



***Presentation***  
***of***  
***ExCom Proposed Amendments***  
***to***  
***ROA's Governing Documents***

**March 14, 2021**

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# Introduction

In early 2019, then-president Lt. Col. Don Stockton, USAF (Ret.), took a hard look at the Association, considering the past as well as the future. He considered if ROA's almost 100-year-old governance structure is flexible enough to allow ROA to move into its next century with a contemporary way of doing business.

With that in mind, Lt. Col. Stockton appointed, and current President, Col. Judi Davenport, USA (Ret.) reappointed, the Organizational Structure and Policy Review Committee (OSPR). The committee was charged with reviewing the Governing Instruments for the primary purpose of readying ROA for growth and relevance for the next decade and preparing for its second century of supporting, developing and executing a military policy for the United States that will provide adequate national security (ROA Charter, Section 190102).

The OSPR Committee engaged in an 18-month long process of discovery and discussion to ensure ROA is positioned properly to begin its next 100 years of service. The goal of the committee was to review all governance documents and recommend, where needed, structural changes that would provide ROA the ability to adapt to changing conditions. The OSPR Committee made their final report to the Executive Committee in September 2020.

The Executive Committee spent the next five months reviewing and discussing the OSPR Committee's findings and recommendations. Considerations were given to:

- Membership: The need to grow membership, specifically those who are actively drilling, and getting/keeping them engaged.
- Member engagement: Keeping members engaged in the organization was an area of deep discussion with opportunities arising as a result of the Coronavirus Pandemic. For example, continuing use of electronic meeting platforms such as Zoom and allowing members to vote directly on key issues via mail or electronic voting, long-standing best practices for many organizations.
- Space Force: The addition of Space Force as another Uniformed Service.
- ExCom: The ability of the Executive Committee to function as an agile board of directors.
- Length of Commitment: The length of commitment required of anyone participating at the national level – from president to national committee members.

After much consideration and deliberation, the ExCom put together this packet of proposed amendments. These synergistic changes to ROA's Governing Instruments are designed to structure ROA in such a way to enhance decision-making and flexibility with an eye toward adapting to changing conditions.

## **Process**

This process has been a long one and we still have a way to. From beginning to end, here is our timeline.

- February 2019 – September 2020: The OSPR Committee studied the organization’s structure and Governing Instruments, providing a final report to the ExCom in September 2020.
- September 2020 – February 2021: The ExCom reviewed, discussed, amended and voted on OSPR recommendations.
- March – October 2021: Socialize the recommendations so departments and chapters can formulate concerns, questions. The national president will conduct four town hall meetings to present these amendments and answer questions.
  - Sunday, 14 March 2021, 3:00 pm (eastern)
  - Wednesday, 14 April 2021, 7:00 pm (eastern)
  - Wednesday, 14 July 2021, 7:00 pm (eastern)
  - Wednesday, 6 October 2021, 7:00 pm (eastern)
- October 2021: During the convention, the proposed amendments will be presented to the members for approval.

National Convention  
21-24 October 2021  
The Guest House at Graceland  
Memphis, Tennessee

# **Rational for Proposed Amendments**

## **Proposed Amendment #1**

### **Rules of Procedure**

The current bylaws refer to the 10<sup>th</sup> edition of Robert's Rules of Order for rules of procedure. This amendment changes 10<sup>th</sup> to the most current so this section will not need to change with each new edition of Robert's Rules of Order.

Changes to the duties require amendments to:

- Article B-11: Rules of Procedure

## **Proposed Amendment #2**

### **Subordinate Groups**

This amendment removes the names of subordinate groups, making the charter more generic. This will allow ROA flexibility to structure the Association as needed in the future. Subordinate groups, such as departments and chapters, will still be defined in the bylaws.

Changes to the duties require amendments to:

- Charter Section 190105: Powers
- Charter Section 190106: Exclusive right to name, seals, emblems and badges
- Charter Section 190110: Service of Process

## **Proposed Amendment #3**

### **Department / Chapter Voting**

This amendment is organizational only. It moves the requirement for each member of a department or chapter to have a vote in the conduct of that department or chapter from the charter to the bylaws.

Moving this sentence further streamlines the charter. It also keeps the requirement with the rest of the rules for the departments and chapters, thus eliminating possible confusion.

Changes to the duties require amendments to:

- Charter Section 190103: Membership
- Article B-2: Departments, Chapters and Structural Entities

## **Proposed Amendment #4**

### **Dues Location**

The purpose of this proposed amendment is organization and clarification. Currently, to find the rule on setting dues for memberships, one has to look in the section on structural entities. It is combined in a reference to rebates.

This amendment will move the rule on setting dues to the bylaws article on membership. The rule for setting rebates will remain in the section on structural entities.

Changes to the membership eligibility section require amendments to:

- Article B-1: Membership
- Article B-2: Departments, Chapters and Other Structural Entities

## **Proposed Amendment #5**

### **Affiliation**

This proposed amendment does not change the intent of this section. What it does do is change the initial assignment to the chapter. This allows the member to select their chapter upon joining. The member's department will be automatically assigned based on the selected chapter. If no chapter is selected, the new member becomes a member-at-large of the department embracing the area of their address.

Changes to the membership eligibility section require amendments to:

- Article B-1: Membership

## **Proposed Amendment #6**

### **Association Name Change**

Once it was determined charter changes would be required to change the ExCom structure, the ExCom agreed the entire charter should be reviewed to ensure the Association is postured to move into the next century. Streamlining the charter and moving as much as necessary to the Constitution and Bylaws, gives ROA greater flexibility in the future to make changes without going back to Congress. Research determined that charter changes would not endanger ROA's charter status and could easily be implemented by using ROA's friends in Congress.

ROA has been functioning for three years with the dba of Reserve Organization of America. With greater standing in Congress, DoD and the media than ROA has experienced in many years, it is evident that a name change has had a positive impact on the Association. Therefore, it is recommended that the association's name be changed. This ratifies the 2018 National Convention's

vote to operate under a dba, namely, dba Reserve organization of America. This name change would also filter down to the constitution, bylaws and policies.

These recommended changes require amendments to:

- Charter Section 190101
- Article A-1: Name

## **Proposed Amendment #7**

### **International Programs**

The proposed amendment on international programs accomplishes three important, but separate things:

- 1) UPORFA – The amendment adds UPORFA to the constitution along with CIOR and CIOMR. Adding UPORFA to the constitution will formalize a long-standing and vital international partnership.
- 2) Reorganization – The amendment reorganizes the Governing Instruments by creating an international programs section in the bylaws and moving most of the language from the constitution to the bylaws. This follows the concept of the constitution providing the provision and the bylaws providing details on how it is done.

There is also language regarding CIOR and CIOMR in B-10: Committees, that does not relate to the committees. This amendment will move that to the new international programs section.

- 3) CIOR VP – This amendment changes the rotation of US CIOR Vice President. Currently, a national president assumes the role of CIOR VP five years after their term as president has ended. With this amendment, the outgoing president immediately becomes CIOR vice president at the conclusion of their term as president, which unties this from the service section of the current president.

The original rotation of the CIOR VP position was established many years ago. Since then, the ROA presidency has evolved from a one-year term to a two-year term without any change in the CIOR VP rotation, which is currently tied to the service section of the current president. Since the change in term of the presidency, several past presidents have been unable to serve or complete their terms as CIOR VP. This change will shorten the period of commitment for the person elected to be president. Also added was a provision for the ExCom to appoint the VP if a past president is not able to fill the position.

The changes to international programs require amendments to:

- Article A-4: Organization, Section 3: CIOR/CIOMR
- Article B-10: Committees, Section 6: CIOR/CIOMR



## **Proposed Amendment #8**

### **Advocacy Policy**

From time to time, advocacy issues requiring immediate attention will emerge. This amendment would permit the president and executive director to approve advocacy actions on a temporary basis until submission and completion of a resolution. This provides ROA staff the ability to act quickly on time-sensitive issues.

This amendment also establishes a formal process for the termination of a resolution. Currently, resolutions automatically expire and need to be renewed if still needed. This amendment requires an annual review by the Resolutions and Legislation Committee, who will then recommend to the Executive Committee termination of any resolution that is completed or overcome by events. The ExCom will terminate any such resolution.

The changes to policy amendments to:

- Article A-6: Policy

## **Proposed Amendment #9**

### **Duties of Officers**

This amendment changes the responsibilities of the executive director from chief operations officer to chief executive officer. Doing so reflects the best practice and position description of successful national associations. Holding the title of CEO will message to key stakeholders that this individual is vested with full responsibility of the organization on a day-to-day basis. It elevates the stature of the position and will serve to benefit the Association in the next 100 years.

This amendment also changes the responsibilities of the president from chief executive officer to chair of the Association. This does not change the title of the office for either individual. The president will retain the title of president and the executive director will remain the executive director.

Changes to the duties require amendments to:

- Article B-3: Duties of Officers
- Policy E-8: National Staff

## **Proposed Amendment #10**

### **Membership Eligibility – Types and Categories**

Over the years, the organization and ambiguity of this section has left some people confused or uncertain over exactly who is eligible for membership and how additional membership types can be created. This amendment is intended to:

- Clarify the existing membership structure by creating membership types and categories. This will help easily define members' rights and privileges. This will not change the current structure.
- Change spouse membership to expand eligibility to include spouses, widows and widowers of members as well as anyone eligible for membership. Currently, if the spouse is already deceased, the widow is not eligible for membership.
- Return honorary membership, which had previously been moved to ExCom policy, to the constitution with all other member types. This does not change existing membership structure. This keeps all membership types together to avoid confusion.
- Add clarity to how new membership types can be created.

Changes to the membership eligibility section require amendments to:

- Article A-3: Membership Eligibility
- Policy E-13: Membership in the Association

## **Proposed Amendment #11**

### **Committee Restructuring**

The ExCom reviewed the current committee structure and recognized the following changes needed to be made to improve operation and decision-making, consolidate and reorganize for simplicity and understanding, and to meet ROA's current and future needs.

- Reorganization – This will reorganize and simplify the bylaws by combining sections 4 and 5.
- Terms – This amendment will change the committee terms to a shorter commitment to keep committee members engaged. They may be reappointed if the president would like them to continue in the position. Often members lose interest or become distracted but don't know how, or don't bother to resign from the committee, thus leaving only two or three people to carry the load.
- Appointments – This amendment differentiates between standing and other types of committees. It may be necessary for the chairman of a special committee to stay in place for the duration of that special committee.

- Budget and Finance Committee – Move from policy to the bylaws the requirement of the president-elect and treasurer to be on the committee. This does not change the current requirement. It simply moves it to bylaws to keep all committee composition requirements together.
- Communications Committee – Add “Marketing” to the committee’s title and purpose. ROA will require a robust and forward-leaning communications and marketing strategy to meet membership growth requirements and to influence key stakeholders.
- Endowment Committee/Resource Development Committee – Currently the only standing committee that looks at fundraising is focused on the endowment program. ROA’s fundraising needs go well beyond just one area. The Resource Development Committee will focus on the associations fundraising, including the endowment program. Having an Endowment Committee advise on endowment investment funds is redundant as this is a function of the Board of Trustees, who is tasked with managing investment funds.
- Family Support Committee – DoD and Congress recognize this area as family readiness. The amendment would change the name of the committee to something easily recognizable by DoD and Congress.
- Health Services Committee – This amendment will change the name to Health Affairs Committee. This new name will correspond with DoD’s Office of the Assistant Secretary of Defense (Health Affairs) and our mutual role in policy. This also reduces the number of people on the committee.
- Junior Officers Committee – This amendment eliminates the Junior Officer Committee. Since ROA is now an all-ranks organization, this committee is anachronistic and no longer relevant. Junior officer and enlisted members have opportunities to work on any other committee and gain experience and knowledge of the workings of ROA.
- Resolutions and Legislation Committee – This amendment will 1) properly reflect the function of the committee as they do not advise on the procedure of legislation, but rather the legislation itself; 2) remove statement of who can approve resolutions as it is incomplete and already covered by Article A-6: Policy; and 3) removes the service section requirement from the committee. Article B-10, Section 3(a) requires representation from each service section.
- Strategic Planning Committee – This amendment will eliminate the Strategic Planning Committee as a standing committee. Most organizations establish a strategic planning committee as an ad hoc committee for the short period of time it takes to conduct the SWOT analysis and create the strategic plan that is then presented to and implemented by the organization.
- Talent Development Committee – Create a new committee that will nominate the best qualified candidates to serve in elected and appointed positions. The committee’s primary objective will be to seek the best candidates without regard to the individual’s rank, branch of service and/or component.
- Special Committees – This change provides the President the authority to appoint temporary special committees to accomplish special tasks not otherwise within the purview of a standing committee and removes the restriction of what those committees are. It also removes specific

reference to the Roles and Missions Committee, which has not been used in many years, but could be established on a temporary basis upon the call of the president.

Restructuring the committee structure requires amendments to:

- Article B-10: Committees
- Policy E-7: Committees

## **Proposed Amendment #12**

### **National Convention**

This amendment changes the term national convention to annual meeting. In accordance with the corporation law of most jurisdictions, organizations are required to have an annual meeting, which can take many forms, including in-person, proxy, telephonic, video teleconferencing, live stream or other virtual format or a combination of the foregoing. Many organizations that once held conventions have transitioned to the modern and statutory term of “annual meeting,” which may, but need not include a convention format and which is a best practice.

Upon approval of this amendment, all references to national convention will be changed to annual meeting throughout the Governing Instruments.

Changing the national convention to an annual meeting requires amendments to:

- Charter Section 190104
- Article A-5: National Convention

## **Proposed Amendment #13**

### **Funds**

Restructuring the section on funds will allow the organization to respond responsibly in a timely manner to a changing economic environment.

The bylaws currently list some, but not all, of ROA’s investment accounts. The proposed amendment moves language regarding the maintenance of ROA’s investment portfolio from the bylaws to ExCom policy. As part of the process, the funds that are not currently listed will be added, and two defunct funds will be removed.

This recommendation requires amendments to:

- Article B-8: Funds
- Policy E-15: Budget and Finance, Section 14: Funds

## **Proposed Amendment #14**

### **Voting**

This amendment would provide for the option to allow ROA to conduct voting by in person, mail-in, virtual (e.g., phone or video) or electronic ballot. The intent of this change is to increase member involvement in actions taken by the organization. Over the past five years, only 17% of allowed delegates have attended the convention; the 17% represents only 0.22% of ROA's total membership.

This amendment does not mean ROA will automatically move to voting outside of the convention. It does, however, provide for that option in the future as the Executive Committee deems appropriate. The recent pandemic has shown meeting in person may not always be practicable.

Changing the voting requirements requires amendments to:

- Article A-14: Amendment, Constitution and Bylaws

## **Proposed Amendment #15**

### **Service Sections**

This amendment restructures the service sections from three to five sections to facilitate equitable representation across the services. The recommendation is to restructure into five service sections: those governed by the Department of Defense – 1) Army; 2) Air Force, which includes Space Force; 3) Navy; 4) Marine Corps – and 5) Coast Guard, which includes NOAA and PHS. Previously provided for in ExCom policy, this amendment moves service descriptions to the constitution.

Restructuring the service sections requires amendments to:

- Article A-4: Organization
- Policy E-6: Service Sections

## **Proposed Amendment #16**

### **Executive Committee Restructuring**

Implementing the increased number of service sections as described in proposed amendment #15, while maintaining the current model of each service section comprising a vice president, junior vice president and three executive committeemen might make for an overly large number of members on the governing body in comparison to the size of the membership.

ROA is an association that represents all ranks, from all services and components. An individual's rank should not be a factor; only their willingness and ability to serve their service section and ROA. This new structure allows for any member, regardless of rank, to be elected to any position. A Talent Development Committee, as recommended in proposed amendment #11, will identify and recruit promising candidates for the ExCom and other leadership opportunities.

This amendment would:

- Change the term and rotation of executive committeeman and vice president. Each service section be represented by a vice president and an executive committeeman. A member elected as executive committeeman will serve a two-year term – the first year as executive committeeman and the second year as vice president. Therefore, each year the membership will elect a new executive committeeman as those elected the year prior will become a vice president.
- Eliminate the position of junior vice president.
- Change the immediate past national president to a non-voting member and reduce the term to one year.
- Add the chair of the Department National Council members as a member ex-officio without vote.

Restructuring the ExCom structure requires amendments to:

- Charter Section 190104: Governing Body
- Article A-4: Organization
- Article A-7: Officers
- Article A-8: Executive Committee
- Article B-3: Duties of Officers
- Policy E-6: Service Sections

## **Proposed Amendment #17**

### **Departments/Districts**

The change in demographics experienced by ROA and other organizations, coupled with the synergistic changes to ROA's governance recommended herein – including, for example, facilitating electronic voting and the adoption of modern practices and organizational structure – commend the movement to a consolidated district system. ROA needs to consider alternative structures that will positively enhance recruitment and engagement of new members.

Accordingly, the ExCom recommends restructuring the department system into a district system with roughly equal numbers of members assigned to each district.

Over the past decade or so as membership decreased concurrent with an increase in Reserve Component operational tempo, activity in departments has declined. As many departments are having trouble finding volunteers to serve in leadership positions, some are closing or merging into “super departments” whose voting power can significantly impact the voting process’s outcome. Generational changes in interest in belonging and participating in civic organizations are also well documented (Davis & Silva, 2019) and are impacting ROA.

Of ROA’s 43 departments, just over half do not have chapters or have only one chapter. Twelve departments have already closed or merged into other departments; a trend that will undoubtedly continue as older members can no longer be active, and younger members are not interested.

- Departments without chapters: Alabama, Arkansas, Colorado, Connecticut, Europe, Far East, Hawaii, Massachusetts, Michigan, Mississippi, National Capital Region, Nebraska, New Hampshire, North Carolina, Puerto Rico, Rhode Island, and Utah.
- Departments with only one chapter: Arizona, Iowa, Louisiana, Maryland-Delaware, Oklahoma, and Vermont.
- Departments that have merged or closed: Alaska (into WA), Delaware (into MD), Idaho (into WA), Latin America (closed), Maine (into MA), Montana (closed), Nevada (into CA, renamed Golden West), New Mexico (into AZ), Oregon (into WA), South Dakota (into MN), West Virginia (into OH), and Wyoming (into WA).

Organizing membership into districts will:

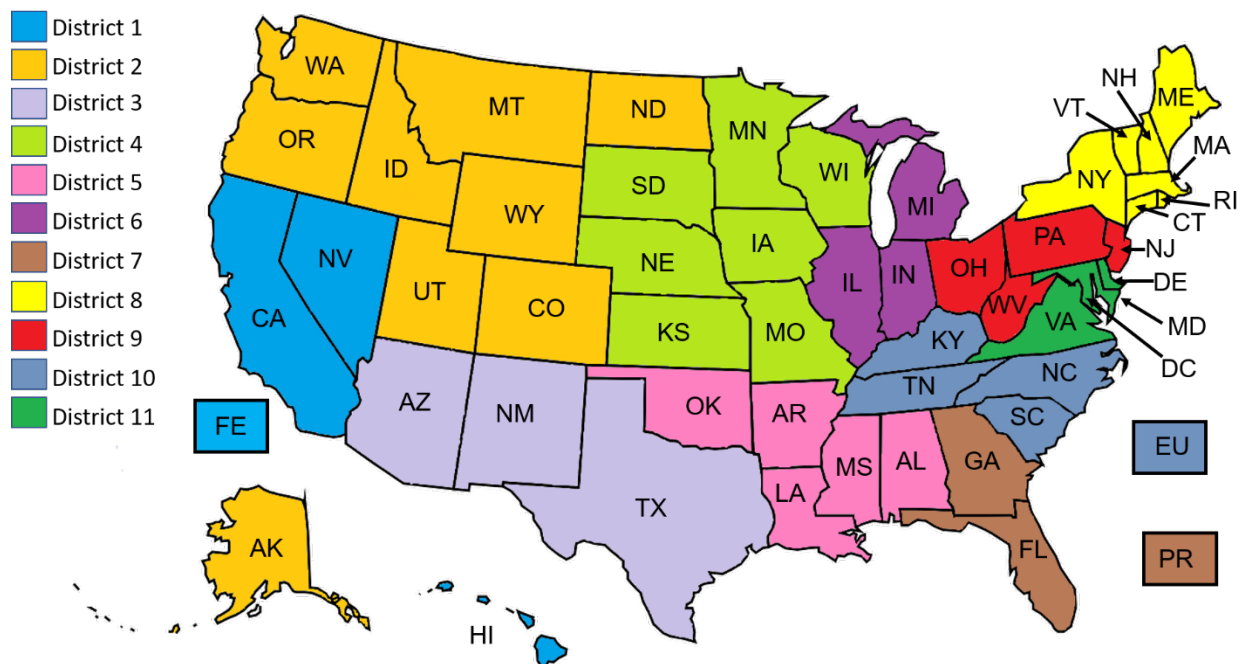
- Prevent the creation of super departments as departments merge.
- Allow departments to continue to function as a chapter if they so choose.
- Spread out the volunteer pool of members willing to serve in leadership positions.
- Create an option for departments that are no longer appropriately functioning and want to close.

Districts would replace departments and be apportioned to create similar populations. Departments-at-large would become chapters, but only if the department-at-large and their corresponding district choose to do so. The district approach could help increase activity in departments that are stalling or failing by reorganizing departments into chapters. The ExCom will review district lines every five years and as needed, and redraw lines to maintain similarly sized Districts.

The OSPR Committee also recommends reallocating the number of votes allowed per district to one vote and one additional vote for every 1,000 members. This will help equalize the number of votes allowed per district.

The following is the proposed district structure (listed by state, territory, or region):

| District | States/Depts – Those in bold have already merged.   | # members<br>a/o 1/31/21 | # of votes |
|----------|---|--------------------------|------------|
| 1        | Far East, Golden West ( <b>California, Nevada</b> ), Hawaii   | 4,434                    | 9          |
| 2        | Colorado, Montana, North Dakota, Utah, <b>Washington (Alaska, Idaho, Oregon, Washington, Wyoming)</b>         | 3,048                    | 7          |
| 3        | <b>Arizona (Arizona, New Mexico)</b> , and Texas  | 3,557                    | 8          |
| 4        | Iowa, Kansas, <b>Minnesota (Minnesota, South Dakota)</b> , Missouri, Nebraska, Wisconsin                      | 4,187                    | 9          |
| 5        | Alabama, Arkansas, Louisiana, Mississippi, Oklahoma   | 2,806                    | 8          |
| 6        | Illinois, Indiana, and Michigan   | 3,174                    | 8          |
| 7        | Florida, Georgia, Puerto Rico   | 4,037                    | 8          |
| 8        | Connecticut, <b>Massachusetts (Massachusetts, Maine)</b> , New Hampshire, New York, Rhode Island, and Vermont | 4,168                    | 9          |
| 9        | New Jersey, <b>Ohio (Ohio, West Virginia)</b> , Pennsylvania  | 4,282                    | 8          |
| 10       | Europe, Kentucky, North Carolina, South Carolina, Tennessee   | 3,606                    | 8          |
| 11       | <b>Maryland (Maryland, Delaware)</b> , National Capital Region (DC), Virginia                                 | 4,575                    | 10         |





Creating districts to replace departments requires amendments to:

- Charter Section 190105: Powers
- Charter Section 190106: Exclusive right to name, seals, emblems and badges
- Charter Section 190110: Service of Process
- Article A-4; Organization
- Article B-2: Departments, Chapters, and other Structural Entities
- Policy: New section
- Policy E-20: National Convention

## **Proposed Amendment #18**

### **National Council**

This amendment includes three changes to the National Council and DNCMs:

1. This changes the title to Section 1(b) to reflect the content of the section. It does not change the intent of the section.
2. The amendment removes the requirement for the National Council meeting to be the principal assembly of a national meeting. This does not mean ROA will automatically move to only one meeting each year. It will, however, provide the Association with the future option of conducting only one meeting each year, or several meetings a year.
3. The amendment removes the requirement for the DNCM to do annual reviews of specific programs and replaces it with flexibility for the president, at their discretion, to request formal assessments of specific programs.

Changes to the National Council require amendments to:

- Article A-9: National Council
- Article B-5: National Council

## Appendix A: ExCom Proposed Amendments

The following section contains the formal proposed amendments to the governing instruments as proposed by the National Executive Committee. They are marked up to show additions and deletions. It also shows where items are moved from one section to another. They are marked as follows:

Red & Underline = New text

Purple double underline = Text relocated from another area

~~Teal and strikethrough~~ = Deleted text

~~Gray double strikethrough~~ = Text moved to another area

# Proposed Amendment: 2021-01: Rules of Procedure

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article B-11: Rules of Procedure

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** The most current version of Roberts Rules is now the 11<sup>th</sup> edition. This change would keep this section current in perpetuity.

## Proposed Amendment to the Bylaws

Article B-11: Rules of Procedure

The proceedings and deliberations of the Association and its national bodies shall be governed by rules adopted and amended from time to time. All matters not governed by those rules shall be governed by the ~~40th~~ most current edition of Robert's Rules of Order Newly Revised.

# Proposed Amendment: 2021-02: Subordinate Groups

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Charter Section 190105: Powers; Section 190106: Exclusive right to name, seals, emblems and badges; 190110: Service of Process; Article A-4; Organization

Notes: 1) This is a charter and constitution change requiring a three-quarters affirmative vote.  
2) Boxed material remains unchanged.

**Rationale:** This amendment removes the names of subordinate groups, making the charter more generic. This will allow ROA flexibility to structure the Association as needed in the future. Subordinate groups, such as departments and chapters, will still be defined in the bylaws.

## Proposed Amendment to the Charter

### ◇ Section 190105: Powers

The corporation may:

- (1) adopt and amend a constitution and bylaws;
- (2) adopt and alter a corporate seal;
- (3) adopt and alter emblems and badges;
- (4) acquire, own, lease, encumber and transfer property as necessary to carry out the purposes of the corporation;
- (5) publish a magazine, newspaper and other publications;
- (6) establish, regulate and discontinue subordinate ~~departmental subdivisions and local chapters~~;
- (7) sue and be sued; and
- (8) do any other act necessary and proper to carry out the purposes of the corporation.

### ◇ Section 190106: Exclusive right to name, seals, emblems and badges

The corporation and its subordinate ~~departmental subdivisions and local chapters~~ groups have the exclusive right to use the name 'Reserve Officers Association of the United States' and seals, emblems and badges the corporation adopts.

### ◇ Section 190110: Service of Process

- (a) *District of Columbia* — The corporation shall have a designated agent in the District of Columbia to receive service of process for the corporation. Notice to or service on the agent is notice to or service on the corporation.
- (b) *States, Territories and Possessions* — As a condition to the exercise of any power or privilege granted by this chapter, the corporation shall file, with the secretary of state or other designated official of each State, territory or possession of the United States in which a subordinate ~~department or local chapter~~ group is organized, the name and address of an agent in that State, territory or possession on whom legal process or demands against the corporation may be served.

# Proposed Amendment: 2021-03: Department/Chapter Voting

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Charter Section 190103: Membership and Article B-2

Notes: 1) This is a charter and constitution change requiring a three-quarters affirmative vote.  
2) Boxed material remains unchanged.

**Rationale:** This amendment streamlines the Charter and moves the voting requirement to the section on entities. This does not change the requirement for voting.

## Proposed Amendment to the Charter

◇ Section 190103: Membership

(a) *Eligibility* — Eligibility for membership in the corporation is as provided in the constitution and bylaws of the corporation.

~~(b) *Voting* — Each active member of a department or chapter has one vote in the conduct of official business of that department or chapter.~~

## Proposed Amendment to the Bylaws

Article B-2: Departments, Chapters and Other Structural Entities

◇ Section NEW: Voting — Each active member of a department or chapter has one vote in the conduct of official business of that department or chapter.

# Proposed Amendment: 2021-04: Dues Location

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article B-1: Membership and B-2: Departments, Chapters and Other Structural Entities

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This will not change the intent of current language. This will reorganize and separate the two issues of dues and rebates. Membership dues will be moved to the membership section. Rebates will remain in B-2.

## Proposed Amendment to the Bylaws

Article B-1: Membership

- ◇ NEW Section: Dues – Dues shall be set by the annual meeting. Percent of votes necessary shall be the same as for amendments to the bylaws.

Article B-2: Departments, Chapters and Other Structural Entities

- ◇ Section 1: Department Financial Support —The Association shall provide financial support to departments through rebates, incentives and/or other programs. ~~Dues and p~~ Policy for rebates shall be set by the National Convention. Percent of votes necessary shall be the same as for amendments to the bylaws.

# Proposed Amendment: 2021–05: Affiliation

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article B-1: Membership

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This proposed amendment is in keeping with the current intent of this section. This change does, however, place the initial assignment on the chapter. Instead of being transferred to a department of choice, members are assigned to the chapter of choice, which will automatically assign them to the parent department. If no choice is selected, they will be assigned as a member-at-large of the department embracing the area of the mailing address.

## Proposed Amendment to the Bylaws

Article B-1: Membership

◇ Section 1: Affiliation

- (a) Department Chapter Affiliation — New Members shall become a member of the department chapter as specified in the application for membership and will be automatically affiliated with its parent department. If no department chapter is expressed, the applicant shall become a member-at-large of the department embracing the area of the address stated on the application.
- (b) *Transfer* — Any member may transfer to another chapter and corresponding department.

# Proposed Amendment: 2021 – 06: Association Name Change

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Charter Section 190101, Article A-1: Name

Notes: 1) This is a charter and constitution change requiring a three-quarters affirmative vote.  
2) Boxed material remains unchanged.

**Rationale:** This change will ratify the 2018 National Convention's vote to operate under a dba, namely, dba Reserve Organization of America.

## Proposed Amendment to the Charter

Title 36 United States Code Chapter 1901: ~~Reserve Officers Association of the United States~~ Reserve Organization of America

◇ Section 190101: Organization

(a) *Federal Charter* — ~~Reserve Officers Association of the United States~~ Reserve Organization of America (in this chapter, the 'corporation') is a federally chartered corporation.

◇ Section 190106: Exclusive right to name, seals, emblems and badges

The corporation and its subordinate departmental subdivisions and local chapters have the exclusive right to use the name ~~Reserve Officers Association of the United States~~ Reserve Organization of America and seals, emblems and badges the corporation adopts.

Audits of Federally Chartered Corporations  
(P.L. 88-504, 78 Stat 635, as amended, 36 USC Secs 1101-1103)

◇ Section 1: Definitions — The term "private corporations established under Federal Law" as used in this Act means the following organizations:

(41) ~~Reserve Officers Association of the United States~~ Reserve Organization of America.

◇ Section 3: Report to Congress — The report of each such independent audit shall be submitted to the Congress not later than six months following the close of the fiscal year for which the audit was made. The report shall set forth the scope of the audit and include such statements as are necessary to present fairly the corporation's assets and liabilities, surplus or deficit with an analysis of the changes therein during the year, supplemented in reasonable detail by a statement of the corporation's income and expenses during the year including the results of any trading, manufacturing, publishing or other commercial-type endeavor carried on by the corporation, together with the independent auditor's opinion of those statements. The report shall not be printed as a public document, except as part of proceedings authorized to be printed under the Act of March 2, 1931, chapter 378, section 1, as amended (44 USC Sec 1332 which is not applicable to the ~~Reserve Officers Association of the United States~~ Reserve Organization of America).



# Proposed Amendment: 2021 – 06: Association Name Change (cont'd)

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## Proposed Amendment to the Constitution

### Article A-1: Name

- ◇ Section 1: Full Name — The name of this organization shall be the ~~Reserve Officers Association of the United States~~ Reserve Organization of America. ~~The organization may also do business as (DBA) Reserve Organization of America.~~
- ◇ Section 2: Short Reference — The ~~Reserve Officers Association of the United States~~ Reserve Organization of America, may be referred to in this constitution or in the bylaws as the "Association" or "ROA."

# Proposed Amendment: 2021–07: International Programs

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article A-4: Organization, Article B-10: Committees, and adds a new section to the bylaws.

Notes: 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This amendment changes the rotation of US CIOR Vice President. Currently, a national president assumes the role of CIOR VP five years after their term as president has ended. With this amendment, the outgoing president immediately becomes CIOR vice president at the conclusion of their term as president, which unties this from the service section of the current president.

The amendment adds UPORFA, which is currently missing from the C&B. It also reorganizes the governing documents to follow the concept of the constitution providing the provision and the bylaws providing details on how it is done, and moves information from the committee section, to its appropriate place within bylaws international programs.

## Proposed Amendment to the Constitution

Article A-4: Organization

◇ Section 3: CIOR/CIOMR International Programs

(a) *CIOR* — The Association is designated by DoD as the a member of the Interallied Confederation of Reserve Officers (CIOR). ~~The last past president who is a member of the same service section as the president, shall be the CIOR vice president for the United States and chief of the United States delegation to CIOR. The vice president's term of office shall commence upon adjournment of the annual CIOR Congress immediately following adjournment of the annual National Convention at which he/she became the last past president from the same service section as the new president.~~

~~(b) Succession to Office — In the event of death or inability to serve or resignation of the person designated by subsection (a) to serve as CIOR vice president for the United States, the vacancy shall be filled from those past presidents who in turn shall succeed to the position or secondly from those who have previously served as CIOR vice president for the United States.~~

~~(c)~~ (b) *CIOMR* — The Association is a member of the Interallied Confederation of Medical Reserve Officers (CIOMR).

~~(d) Participation — The objects of CIOR and CIOMR are in consonance with and supportive of the object of the Association. Participation by members of the Association in the affairs of CIOR or CIOMR shall be considered to be participation in the affairs of the Association.~~

(c) UPORFA – The Association is a member of the Pan American Union of Armed Forces Reserve Officers (UPORFA).

Red & Underline = New text

Purple double underline = Text relocated from another area

Teal and strikethrough = Deleted text

Gray double strikethrough = Text moved to another area

ExCom Report to the Membership – Proposed Amendments

March 14, 2021

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# Proposed Amendment: 2021–07: International Programs (Cont'd)

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## Proposed Amendment to the Bylaws

### NEW Bylaws Article: International Programs

#### ◇ Section 1: CIOR

- (a) Vice President — The ROA Immediate Past National President will be the CIOR Vice President. The last past president who is a member of the same service section as the president shall be the CIOR vice president for the United States and chief of the United States delegation to CIOR. The vice president's term of office shall commence upon adjournment of the annual CIOR Congress immediately following adjournment of the annual National Convention at which he/she became the last past president from the same service section as the new president.
- (b) Succession to Office — In the event of death or inability to serve or resignation of the person designated by subsection (a) to serve as CIOR vice president for the United States, the vacancy shall be filled from those past presidents who in turn shall succeed to the position or secondly from those who have previously served as CIOR vice president for the United States. If a past president is unwilling or unable to serve, the Executive Committee will appoint the vice president.
- (c) CIOR Vice President's Appointments — The CIOR vice president for the United States shall appoint:
- i. Other members of the CIOR Executive Committee — The assistant secretary general for the United States and such other members that may be allowed by the CIOR constitution and bylaws or CIOR policies.
  - ii. Members of structural entities — The United States members of the CIOR structural entities.
  - iii. Congress Delegates — ROA members as delegates to congresses or similar meetings of CIOR.
- (d) CIOR Executive Committee Members — The United States members shall be the CIOR vice president for the United States, his/her two immediate successors as president and the assistant secretary general of CIOR for the United States, who may be one of those in the line of succession.

#### ◇ Section 2: CIOMR

- (a) CIOMR Vice President — The CIOMR vice president shall be elected by a majority of the CIOMR Executive Committee and approved by the ROA Executive Committee.
- (b) CIOMR Vice President's Appointments — The vice president selects delegates to the CIOMR delegation, with the approval of a majority of the CIOMR Executive Committee.

#### ◇ Section 3: UPORFA

- (a) Chief of Delegation — The Chief of Delegation shall be approved by the ROA Executive Committee.

- ◇ Section 3: Conformity— All appointments under the authority of this section shall be in conformity with applicable provisions of the CIOR, CIOMR, and UPORFA constitutions and bylaws.



## Proposed Amendment: 2021–07: International Programs (Cont'd)

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- ◇ Section 4: Participation — The objects of CIOR, CIOMR and UPORFA are in consonance with and supportive of the object of the Association. Participation by members of the Association in the affairs of CIOR or CIOMR shall be considered to be participation in the affairs of the Association.

### Article B-10: Committees

#### ◇ Section 6: CIOR/CIOMR

- (a) CIOR/CIOMR Committee Members — The United States members of the CIOR and CIOMR Executive Committees and of the CIOR structural entities shall be members of the CIOR/CIOMR Committee. The CIOR Vice President for the United States shall be chairman of the committee.
- ~~(b) CIOR Executive Committee Members~~ — ~~The United States members shall be the CIOR vice president for the United States, his/her two immediate successors as president and the assistant secretary general of CIOR for the United States, who may be one of those in the line of succession.~~
- ~~(c) CIOR Vice President's Appointments~~ — ~~The CIOR vice president for the United States shall appoint:~~
  - ~~iv. Other members of the CIOR Executive Committee~~ — ~~The assistant secretary general for the United States and such other members that may be allowed by the CIOR constitution and bylaws or CIOR policies.~~
  - ~~v. Members of structural entities~~ — ~~The United States members of the CIOR structural entities.~~
  - ~~vi. Congress Delegates~~ — ~~ROA members as delegates to congresses or similar meetings of CIOR.~~
- ~~(d) CIOMR Vice President~~ — ~~The CIOMR vice president shall be elected by a majority of the CIOMR Executive Committee and approved by the ROA Executive Committee.~~
- ~~(e) CIOMR Vice President's Appointments~~ — ~~The vice president selects delegates to the CIOMR delegation, with the approval of a majority of the CIOMR Executive Committee.~~
- ~~(f) Conformity with CIOR/CIOMR Instruments~~ — ~~All appointments under the authority of this section shall be in conformity with applicable provisions of the CIOR and CIOMR constitutions and bylaws.~~

# Proposed Amendment: 2021–08: Advocacy Policy

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article A-6: Policy

**Notes:** 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This amendment would 1) allow the president and executive director to temporarily authorize legislative actions to be taken by the staff when time is of the essence, and 2) provides an option for legislative policy decisions to be made by the full membership of the association.

## Proposed Amendment to the Constitution

Article A-6: Policy

The general advocacy policies of the Association shall be established by adoption of resolutions as mandates by the National Convention, the National Council, ~~or~~ the Executive Committee, or by national ballot; provided, however, when the President and Executive Director determine time is of the essence, they may direct advocacy actions to be taken, on a temporary basis, by staff until submission and completion of a resolution.

The Resolutions and Legislation Committee will conduct an annual review of all current resolutions and recommend to the Executive Committee termination of any resolution that is completed or overcome by events. The Executive Committee will terminate any such resolution. ~~A policy mandate expires automatically at the end of the third convention after it is adopted unless readopted, except that a mandate adopted by the Executive Committee expires automatically at the end of the National Convention or National Council meeting next following, whichever is first, unless readopted by that National Convention or National Council meeting.~~

# Proposed Amendment: 2021–09: Duties of Officers

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article B-3: Duties of Officers

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This change reflects the best practice and position descriptions of successful national associations. Holding the title of CEO will message to key stakeholders that this individual is vested with full responsibility of the organization on a day-to-day basis. It elevates the stature of the position and will serve to benefit the Association.

## Proposed Amendment to the Bylaws

### Article B-3: Duties of Officers

#### ◇ Section 1: President

- (a) *Authority* — The president shall lead the Association on all matters pertaining to its affairs with particular attention to matters of national security policy.
- (b) *Presiding Officer* — The president shall preside at the general sessions of the National Convention, at meetings of the Executive Committee and National Council, and is the direct supervisor of the executive director.
- (c) *Responsibilities* — The president of the Association shall ~~be the chief executive officer~~ chair of the Association and enforce the constitution and bylaws, carry out Association mandates and policies, delegate as appropriate and perform other duties incident to the office as directed by the membership.

- (d) *Appointments* — The president may appoint the following officers: historian, chaplain, health services officer, international programs officer, sergeant-at-arms, public relations officer, and enlisted representative with advice and consent of the Executive Committee.

- ◇ Section 5: Executive Director — The executive director shall be the chief executive operations officer of the Association, charged with implementation of the mandates and policies of the Association and Executive Committee, management and administration of national headquarters, and shall be publisher of all Association communications.

# Proposed Amendment: 2021–10: Membership Eligibility: Types & Categories

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article A-3: Membership Eligibility

Notes: 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This change is intended to: 1) clarify existing membership structure by creating membership types and categories; 2) change spouse membership to expand eligibility to include spouses of members as well as non-members; and 3) return honorary membership, which had previously been moved to ExCom policy, to the constitution with all other member types. This does not change existing membership structure.

## Proposed Amendment to the Constitution

Article A-3: Membership Eligibility

◇ Section 1: Membership Types

~ Regular Membership — There shall be the following categories of regular membership.

- Military Membership - Any active, currently serving, retired or former member of the federal uniformed services (as defined in 10 U.S.C. § 101) who at any time upon entering the federal uniformed services took an oath to uphold the Constitution of the United States, and, if no longer serving, whose separation occurred under honorable conditions, is eligible for Regular membership.
- Spousal Membership – Spouses, widows and widowers of anyone eligible for membership in the Association. Regular members are eligible for membership.
- Honorary Life Memberships – The Executive Committee may award not more than five persons each year as honorary life members, with not more than two of those awarded being members of the uniformed services. Selection of honorary life members shall be based upon outstanding service rendered to the cause of national security.

~ Section 2: Associate Membership — Any individual who qualifies for Regular Military membership, is under 35 years of age, and has not previously been a member of the association, is eligible for Associate membership.

- |  |
|--|
| <ul style="list-style-type: none"><li>▪ <i>Term</i> – A prospect is eligible for Associate membership for a maximum of five years, or until the age of 35.</li></ul> |
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## Proposed Amendment: 2021–10: Membership Eligibility: Types & Categories (cont'd)

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- *Rights/Privileges* – Associate members shall have all the rights and privileges of Regular members except serving as an elected or appointed officer, ~~voting at a national convention~~, national voting and receiving printed publications.
- ◇ ~~Section 3: Spousal Membership — Spouses, widows and widowers of Regular members are eligible for membership.~~
- ◇ Section 4: Other Eligibility — Other ~~eligibility as~~ membership types and categories may be established by ~~nomination by the~~ Executive Committee nomination and approval of the ~~National Convention~~ annual meeting or by national ballot.
- ◇ Section 5: Special Circumstances — Attendant to the integration of another association into ROA, the Executive Committee may accept, as regular members, any integration entity members that are not otherwise eligible for membership.



# Proposed Amendment: 2021–11: Committee Restructuring

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article B-10: Committees

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:**

- 1) Terms – This amendment will change the committee terms to a shorter commitment to keep committee members engaged. They may be reappointed if the president would like them to continue in the position. Often members lose interest or become distracted but don't know how, or don't bother to resign from the committee, thus leaving only two or three people to carry the load.
- 2) This will reorganize and simplify the bylaws by combining sections 4 and 5.
- 3) Budget and Finance Committee – Move from policy requirements of the president-elect and treasurer to be on the committee.
- 4) Communications Committee – Add “Marketing” to the committee’s title and purpose. ROA will require a robust and forward-leaning communications and marketing strategy to meet membership growth requirements and to influence key stakeholders
- 5) Endowment Committee/Resource Development Committee – Currently the only standing committee that looks at fundraising is focused on the endowment program. ROA’s fundraising needs go well beyond just one area. The Resource Development Committee will focus on the associations fundraising, including the endowment program. Having an Endowment Committee advise on endowment funds is redundant as this is a function of the Board of Trustees, who is tasked with managing trust funds and other restricted funds (B10, section 1(a)).
- 6) Family Support Committee – DoD and Congress recognize this area as family readiness. The amendment would change the name of the committee to something easily recognizable by DoD and Congress.
- 7) Health Services Committee – This amendment will change the name to Health Affairs Committee. This new name will correspond with DoD’s Office of the Assistant Secretary of Defense (Health Affairs) and our mutual role in policy. This also reduces the number of people on the committee.
- 8) Junior Officers Committee – This amendment eliminates the Junior Officer Committee. Since ROA is now an all-ranks organization, this committee is anachronistic and no longer relevant. Junior officer and enlisted members have opportunities to work on any other committee and gain experience and knowledge of the workings of ROA.

## Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

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- 9) Resolutions Committee – This amendment will 1) properly reflect the function of the committee as they do not advise on the procedure of legislation, but rather the legislation itself; 2) remove statement of who can approve resolutions as it is incomplete and already covered by Article A-6: Policy; and 3) removes the service section requirement from the committee. Article B-10, Section 3(a) requires representation from each service section.
- 10) Strategic Planning Committee – This amendment will eliminate the Strategic Planning Committee as a standing committee. Most organizations establish a strategic planning committee as an ad hoc committee for the short period of time it takes to conduct the SWOT analysis and create the strategic plan that is then presented to and implemented by the organization.
- 11) Talent Development Committee – Create a new committee that will nominate the best qualified candidates to serve in elected and appointed positions. The committee's primary objective will be to seek the best candidates without regard to the individual's rank, branch of service and/or component.
- 12) Special Committees – This change provides the President the authority to appoint temporary special committees to accomplish special tasks not otherwise within the purview of a standing committee and removes the restriction of what those committees are. It also removes specific reference to the Roles and Missions Committee, which has not been used in many years, but could be established on a temporary basis upon the call of the president.
- 13) Appointments – This amendment differentiates between standing and other types of committees. It may be necessary for the chairman of a special committee to stay in place for the duration of that special committee.

### Proposed Amendment to the Bylaws

#### Article B-10: Committees

##### ◇ Section 1: Standing Committees

- (a) Committees — There shall be the following standing committees which shall act in an advisory capacity to the Executive Committee and the president.

1. Board of Trustees

- A. Duties and Responsibilities — The Board of Trustees shall manage the trust funds and other restricted funds provided by the Executive Committee. To the extent permitted by the trust(s) instrument(s) and approved by the Executive Committee and the trustees, the executive director shall act as the designated agent for the trustees in administering the trust and the funds. The funds shall be disbursed as determined by the Executive Committee in accordance with the budgetary process unless otherwise prescribed by the instrument creating the trust.

## Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

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- B. Composition — The Board of Trustees shall consist of a minimum of three members. Members shall serve for staggered terms of three years. The treasurer shall be a member ex-officio.
2. Budget and Finance
- A. Duties and Responsibilities — The Budget and Finance Committee shall make a continuing study of the fiscal affairs of the Association, shall recommend an annual budget with respect to each fund from which funds are proposed to be appropriated, and shall promptly review the annual audit report and make recommendations thereon to the Executive Committee.
- B. Composition — The Budget and Finance Committee shall consist of six members. Members shall serve for staggered terms of ~~three~~ two years. The treasurer shall be an ex-officio member. The president-elect will serve as ExCom liaison.
3. Marketing and Communications
- A. Duties and Responsibilities — The Marketing and Communications Committee shall act in an advisory capacity on all matters involving marketing and internal and external communications of the Association.
- B. Composition — Marketing and Communications — The Marketing and Communications Committee shall consist of twelve members. Members shall serve for staggered terms of ~~three~~ two years.
4. Constitution and Bylaws
- A. Duties and Responsibilities — The Constitution and Bylaws Committee shall make a continuing study of the constitution and bylaws and shall draft amendments proposing changes that may be desirable for action by the National Convention.
- B. Composition — The Constitution and Bylaws Committee shall consist of six members. Members shall serve for staggered terms of ~~three~~ two years. The judge advocate shall be an ex-officio member without vote.
- ~~(b) — Endowment — The Endowment Committee shall act in an advisory capacity on all matters except investment of endowment funds and appropriation on endowment earnings relating to the Association's Memorial Endowment Trust program.~~
5. Family Support Readiness
- A. Duties and Responsibilities — The Family Support Readiness Committee shall act in an advisory capacity on all matters of policy and procedure relating to family matters. The committee will also conduct programs in support of reservists' families and manage the Family Support special interest group.
- B. Composition — The Family Support Readiness Committee shall consist of a minimum of six members who shall serve for staggered terms of ~~three~~ two years.

## Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

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### 6. Health Services Affairs

- A. Duties and Responsibilities — The Health Services Affairs Committee shall act in an advisory capacity on all matters of policy and procedure relating to health services.
- B. Composition — The Health Services Affairs Committee shall consist of a minimum of six nine members who shall serve for staggered terms of three two years. The health services officer shall serve as chairman.

### 7. Insurance and Financial Services

- A. Duties and Responsibilities — The Insurance and Financial Services Committee shall act in an advisory capacity on all matters, except actual expenditure of insurance related funds, relating to the insurance and divergent financial services plans offered to the members of and/or sponsored by the Association. The committee will also render risk management advice and counsel on insurance and employee benefits programs covering the Association, its subsidiaries and staff.
- B. Composition — The Insurance and Financial Services Committee shall consist of a minimum of five six members who shall serve for staggered terms of five two years. The treasurer shall be an ex-officio member.
- ~~(c) — Junior Officers — The Junior Officers Committee shall act in an advisory capacity on all matters relating to junior officers.~~

### 8. Membership

- A. Duties and Responsibilities — The Membership Committee shall act in an advisory capacity in all matters relating to membership in the Association.
- B. Composition — The Membership Committee shall consist of a minimum of six members. Members shall serve for staggered terms of three two years.

### 9. Resolution and Legislation

- A. Duties and Responsibilities — The Resolution and Legislation Committee shall act in an advisory capacity on all matters of policy and legislation ~~procedure relating to legislation~~. The Committee shall also review all resolutions properly submitted to it and shall make recommendations on adoption of those resolutions that are desirable for action and advocacy ~~by the National Convention or the National Council~~.
- B. Composition — The Resolution and Legislation Committee shall consist of a minimum of six members, two from each service section. Members shall serve for staggered terms of three two years.

### 10. Resource Development

- A. Duties and Responsibilities — The Resource Development Committee shall act in an advisory capacity on all matters of fundraising and will develop a plan that will set fundraising goals and assess progress toward meeting those goals.
- B. Composition Resource Development — The Resource Development Committee shall consist of a minimum of six members. Of the six members, at least one shall be a member of the Executive Committee and at least one shall be from the ROA STARs Foundation board. Members shall serve for staggered terms of three years.

## Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

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- ~~(d) — Strategic Planning — The Strategic Planning Committee shall annually develop and recommend planning direction and initiatives over a five to ten year period to the Executive Committee to ensure continued viability of the Association.~~
- (b) Appointments and Service Representation — ~~President's authority, ratification and service section representation.~~
1. President's Authority, Ratification
    - A. Chairmen — The president shall appoint the chairmen of all standing committees annually.
    - B. Members — The president shall appoint members of all standing committees for the terms as specified in this section Article B-10, sections 4 and 5. Under unique circumstances, the President may appoint additional voting members to any committees above the maximum.
    - C. Vacancy — If a vacancy occurs, the member appointed shall serve for the remainder of that term.
    - D. Ratification — All committee appointments will be made with the advice and consent of the Executive Committee.
  2. Service Section Representation — Each standing committee shall have representation from each service section, except for the Family Support Readiness Committee which has no service section requirement.
- ◇ Section 2: Talent Development Committee
- (1) Duties and Responsibilities — The Talent Development Committee will identify, recruit, cultivate and nominate prospective members to serve in elected and appointed positions. The committee will provide comprehensive orientation to national committees and develop future leaders.
  - (2) Composition: The Talent Development Committee shall consist of a minimum of nine members. The composition of the committee shall include all current national vice presidents, at least one past national president, and at least one member of the Family Readiness Committee. Members shall serve for staggered terms of two years.
- ◇ Section 2 3: Special Committees — ~~The president has the authority to appoint temporary committees to carry out specific tasks. These committees will be disbanded upon completion of the task. The Roles and Missions committee, meeting at the call of the president, shall act in an advisory capacity to the National Convention. It shall review, analyze and evaluate the roles and missions of the Reserve forces.~~
- ◇ Section 4: Convention Committees — There shall be the following convention committees appointed by the president:
- (a) Credentials
  - (b) Rules
- The president shall appoint other committees as deemed necessary.
- ◇ Section 5: Service Section Committees — Each vice president may establish and appoint committees to serve the needs of the service section.

# Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

~~◇ Section 3: Appointments and Service Representation — President's authority, ratification and service section representation.~~

~~(a) President's Authority, Ratification~~

~~(1) Chairmen — The president shall appoint the chairmen of all committees annually.~~

~~(2) Members — The president shall appoint members of all committees for the terms as specified in Article B-10, sections 4 and 5. Under unique circumstances, the President may appoint additional voting members to any committees above the maximum.~~

~~(3) Vacancy — If a vacancy occurs, the member appointed shall serve for the remainder of that term.~~

~~(4) Ratification — All committee appointments will be made with the advice and consent of the Executive Committee.~~

~~(b) Service Section Representation — Each standing committee shall have representation from each service section, except for the Family Support Committee which has no service section requirement.~~

◇ Section 4: Staggered Terms: Three Years, Six Members — The following committees shall consist of a minimum of six appointed members. Members shall serve for three years unless appointed to fill a vacancy on the committee. An appointee to fill a vacancy shall be from the same service section as the original appointee.

~~(a) Budget and Finance — The treasurer shall be an ex-officio member.~~

~~(b) Constitution and Bylaws — The judge advocate shall be an ex-officio member without vote.~~

~~(c) Family Support — The Family Support Committee shall consist of a minimum of six members who shall serve for staggered terms of three years.~~

~~(d) Membership~~

◇ Section 5: Varied Terms, Members

~~(d) Board of Trustees — The Board of Trustees shall consist of a minimum of three members. Members shall serve for staggered terms of three years. The treasurer shall be a member ex-officio.~~

~~(e) Communications — The Communications Committee shall consist of twelve members. Members shall serve for staggered terms of three two years.~~

(f) Endowment — The Endowment Committee shall consist of a minimum of five members. Each year one member shall be appointed to fill a vacancy. Members of the committee shall serve for five years. The treasurer shall be an ex-officio member.

~~(g) Health Services — The Health Services Committee shall consist of a minimum of six nine members who shall serve for staggered terms of three years. The health services officer shall serve as chairman.~~

~~(h) Insurance and Financial Services — The Insurance and Financial Services Committee shall consist of a minimum of five members who shall serve for staggered terms of five two years. The treasurer shall be an ex-officio member.~~

(i) Junior Officers — The Junior Officers Committee shall consist of six members, two from each service section to include the service section VPs. Members shall serve for staggered terms of two years.

~~(j) —~~

## Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

- ~~(k) Resolution and Legislation Committee — The Resolution and Legislation Committee shall consist of a minimum of six members, two from each service section. Members shall serve for staggered terms of three years.~~
- ~~(l) Strategic Planning — The Strategic Planning Committee shall consist of nine members. Members shall serve for staggered terms of three years.~~

### ~~Article B 12: General Committees~~

- ~~◇ Section 1: Convention Committees — There shall be the following convention committees appointed by the president:
  - ~~(c) Credentials~~
  - ~~(d) Rules~~The president shall appoint other committees as deemed necessary.~~
- ~~◇ Section 2: Service Section Committees — Each vice president may establish and appoint committees to serve the needs of the service section.~~

## Changes to ExCom Policy

The Executive Committee will make the following changes to policy upon approval of the above amendments.

### Policy E-5: National Officers

- ~~◇ Section 1: Elected Officers
  - ~~(a) President Elect — The president elect will serve as ExCom liaison to the Budget and Finance Committee.~~~~

### Policy E-7: National Committees

- ~~◇ Section 3: Junior Officers Committee — The Junior Officers Committee will have purview over officer candidate issues (ROTC, OCS, etc.).~~
- ◇ Section 4: Talent Development Committee
  - (a) Meetings - The Talent Development Committee will meet regularly during the year to identify and cultivate potential candidates for elected and appointed positions.
  - (b) Votes – Each member of the Talent Development Committee, including its Chair, shall have one vote.
  - (c) Nominations – The Talent Development Committee will present a slate of nominees for the Executive Committee and national officers and will make recommendations for national committee appointments.
  - (d) Diversity – The Talent Development Committee will promote diversity within the Association's leadership by nominating candidates that represent ROA's diverse demographics of age, gender, race and ethnicity, rank, and branch and component of service.

## Proposed Amendment: 2021–11: Committee Restructuring (cont'd)

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- (e) Reporting – The Talent Development Committee will present nominees for Executive Committee positions and national officer appointments to the Executive Committee at least 120 days prior to a national election so as to give the Executive Committee adequate time to review and approve the candidates for timely presentation to the National Membership for election. The Talent Committee may nominate one or more candidates for any elected or appointed position, to include national committees.
- (f) Collaborations – The Talent Development Committee will consult with members of the Executive Committee, National Council, national committees and department leaders as part of the process in search of potential leaders.

### Policy E-19: Reporting Requirements

- ◇ Section 2: National Committees – The following ROA committees will submit a report annually unless directed otherwise by quarterly to the president: Marketing and Communications, Endowment, Membership, Strategic Planning, Health Services Affairs, Junior Officers, Resource Development, and Resolutions and Legislation, and Warrant Officers. The executive director will ensure that committee recommendations that have practical application are implemented by the national staff and briefed to the Executive Committee. Only the president can grant relief from the requirements of this paragraph.



# Proposed Amendment: 2021–12: National Convention

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Charter Section 1990104: Governing Body, Article A-5: National Convention

Notes: 1) This is a charter and constitution change requiring a three-quarters affirmative vote.  
2) Boxed material remains unchanged.

**Rationale:** This amendment changes the term national convention to annual meeting. In accordance with the corporation law of most jurisdictions, organizations are required to have an annual meeting, which can take many forms, including in-person, proxy, telephonic, video teleconferencing, live stream or other virtual format or a combination of the foregoing. Many organizations that once held conventions have transitioned to the modern and statutory term of “annual meeting,” which may, but need not include a convention format and which is a best practice.

## Proposed Amendment to the Charter

◇ Section 190104: Governing body

(a) ~~National Convention~~ Annual Meeting — The corporation shall hold an annual meeting ~~national convention. The national convention shall be composed of delegates elected by the various departments.~~

◇ Section 190109: Records and inspection

(a) Records — The corporation shall keep:

(1) correct and complete records of account;

(2) minutes of the proceedings of its ~~national conventions~~ annual meetings, national executive committee and other national entities of the corporation; 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.

## Proposed Amendment to the Constitution

Article A-5: ~~National Convention~~ Annual Meetings

◇ Section 1: Time and Place — ~~National Conventions~~ Annual meetings shall be held annually at times and places and under such circumstances as are determined by the Executive Committee.

◇ Section 2: Delegates — The ~~National Convention~~ annual meeting shall be composed of delegates elected by the various departments.

◇ Section 3: Quorum — An annual meeting ~~National Convention~~ may be convened with not less than 35 51 percent of ~~the departments with accredited delegates~~ active departments present.

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# Proposed Amendment: 2021–13: Funds

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article B-8: Funds, Policy E-15: Budget and Finance

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This amendment moves details of ROA's investment accounts from the bylaws to ExCom policy. Moving this to policy allows the organization to respond responsibly in a timely manner to a changing economic environment. This amendment also adds to policy funds that are not currently in the governance documents and removes reference to two funds that are defunct.

## Proposed Amendment to the Bylaws

Article B-8: Funds Finances

◇ Section 1: Funds — The Association may maintain investment accounts separate from the checking account. All funds will be managed by the Executive Committee with advice from the Board of Trustees. Each fund shall be administered in total compliance with all the provisions of the instrument that established it. This includes, but is not limited to, all provisions regarding the principal and the earnings.

~~A. Endowment Fund — The Reserve Officers Association Memorial Endowment Fund shall consist of all gifts, devises and bequests received by the Association from any source whatsoever and accepted by the Executive Committee which are not directed by the donor to be placed in any other fund and which are not givon, devised or bequeathed for stated purposes. Principal may not be withdrawn for any purpose whatsoever. Earnings only may be appropriated by the Executive Committee but only as part of the budgetary process. Unappropriated earnings may be retained in a separate account of the fund available for appropriation or may be added to the principal as directed by the Executive Committee.~~

~~B. Life Membership Fund — Life membership payments shall be placed in the Life Membership Fund. An outside actuarial review of the fund will be conducted at least once every five (5) years. Distributions in any fiscal year cannot exceed the amount determined by sound actuarial principles as outlined in the actuarial review. Distributions from the Life Membership Fund shall be subject to the normal budgetary process. Undistributed assets shall be invested by the trustees.~~

C. Memorial Building Fund — The National Reserve Officers Association Memorial Building Fund may be used solely for modification, repair or replacement of the Reserve Officers Association Minute Man Memorial Building. The fund shall consist of all contributions, grants, appropriations and earnings thereon. Expenditures of funds shall be subject to the budgetary process.

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## Proposed Amendment: 2021–13: Funds (cont'd)

~~D. Memorial Gifts and Bequests Common Fund — The Reserve Officers Association Memorial Gifts and Bequests Common Fund shall consist of all gifts, devises and bequests received by the Association from any donor with a stated purpose other than the purpose of established funds. No gift, devise or bequest may be accepted for placement in this fund if it does not specifically or by reference to this section authorize the Executive Committee to modify the stated purpose after it becomes impossible of fulfillment or becomes repugnant to the objective of the Association.~~

~~E. Reserve Contingency Fund — The Reserve Contingency Fund shall be established at a market value of not less than \$500,000, but permitted to fluctuate in value with market trends and with gains and losses on sales of securities. Principal and earnings shall be subject to appropriation as part of the budgetary process.~~

~~F. Secondary Insurance Reserve Fund — The Secondary Insurance Reserve Fund shall be maintained at a market value of not less than \$1,200,000 fixed by the Executive Committee from time to time in accordance with prudent investment principles but permitted to fluctuate in value with market trends and with gains and losses on sales of securities. The fund shall be used for the benefit of certificate holders and, as part of the budgetary process, the fund may be appropriated annually by the Executive Committee to the General Fund and the National Reserve Officers Association Memorial Building Fund.~~

~~Section 2: General Fund — The General Fund shall consist of all assets and liabilities of the Association that are not a part of any other fund. Funds required to conduct the operations financed by the General Fund shall be appropriated by the Executive Committee as part of the budgetary process.~~

### Changes to ExCom Policy

The Executive Committee will make the following changes to policy upon approval of the above amendments.

#### Policy E-15: Budget and Finance

##### ◇ Section 14: Funds

a) Investment Accounts – Each fund shall be administered in total compliance with all the provisions of the instrument that established it. This includes, but is not limited to, all provisions regarding the principal and the earnings. The Board of Trustees will prepare a Statement of Investment Policy and Guidelines, ratified by the Executive Committee, to outline investment objectives and instruct the proper investment of the portfolio, which include the following accounts:

1. Memorial Endowment Fund – The Memorial Endowment Fund shall consist of gifts, devises and bequests received by the Association from any source whatsoever and accepted by the Executive Committee which are not directed by the donor to be placed in any other fund and which are not given, devised or bequeathed for stated purposes. Principal may not be withdrawn for any purpose whatsoever. Earnings may only be appropriated by the Executive Committee but only as part of the budgetary process. Unappropriated earnings may be retained in a separate account of the fund available for appropriation or may be added to the principal as directed by the Executive Committee.

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## Proposed Amendment: 2021–13: Funds (cont'd)

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2. Memorial Endowment Charitable Gifts Annuities – The Memorial Endowment Charitable Gifts Annuities shall consist of gifts, devises and bequests received by the Association from any donor with a stated purpose other than the purpose of established funds.
  3. Life Membership Fund – Life membership payments shall be placed in the Life Membership Fund. An outside actuarial review of the fund will be conducted at least once every five (5) years. Distributions in any fiscal year cannot exceed the amount determined by sound actuarial principles as outlines in the actuarial review. Distributions from the Life Membership Fund shall be subject to the normal budgetary process. Undistributed assets shall be invested by the trustees.
  4. Reserve Contingency Fund – The Reserve Contingency Fund shall be established at a market value of not less than \$500,000, but permitted to fluctuate in value with market trends and with gains and losses on sales of securities. Principal and earnings shall be subject to appropriation as part of the budgetary process.
  5. Secondary Insurance Reserve Fund – The Secondary Insurance Reserve Fund shall be maintained at a market value of not less than \$1,200,000 fixed by the Executive Committee from time to time in accordance with prudent investment principles but permitted to fluctuate in value with market trends and with gains and losses on sales of securities. The fund shall be used for the benefit of certificate holders and, as part of the budgetary process, the fund may be appropriated annually by the Executive Committee to the General Fund.
  6. Reserve Education Fund – The Reserve Education Fund will be used for education purposes, and specifically for the distribution of educational materials, relative to the objectives of ROA. The fund may be appropriated by the Executive Committee as part of the annual budgetary process.
  7. Henry J. Reilly Scholarship Fund – The Henry J. Reilly Scholarship Fund will be used for charitable and education purposes. The fund may be appropriated by the Executive Committee as part of the annual budgetary process.
  8. CIOR Fund – The CIOR fund will be used to support CIOR programs. It may be appropriated by the Executive Committee as part of the annual budgetary process.
  9. CIOMR Fund – The CIOMR fund will be used to support CIOMR programs. It may be appropriated by the Executive Committee as part of the annual budgetary process.
  10. Family Readiness Fund – The Family Readiness Fund will be used to support programs related to family readiness. It may be appropriated by the Executive Committee as part of the annual budgetary process.
- b) The executive director is authorized to maintain separate investment accounts with the institution approved by the Executive Committee for the following ROA funds: General Fund; Operations and Maintenance Fund; Building Fund; and/or other special short-term funds.

# Proposed Amendment: 2021–14: Voting

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article A-14: Amendment, Constitution and Bylaws; and A-16: Amendment, Charter

Notes: 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This amendment will 1) give ROA the flexibility and option to approve changes to the charter, constitution and bylaws at either an annual meeting or by ballot vote by the membership body at large; and 2) reorganize by combining the two articles. This does not change the percentage of votes required to approve an amendment.

## Proposed Amendment to the Constitution

Article A-14: Amendment, Charter, Constitution and Bylaws

- ◇ Section 1: Charter - Any request to Congress to amend the Charter must be approved by:
  - ~ Annual Meeting – An affirmative vote by three-fourths of allowed votes.
  - ~ Ballot – An affirmative vote by three-fourths of the unique votes received.
- ◇ Section 12: Constitution — This constitution may be amended at any National Convention by either:  
a three-fourths affirmative vote.
  - ~ Annual Meeting – An affirmative vote by three-fourths of allowed votes.
  - ~ Ballot – An affirmative vote by three-fourths of the unique votes received.
- ◇ Section 23: Bylaws — These bylaws may be amended by either: at any National Convention by majority vote.
  - ~ Annual Meeting – An affirmative vote by a majority of allowed votes.
  - ~ Ballot – An affirmative vote by a majority of the unique votes received.
- ◇ Section 34: Editorial Changes — The judge advocate shall be responsible for editing the constitution and bylaws as to styling and for making all necessary changes to conform the rest of the document to amendments made at a National Convention. These changes must be approved by the Executive Committee prior to publication.

~~Article A-16: Amendment, Charter~~

~~Any request to Congress to amend the Charter must be approved by a three-fourths affirmative vote of the Convention.~~

# Proposed Amendment: 2021–15: Service Sections

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article A-4: Organization

Notes: 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This amendment restructures the Association into five service sections: those governed by the Department of Defense – 1) Army; 2) Air Force, which includes Space Force; 3) Navy; 4) Marine Corps – and 5) Coast Guard, which includes NOAA and PHS. Moving from three to five service sections will facilitate equitable representation across the services. Previously provided for in ExCom policy, this amendment moves service descriptions to the constitution.

## Proposed Amendment to the Constitution

Article A-4: Organization

◇ Section 1: Service Sections — The Association shall be organized into service sections. Each member of the Association shall be a member of a service section.

- ~ Section 1: Army and Air Force – The Army and Air Force sections shall include members who serve or have served in the Army or Army National Guard, the Federal Reserve and the National Guard components.
- ~ Air Force – The Air Force section shall include members who serve or have served in the Air Force, Space Force or the Air Force National Guard.
- ~ Section 2: Naval Services Navy Section – The Naval Services Navy section shall include members who serve or have served in the Navy, Marine Corps, Coast Guard, Public Health Service and National Oceanic and Atmospheric Administration (NOAA).
- ~ Marine Corps – The Marine Corps section shall include members who serve or have served in the Marine Corps.
- ~ Coast Guard – The Coast Guard section shall include members who serve or have served in the Coast Guard, Public Health Service or the National Oceanic and Atmospheric Administration (NOAA).
- ~ Section 3: Spousal Members – A spousal member shall be considered to be a member of the service section of his or her spouse.

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# Proposed Amendment: 2021–16: Executive Committee Restructuring

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

## Summary

**Amends:** Charter Section 190104: Governing Body, Article A-7: Officers, Article A-8: Executive Committee, Article B-3: Duties of Officers

Notes: 1) This is a charter and constitution change requiring a three-quarters affirmative vote.  
2) Boxed material remains unchanged.

**Rationale:** Implementing the increased number of service sections while maintaining the current model of each service section comprising a vice president, junior vice president and three executive committeemen might make for an overly large number of members on the governing body in comparison to the size of the membership. Each service will be represented by a vice president and an executive committeeman. A member elected as executive committeeman will serve a two-year term – the first year as executive committeeman and the second year as vice president. Therefore, each year the membership will elect a new executive committeeman as those elected the year prior will become a vice president.

## Proposed Amendment to the Charter

◇ Section 190104: Governing body

(b) *National Executive Committee*

(1) The national executive committee is the governing body of the corporation.

(2) The national executive committee consists of at a minimum, a the president, ~~president elect, the last past president,~~ 3 vice presidents, ~~3 junior vice presidents, a minimum of 3 national executive committee members and the~~ an executive director, and other officers specified in the constitution. Each of these individuals, except ~~the president elect and~~ executive director, has one vote on each matter decided by the committee.

(c) *Officers*

(1) The officers of the corporation are at a minimum, a president, 3 vice presidents, ~~3 junior vice presidents, a minimum of 3 national executive committee members,~~ an executive director, a national treasurer, a judge advocate, and other officers specified in the constitution ~~as decided at the national convention~~.

(2) The national officers of the corporation shall be elected by the membership and take of- fice at the annual national convention, except for the executive director, the national treasurer and judge advocate, and other national officers specified in the constitution, who shall be appointed by the national executive committee.

(3) The elected officers shall hold office as set forth in the constitution ~~for one year or until their successors have been elected and qualified~~

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## Proposed Amendment: 2021–16: ExCom Restructuring (cont'd)

(d) *Vacancies*

- (1) The constitution shall prescribe the method for filling any vacancies. ~~Except for the positions of president, president elect and last past president, a vacancy on the national executive committee shall be filled by the existing members of the committee. An individual appointed by the committee to fill a vacancy serves until the next national convention when the individual's successor shall be elected for the unexpired term, if any, caused by the vacancy.~~

### Proposed Amendment to the Constitution

#### Article A-7: Officers

◇ Section 1: Elected Officers

- (a) *Officers* — The elected officers of the Association are a president, president-elect, and for each service section: a vice president, ~~a junior vice president,~~ and an maximum of three an executive committeeen.
- (b) *Term of Office* —
- I. President - The term of office for the president ~~elected officers~~ is two years, ~~except for the president elect.~~
  - II. President-Elect - The term of office of the president elect is one year.
  - III. Vice Presidents and Executive Committeemen – Candidates will be elected to a two-year term, serving as executive committeeman for the first year of the term and as vice president during the second year.

- (c) *Endorsement* — Nominees for elected office must have the endorsement of their department.

◇ Section 2: Election of Officers

- (a) Elective Elected Officers — The Association shall elect ~~all of the elective~~ officers to hold office until their successors are duly elected and qualified, except the president-elect, who shall hold office until sworn in as president.
- (b) ~~Presidents, Presidents-Elect, Vice Presidents, Junior Vice Presidents, Executive Committeemen~~ — The Presidents, ~~presidents~~-elect, service section vice presidents, ~~junior vice presidents~~ and executive committeemen shall be nominated by members of their respective service sections.

- (c) *President* — The president shall be elected by the members of the Association the year before that individual is to take office as president. That individual shall be designated as the president-elect until assuming the office of president at the conclusion of the next convention. If a president-elect is unable or unwilling to take office, a president shall be elected by the members of the Association for the term that the president-elect would have taken office and a president shall be elected to take office the following year. The president-elect may hold another office while serving as president elect.



## Proposed Amendment: 2021–16: ExCom Restructuring (cont'd)

◇ Section 3: Presidential Rotation and Succession

(a) *Rotation* — The office of president shall be rotated among the service sections. The vice president of the same service section as the president shall assume the duties and have the powers of the president in the event of death, inability to serve, or resignation.

(b) *Succession* — Should the vice president of the service section be unable or unwilling to fill a presidential vacancy, ~~one of the three~~ service section executive committeemen shall be selected to assume the duties and the powers of the president ~~by a caucus of the elected voting executive committee members of that service section with the advice and consent of the Executive Committee.~~

◇ Section 4: Nomination — The president, the president-elect, the vice presidents, ~~the junior vice presidents~~ and the executive committeemen shall be Regular members in good standing nominated by the particular service sections concerned. Other candidates for these respective offices shall be allowed a position on the ballot upon nomination by their department.

Article A-8: Executive Committee

◇ Section 1: Authority — The Executive Committee is the governing body of the Association.

◇ Section 2: Membership — The Executive Committee consists of the president, president-elect, ~~the last immediate~~ past president, vice presidents, ~~junior vice presidents~~, executive committeemen, and the executive director. The chair of the department national council members will be a member ex-officio. Each of these individuals, except the president-elect, immediate past president, and executive director, and chair of the department national council members has one vote on each matter decided by the committee.

(a) Term of Office – The term of office for the immediate past president shall be one year.

◇ Section 3: Vacancies

(b) *Executive Committee* — In the event of the death, inability to serve or resignation of any member of the Executive Committee, other than the immediate past president or the president, the vacancy shall be filled by the Executive Committee. An individual appointed to fill a vacancy serves until the next national ~~convention~~ election when the individual's successor shall be elected for the unexpired term, if any, caused by the vacancy.

(c) *Immediate Past President* — The vacancy of the ~~last immediate~~ past president shall be filled by the most recent past president who is willing and able to serve until the next president is sworn into office.

## Proposed Amendment: 2021–16: ExCom Restructuring (cont'd)

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### Proposed Amendment to the Bylaws

#### Article B-3: Duties of Officers

##### ◇ Section 3: Vice Presidents ~~and Junior Vice Presidents~~

- (a) *Vice Presidents* — The ~~three~~ vice presidents shall act as representatives of the president on all matters referred to them by the president. At the president's request, they shall preside over meetings of the National Convention, National Council and Executive Committee and perform such other duties as are usually incident to the office. In addition, each vice president shall preside over meetings of their respective service sections and advise the president on matters of policy and procedures concerning their respective services.

##### ~~(b) Junior Vice Presidents~~

- ~~i. Duties — The three junior vice presidents shall be assistants to and serve under the direction of the president and the vice presidents of their respective service sections.~~
- ~~ii. Eligibility — Junior vice presidents shall be serving in the ranks or rates of E-4 through E-6 as NCOs, W-1 through W-3, or O-1 through O-4 at the time of their nomination.~~

- ◇ Section 4: Executive Committeemen — The executive committeemen shall have duties and responsibilities required of the Executive Committee. ~~To provide continuity within their service section, their terms shall be staggered.~~

### Changes to ExCom Policy

The Executive Committee will make the following changes to policy upon approval of the above amendments.

#### Policy E-5: Elected and Appointed National Officers

##### ~~◇ Section 1: Elected Officers~~

- ~~(b) President Elect — The president elect will serve as ExCom liaison to the Budget and Finance Committee.~~
- ~~(c) Junior Vice Presidents — The junior vice presidents shall, at the time of their installation, be junior officers as defined by their respective services and also be reservists in an active status.~~
- ~~(d) Naval Services Executive Committee Members — The Naval Services will have Executive Committee Member seats designated as Coast Guard, Navy and Marine Corps. Each Executive Committee Member will represent the interests of NOAA and USPHS as well as their own service. NOAA and USPHS members may run for elected office of any designated seat(s).~~

Rationale: This is all moved to the bylaws, except the JVPs, which are recommended for removal.

## Proposed Amendment: 2021–16: ExCom Restructuring (cont'd)

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### ◇ Section 3: Elections

- (a) Rotation – The office of president shall be rotated in the following order (1) Army, (2) Navy, Marine Corps or Coast Guard, ~~Naval Services~~ and (3) Air Force, ~~unless the Convention upon nomination from the floor and by a three-fourths vote shall elect a president or president-elect other than the one nominated by the service section concerned, in which event the rotation of the presidency shall be suspended for one year. At the next succeeding convention, the service section whose right to rotation was suspended the preceding year shall be entitled to such rotation right without qualification and regardless of whether a member of that service section was elected to the presidency the preceding year.~~
- (b) Executive Committee Members – ~~The terms of office for the National Executive Committee Members will be staggered as follows: In odd numbered years, two~~ Each year, Executive Committee Members shall be elected from each service section, ~~those from the Naval Services Section to be from the Navy and the Marine Corps.~~
- (c) President-elect - In even numbered years, a president-elect ~~one Executive Committee Member~~ shall be elected ~~from each service section, the one from the Naval Services Section to be from the Coast Guard.~~

# Proposed Amendment: 2021–17: Departments/Districts

Proposed by Executive Committee

Reviewed by the C&B Committee: March 9, 2021

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## Summary

**Amends:** Article B-2: Departments, Chapters, and other Structural Entities

Notes: 1) This is a bylaws change requiring a majority affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** Activity in departments is declining. Many departments are having trouble finding volunteers to serve in leadership positions. Departments are closing or merging. Organizing the membership into districts will 1) prevent the creation of a super-department that can out vote any other department; 2) allow departments to continue to function as a chapter if they so choose; 3) create an option for departments that are no longer functioning and want to close. This could potentially help increase activity in areas that are stalling or failing, such as Puerto Rico. Districts would be apportioned to create similar populations. The ExCom will review district lines every five years and redraw lines as needed to maintain similarly sized districts.

Districts would replace departments. Departments-at-large would become chapters, but only if the department-at-large and the district want to do this. We currently have 44 departments. Of those, 17 do not have any chapters. There are 9 departments that have merged into other departments. This is a trend that will likely continue as older members can no longer be active and younger members are not interested or prefer virtual participation.

The new section on voting is existing language in the charter that will be moved to the more appropriate area (organizationally speaking) of the bylaws section covering districts.

## Proposed Amendment to the Bylaws

Article B-2: ~~Departments~~ Districts, Chapters and Other Structural Entities

- ◇ Section 1: ~~Department~~ District Financial Support —The Association shall provide financial support to ~~departments~~ districts through rebates, incentives and/or other programs. Dues and policy for rebates shall be set by the National Convention. Percent of votes necessary shall be the same as for amendments to the bylaws.
- ◇ Section 2: ~~Departments~~ Districts— Each ~~department~~ district shall be organized and operate under a charter issued by the Association.
- ◇ Section 3: ~~Department~~ District Organization — ~~Regular members in convention shall petition the National Executive Committee to form a department and submit a proposed constitution and by-laws for such department. Upon approval of the proposed department constitution and bylaws by the National Executive Committee, a charter shall be issued by the national president and countersigned by the executive director. Virtual departments may be recognized.~~ District zones will be defined by the National Executive Committee in such a way to create districts with similarly sized populations. The district lines will be reviewed by the National Executive Committee at least once every five years.

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## Proposed Amendment: 2021–17: Departments/Districts (cont'd)

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- ◇ Section 4: Department District Constitution and Bylaws Amendments, Approval — Amendments to or revisions of department district constitutions and bylaws shall be submitted to the national judge advocate for approval. In the event that any portion of a department's district's constitution or bylaws, as amended or revised, is determined by the national judge advocate to be in conflict with the national constitution and bylaws, that portion shall be void without affecting the validity of the remaining portions of the department's district's constitution and bylaws.
- ◇ Section 5: Delegates — Each department district shall be entitled to twice the number of delegates at any National Convention as it is entitled to votes.
- ◇ Section 6: Department District Administration
  - (a) Department District Convention – Each department district shall hold an annual convention at least 30 days prior to the announced date of the National Convention. At least 15 days' notice of the date and place of the department district convention shall be given to national headquarters. The department district shall elect department officers, select delegates to the National Convention, and select a national councilman. District conventions may be held virtually.
  - (b) *Chapter Oversight* – Each department district is responsible for maintaining its chapters and ensuring they are in compliance with all department district, national, and IRS requirements.
- ◇ Section NEW: Voting – Each active member of a department district or chapter has one vote in the conduct of official business of that department district or chapter
- ◇ Section 7: Chapter Organization — Ten or more Regular members or persons eligible to become Regular members may petition the department district within which the proposed chapter will be located, for a chapter charter. The petition shall be accompanied by a copy of the proposed chapter constitution and bylaws and membership applications of those petitioners who are not members. Virtual chapters may be recognized.
- ◇ Section 8: Chapter Charter — Upon approval of the proposed chapter constitution and bylaws by the department district judge advocate, a charter shall be issued by the department district president and countersigned by the department district secretary. The department district shall forward the charter to national headquarters with its approval.
- ◇ Section 9: Department District, Chapter Dues — Departments Districts may levy and collect dues from Regular members apart from, and in addition to, the dues provided to national headquarters. Life members shall be exempt from payment of dues. The collection of dues by chapters shall be within departmental district guidelines.
- ◇ Section 10: Charter Suspension — Any department district charter may be suspended or revoked by the National Executive Committee for violation of the national constitution or bylaws or of any provision of its charter, or for failure to function properly. Any chapter charter may be suspended or revoked by the department district for violation of the department district constitution or bylaws or of any provision of its charter, or for failure to function properly. Notice in writing clearly setting forth the alleged violation shall be sent to the department district or chapter secretary at least 30

## Proposed Amendment: 2021–17: Departments/Districts (cont'd)

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days prior to the proposed suspension. The notice shall provide an opportunity for the department district or chapter to be heard by the National Executive Committee. The National Executive Committee may reinstate a suspended charter when the cause for suspension has been removed.

- ◇ Section 11: Books, Records, Funds; Surrender — A department district whose charter has been revoked shall immediately surrender its books, records and funds to national headquarters.
- ◇ Section 12: National Policy Prevails — No department district, chapter or structural entity may take any action in violation of the national charter, constitution or bylaws, nor take any public action inconsistent with Association policy.
- ◇ Section 13: Required Reports — The Association is a non-profit, tax-exempt entity in accordance with regulations and a group exemption letter. In order to maintain this tax-exempt status, each department district, chapter and structural entity shall send reports to national headquarters. Chapters shall also send copies of their reports to their department district.
  - (a) *Election of Officers* — The results of each election or change of officers shall be reported within 30 days with their respective contact information.
  - (b) *Financial* — Financial reports shall be sent annually in accordance with National Executive Committee policy.
  - (c) *Internal Revenue Service* — IRS reports shall be filed, if required, with copies to national headquarters.
  - (d) *Minutes* — Minutes of each Department District Convention shall be submitted to national headquarters.
  - (e) *Delegates* — Department District delegates to the National Convention shall be reported to national headquarters at least 30 days prior to the date of the National Convention.
- ◇ Section 14: Structural Entities — Association members may, in addition to organizing in departments districts and chapters, establish, with approval of the Executive Committee, other structural entities within the Association.

# Proposed Amendment: 2021–18: National Council

Proposed by Executive Committee

Reviewed by the C&B Committee: February 9, 2021

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## Summary

**Amends:** Article A-9: National Council; B-5: National Council

Notes: 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** This proposed amendment will 1) rename section 1(b) to align with the current provision; 2) change the DNCM to representation by districts rather than departments (see separate amendment); 3) remove the requirement for national council meetings to be the principal assembly at a meeting, thus providing ROA the option to meet once annually; and 4) change the requirement for an annual review to a review at the call of the president as there are currently national committees in place appointed by the president, and ratified by the ExCom that cover these programs.

## Proposed Amendment to the Constitution

### Article A-9: National Council

#### ◇ Section 1: Authority

(a) *Resolutions* — Advise the president on general advocacy policies of the Association by adoption of resolutions.

(b) Oversight Reconsideration — The National Council may request reconsideration of any Executive Committee decision in accordance with the bylaws.

#### ◇ Section 2: Membership

(a) *Composition* — The National Council shall be composed of the voting members of the Executive Committee and a national councilman from each ~~department~~ district.

(b) Department District National Council Members — The Department District National Council Members (DNCMs) shall also be operational as a structural entity.

◇ Section 3: Voting — Each voting member of the Executive Committee shall have one vote. Each DNCM shall be entitled to cast all of the votes to which the department is entitled as of the preceding National Convention.

## Proposed Amendment to the Bylaws

### Article B-5: National Council

#### ◇ Section 1: Meetings

(a) *Meetings* — The National Council shall convene at least once annually ~~as the principal assembly~~ and as required.

(b)

## Proposed Amendment: 2021–18: National Council

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- (c) *Working Sessions* — Working sessions may be scheduled by the chairman of the DNCMs or upon petition signed by not less than 30 percent of all DNCMs of active departments districts.
- ◇ Section 2: Quorum — A quorum of a meeting of the National Council shall exist when 40 percent or more of all members of the National Council are present. A quorum of a meeting of the DNCMs shall exist when 30 percent or more of the active departments districts are represented.
- ◇ Section 3: Membership Succession for DNCMs — In the event the designated National Council member cannot be present, the department district president or the department district officer approved by the president may designate an alternate. Such designation shall be submitted to the executive director in advance of each National Council meeting for which it is applicable. If the designation is for a DNCM meeting, it shall be submitted to their presiding officer.
- ◇ Section 4: National Council Request to Reconsider — Within 14 days after official notice of an Executive Committee action has been given, one-third or more of the voting members of the Executive Committee may request through the executive director or 30 percent or more of the DNCM's of active departments districts may request, through the chair of the DNCMs, a reconsideration of such action. The DNCM chair shall notify the executive director and, within seven days, poll the DNCMs. If the majority of the votes cast within ten days are for a request for reconsideration, the executive director shall be so advised. No action on the proposal shall be taken until this process is completed and the Executive Committee has taken action to reconsider.

◇ Section 5: Officers

(a) *Officers* — The president is the presiding officer of the National Council. The executive director is the secretary of the National Council.

(b) *DNCM Officers and Elections* — A meeting of the Department District National Council members shall be convened during each National Convention to conduct business and in odd years to elect a chairman, vice chairman and a secretary from their membership who shall hold office for two years or until such time as their successors are duly elected.

(c) *Minutes* — The secretary of the DNCM shall ensure that minutes are recorded during DNCM working sessions and meetings and sent to national headquarters to be placed on file.

◇ Section 6: Duties — The duties of the DNCM are as follows:

(a) *Liaison to President* — To provide liaison and support for the president and other officers of the Executive Committee.

(b) *Annual Review* — At the discretion and direction of the president, members of the DNCM will conduct formal assessments ~~To conduct an annual review and assessment~~ of the state of the Association and its programs. ~~s' financial condition, membership status and education and advocacy programs for the president.~~

(c) *Liaison to Departments Districts* — To provide liaison and support to Association depart-  
ments districts, including the study and formulation of programs designed to enhance Associ-  
ation department district and chapter management.

(d) *Legislative Advisory* — To act in an advisory capacity on matters of policies and procedures relating to the legislative outreach of the Association.



# Appendix B: Texas Proposed Amendment

In addition to the ExCom proposed amendments, there will be one additional amendment for consideration at the 2021 National Convention. The Department of Texas has submitted the following amendment.

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## Proposed Amendment: 2021–19: Prohibition of the Same Amendment at Successive Conventions

Proposed by Department of Texas

Reviewed by the C&B Committee: February 9, 2021

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### Summary

**Amends:** Article A-14: Amendment, Constitution and Bylaws

Notes: 1) This is a constitution change requiring a three-quarters affirmative vote for passage.  
2) Boxed material remains unchanged.

**Rationale:** The purpose of this proposed amendment is to conserve convention time by preventing a proposed amendment which failed to achieve sufficient votes for adoption at a national convention from being re-proposed in the same or similar form at the next succeeding national convention. There is no prohibition against the defeated proposed amendment being offered again, as long as at least one national convention has occurred between its defeat and its re-proposal. As an illustration, a proposed amendment which failed to achieve sufficient votes for adoption at the 2019 national convention could not be re-proposed at the 2020 national convention but could be re-proposed at the 2021 or later national convention.

### Proposed Amendment to the Constitution

#### Article A-14: Amendment, Constitution and Bylaws

- ◇ Section 1: Constitution — This constitution may be amended at any National Convention by a three-fourths affirmative vote.
- ◇ Section 2: Bylaws — These bylaws may be amended at any National Convention by majority vote.
- ◇ Section 3: Editorial Changes — The judge advocate shall be responsible for editing the constitution and bylaws as to styling and for making all necessary changes to conform the rest of the document to amendments made at a National Convention. These changes must be approved by the Executive Committee prior to publication.
- ◇ NEW SECTION – Section 4: Prohibition of the Same Amendment at Successive Conventions — Any proposed Amendment to the Constitution or Bylaws that failed to achieve sufficient votes for adoption at a National Convention may not be proposed in the same or substantially the same form at the next succeeding National Convention.