

Constitution

ARTICLE A-1: NAME

- ◇ Section 1: Full Name — The name of this organization shall be the Reserve Organization of America (ROA) Department of Northwest.
- ◇ Section 2: Short Reference — The Reserve Organization of America, Department of Northwest may be referred to in this Constitution or in the Bylaws as the Department.

ARTICLE A-2: PURPOSE

The purpose of this organization shall be as set forth in the National Constitution and Bylaws.

ARTICLE A-3: MEMBERSHIP ELIGIBILITY

Membership shall be set forth in the National Constitution and Bylaws.

ARTICLE A-4: ORGANIZATION

The Department shall be organized into Chapters. The membership, location, and territorial limits of Chapters shall be determined by the Department.

ARTICLE A-5: DEPARTMENT ANNUAL MEETING

- ◇ Section 1: Time and Place — The legislative body of this Department shall be the Department Annual Meeting, which shall be held annually as set forth in the National Bylaws. The Department Council shall determine the time of the Annual Meeting, and, in case of emergency, may change the time or place of this meeting.
- ◇ Section 2: Delegates — The basis of representation for the Department Annual Meeting shall be: one delegate at large, and one delegate for each service section for which it shows membership for each chapter, and one additional delegate for each twenty-five (25) members or major fractions thereof, of the Chapter. Where no chapter exists, department at large members may be a delegate when attending an Annual Meeting in person with one vote for 100 department at large. The maximum number of at large delegates will be based on one delegate for each 100 or major fraction thereof, at large members. Should more members attend than at large delegates allowed, the registration date will determine the delegates. No service section delegates will be awarded to department at large members.
 - (a) *Membership Statistics* — For the purpose of this Article, the membership figures furnished by the National ROA showing membership as of the preceding March 1st shall apply.
 - (b) *Past Presidents* — Each Department of Northwest/Department of Washington Past President in attendance at any Department Annual Meeting shall be a delegate at large.
 - (c) *Delegates and Delegates at Large* — Each delegate and each delegate at large shall be entitled to one vote. The vote of any delegate, except a delegate at large, may be cast by

an alternate. Alternates may be elected or appointed by the same body that elected the delegate and shall be a member of the same Chapter as the delegate.

- (d) *Alternates* — Each Chapter is entitled to one alternate for each delegate allowed its membership.
- ◇ Section 3: Annual Meeting — Sections may have individual meetings at Department Annual Meetings, provided, however, that any action taken by a Section that affects the Department as a whole, to have any force or effect must be approved by a general session of the Annual Meeting.
 - ◇ Section 4: Quorum — A quorum shall exist at a Department Annual Meeting, whenever ten percent (10%) or more of the total votes entitled to be cast in the Annual Meeting, are represented by accredited delegates or alternates.
 - ◇ Section 5: Department Affairs — The affairs of this Department between Annual Meetings shall be administered by the Department Council and the Department Executive Committee.

ARTICLE A-6: DEPARTMENT OFFICERS

- ◇ Section 1: Elected Officers — The Department Annual Meeting shall elect a Department President (unless previously designated as President-elect); a Department President-elect; a Department Vice-President, Junior Vice-President, and a Department Committeeman for Army; a Department Vice-President, Junior Vice-President, and a Department Committeeman for Naval Services, whose jurisdiction shall include Navy, Coast Guard, Marine Corps, Public Health Service, and NOAA; a Department Vice-President, Junior Vice-President, and a Department Committeeman for Air Force; a Department Secretary; a Department Treasurer; a Department Judge Advocate; a Department Chaplain; a Department Historian; a Department National Councilman; and such other officers as any Annual Meeting may determine.
- ◇ Section 2: Election of Officers — The nomination and election of Department Officers shall be provided for in the Bylaws. Elected officers will hold office until their successors are qualified and duly elected.
- ◇ Section 3: Presidential Rotation — The offices of Department President and President-elect shall be rotated in the following order: (1) Army; (2) Navy, Coast Guard, Marine Corps, Public Health Service, NOAA; and (3) Air Force, unless the Annual Meeting, upon nomination from the floor and by a three-fourths (3/4) vote, shall elect a Department President-elect other than the one recommended by the Section concerned, in which event the rotation of the Department Presidency shall be suspended for one year.
- ◇ Section 4: Trustees — The legal Trustees of the Corporation shall be the President, the President-elect, and the Service Section Vice-Presidents, except as provided by Article A-9.

ARTICLE A-7: DEPARTMENT EXECUTIVE COMMITTEE

- ◇ Section 1: Authority — The Department Executive Committee is the governing body of the Department.
- ◇ Section 2: Department Council — The Department Executive Committee shall act for the Department Council between meetings of that body.
- ◇ Section 3: Composition — The Department Executive Committee shall be composed of the Department President, the Department President-elect, the Department Vice-Presidents for each Section of the Department (Army, Air Force, and Naval Services), the Department

Secretary, the Department Treasurer (Secretary and Treasurer without vote), and three (3) members of the Department Council elected by the Council, one from each Section. A quorum of the Executive Committee shall be five (5) of its members.

- ◇ Section 4: Vacancies — In the event of the death, inability to serve or resignation of any member of the Department Executive Committee, other than the immediate Past-President or the President, the vacancy shall be filled by appointment by the voting members of the Department Executive Committee and for the remainder of the unexpired term.

ARTICLE A-8: DEPARTMENT COUNCIL

- ◇ Section 1: Authority — Department Council authority shall be set forth in the Department Constitution and Bylaws.
- ◇ Section 2: Composition — The Department Council shall be composed of the President plus the Officers elected pursuant to Article A-6, Section 1, of this Constitution, the two immediate past Presidents, an elected National Councilperson and a representative from each Chapter.
- ◇ Section 3: Meetings — The Department Council shall meet within 24 hours following adjournment of the Department Annual Meeting and shall transact such business as may properly come before it. The Department Council may meet at other times at the call of the Department President or on petition addressed to the Department President signed by not less than thirty percent (30%) of the members of the Council. All meetings, except meetings immediately following the adjournment of the Annual Meeting, shall be held only after fourteen (14) days following the mailing of written notice thereof to each member of the Council. A quorum for a Council meeting shall be nine (9) of its members.

ARTICLE A-9: EMERGENCY ADMINISTRATION

- ◇ Section 1: Circumstances — In the event of a national emergency whereby such large numbers of the members of the Department are called to active duty and as a result thereof are unable to attend Department Annual Meetings in sufficient numbers to make said Annual Meetings practicable, the Department Executive Committee by a majority affirmative vote of all existing and available members may declare that an emergency exists within the Department and appoint a Board of three (3) Trustees, one each from the Army, Air, and Naval components, who shall become the exclusive governing body of the Department. The Trustees shall not have any authority to dissolve this Department.
 - (a) *Trustee Duties* — The Trustees shall endeavor, if economically possible, to have the Department continue functioning. The Trustees shall continue to be the sole governing body and provide an accounting of their administration as provided in Bylaws.
 - (b) *Termination* — When the Executive Committee determines that an emergency no longer exists, they shall terminate the emergency.

ARTICLE A-10: FINANCE

- ◇ Section 1: Remittance of Income — The Department shall remit to the various Chapters of the Department forty percent (40%) of the income received from ROA National to be distributed to Chapters on a per-capita basis.
- ◇ Section 2: Additional Remittance — In addition to the remittances to the various Chapters as provided in Section 1, the Department shall remit to the various Chapters any funds held by the Department in excess of Fifty-Five Thousand Dollars (\$55,000.00) for such purposes consistent with organization objectives and in such amounts, on a per capita basis or

otherwise, as may be authorized at any regular Department Annual Meeting by majority affirmative vote of those voting members present.

- ◇ Section 3: Fund Raising Activities — The Department may establish and sponsor special fund-raising activities for specific purposes. Initial start-up funding may be provided from the Departmental treasury on a loan basis, to be repaid from the special fund proceeds. Net proceeds realized by the fund-raising activity shall be exempt from the fund distribution requirements of Section 1 and shall be expended only for the particular purpose to which the activity promotion is addressed. The purpose of such special fund activities shall be limited to membership and recruitment enhancements, ROTC scholarships, increased Annual Meeting and conference participation by Department members, particularly junior members, and any similar activity which has as its primary objective the promotion of public relations and the growth of the ROA, Department of Northwest.

ARTICLE A-11: BYLAWS

Appropriate Bylaws to carry out the provisions of this Constitution may be adopted.

ARTICLE A-12: AMENDMENTS

- ◇ Section 1: Constitution — This Constitution may be amended at any regular Department Annual Meeting by a three-fourths (3/4) affirmative vote of those voting members present.
- ◇ Section 2: Bylaws — Bylaws may be amended at any Department Annual Meeting by a majority vote.

ARTICLE A-13: RATIFICATION

All acts performed under any former Constitution are hereby ratified and confirmed.

ARTICLE A-14: REVOCATION

All Prior constitution and amendments thereto are hereby revoked and shall become null and void immediately upon adoption of this Constitution.

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

1. as amended September 20, 2014
2. as amended May 21, 2022
by Department of Northwest, Reserve Organization of
America