



ROA – The Department of Michigan

BYLAWS (Proposed 9 Nov 2023)

Article I - MEMBERSHIP

1.1 Affiliation. All members in good standing, whether residing in the State of Michigan or elsewhere, shall be deemed members of the ROA-MI Department Chapter.

1.2 Transfer. Any group of ten (10) or more members may create and transfer to a new Chapter without payment of any additional dues for the remainder of his or her membership year. See 2.2 Formation below.

1.3 Discipline.

(a) Judge Discipline. For each chapter of the ROA-MI, the EC shall be the judge of its membership, subject to the restrictions of the ROA National Constitution and Bylaws.

(b) Charges; Grounds. Members may be suspended or expelled from the ROA-MI or disciplined only upon a proper showing of cause. No member in good standing will lose his or her membership until given a fair trial by the ROA-MI in such a manner and form as the EC prescribes.

(c) Appeal. Any member who has been suspended or expelled has the right of appeal to the EC, or to the Department Convention. The decision of the Department upon the appeal shall be final.

Article II - CHAPTERS

2.1 Name and Organization. Chapters shall bear names designated by their members with the approval of the ROA-MI, and will be organized so that they will conform, to the extent practicable, to the pattern of the ROA-National, and will operate under a charter issued by the ROA-National.

2.2 Formation. Ten (10) or more active and potential eligible new members, may petition the ROA-MI for a Chapter Charter. The petition must be accompanied by a proposed Chapter Constitution, Bylaws, and membership list of the petitioners and/or applications of potential eligible members. No new Chapter shall be organized within the jurisdiction of this ROA-MI without the approval of the Department and shall be subject to supervision by the Department.

2.3 Chapter Charter. Upon approval of the proposed Chapter Constitution and Bylaws by the ROA-MI EC, the Department shall forward the petition to the ROA-National. The Charter shall be suspended automatically when the number of active

members within that Chapter becomes less than ten (10), and shall be reinstated upon request, when the number of active members reaches a minimum of ten.

2.4 Sparsely Populated Areas. For sparsely populated areas the ROA-MI Department may petition the National Executive Committee for permission to form or maintain a Chapter with fewer than ten active members.

2.5 Single Service and Unit Chapters. No provision of the Department Constitution or these Bylaws may be construed as denying the right of any Chapter to be a single-service Chapter, or to be composed solely of members of an organized unit of one service.

2.6 Chapter Activity. Each Chapter will be represented at two of the four regularly scheduled ROA-MI EC meetings and will submit satisfactory evidence of Chapter activity.

2.7 Reporting. Each Chapter shall report to the ROA-MI and to the ROA-National within ten days, the result of each election or change of its officers, with their respective post office addresses. Each Chapter shall report to the ROA-MI the names and addresses of each member. Each Chapter shall send annual financial reports to the National R.O.A., and file appropriate IRS and State of Michigan reports, if applicable, with informational copies sent to the ROA-MI Secretary –Treasurer, in order to maintain non-profit, tax-exempt status.

2.8 Charter Suspension and Revocation. Any Chapter charter may be suspended or revoked by the ROA National EC for violation of the National Constitution, Bylaws, or any provision of its charter. Suspension or revocation of a Chapter charter may be ordered by the ROA-MI EC, for violation of the National or Department Constitution or Bylaws.

2.9 Action Upon Charter Suspension or Revocation. In the event a Chapter is suspended, a final accounting of Chapter assets, to include its books, records and financial assets will immediately be given to the ROA-MI EC.

2.10 Charter Reinstatement. Any entity that may suspend a Chapter charter, may reinstate a suspended Chapter charter, when the cause for suspension has been removed.

2.11 Appeal of Suspension. A suspension shall be appealed to the ROA-MI EC.

2.12 Department Executive Council Decision. Any Chapter adversely affected by a decision of the EC, may, through its President, present a written appeal from such decision to the next Department Convention.

Article III DUTIES OF OFFICERS

3.1 Department President. The ROA-MI President will be the Executive Officer of ROA-MI, with authority to contract obligations, of less than One Thousand Dollars (\$1,000.00), within the approved budget. He or she will:

- **Provide** leadership and direction for ROA-MI,
- **Represent** the Department in all matters pertaining to its affairs.
- **Preside** at the general sessions of the ROA-MI Department Convention,
- **Oversee** the enforcement of the provisions of the ROA-MI Constitution and By-Laws,
- **Administrator** the policies established by the Department Convention and the EC,
- **Appoint** all necessary Committees,
- **Represent** the ROA-MI in interactions with external organizations, and
- **Perform** other duties incident to the office.

3.2 Department Vice-Presidents. The three (3) Department Vice Presidents shall:

- **Serve** on the Executive Council (EC),
- **Serve** as representatives of the ROA-MI President on matters referred to them, and upon request, preside over meetings of the Department Convention, or the EC, and
- **Perform** such duties incident to the office.

In addition, the Department Vice President originating from each Service Section will preside over meetings of their respective Service Sections, and advise the President on policy and procedure concerning their respective service. The Vice President, whose service section is next in rotation to fill the Presidency in accordance with Section 7.3 of the Constitution, will also be designated as the Executive Vice President.

3.3 Executive Councilmen. The three (3) Department Executive Councilmen shall be assistants to the Vice Presidents of their respective Service Sections in matters relating to legislative and public affairs, and in other matters as designated.

3.5 Department Judge Advocate. The Judge Advocate will be the legal advisor to the EC and the ROA-MI. They will review proposed amendments to the ROA-MI Constitutions and Bylaws and will bring to the attention of the ROA-MI any discrepancies in existing Constitutions or Bylaws.

3.6 Department Secretary - Treasurer. Under the direction and subject to the approval of the President, the Department Secretary-Treasurer shall:

- **Manage** the fiscal and administrative matters of the ROA-MI,
- **Provide** regular financial and budgetary reports,
- **Present** a proposed budget before the Department Convention,
- **Make** a financial report to the Convention regarding the prior fiscal year,
- **Record** all proceedings, including ROA-MI and the EC minutes,
- **Submit** all required reports to the ROA National,
- **File** IRS and State of Michigan reports, to maintain non-profit, tax-exempt status and,
- **Perform** other duties incident to such an office.

3.7 Department Public Affairs Officer. The ROA-MI Public Affairs Officer (PAO) shall:

- **Edit** and layout the Michigan Reservist newsletter and other publications,
- **Prepare** and Disseminate ROA-MI news releases,
- **Keep** current membership lists to include: US Postal address and email address,
- **Maintain** and update the ROA-MI Website with the Computer Information Officer,
- **Assist** the EC to obtain publicity to achieve ROA goals,
- **Assist** the Membership Chairman with recruitment planning and materials.
- **Recommend** effective and efficient ways to communicate policies to ROA members,
- **Work** on the Convention Planning Committee.

3.8 Department Historian. The Department Historian will maintain the current history of ROA-MI activities, and present an annual report to the Convention, which shall be a chapter in the official history of the ROA-MI Department.

3.9 Department National Councilman. The ROA-MI National Councilman will represent the ROA-MI at National Council meetings. If the National Councilman is unable to attend, the President may appoint an alternate. The National Councilman will also serve as a member of the Executive Council.

3.10 Department Computer Information Officer. The ROA-MI Computer Information Officer will:

- **Advise** the EC on all matters concerning computers and electronic media,
- **Establish**, maintain and regularly update the Department Website and coordinate with the public affairs officer,
- **Maintain** a current list of the electronic mail (email) and US Postal addresses of all ROA-MI members, with a dedicated list of Department Officers.

3.11 Department Reserve Officer Training Corps (ROTC) Liaison Officer. The ROA-MI ROTC Liaison Officer will be the liaison to State College, University and High School ROTC programs. They shall promote a program designed to maintain and promote ROTC Chapters, to provide information, and to encourage participation in ROA-MI and ROA National.

3.12 Department Membership Chairman. The ROA-MI Membership Chairman will chair the Membership Committee and promote the formulation and implementation of a marketing program designed to recruit and maintain membership. They will work in coordination with the Computer Information Officer and Public Affairs Officer to develop and implement membership recruitment plans and materials; and maintain current member addresses and emailing lists.

3.13 Department Inter-Allied Confederation of Service Members (ICSM) Liaison Officer. The ROA-MI ICSM Liaison Officer will promote the formulation and implementation of a program designed to maintain and promote inter-allied participation within the ROA-MI. In addition, they shall represent the Department at ICSM meetings.

3.14 Department Chaplain. The ROA-MI Chaplain will serve at the request of the President. The President shall prescribe the duties of the Chaplain as needed.

ARTICLE IV - ROA-MI EXECUTIVE COUNCIL (EC)

4.1 Meetings. The ROA-MI Executive Council (EC) shall meet at least four (4) times per year. One meeting must be within one week prior to the Department Annual Convention. One meeting must be no more than 90 days before the Department Convention. Other meetings will be set by the President or by petition to the President from 4 members of the EC.

4.2 Open Meetings. All meetings shall be open to all members of the ROA-MI and their guests.

4.3 Quorum. A quorum shall exist when five (5) members are present, and each service section is represented by a voting member. In the event a service section is unrepresented and due notice has been provided, a quorum shall consist of five (5) voting members.

4.4 Proxies. Any Executive Council member may give to another member of the Department a written proxy. Any holder of such proxy shall be entitled to vote as the Executive Council member who signed the proxy.

4.5 Voting. The Department President, Vice Presidents, the National Councilman, the Judge Advocate, the Secretary-Treasurer, the Public Affairs Officer, the ROTC Liaison Officer, the ICSM Liaison Officer, the Department Historian and the Computer Information Officer shall each be entitled to one vote. Each Chapter Representative shall each be entitled to one vote. If one person is holding two offices, only one vote is permitted per individual.

ARTICLE V - STANDING COMMITTEES

5.1 Membership Committee. The Membership Committee will be responsible for the formulation, and implementation of a program designed to recruit and maintain the membership of the ROA-MI. The Membership Committee shall be chaired by the Membership Chairman, and consist of other members appointed by the President.

5.2 Convention Planning Committee. The Convention Planning Committee will plan for the annual ROA-MI Department Convention and develop the convention program content. The Convention Planning Committee shall be chaired by the President and consist of the Executive Council.

ARTICLE VI - DEPARTMENT CONVENTION

6.1 Planning. The annual Convention shall be planned by the Convention Planning Committee. The Convention Planning Committee shall select the site six (6) in advance.

6.2 Budget. The Convention Planning committee will submit a budget to the EC. The convention allowance provided in the general budget will be used to defray convention

expenses incident to convention. Any profit or loss incident to a Convention shall be absorbed by the ROA-MI Department.

6.3 Order of Business. The ROA-MI Convention will be convened by the President and followed by the USA pledge of allegiance, and one or more presenters addressing military topics of interest, and an ROA update. The Order of Business at the annual ROA-MI Department Business Meeting will generally be as follows:

1. Invocation
2. Roll Call of Attendees
3. Minutes of Previous Meeting
4. Reports of Officers
5. Reports of Standing Committees
6. Unfinished Business
7. New Business
8. Election of Officers
9. Adjournment

ARTICLE VII - NATIONAL CONVENTIONS

7.1 Delegation Leader. The ROA-MI President will be the Delegation Leader. If the Department President cannot attend, he or she shall appoint the Delegation Leader.

7.2 Communication. All members of the ROA-MI delegation shall check the message bulletin board provided at the convention site upon initial registration. If no Michigan delegation list is on the board, the first delegate arriving will initiate the list providing his or her last name, rank and room number. All subsequently arriving delegates will check the board immediately upon registering and add their information to the list.

7.3 Meetings. The Delegation Leader will ensure that all members of the delegation are notified of the meeting.

7.4 Duties of Delegation Leader. The Delegation Leader will take charge of the delegation and speak for the delegation during all general assembly votes. They will attend all Presidents' meetings on behalf of the Department President. If the Delegation Leader is not the Department President, the Leader will provide a written report to the Department President within 30 days after the event.

ARTICLE VIII - RULES of PROCEDURE

The proceedings and deliberations of the ROA-MI, including the Department Convention and the Executive Council will be governed by the ROA Governing Documents adopted and amended from time to time. All matters not governed by the Governing Documents shall be governed by the Rules of Parliamentary Practices set forth in "Robert's Rules of Order Newly Revised," 12th edition (or newer), Scott, Foresman & Co., copyright 1 Sept. 2020.

ARTICLE IX - DISSOLUTION

9.1 Procedure. The ROA-MI may be dissolved by a two-thirds (2/3) affirmative vote of a Department Convention. In the event of circumstances, which may require emergency action between Department Conventions, the EC may approve dissolution through unanimous vote provided a quorum is present in accordance with the Constitution and By-Laws.

9.2 Funds. In the event of dissolution of the ROA-MI, whatever funds are contained in the treasury and other assets, after satisfaction of all outstanding liabilities, shall be donated to the ROA-National. If the National R.O.A. has been previously dissolved, then funds in excess of liabilities may be donated to any organization devoted to the interests of the ROA-MI Chapter members as determined by the EC.

Note: An EXCOM Zoom Meeting was convened 9 Nov. 2023 at which time the EXCOM additional comments and approved the wording of the proposed Bylaws. The EXCOM Members included: LTC Jack Bronka, LTC Graydon Dimkoff, LTC Donald Gates, LTC Scott Murdock, CAPT Ventzel Potochik, CDR James Semerad, COL Keith Souse, COL Charles Thornell, Jr., and LTC Louis Wilson.



WRITING GUIDANCE

09 March 2021

The guidance for writing the updated ROA-MI Constitution and By-Laws is as follows:

1. Start with the most current (2019) ROA-National Constitution and Bylaws as a guide. When editing the drafts, compare them to the ROA-National documents.
2. Re-write the ROA-National versions down to the State of Michigan Chapter level.
3. Because so much was re-written from the old undated present ROA-MI documents, rather than just modifying a word or sentence and high lighting the change, the simplest method was to just re-write the whole documents, and then compare to the ROA-Nationals. The “high lighting the changes” method would result in a cumbersome draft of double the size.
4. When writing the documents, keep in mind that ROA-MI is presently operating with only one Chapter in the entire state. But, keep the option open that it may grow to one or more chapters if future membership increases.
5. Keep it short. Use simple language and acronyms for brevity.
6. Describe specific purpose. (See Constitution Article II. Purpose.)
7. If additional drafts are made or changes added, make a note of the date at the top of the document. We need to keep the number of new drafts to a minimum to avoid confusion. Send changes and comments to one point-of-contact, Lou Wilson.

Note: A Zoom meeting was convened 5 Oct 2023 to review and revise the 9 March 2021 Draft. In attendance were LTC Jack Bronka (Air Force), LTC Scott Murdock (Army), CDR Jim Semerad (Navy), and LTC Louis Wilson (Army). Constitution and Bylaws references used included the current ROA-National, undated existing ROA- MI, 9 March 2021 ROA-MI draft, and current operating procedures.

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