

Bylaws

**Women’s Army Corps Veterans’ Association
Army Women United
Constitution and Bylaws**

Revised 2008 Edition from 2008

(Amended in 2006; 2007; 2008; 2009, 2011 & 2012) Updated 2013

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Abbreviations: SR: Standing Rules

WACVA Women’s Army Corps Veterans’ Association

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Women's Army Corps Veterans' Association
Army Women United

ARTICLE I - NAME & TRADENAME

NAME: See Article FIRST of Articles of Incorporation.

TRADENAME: A Tradename was approved at the 2011 Annual Convention and on 30 September 2011 the Government of the District of Columbia, Department of Consumer and Regulatory Affairs, Corporation Division, issued A Certificate of Trade name Registration to Women's Army Corps Veterans' Association, Trade name: "Army Women United".

Placement shall be as follows:

With the Logo:



Army Women United

Or as part of the jpg file:



Without the Logo: **Women's Army Corps Veterans' Association**
Army Women United

or

WOMEN'S ARMY CORPS VETERANS' ASSOCIATION
ARMY WOMEN UNITED

ARTICLE II – PURPOSE

NAME: See Article THIRD of Articles of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1 Eligible for membership in the Women's Army Corps Veterans' Association (WACVA) are those women who can provide evidence that they are: current, former or retired women members of the Army who have served honorably on active duty in the Army of the United States (AUS), Regular Army (RA), Army National Guard (ARNG) and the United States Army Reserve (USAR) the Army Nurse Corps (ANC), the Women's Army Auxiliary Corps (WAAC), or the Women's Army Corps (WAC) in commissioned, warrant, non-commissioned or enlisted status for 90 days or more, after 14 May 1942.

- 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

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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 WACVA 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.

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.

ARTICLE IV - LOCAL CHAPTERS

Section 1 The 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. Three

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copies of the National Dues Transmittal Form shall be submitted for each activity and sent (with check, if applicable) to the National Headquarters. 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 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 Veterans Affairs Voluntary Services (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

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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 WACVA 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 retaining the original chapter number.

Section 11 New Chapters: Local chapters applying for membership in the National Association shall furnish the National First Vice-President the following:

- a. An application in triplicate for a temporary charter. This temporary charter will be valid for eighteen (18) months from date of issuance and must be signed by the Chapter President and Chapter Corresponding Secretary.
- b. Three copies of the Chapter Constitution and Bylaws. These shall not be in conflict with the National Articles of Incorporation and/or Bylaws and shall be referred to the Chairperson of Constitution and Bylaws for approval.
- c. Three copies of a list containing names and addresses of chapter officers.
- d. Three copies of a list containing names and addresses of chapter members and proof of honorable service for each member as required in Article II, Section 3 of these Bylaws; or a letter identifying current membership in the National Association as a chapter member (by chapter number and/or name) or member-at-large status.
- e. Remittance covering National dues for the current fiscal year for each chapter member.
- f. A remittance fee of \$10.00 to cover costs of issuance of a temporary charter to the chapter.
- g. A new chapter may request a donation of \$150 from National to help pay for obtaining their Tax Exempt Status.

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Section 12. Upon approval of two-thirds (2/3) 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.

Section 13. 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:

- a. Paid current national dues for at least six (6) members.
- b. Elected chapter officers for the second year.
- c. Obtained a Federal Employer Identification Number from the Internal Revenue Service and forwarded copy of same to the National Treasurer.
- d. 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 same to the National Treasurer. If Letter of Determination is 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.
- e. 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.
- f. Final decision as to admission of the chapter and permission for it to receive its permanent charter shall rest with the National Executive Board.
(2003)

Section 14. A chapter whose membership falls below the required minimum of six (6) members during the year prior to July 1st shall be notified by the National First Vice-President that they must meet minimum membership requirements within six (6) months or surrender their charter.

Section 15. A local chapter, which has allowed its membership to lapse for the full fiscal year or longer, may reorganize provided it has minimum of six (6) members and meets other chapter eligibility. Chapters desiring to reorganize must contact the National First Vice-President to obtain the necessary paperwork to reactivate. If a chapter has been deactivated for a period of two (2) or more years, it will be processed as a new chapter.

Section 16. For uniformity of all procedures, the fiscal year of all local chapters shall be from July 1st to the following June 30th. All local chapters shall elect officers as of July 1st of each year.

Section 17. IRS 990-N (e-Postcard): Filing of the IRS 990-N (e-Postcard) is an ANNUAL requirement and must be done each year after the end of the fiscal

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year. WACVA operates on a fiscal year which begins on 1 July and ends on 30 Jun. Filing should be completed before the deadline 15 November. The filing is mandated by law. Organizations must file their annual Postcard 990 or face revocation if they miss three years in a row.

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, communicating may be by mail, fax or e-mail. 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. 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.
- 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.

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- 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.

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

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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 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.
- g. The Treasurer shall be paid \$200.00 per quarter, not to exceed \$800.00 per fiscal year. She shall also be entitled to business reimbursement for official travel by personally-owned vehicle (POV) round trips of over 20 miles performed for the purposes of having the annual audit of the Association prepared and/or the insuring of the preparation of income and payroll tax forms by qualified practitioners.

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 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-

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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.

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 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.

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. Candidates for President shall have served as a national officer or chairperson of a national standing committee
- 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. Communication may be by mail, telephone, fax or e-mail, if desired in lieu of in person meetings.

Section 5 The chairperson of the Nominating Committee shall report the names of nominees during the first (1st) business session. At the second (2nd) business session, the President shall call for nominations from the floor.

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Nominations shall be closed and no nominations 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 last order of business at the second business session before the meeting recesses for lunch. 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. The National Executive Board shall meet prior to the National Board of Directors meeting at the next Annual Convention. A vote of 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

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- 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, The Pallas Athene Award Chairperson, Scholarship Chairperson, 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 - 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.

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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 investment guidance 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 Association'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.

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. 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 Immediate Past National President is Chairperson of the Nominating Committee, Scholarship Committee and the Pallas Athene Award.

- a. Nominating committee see Article VI.
- b. The Pallas Athene Award shall be presented annually. The award is presented to the outstanding Army Reserve Officers Training Corps (ROTC) program female cadet in each ROTC region.
- c. The Women's Army Corps Veterans' Association Scholarship has been established to recognize relatives of Army Service Women. This scholarship is based upon academic achievement and leadership as expressed through co-curricular activities and community involvement. A \$1500.00 scholarship will be given annually to graduating high school senior. The recipient will be notified by mail or email. The check will be forwarded to the acceptance institution

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Section 10 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 11 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 12 The Chairperson of each Standing Committee shall make every effort to encourage participation by members-at-large.

Section 14 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 15 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 Executive Board shall meet prior to the National Board of Directors, following the Annual Convention, and thereafter at the call of the National President.
- b. The National Board of Directors shall meet immediately prior to the Annual 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 Annual Convention shall be representation from at least one-third (1/3) of chapters in good standing.

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.

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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.
 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.

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- 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. The Convention Chairperson for the Annual Convention is authorized the same reimbursement.

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. 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 months shall be considered a term in determining eligibility for reelection.

Section 3 Flags: 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 (two (2) flag bearers and the Captain of the Honor Guard or her representative), participating in Memorial Day and Veterans Day may be reimbursed.

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.

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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 procedures to carry on the work of the association.

ARTICLE XIII - GOVERNING AUTHORITY

Section 1 The Current Bylaws are governing document of this Association.

Section 2 WACVA FEDERAL CHARTER: Public Law 105–225 (August 12, 1998) 105th Congress

Section 3 Government of the District of Columbia Department of Consumer and Regulatory Affairs Corporations Division Certificate of Trade Name: **Army Women United**.

Section 4 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 Bylaws.

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.

Section 2 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 1 February and must be made available to the membership not later than 60 days prior to the convention.

Section 3 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 WACVA (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

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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.

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.

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- 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 – REIMBURSEMENT

Section 1 Donation of Reimbursement to WACVA. If an individual eligible for reimbursement decides to donate the money they would be reimbursed the reimbursement form must still be completed. Submit form to the National Treasurer. This is necessary for financial records and budget purpose.

Section 2 National President

Section 3 Convention

- 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 may be reimbursed.
- c. The payment of expenses of chapter presidents and delegates attending the Annual Convention will be determined by their respective chapters.
- d. Upon request the registration fee may be reimbursed to each National Officer, National Standing Committee Chairperson, the Convention Chairperson for the 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.

Section 4 Honor Guard: Some expenses for no more than three (3) National Honor Guard members (two (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.

Section 5 Pallas Athene Award: Reimbursement may be made to the WACVA member acting as presenter of the Pallas Athene Award.

Bylaws

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.

Section 6 Veterans Affairs Voluntary Services (VAVS): 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.

ARTICLE XVII – EXPULSION OR SUSPENSION

Section 1 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 2 The National Board of Directors shall be the final authority in the procedure to be followed in the revocation, cancellation or suspension of membership in the National Association.

ARTICLE XVIII - 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:

- 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 Local Chapters: When a Local Chapter votes to cease operation the following actions shall be taken and the National 1st 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.

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- 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.

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 1st Vice President shall:

- a. Notify the National President of the Chapter's intent to dissolve.
- b. Provide the 2nd Vice President, Treasurer and the National Headquarters a list of members transferring to Member-at-Large status or another Chapter 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 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.

Adopted: 26 Aug 2005

Amended: 1 Sep 2007

Articles of Incorporation

Public Laws regarding WACVA

PUBLIC LAW 105-225, August 12, 1998 New Law added to WACVA website February 2007

[What you should know: Public Law 105-225, signed August 12, 1998, consolidated and republished several hundred laws pertaining to patriotic and national observances, ceremonies, and organizations in one law. The various events, topics, and organizations covered are as diverse as American Heart Month, Mother's and Father's Days, the National Anthem, Presidential Inaugural Ceremonies, The American Legion, Girl Scouts of the United States, the Women's Army Corps Veterans' Association, and the American Red Cross. Public Law 105-225 repealed Public Law 98-584, October 30, 1984, which dealt only with the Women's Army Corps' Association. Note that Chapter 101 (below) applies to all organizations covered under Subtitle II unless otherwise provided.] [A complete copy of the law can be found on the Internet at: http://frwebgate.access.gpo.gov/cgibin/getdoc.cgi?dbname=105_cong_public_laws&docid=f:publ225.105.pdf; your public library may also have a compendium of public laws or can assist you in locating the information you need. This extract is from the web site above.]

Public Law 105 - 225 (August 12, 1998)

105th Congress

An Act

To revise, codify, and enact without substantive change certain general and permanent laws, related to patriotic and national observances, ceremonies, and organizations, as title 36, United States Code, "Patriotic and National Observances, Ceremonies, and Organizations". *Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,*

SECTION 1. TITLE 36, UNITED STATES CODE.

Certain general and permanent laws of the United States, related to patriotic and national observances, ceremonies, and organizations, are revised, codified, and enacted as title 36, United States Code, "Patriotic and National Observances, Ceremonies, and Organizations", as follows:

TITLE 36 - PATRIOTIC AND NATIONAL OBSERVANCES, CEREMONIES, AND ORGANIZATIONS

SUBTITLE Sec.

I. PATRIOTIC AND NATIONAL OBSERVANCES AND CEREMONIES 101

II. PATRIOTIC AND NATIONAL ORGANIZATIONS

10101

III. TREATY OBLIGATION ORGANIZATIONS

300101

[pages 2 – 28 deleted]

SUBTITLE II - PATRIOTIC AND NATIONAL ORGANIZATIONS

PART A - GENERAL

CHAPTER Sec.

101. GENERAL

10101

PART B—ORGANIZATIONS

201. AGRICULTURAL HALL OF FAME

20101

203. AMERICAN ACADEMY OF ARTS AND LETTERS

20301

[listing deleted]

2305. VIETNAM VETERANS OF AMERICA, INC.

230501

2401. WOMEN'S ARMY CORPS VETERANS' ASSOCIATION

240101

2501. [RESERVED]

250101

PUBLIC LAW 105-225—AUG. 12, 1998 112 STAT. 1283

PART A - GENERAL

CHAPTER 101—GENERAL

Sec.

10101. Audits.

10102. Reservation of right to amend or repeal.

§ 10101. Audits

(a) GENERAL. - Except as otherwise provided, the financial statements of each corporation in part B of this subtitle shall be audited annually in accordance with generally accepted auditing standards by an independent certified public accountant or independent licensed public accountant, certified or licensed by a regulatory authority of a State or other political subdivision of the United States. The audit shall be conducted where the financial statements of the corporation normally are kept. The person conducting the audit shall be given access to –

(1) all records and property owned or used by the corporation necessary to facilitate the audit; and Public Laws regarding WACVA PUBLIC LAW 105-225, August 12, 1998 New Law added to WACVA website February 2007

(2) full facilities for verifying transactions with the balances or securities held by depositories, fiscal agents, and custodians.

(b) REPORT. - (1) The corporation shall submit a report of the audit to Congress not later than 6 months after the close of the fiscal year for which the audit is made. The report shall describe the scope of the audit and include -

(A) statements necessary to present fairly the corporation's assets, liabilities, and surplus or deficit, and an analysis of the changes in those amounts during the year;

(B) a statement in reasonable detail of the corporation's income and expenses during the year including the results of any trading, manufacturing, publishing, or other commercial type endeavor; and

(C) the independent auditor's opinion of those statements.

(2) The report may not be printed as a public document, except as part of proceedings authorized to be printed under section 1332 of title 44.

§ 10102. Reservation of right to amend or repeal

(a) GENERAL. - Congress reserves the right to amend or repeal the provisions of part B of this subtitle.

(b) NONAPPLICATION. - Subsection (a) of this section does not apply to chapters 213, 407, 801, 1403, 1503 (except section 150302(b)), 1513, 1517, 1531, and 1539 of this title.

PART B—ORGANIZATIONS

[CHAPTERs 201— to 2400 deleted, pages 32-235 deleted]

CHAPTER 2401—WOMEN'S ARMY CORPS VETERANS' ASSOCIATION

Sec.

240101. Definition.

240102. Organization.

240103. Purposes.

240104. Membership.

240105. Governing body.

240106. Powers.

240107. Restrictions.

240108. Duty to maintain tax-exempt status.

240109. Records and inspection.

240110. Service of process.

240111. Liability for acts of officers and agents.

240112. Annual report.

§ 240101. Definition

For purposes of this chapter, "State" includes the District of Columbia and the territories and possessions of the United States.

§ 240102. Organization

(a) FEDERAL CHARTER. - Women's Army Corps Veterans' Association (in this chapter, the "corporation"), a nonprofit corporation incorporated in the District of Columbia, is a federally chartered corporation.

(b) EXPIRATION OF CHARTER. - If the corporation does not comply with any provision of this chapter, the charter granted by this chapter expires.

§ 240103. Purposes

The purposes of the corporation are as provided in its articles of incorporation and include a continuing commitment on a national basis -

(1) 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;

(2) to recognize outstanding women in college ROTC units throughout the United States; and

PUBLIC LAW 105-225—AUG. 12, 1998 112 STAT. 1489

(3) to provide services and support to patients in medical facilities of the Department of Veterans Affairs throughout the United States.

§ 240104. Membership

Eligibility for membership in the corporation and the rights and privileges of members are as provided in the constitution and bylaws of the corporation.

§ 240105. Governing body

(a) BOARD OF DIRECTORS. - The board of directors and the responsibilities of the board are as provided in the articles of incorporation.

Public Laws regarding WACVA

PUBLIC LAW 105-225, August 12, 1998 New Law added to WACVA website February 2007

(b) OFFICERS. - The officers and the election of officers are as provided in the articles of incorporation.

§ 240106. Powers

The corporation has only the powers provided in its bylaws and articles of incorporation filed in each State in which it is incorporated.

§ 240107. Restrictions

(a) STOCK AND DIVIDENDS. - The corporation may not issue stock or declare or pay a dividend.

(b) POLITICAL ACTIVITIES. - The corporation or a director or officer as such may not contribute to, support, or otherwise participate in any political activity or in any manner attempt to influence legislation.

(c) DISTRIBUTION OF INCOME OR ASSETS. - The income or assets of the corporation may not inure to the benefit of, or be distributed to, a director, officer, or member during the life of the charter granted by this chapter. This subsection does not prevent the payment of reasonable compensation to an officer or reimbursement for actual necessary expenses in amounts approved by the board of directors.

(d) LOANS. - The corporation may not make a loan to a director, officer, or employee.

(e) CLAIM OF GOVERNMENTAL APPROVAL OR AUTHORITY. - The corporation may not claim the approval or the authority of the United States Government for any of its activities.

§ 240108. Duty to maintain tax-exempt status

The corporation shall maintain its status as an organization exempt from taxation under the Internal

Revenue Code of 1986 (26 U.S.C. 1 et seq.).

§ 240109. Records and inspection

(a) RECORDS. - The corporation shall keep -

(1) correct and complete records of account;

(2) minutes of the proceedings of its members, board of directors, and committees having any of the authority of its board of directors; and (3) at its principal office, a record of the names and addresses of its members entitled to vote.

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

112 STAT. 1490 PUBLIC LAW 105 - 225 - AUG. 12, 1998

§ 240110. Service of process

The corporation shall comply with the law on service of process of each State in which it is incorporated and each State in which it carries on activities.

§ 240111. Liability for acts of officers and agents

The corporation is liable for the acts of its officers or agents acting within the scope of their authority.

§ 240112. Annual report

The corporation shall submit an annual report to Congress on the activities of the corporation during the prior fiscal year. The report shall be submitted at the same time as the report of the audit required by section 10101 of this title. The report may not be printed as a public document.

CHAPTER 2501 - [RESERVED]

Public Laws regarding WACVA

PUBLIC LAW 98-584--OCT. 30, 1984 Old Law added to WACVA website 25 February 2007

CERTIFICATE OF INCORPORATION

We, the undersigned, all citizens of the United States, and a majority citizens and residents of the District of Columbia, desiring to associate ourselves as a corporation pursuant to the Code of Laws for the District of Columbia, 1940 (29-601) do hereby certify as follows:

FIRST: The name and title by which this corporation shall be known in law as the Women's Army Corps Veterans' Association.

SECOND: The Association shall have its existence in perpetuity.

THIRD: The object of the corporation is to promote the general welfare of all veterans, especially the personnel of the Women's Army Corps, its veterans and veterans of the Women's Army Auxiliary Corps in hospitals or wherever they may be; to provide publications pertaining to the members and to further general education and civic betterment programs for the general welfare of the community.

FOURTH: The number of Directors for the first year shall be eight (8) and the names of the Directors who shall serve until their successors shall have been elected at the 1951 Convention of the Association are:

Esther Bentley, Isabelle Biasini, Audrey Bonser, Marge Sievers, Kamile J. Michalowski, Dorris Sessoms, Agatha Bobbitt and Leonora Townson.

FIFTH: In order to carry out the objects of the corporation, chapters of the Association may be established in accordance with the Bylaws of the Association. The names of the Presidents of existing chapters are Margaret Hatton, Chicago, Illinois; Donna K. Knapp, Columbus, Ohio; Marge Sievers, Milwaukee, Wisconsin; Betty Smith, Cleveland, Ohio; Dorothy Edwards, Buffalo, New York; Rosemary Hoffman, Indianapolis, Indiana; Margaret Closterman, Philadelphia, Pennsylvania; Wilma Pickert, Los Angeles, California; Ida Mears, New York, New York; Dortha Martin, Portland, Oregon; Ruth Young, Miami, Florida; Mable Anderson, Boston, Massachusetts; Mavis Nash, Detroit, Michigan; and Captain Mary Charlotte Lane, Washington, DC The name of the secretary of the Newark, Ohio chapter is Mrs. Maxine Lord. IN TESTIMONY WHEREOF we have this 11th day of May, AD, 1951, hereunto set our hands and seals.

(Signed)

- Esther R. Bentley
- Mary Charlotte Lane
- Jessie Habercom
- Lucy E. Birdsall
- Mary Agnes Brown
- Edith Nourse Rogers
- Louise Duncan
- Elizabeth F. Fitzgerald
- Lillian Agnes Sheetz
- Jeanne K. Letellier

Marie E. Blasco
Mary Agnes Hallaren
Selma J. Rassin
Ruth L. Smith
Eva E. Manchester
Marie Shayeb
Bernice K. Johnson

Public Laws regarding WACVA

PUBLIC LAW 98-584--OCT. 30, 1984 Old Law added to WACVA website 25 February 2007

CERTIFICATE OF INCORPORATION *****

DISTRICT OF COLUMBIA, SS:

I, Samuel Rose, A Notary Public in and for the District of Columbia, do hereby certify that - (The above named signatories), parties to a certain Certificate of Incorporation bearing the date of the 11th day of May, 1951, and hereunto annexed, personally appeared before me in the said District of Columbia, the said --- (signatories) being personally well known to me as the persons who executed said Certificate of Incorporation and acknowledge same to be their act and deed. Given unto my hand and Seal this 11th day of May 1951.

(Signed) Samuel Rose

NOTARY PUBLIC, D. C.

(The foregoing Certificate of Incorporation was received for the record on the 14th day of May, A. D., 1951, in the Office of Records and Deeds, District of Columbia.)****

PREAMBLE

We, the members of the Women's Army Corps Veterans' Association, humbly petition the blessings of our Heavenly Father upon all our activities, that we may grow in grace and glorify our purpose to be of service to all veterans. We pledge allegiance to the United States of America, and the members in whose name we serve. We are resolved to promote justice, tolerance, peace and good will among all men, toward the end that all wars may cease.

A-2

Public Laws regarding WACVA

PUBLIC LAW 98-584--OCT. 30, 1984 Old Law added to WACVA website 25 February 2007

FEDERAL CHARTER

Note: Public Law 98-584 replaced by Public Law 105-225 at the 2002 WACVA Annual Convention.

PUBLIC LAW 98-584--OCT. 30, 1984

Public Law 98-584

98th Congress

An Act

To recognize the organization known as the Women's Army Cops Veterans' Association.

Oct. 30, 1984 (H.R. 4966)

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,

CHARTER

SECTION 1 The Women's Army Corps Veterans' Association, a nonprofit corporation organized under the laws of the District of Columbia, is recognized as such and is granted a Federal charter.

Corporation.

36 USC 3101.

POWERS

SEC. 2. The Women's Army Corps Veterans' Association (hereinafter in this Act referred to as the "corporation"), shall have only those powers granted to it through its bylaws and articles of incorporation filed in the States in which it is incorporated, and subject to the laws of such States.

36 USC 3102.c

OBJECTS AND PURPOSES OF CORPORATION

SEC. 3. The objects and purposes of the corporation are those provided in its articles of incorporation and shall include a continuing commitment on a national basis to -

- (1) 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;
- (2) recognize outstanding women in college ROTC units throughout the United States; and
- (3) provide services and support to patients in Veterans Administration Hospitals throughout the United States.

36 USC 3103.

SERVICE OF PROCESS

SEC. 4. With respect to service of process, the corporation shall comply with the laws of the States in which it is incorporated and in which it carries on activities in furtherance of its corporate purposes.

36 USC 3104.

MEMBERSHIP

SEC. 5. Eligibility for membership in the corporation and the rights and privileges of members shall be as provided in the constitution and bylaws of the corporation.

36 USC 3105.

Public Laws regarding WACVA

PUBLIC LAW 98-584--OCT. 30, 1984 Old Law added to WACVA website 25 February 2007

FEDERAL CHARTER

BOARD OF DIRECTORS

SEC. 6. The board of directors of the corporation and the responsibilities thereof shall be as provided in the articles of incorporation of the corporation and in conformity with the laws of the States in which it is incorporated.

36 USC 3106.

OFFICERS

SEC. 7. The officers of the corporation and the election of such officers shall be as provided in the articles of Incorporation of the corporation and shall be in conformity with the laws of the States in which it is incorporated.

36 USC 3107.

RESTRICTIONS ON CORPORATE POWERS

SEC. 8. (a) No part of the income or assets of the corporation may inure to any member, officer, or director of the corporation or be distributed to any such individual during the life of this charter. Nothing in this subsection shall be construed to prevent the payment of reasonable compensation to the officers of the corporation or reimbursement for actual and necessary expenses in amounts approved by the board of directors.

(b) The corporation may not make any loan to any officer, director, or employee of the corporation.

(c) Neither the corporation nor any officer or director thereof may contribute to, support, or otherwise participate in any political activity or attempt in any manner to influence legislation.

(d) The corporation shall have no power to issue any shares of stock or to declare or pay any dividends.

(e) The corporation shall not claim the approval or authorization of the Federal Government for any of its activities.

36 USC 3108.

LIABILITY

SEC. 9. The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

36 USC 3109.

BOOKS AND RECORDS: INSPECTION

SEC. 10. The corporation shall keep correct and complete books and records of accounts and shall keep minutes of any proceeding of the corporation involving any of its members, the board of directors, or any committee having authority under the board of directors. The corporation shall keep at its principal office a record of the names and addresses of all members having the right to vote in any proceeding of the corporation. All books and records of such corporation may be inspected by any member having the right to vote in any corporation proceeding, or by any agent or attorney of such member, for any proper purpose at any reasonable time. Nothing in this section shall be construed to contravene any applicable State law.

AUDIT OF FINANCIAL TRANSACTIONS

SEC. 11. The first section the Act entitled ~"An Act to provide for audit of accounts of private corporations established under Federal law", approved August 30, 1964 (36 U.S.C. 1101), is amended by adding at the end thereof the following:

"(64) Women's Army Corps Veterans' Association."

36 USC 3110.

A-4

Public Laws regarding WACVA

PUBLIC LAW 98-584--OCT. 30, 1984 Old Law added to WACVA website 25 February 2007

FEDERAL CHARTER

ANNUAL REPORT

SEC. 12. The corporation shall report annually to the Congress concerning the activities of the corporation during the preceding fiscal year. Such annual report shall be submitted at the same time as the report of the audit of the corporation required by section 2 of the Act entitled 'An Act to provide for audit of accounts of private corporations established under Federal law', approved August 30, 1964

(36 U.S.C. 1101). The report shall not be printed as a public document.

36 USC 3111.

RESERVATION OF RIGHT TO AMEND OR REPEAL CHARTER

SEC. 13. The right to amend or repeal this Act is expressly reserved to the Congress.

36 USC 3112.

DEFINITION OF ~ "STATE"

SEC. 14. For purposes of this Act, the term 'State' included the District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern Mariana Islands, and the territories and possessions of the United States.

36 USC 3113

TAX-EXEMPT STATUS

SEC. 15. The corporation shall maintain its status as an organization exempt from taxation as provided in the Internal Revenue Code of 1954. If the corporation fails to maintain such status, the charter granted by this Act shall expire.

36 USC 3114.

TERMINATION

SEC. 16. If the corporation fails to comply with any of the restrictions or provisions of this Act, the charter granted by this Act shall expire.

36 USC 3115.

Approved October 30, 1984

LEGISLATIVE HISTORY -- H.R. 4966 (5. 2720):

CONGRESSIONAL RECORD, Vol. 130 (1984):

Sept. 26, considered and passed House.

Oct. 4, considered and passed Senate, amended.

Oct. 5, House concurred in Senate amendments.

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. A post registration fee (late fee) will be assessed if the registration fee is postmarked after the deadline. The amount fee will be determined by the Convention Committee
 3. Chapter delegates not in attendance who wish to exercise a proxy vote shall pay a registration fee of \$10.00.
 - b. The National President will tap the gavel three (3) times to open the Board Meeting and General Session. This is based on tradition:
3. Financial Investment Committee
 - a. Withdrawal from the Investment Fund will require approval of the National President, the National Treasurer and the Chairperson of the Financial Investment 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. Grievance Committee
Every three (3) years during convention, a Grievance Committee, which will consist of seven (7) members, will be elected from the membership, excluding members of the Board of Directors and no two members may be from the same chapter. The five (5) individuals with the highest number of votes will constitute the committee and the two with the lowest number of votes will be the alternates. Committee members will choose the chairperson.

Standing Rules

Purpose of the Grievance Committee is to allow any member to complain about any action of WACVA. If one of the committee members is the aggrieved one of the alternates will replace that member on the committee.

The person aggrieved will put her concern in writing within 21 business days of becoming aware that an issue exists.

The written grievance should be mailed to the National President with copies to the National Recording Secretary, Grievance Committee Chairperson and Grievance Committee members.

A file number is given and recorded by the National Recording Secretary.

- a. The file number would have the organization, ex: WACVA
- b. The Chapter number, ex: CH 88
- c. The year the grievance was filed, ex: 2009, 2010, 2011...
- d. The number of grievances for that year, ex: 01, 02, 03...
- e. An example of how the file number should be written is: WACVA-CH88-2009-01, WACVA-CH97-2009-02.

The Grievance Committee should investigate thoroughly and a written report of the findings and the resolution should be distributed by letter to the aggrieved, the Grievance Committee members, and the National President within 90 days of receipt of the grievance.

All appeals will go to the National Board of Directors within 45 days for the final decision. The Board shall render its decision within 60 days.

All documentation pertaining to the grievance shall be placed in a sealed envelope and remain as a permanent record at National Headquarters with access restricted to the Grievance Committee and the National President.

Annually during convention, a Grievance Committee, which will consist of seven (7) members, will be elected from the membership, excluding members of the Board of Directors and no two members may be from the same chapter. The five (5) individuals with the highest number of votes will constitute the committee and the two with the lowest number of votes will be the alternates. Committee members will choose the chairperson. Purpose of the Grievance Committee is to allow any member to complain about any action of WACVA.

8. To honor the Association tradition, the President will rap the gavel three times to call the convention to order.

Standing Rules

CONVENTION	Lodging	Travel	Food	Registration Fee	Remarks
Position					
Nat'l President	100% 5 nights	Note 4	3 meals	Upon Request	See Article XVI Section 3
Nat'l 1st Vice President	*50% 5 nights		3 meals	Upon Request	*1/2 lowest room rate - see ARTICLE XVI
Nat'l 2nd Vice President	*50% 5 nights		3 meals	Upon Request	*1/2 lowest room rate - see ARTICLE XVI
Nat'l Recording Secretary	*50% 5 nights		3 meals	Upon Request	*1/2 lowest room rate - see ARTICLE XVI
Nat'l Corresponding Secretary	*50% 5 nights		3 meals	Upon Request	*1/2 lowest room rate - see ARTICLE XVI
Nat'l Treasurer	*50% 5 nights		3 meals	Upon Request	*1/2 lowest room rate - see ARTICLE XVI
Nat'l Chaplain	*50% 5 nights		3 meals	Upon Request	*1/2 lowest room rate - see ARTICLE XVI
Convention Chairperson	100% 5 nights		3 meals	Upon Request	
Chapter President				Upon Request	
Delegate				Upon Request	
Honor Guard (HG)			3 meals	Upon Request	See ARTICLE XVI Section 3e (60 meals total)
Standing Committee Chairpersons				Upon Request	
Immediate Past Nat'l President				Upon Request	
Past Nat'l President				Upon Request	
MEMORIAL & VETERAN DAY					
Position	Lodging	Travel	Food		Remarks
Nat'l President	100%	Note 4	100%		President's Budget w/ receipts
Honor Guard Capt +2 Flag Bearers					up to \$500 each (shared room rate split)
PALLAS ATHENE AWARD					
Position	Lodging	Travel	Food		Remarks
Presenter	1 night		lunch or dinner*		See ARTICLE XVI Section 5 *If Required
VAVS Annual National Convention					
Position	Lodging	Travel	Food		Remarks
VAVS Representative	Up to 5 nights	Note 4	Banquet		See ARTICLE XVI Section 6
GENERAL NOTES:	1. Payment will be made as Funds Allow 2. Receipts for expenses are required for reimbursement 3. All receipts shall be submitted to the National Treasurer within 30 days of the event 4. Travel: Plane, Train or Bus - reimbursed price of ticket. Personal Vehicle - paid the Federal mandated amount 5. To donate your expenses fill out reimbursement form stating reimbursement is to be donated to WACVA				

