CHANNEL, under the general policies established by the National Board of Directors, shall assemble and prepare THE CHANNEL. Paper copies of THE CHANNEL shall be published and distributed by the print company. Electronic versions of THE CHANNEL shall be distributed by THE CHANNEL editor.

THE CHANNEL shall be used to disseminate information, reports and matters of importance to the Association, and/or other publicity purposes. The Editor shall publish information from National Officers and chairs regarding reports and other data; and include the promotion of the general welfare of the Association. THE CHANNEL is for WACVA-AWU members only.

Section 10 The Member-at-Large (MAL) Chair(s). Shall coordinate and disseminate information to MAL members. Shall select delegates for the annual convention in coordination with the Second Vice President. The MAL chair should also encourage MAL members to report their community service hours and donations to the Chair, who in turn reports it to the Community Projects Chair, and to the VA-CDCE Chair. The MAL Chair(s) shall act as a chapter president as appropriate.

Section 11 The Publicity Officer shall be responsible for publicizing and promoting the objectives of the Association. She shall assist local chapters in publicity as requested. She shall maintain a Publicity Handbook for use by local chapters.

Section 12 The Service Information Officer shall be available to answer questions on Veterans Administration benefits and services.

Section 13 The VA Center for Development and Civic Engagement (VA-CDCE) Chair shall encourage Chapters and MAL to participate in Veterans' Administration hospitals or clinic programs where available. The VA-CDCE Chair shall be the Association's Nationally Authorized Certifying Official. VA-CDCE Representatives and Deputy Representatives of the Association shall be certified to participate at the appropriate VA Medical Facilities.

Section 14 The Webmaster shall have responsibility for all aspects of the Association's website. She will keep the site updated, answer questions submitted to the website, and forward email requests to the appropriate individual(s).

Section 15 Special Committees may be appointed by the National President, with approval of the National Executive Board, as needed. Duties of these special committees shall be defined at the time of appointment. There shall be a chair of each Special Committee. Each Special Committee Chair shall provide a report to the Executive Board. Each special committee shall include amongst its members a PNP.

ARTICLE X- NATIONAL CONVENTION

Section 1 The National Association shall hold a National Convention. (For additional information see Convention Planning Handbook <https://www.armywomen.org/chapterInfo.shtml>.) The National Board of Directors will approve 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 Executive Board shall meet prior to the National Board of Directors and following the National Convention.
- b. The National Board of Directors shall meet immediately prior to the National Convention.

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 National Convention shall be representation from at least one-third (1/3) of chapters in good standing.

Section 4 A Chapter, Chapters, or a group of MAL or members desiring to bid for a National Convention will make a proposal two (2) years prior to the date of the convention. A proposal should include as much of the following information as possible: proposed location, dates, lodging costs, taxes, meals, accessibility and parking. The Convention Body will ratify the proposal.

Section 5 The Convention Chair shall be responsible for planning and developing the special events program of the National 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 Handbook. The convention chair shall be bonded.

Section 6 The Convention Treasurer shall be responsible for receiving all monies for the National Convention. She shall maintain appropriate financial records of the National Convention. The convention treasurer shall be bonded. It is the responsibility of the Convention Treasurer to forward the Convention Financial Records to the National Treasurer.

Section 7 The voting body at National Conventions shall consist of members of the National Board of Directors, and the delegates or their designated alternates. No member may be authorized more than one vote regardless of the number of positions held, exclusive of proxies.

Section 8 To be eligible to serve as a delegate or alternate, members must be in good standing as of 30 June.

- a. Chapters shall elect Chapter delegates and alternates at a meeting prior to 1 July. Their names and addresses shall be certified, and forwarded to the National Convention Treasurer. This information must be furnished to the Convention Treasurer NO LATER THAN THIRTY (30) DAYS prior to the opening date of the National Convention.
- b. MAL shall be represented by delegates appointed by the MAL Chair(s).
- c. Delegate representation of chapters and members-at-large shall be based on membership (dues paid to the National Treasurer) as of 30 June, according to the following formula:
 1. Six (6) to twenty-five (25) authorized two (2) delegates and two (2) alternates.
 2. Twenty-six (26) to forty-five (45) authorized three (3) delegates and three (3) alternates.
 3. Forty-six (46) to sixty-five (65) authorized four (4) delegates and four (4) alternates.
 4. Sixty-six (66) to eighty-five (85) authorized five (5) delegates and five (5)

alternates.

5. Eighty-six (86) to one hundred five (105) authorized six (6) delegates and six (6) alternates.
 6. One hundred six (106) to one hundred twenty-five (125) authorized seven (7) delegates and seven (7) alternates.
 7. One hundred twenty-six (126) to one hundred forty-five (145) authorized eight (8) delegates and eight (8) alternates.
 8. One hundred forty-six (146) to one hundred sixty-five (165) authorized nine (9) delegates and nine (9) alternates.
 9. One hundred sixty-six (166) plus are authorized ten (10) delegates and ten (10) alternates.
- d. A sample of chapter delegate or alternate forms can be found in the Chapter Handbook <https://www.armywomen.org/chapterInfo.shtml>.
 - e. Honorary and Affiliate members are encouraged to attend all sessions of the National Convention but their attendance will be without vote.

Section 9 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 Convention Treasurer 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 (for a max of three votes per person). All proxy votes must be identified by the absent delegates' names. National Officers and Standing Committee Chairs may be authorized to exercise the proxy vote for no more than two (2) of the absentees from her local chapter.
 1. A sample Proxy Form is in the Chapter Handbook.
 2. No chapter delegate may represent by proxy a delegate from another chapter.
- c. Special Proxy Voting. Past National Presidents (PNP), Executive Board members, and Standing Committee Chairs unable to attend the Convention; may delegate any member in good standing to serve as her proxy at the National Convention. A person designated as proxy in this case, may then be permitted to carry a total of up to two (2) proxy votes for their chapter, plus one (1) special proxy, plus their own vote for a total of four (4) votes.
- d. A proxy vote may be cast at the National Conventions when voting for election of National Officers, resolutions, and amendments to the Bylaws.

ARTICLE XI - HONOR GUARD

Section 1 There shall be an Honor Guard of the National Association, appointed by the National President, for participation in ceremonies of the Association, and public ceremonies when requested. Participation must be in accordance 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. The Captain and Lieutenant shall hold office for one year or until a successor is chosen. The Captain and Lieutenant shall serve in the same office for no more than three (3) consecutive terms. Six (6) months shall be considered a term in determining eligibility for reelection.

Section 3 Flags and other property of the National Association used by the Honor Guard shall be the responsibility of the Captain of the Guard.

Section 4 Some expenses for no more than three (3) National Honor Guard members (consisting of two (2) flag bearers and the Captain of the Honor Guard or her representative) who participate in Memorial Day and Veterans Day may be reimbursed as indicated in Article XVI, Section 3.

ARTICLE XII - NATIONAL HEADQUARTERS

Section 1 Designated administrative functions of the National Headquarters will be performed in a manner that provides the Association continuity of operations.

Section 2 The National President, with the approval of the National Executive Board, will hire the Administrative Assistant for the National headquarters. Preference will be given to female veterans but not limited to the same.

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

ARTICLE XIII - NATIONAL EMERGENCY

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

Section 2 In the event of a national emergency, e.g., war, a pandemic, or when WACVA-AWU suspends in-person meetings, the Board of Directors and Executive Board may use available technology to hold their meetings and conduct the business of the WACVA-AWU in order to continue operations.

ARTICLE XIV - REVISIONS AND AMENDMENTS TO THE BYLAWS

Section 1 Major revisions to the bylaws should only be undertaken when deemed necessary by the Bylaw Chair/Parliamentarian.

Section 2 Proposed amendments to these bylaws may originate with any member in good standing. Proposed amendments must be submitted to the Bylaws Chair no later than 1 April and must be made available to the membership no later than sixty (60)

days prior to the convention. Amendments of this category require approval of two-thirds (2/3) of the voting body at the National Convention.

Section 3 Proposed amendments received after 1 April or from the floor during the Convention may be presented at the National Convention if submitted in writing prior to the session at which amendment voting takes place. Amendments of this category require an approval of nine-tenths (9/10) of the voting body at the National Convention.

ARTICLE XV - CONFLICT OF INTEREST POLICY

Section 1 The officers, directors, and employees of the WACVA-AWU (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. No member or employee shall use their positions, or knowledge to cause a conflict to arise between the Association's interest and that of the officer, director, or employee. The Board of Directors and employees of the WACVA-AWU shall sign a conflict of interest document annually by 1 September, and submit it to the Recording Secretary.

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 bylaws 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 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 averse to, or potentially averse to the Association's interest.

Section 4 The violation of this Conflict of Interest policy is a serious matter and may constitute "cause" for removal or termination of a Board of Directors member or employee.

ARTICLE XVI – AUTHORIZED REIMBURSEMENT

Section 1 The purpose of this Policy is to protect the WACVA-AWU non-profit status by providing operating procedures for reimbursement of valid business expenses. This policy is intended to supplement but not replace any applicable state and federal laws

governing nonprofit and charitable organizations.

Section 2 Travel reimbursement shall be at the lowest available round trip airfare or actual expenditure, whichever is lower. If a personal vehicle is used, reimbursement will be at the currently approved IRS Charitable rate per mile and not to exceed the cost of airfare.

Section 3 Reimbursement shall be limited to Memorial Day and Veterans Day activities at Arlington National Cemetery and in Washington, DC for the National President or her representative, and Honor Guard members. Reimbursement is limited to travel and lodging as specified in the standing rules. Requests for reimbursement must be submitted using the prescribed form and include all receipts within 30 days of travel completion. The Honor Guard shall consist of no more than three (3) National Honor Guard members: two (2) flag bearers and the Honor Guard Captain or her representative.

Section 4 Reimbursement for expenses for attending the National Convention.

- a. All expenses of the National President relevant to her official duties at the National Convention including travel, lodging, and the three social events may be reimbursed.
- b. Cost of a hotel room at one-half (1/2) of the lowest rate charged for double occupancy for up to five (5) nights for all other Executive Board members may be reimbursed.
- c. The payment of expenses of chapter presidents and delegates will be determined by their respective chapters.
- d. Social event 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 convention. Such reimbursement shall be limited to a maximum of twenty (20) honor guard members, at 3 meals per convention per participant plus the registration fee.
- e. All costs associated with the Annual Convention should come from convention proceeds.
- f. All requests for reimbursement must be submitted to the National President using the prescribed Request for Payment form and include all receipt(s) within thirty (30) days of the convention. The National President will forward all authorized requests to the Convention Treasurer for payment.

Section 5 Pallas Athene Award Presentation. If a member is selected by the IPNP to present the Pallas Athene Award, she may be reimbursed as specified in the standing rules.

Section 6 Veterans Affairs-Center for Development and Civic Engagement (VA-CDCE). The National CDCE Representative, or her designated deputy, shall attend the Annual National Veterans Affairs National Advisory Committee Meeting. Request for reimbursement must be submitted using the prescribed Request for Payment form with all receipts within thirty (30) days after completion of travel.

Section 7 For all other expenditures, reimbursement will only be approved when authorized by the National President, and when submitted using the prescribed Request for Payment form with receipts within thirty (30) days of the expenditure.

ARTICLE XVII – EXPULSION OF A MEMBER

Section 1 A member may be expelled from WACVA-AWU for just cause, based upon actions by the member that demonstrate an unwillingness to work within the organization for resolution of a perceived problem that causes financial harm or serious damage to the reputation or the public image of the Association or its members. Any member considered for expulsion shall be given the opportunity to appear before a panel consisting of the First VP and two (2) members in good standing, appointed by the National President. The First VP will chair the panel, and make recommendations to the President. The chair will establish the time and place of the panel. The member will be notified at least thirty (30) days before the panel convenes.

Section 2 The panel's decision shall be forwarded to the National President for action. If the member decides to appeal the decision, all appeals must be made within thirty (30) days to the Executive Board. The decision of the Executive Board shall be final.

ARTICLE XVIII - DISSOLUTION

Section 1 National: The association may be dissolved upon the affirmative vote of two-thirds $\frac{2}{3}$ of the then serving members of the National Board of Directors attending Convention. If for some reason, a Convention is impractical then, reasonable efforts will be made to hold a meeting of the National Board of Directors by any means that allows members to communicate with one another in real time. After all bills are paid, all of the Association's remaining assets shall be distributed to one or more non-profit Veterans' organizations. The additional actions shall be taken by the Executive Board:

- a. Notify all members of the Association's dissolution.
- b. Notify the Speaker of the House of Representatives, of the United States Congress of the intent to cease operations.
- c. Notify the Internal Revenue Service (IRS) of the intent to cease operation.
- d. Notify the District of Columbia DCRA of the intent to cease operation.

Section 2 Local Chapters: When a local chapter votes to cease operation the National First Vice President shall be notified and the following actions shall be taken.

- a. Forward the Charter and a letter of intent to dissolve the Chapter to the National First Vice President.
- b. Provide a list of paid up members transferring to MAL status and a list of members transferring to another chapter (state chapter name and number to which they are transferring) to the Second Vice President.
- c. Provide information regarding final disbursements of funds as noted in

Chapter's IRS paperwork.

- d. All financial records for the past seven (7) years shall be forwarded to the National Headquarters.
- e. The Chapter Treasurer shall file a final 990-N e-Postcard with the IRS.
- f. Forward copies of Articles of Dissolution to the state in which the chapter was chartered. This organization varies by state.
- g. Membership records and important historical documents should be digitized and forwarded to the National Headquarters.

Section 3 National's responsibility in case of dissolution of local chapters: Upon receipt of the notification of intent to dissolve by a local chapter the First Vice President shall:

- a. Notify the National President of the Chapter's intent to dissolve.
- b. Provide the Second Vice President, Treasurer and the National Headquarters a list of members transferring to MAL status and a list of members transferring to another chapter (state chapter name and number to which they are transferring).
- c. Forward the chapter's charter to the National Headquarters for safekeeping.
- d. Instruct the local chapter president to forward all financial records to the National Headquarters. These files will be retained for seven (7) years for IRS purposes in the event the chapter is reactivated.
- e. Chapters have up to two (2) years to decide if they want to reactivate.

Revision Approved: 21 August 2022

ABBREVIATIONS

IPNP	Immediate Past National President
MAL	Member-at-Large
PL	Public Law
PNP	Past National President
SR	Standing Rules
WACVA-AWU	Women's Army Corps Veterans' Association-Army Women United

Standing Rules

1. In the event of a conflict between Bylaws and Standing Rules, the National Bylaws will take precedence.
2. Dues: National dues for active members are \$35.00 per fiscal year. For new members joining after 1 Jan, dues to the end of the fiscal year are \$17.50 and then \$35.00 per fiscal year thereafter.
3. Each Chapter should develop an e-mail address that identifies their chapter when an email is sent or received. An example would be WACVACH120@yahoo.com. The e-mail address provider should be one that is free (Yahoo, Gmail, Hotmail, etc.). This will also help when important information needs to be disseminated to the Chapters.
4. National Convention:
 - a. A registration fee for the National Convention shall be assessed as follows:
 1. All members who attend any portion of convention activities shall pay a registration fee of \$25.00.
 2. A late registration fee of \$15.00 will be assessed if the registration is postmarked or submitted after the deadline.
 3. Chapter delegates and other authorized members not in attendance who desire another to act as their proxy vote shall pay a proxy fee of \$10.00, per vote.
 - b. Based on tradition, the National President will tap the gavel three (3) times to open Pre-convention Board Meeting, and to open and close the General Session.
 - c. If external for-profit vendors wish to exhibit at the National Convention, they must be approved by the Convention Committee, and shall be charged a vendor fee determined by the Convention Committee.
 - d. Approved government agencies shall be allowed to exhibit without charge.
5. Finance and Investment Committee: If funds are required from our Investment Account, approval must be obtained from the Executive Board. Funds will be transferred to the National Treasurer.
6. Reimbursement for travel associated with the award of the Pallas Athene shall be limited to \$200. Reimbursement shall be limited to the cost of lodging for one night and mileage at the IRS rate, plus a lunch or dinner if required for the presentation ceremony. Requests must be filed using the Request for Payment form and include receipts. All requests must be filed within 30 days.
7. Reimbursement for travel associated with Memorial Day or Veterans Day shall be limited to \$1000 per participant. Reimbursement shall be limited to the cost of lodging and travel, and meals. Requests must be filed using the Request for Payment form and include receipts. All requests must be filed within 30 days.
8. Reimbursement for travel associated with VA-CDCE NAC shall be limited to \$1000 for the participant. Reimbursement shall be limited to the cost of lodging

Standing Rules

and travel, and meals. Requests must be filed using the Request for Payment form and include receipts. All requests must be filed within 30 days.

9. Bonding: The President, Treasurer, Finance and Investment Chair, Administrative Assistant, National Convention Chair, and National 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.
10. President's Pin or Pendant: The Sergeant-at-Arms is responsible for obtaining the outgoing president's pin or pendant, and shall be reimbursed by the National Treasurer. (Details on this action are contained in the Honor Guard Handbook.)
11. Amendments: These Standing Rules may be amended at any National Convention by a majority vote provided that the amendment has been submitted to the Bylaws Chair in writing prior to 1 April. If notice has not been given, a two-thirds (2/3) vote is required.

Date Adopted: 21 August 2022