



## Bylaws

### ARTICLE B-1: MEMBERSHIP

- ◊ Section 1: Eligibility — Membership requirements shall be as set forth in the National Constitution and Bylaws.
- ◊ Section 2: Affiliation — The Department of Northwest encompasses those members in the following states: Alaska, Idaho, Oregon, Washington Wyoming and Reserve Organization of America (ROA) members residing outside these states who wish to be members of the Department.
  - (a) *New Members* — New members will become a member of the chapter as specified in the application for membership. If not specified, a chapter shall be designated by the Department.
  - (b) *Members-at-Large* — When no chapter exists within the area of address stated on the application, the member will not be assigned a chapter and will be designated as a member at large.

### ARTICLE B-2: CHAPTER AND OTHER STRUCTURAL ENTITIES

- ◊ Section 1: Chapter Charters — Each Chapter shall be organized and operated under a charter issued by the Organization. Petitions for issuance of Chapter Charters shall be addressed to the Department, and such petitions shall be signed by not less than ten (10) persons eligible to become active members. The Department will forward the petition to National Headquarters with its approval or disapproval. Such petition shall be accompanied by the application for membership in the Organization. Charters shall be issued, or denied, by National Headquarters.
  - (a) The Charter of a Chapter shall be automatically suspended when the number of its members is less than ten (10) and be reinstated on request when its membership again reaches the minimum of ten (10) active members. Virtual Chapters may also be recognized.
  - (b) Any group of Department members may form a Chapter with ten (10) or more members submitting their intent to form a chapter to the Department EXCOM along with proposed Constitution & Bylaws. If approved, the department president will request a charter from National.
  - (c) Chapters may consider merging when participation or other reasons necessitate this. Both chapters must agree to a merger. The funds from the chapter merging with another chapter will transfer their funds to the gaining chapter.

◊ Section 2: Department Authority

- (a) *Supervision* — All Chapters within the jurisdiction of this Department shall be subject to the supervision of this Department. No new Chapter shall be organized within the jurisdiction of this Department without the approval of this Department
- (b) *Suspension* — This Department may suspend the Charter of any Chapter for violation of the National or Department Constitution and/or Bylaws, for violation of any provisions of the Charter granted to the Chapter, or any failure to function properly; provided, however, that before the suspension of any Charter, due notice in writing, clearly setting forth the alleged violation, shall be sent to the Secretary of the offending Chapter at least thirty (30) days prior to the proposed suspension. Such notices shall provide an opportunity for the offending Chapter to correct the situation leading to suspension and appeal to the succeeding Department Annual Meeting. If their appeal is adversely acted upon the Chapter shall have the right of final appeal to the succeeding National Annual Meeting.
- (c) *Books, Records, Funds; Surrender* — Upon the suspension of any Chapter under the provision of Article B-1 Membership, or Article B-2 Chapter and Structure Section 1 or Section 2 of these Bylaws, the Department Council shall be authorized to demand, recover or receive such funds from the last known officers of said Chapter or from any bank or other depository known to have Chapter funds in its possession.
  - i. Escrow — The funds so recovered by the Department of Northwest shall be held for the benefit of such Chapter if reactivated for a period of five (5) years, in a savings bank trust fund, the interest therefrom to be immediately available for use by the Department of Northwest.
  - ii. Surrender — After five (5) years, if the Chapter has not been reactivated, the funds shall revert to the Department of Northwest general funds.
- (d) *Merger* — Chapters may voluntarily combine with another chapter for the benefit of both chapters. Both chapters and the department will agree to the merger.
  - i. Records — The Chapter secretary's records will be forwarded to the Department Secretary and sent to National, if requested.
  - ii. Funds — The funds from the merging chapter will be transferred to the chapter to which it is merging. Should the merged chapter decide to become a separate chapter after five (5) years, the chapter will receive funds based on Article A-10 Section 1 of the Constitution and Article B-4.a of the Bylaws.
- (e) *Dissolution* — A chapter may voluntarily choose to close for a variety of reasons. If the chapter decides to close.
  - i. Records — The Chapter secretary's records will be forwarded to the Department Secretary and sent to National, if requested.
  - ii. Funds — The funds from the closing Chapter funds will be transferred to the department and held for the benefit of such Chapter if reactivated for a period of five (5) years, in a savings bank trust fund, the interest therefrom to be immediately available for use by the Department of Northwest. After five (5) years, if the Chapter has not been reactivated, the funds shall revert to the Department of Northwest general funds. Should the chapter reactivate after five (5) years, the chapter will receive funds based on Article A-10 Section 1 of the Constitution and Article B-4.a of the Bylaws.

❖ Section 3: Restrictions

- (a) *Violation of Department/National Governance* — No Chapter shall take any action in violation of the National Constitution and Bylaws, or of the Department Constitution and Bylaws, nor take any public action inconsistent with the announced policy of the Organization.
- (b) *Access* — No provisions of these Bylaws shall deny nor be construed as denying to any Chapter, prospective Chapter the privilege of retaining or establishing its individuality as a separate Army, Navy or Air Force Chapter or as a Chapter composed solely of members of a Corps or Division of one of those components, nor the right of direct access to the National Headquarters Staff.
- (c) Section 4: Location of Department Headquarters — The location of Department Headquarters shall be designated by the Department President.
- (d) Section 5: Chapter Officers — Chapter officers shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as the Chapter Bylaws may provide. The offices of Secretary and Treasurer may be held by one person. Chapter officers shall be elected and installed annually prior to 31 January.
- (e) Section 6: Reports — Each Chapter shall report to the Department Secretary and Treasurer the results of each election of change of its President, Secretary, and/or Treasurer.
  - i. *Addresses* — Such Reports shall include the post office addresses of the newly elected officers.
  - ii. *Financial Statement* — A current financial statement including the name of the bank where the Chapter funds are deposited, and the signature(s) authorized for each account.
  - iii. using ROA Chapter Financial Form
  - iv. the filing information report with the Internal Revenue Service (IRS)
  - v. completed forms will also be sent to the Department/Chapter Support area at ROA Headquarters.
  - vi. *Appointments* — Changes in Chapter officers by appointment shall be subject to the same requirements as for elected officers.
- (f) Section 7: Chapter Dues — Chapters may levy and collect dues from active members apart from, and in addition to dues provided in the National Constitution.

## ARTICLE B-3: OFFICERS

❖ Section 1: Duties

- (a) *President* — Department President shall be the Chief Executive Officer of the Department, with authority to contract obligations within the approved budget, represent the Department in all matters pertaining to its affairs, and shall be a trustee of the Corporation,
  - i. Presides at the general sessions of the Department Annual Meeting, all meetings of the Department Executive Committee and the Department Council and shall perform such other duties as are usually incident to the office.
  - ii. Enforces the provision of the Department Constitution and Bylaws and carries out the mandate(s) of the Department Annual Meeting

- iii. Appoints all necessary committees and is responsible for the proper functioning of the Committees as required by Article B-5 of these Bylaws to ensure furtherance of the aims of the Organization.
- iv. Term of office is two (2) years, elected in even years.

(b) *President-Elect* — The Department President-elect shall be a trustee of the Department during his/her term of office and shall act as the representative of the Department President on all matters assigned by the President.

- i. Shall act for, and on behalf of, the President at such meetings, functions and conferences as the President may be unable to attend.
- ii. On completion of the term of the Department President, the President-elect shall, without further action of election, be inducted into office and serve as Department President until his/her successor shall have been duly qualified for such office by election and by service as President-elect.
- iii. Term of office is two (2) years, elected in even years.

(c) *Vice Presidents* — The three (3) Department Vice-Presidents shall be Trustees of the Department Corporation for a period of two (2) years following their election and qualification, and shall act as representatives of the Department President on all matters referred to them by him/her and at his/her request shall preside over the Department Annual Meeting, the Department Executive Committee meeting, or the Department Council meeting, and shall perform such other duties as are usually incident to the office.

- i. Each Department Vice-President shall preside over meetings of the respective sections and shall advise the Department President on matters of policy and procedure concerning the respective service of such Vice-President.
- ii. The Department Vice-President of the same service as the President shall be designated the First Vice-President and the seniority of the other two (2) shall be in the same sequence as established by the policy of rotation of Presidents.
- v. The First Vice-President shall assume the duties and the powers of the Department President, in the event the President's death, inability to serve, or resignation.
- vi. Term of office is two (2) years, elected in even years.

(d) *Committeemen and Junior Vice Presidents* — The three Department Committeemen and the three Junior Vice-Presidents provided for in the Constitution shall have such duties as shall be assigned to them by the Department President. Term of office is two (2) years, elected in even years.

(e) *Secretary* — The Department Secretary shall keep the minutes of the Department Annual Meeting, the Department Executive Committee, and the Department Council, conduct the correspondence, keep files of membership, and advise the Treasurer as to the collection and disbursement of all monies received as Department share of the National dues.

- i. Minutes of all meetings will be sent to the President, Department Vice-Presidents, Chapter Presidents, and Secretaries within 30 days after the end of each Department meeting.
- ii. Minutes shall include resolutions, actions, and motions adopted during the Department meeting and since the last meeting.
- iii. The Department President may forward minutes to the Department web master to be posted on the website.

- iv. Maintain a copy of Department Committees membership.
- v. Send a copy of chapter officers to Department Committee chairpersons and Chapter Presidents.
- vi. Meet National Requirements.
- vii. Term of office is three (3) years, following election at the annual meeting.

(f) *Treasurer* — The Department Treasurer shall maintain all records of receipts and disbursements of all monies of the Department.

- i. Shall disburse such monies as are properly authorized for disbursement by the Secretary's voucher and approved by the President.
- ii. Ensure Department and all Chapters comply with IRS requirements.
- iii. Send quarterly reports, as required, to Department President to include any discrepancies in reporting requirements.
- iv. Meet National requirements.
- v. Term of office is three (3) years, following election at the annual meeting.

(g) *Judge Advocate* — The Department Judge Advocate shall be the legal advisor to the Department Officers, the Department, the Department Executive Committee, and the Department Council.

- i. Shall review proposed amendments to the Department Constitution and Bylaws.
- ii. Shall bring to the attention of a Chapter any discrepancies in its existing Constitution and Bylaws.
- iii. Edit as to styling and for making changes to conform to the rest of the documents to amendments made per Constitution Article A-12, Section 2.

(h) *Historian* — The Department Historian shall compile annually from the archives of this Department and other authentic sources a narrative history of this Department, its activities, and accomplishments.

(i) *Chaplain* — The Department Chaplain shall perform such divine and non-sectarian services at any meeting of this Department as directed by the Department President and shall conduct such ceremonies as may be required.

(j) *National Councilman* — The Department National Councilman shall, when practicable, represent the Department at all meetings of the National Council of the ROA and shall immediately after attending said National Council meeting furnish to the President and through the President to all members of the Department a report of the items of business transacted at the National Council meeting together with a report as to how the National Councilman voted on each item of business on which there was a vote taken at the National Council meeting.

(k) Term of office is three (3) years, following election at the annual meeting.

❖ Section 2: Term of Office — The term of office for the President and the other elected officers of the Department shall commence immediately following the adjournment of the Annual Meeting at which they were elected.

❖ Section 3: Nominations — The nominations of the Department President-elect, the three (3) Vice-Presidents, the three (3) Department Committeemen, and the three (3) Junior Vice-

Presidents shall be on the recommendation of the particular Section concerned, at meetings of the Sections, from which the nominees are to be selected, held during the department Annual Meeting. A majority of all votes cast shall be necessary for nominations in a Section meeting.

- (a) The officers nominated in Section meetings, together with such nominees for other offices as may be named by the Nominating Committee and with such other nominees as may be named from the floor of the general assembly, shall constitute the list from which selection of Officers for the Department shall be made by the general assembly at the Department Annual Meeting.
- (b) The Department Vice-President for the services next in order of rotation for election to the office of Department President in accordance with Article VI, Section 3 of the Constitution of the Department of Northwest shall be designated as the President-elect and shall be ex-officio nominee of that service for Department President at the ensuing Department Annual Meeting.
- (c) All Chapters with a total membership of one hundred (100) or more members, where two or more services are represented, shall be provided in their Constitution or Bylaws for compliance with the provisions of this section.
- (d) The President is directed to place members serving as National Officers on the Department Council (as non-voting members) to serve concurrently thereon with their National terms of Office.

- ❖ Section 4: Elections — The candidate receiving the highest number of votes shall be elected.
- ❖ Section 5: Vacancies — A vacancy in any Department office, except President and President-elect, may be filled for the unexpired term thereof by an appointment thereto by the Department President, subject to the approval of the Department Executive Committee. A vacancy in the Office of President shall be filled by the First Vice-President. A vacancy in the office of the President-elect shall not be filled, but both a President and President-elect shall then be elected at the next department Annual Meeting.

## **ARTICLE B-4: FUNDS**

- ❖ Section 1: Department and Chapter Dues — Chapters may levy and collect dues from members, apart from and in addition to the official annual dues as provided by the National Constitution. The Department may levy and collect dues from non-life members.
  - (a) *Remittance* — The Department shall remit to chapters in good standing the income received per the Department Constitution Article 10.
  - (b) *Life Members* — Life Members shall be liable for that part only of Chapter dues in excess of that portion of Annual National dues remitted to the Chapter and shall not be liable for any Department dues whatsoever.
  - (c) Receipts of interest from Life memberships will be considered as receipts of dues from other membership and proportionately divided between the Department and the Chapter to which such members belong.
- ❖ Section 2: President's Expenses — Fifty percent (50%) of all dues collected and retained by the Department, but not to exceed \$1,800.00 during one President's term, shall be budgeted each year to finance the Department President's expenses. The limitation herein provided may be increased in an emergency by action of the Department Council.

- ❖ Section 3: Non-Affiliated Member Funds — That dues or interest received from National for members who are not affiliated with any Chapter shall become Department general funds.

## ARTICLE B-5: COMMITTEES

- ❖ Section 1: Standing Committees — Shall act as an advisory capacity to the Executive Committee and the President. The President shall appoint members as deemed appropriate and instruct them in writing as to their duties.
  - (a) *Constitution and Bylaws Committee* — Make continuing study of the Constitution and Bylaws and shall draft amendment(s) proposing changes that may require action at the Annual Meeting.
  - (b) *Resolutions and Legislative Committee* — Act in an advisory capacity that may require actions relating to both State legislation and/or National legislation that pertains to or affects the Reserve Forces.
  - (c) *Membership Committee* — Act in an advisory capacity to all matters relating to membership in the Department.
  - (d) *Annual Meeting Committee* — Consist of members as described in Article B-8 of these bylaws.
  - (e) *Budget Advisory Committee* — The members of this committee shall be the Vice-Presidents of each service section and others appointed at the discretion of the President. The Treasurer is an ex-officio member. The committee shall recommend an annual budget with respect to each fund from which funds are proposed to be appropriated. The committee shall review the annual audit report and make recommendations, if necessary.
  - (f) *Family Readiness Committee* — Shall act in an advisory capacity on all matters of policy and procedures relating to family matters. Will conduct program(s) in support of reservists' families.
- ❖ Section 2: General Committees
  - (a) *Service Section Committees* (Army, Air Force, Naval (including Navy, Coast Guard, Marine Corps, Public Health Service and NOAA)) — Each Vice-President may establish and appoint committee members to the needs of the service section. The Service Section Vice-Presidents act in an advisory capacity on all matters relating to that service section.
  - (b) *Award Committee* — Shall identify and coordinate Department Awards.
    - i. ROTC/JROTC Awards — Coordinate the ordering and distribution of the ROTC/JROTC awards
    - ii. Long Timer Certificates — Issue Long Time Certificates to members with 50 years membership in ROA and to those at 5-year increments beyond 50 years.
- ❖ Section 3: Ad Hoc Committees — The President may appoint ad hoc committees as needed. These may include:
  - (a) Public relations and National Security Committee
  - (b) Publications Committee

- ❖ Section 4: Annual Meeting Committee — The President shall annually appoint two members to the Annual Meeting Committee for three-year terms and shall designate the chairman thereof from the members of the Committee.
- ❖ Section 5: Committee Duties — The President shall prescribe the duties of all committees, consistent with the Department Constitution and Bylaws and the National Constitution. The President may, by appointment, fill any vacancy that may occur on any committee. The President shall be an ex-officio member of any committee and has the power to designate the President-elect or any Vice-President as an ex-officio member of any committee in his/her place.

## ARTICLE B-6: RULES OF PROCEDURE

- ❖ Section 1: Rules of Parliamentary Practices — The proceedings and deliberations of the Organization, including the Department Annual Meeting, the Department Executive Committee, the Department Council, and Section Meetings, shall be according to the Rules of Parliamentary Practices established by Roberts Revised Rules of Order (the most current version).
- ❖ Section 2: Voting — Voting shall be by a roll call of Chapters when demanded by any delegate and each Chapter shall have one vote for each delegate allowed. Election of Officers and election of the Annual Meeting location shall be determined by roll call. Voting by proxy is not authorized.
- ❖ Section 3: Notification — The Department Secretary shall, not less than 30 days prior to each Annual Meeting notify each Chapter of the number of votes to which it is entitled in each Section meeting, based on one vote for each twenty-five (25) members, or major portion thereof, belonging to that section, and one vote for the Section.
- ❖ Section 4: Representation
  - (a) *Chapters* — Any Chapter not represented at the Annual Meeting by a member of that particular chapter shall have no vote.
  - (b) *Service Sections* — Any Section from any Chapter not represented at the Annual Meeting by a member of that Section shall have no vote at Section meetings, but its vote may be cast at the general assembly sessions of the Annual Meeting by Chapter representatives present at the Annual Meeting.

## ARTICLE B-7: ORDER OF BUSINESS

- ❖ Section 1: Order of Business — The order of business at Department Annual Meetings of the Organization shall be insofar as is practicable, as follows:
  - (a) Invocation
  - (b) Roll Call of Chapter
  - (c) Addresses
  - (d) Reading of minutes of previous meeting
  - (e) Reports of Officers
  - (f) Report of Standing Committees
  - (g) Announcement of Annual Meeting Committees
  - (h) Committee Conferences
  - (i) Section Meetings
  - (j) Reports of Committees

- (k) Unfinished Business
- (l) New Business
- (m) Election of Officers
- (n) Adjournment

❖ Section 2: Schedule — The Annual Meeting business sessions shall begin at 0900 hours Saturday and the preceding Friday shall be confined to committee meetings and social functions.

## ARTICLE B-8: ANNUAL MEETING COMMITTEES

- ❖ Section 1: Required Committees — There shall be the following Annual Meeting Committees appointed by the Department President:
  - (a) *Credential Committee* — Ensures all delegates present are current Department members in good standing.
  - (b) *Rules Committee* — Reviews current Annual Meeting rules and provides recommendations to accept or amend.
  - (c) *Audit Committee* — Reviews financial records and provides the results of the financial audits that were completed.
  - (d) *Nominations Committee* — Provides recommended nominations of Department officers to the Annual Meeting.
- ❖ Section 2: Other Committees — Other committees as the Department President shall deem necessary.

## ARTICLE B-9 AWARDS

- ❖ Section 1: Program — The Department encourages an awards program. Awards are available for purchase and presentation by Department, Chapters, and Service sections as applicable.
- ❖ Section 2: Establishment — National awards of the Organization are established by the National Executive Committee. The Department and its affiliated Chapters may establish local awards consistent with the National Awards Policy as approved by the National Executive Committee.

## ARTICLE B-11: REVOCATION OF PRIOR BYLAWS

All prior bylaws and amendments thereof are hereby revoked and shall become null and void immediately upon adoption of these Bylaws.

Adopted April 26, 1980  
 by the 1980 Convention, Department of Washington,  
 Reserve Officers Association  
 (ROA) of the United States

1. As amended April 30, 1988
2. As amended April 29, 1989
3. As amended May 16, 1992
4. As amended September 20, 2014
5. As amended May 31, 2022, by Department of Northwest,  
 Reserve Organization of America (ROA)
6. As amended 22 April 2023

7. As amended 27 Mar 2025
8. As amended 6 December 2025