

United States Army
Warrant Officers Association

USAWOAM 200-2



BYLAWS

Adopted 9 July 1977 by the National Board of Directors

Revised 14 November 2011

**Code of the United States Army
Warrant Officer**

Army Warrant Officers shall conscientiously strive to:

- W**illingly render loyal services to superiors, subordinates and peers in every organization of which a member.
- A**lways set an example in conduct, appearance and performance
- R**eliably discharge all duties with which confronted whether such duties are expressed or implied.
- R**eadily subordinate personal interests and welfare to those of the organization and subordinates.
- A**ccept responsibility at every opportunity and acknowledge full accountability for actions.
- N**ever knowingly tolerate wrong-doing by self or others, whether by commission or omission, design or neglect.
- T**each other people in a way that effectively expands and perpetuates the scope of their technical competence.
- O**btain breadth of perspective and depth of understanding beyond the limits of specific responsibilities.
- F**aithfully adhere to the oath of office, upholding and defending the nation's constitution by both word and deed.
- F**orcefully take initiative to stimulate constructive action in all areas requiring or inviting attention.
- I**mprove physically and mentally, professionally and personally to increase abilities and value of service.
- C**ontribute past experience and knowledge to a dedicated effort for a betterment of the future.
- E**arn an ironclad reputation for absolute integrity of word.
- R**effect credit and inspire confidence in themselves, the Warrant Officer Corps, the military service of the nation and the United States of America.

Promulgated by the United States Army Warrant Officers Association, this code presents principles for personal and professional conduct.

FOREWORD

These Bylaws were developed by the initial three-member National Board of Directors under authority contained in the Articles of Incorporation and by the power vested in them by the Virginia Nonstock Corporation Act through the issuance of the incorporation of USAWOA on 7 November 1974. They are binding on all members, chapters, regions, members of appointed committees and councils, National Headquarters Staff, contractors, consultants, National Executive Director, elected officials, other individuals and companies under contract with USAWOA. The USAWOA legal counsel will ensure that all contracts and/or agreements contain provisions for compliance with appropriate Bylaws.

The original Bylaws (before incorporation) were approved by the Annual Meeting of the Members on 8 July 1974. The Virginia Nonstock Corporation Act requires that the Board of Directors of the Corporation approve the Bylaws of the Corporation. Therefore, those Bylaws were revised and adopted by the National Board of Directors the latest version being dated 22 October 2011. Copies of these previous editions are no longer valid and should be destroyed. This document contains extracts from the original Bylaws plus amendments, additions and deletions required by the Virginia Nonstock Corporation Act after the incorporation of USAWOA in the Commonwealth of Virginia on 7 November 1974 and is an endeavor to produce a short, but effective set of rules for our Association.

This edition of the Bylaws was developed by the National Board of Directors, under the direction of the Chairman of the Board of Directors and approved by the National Board of Directors, with an effective date of 14 November 2011. These Bylaws are designed to unify the Association and serve to answer any member's questions about the Association.

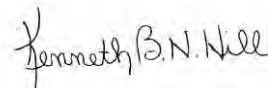
Amendments and additions to these Bylaws are encouraged and should be addressed to the National Executive Director, USAWOA, 462 Herndon Parkway, Suite 207, Herndon, VA 20170-5235.

BY DIRECTION OF THE NATIONAL BOARD OF DIRECTORS:

OFFICIAL:



John R. Du Teil
CW4 (Ret) USA
Acting Executive Director, USAWOA



Kenneth B. N. Hill
CW4, (Ret) USA
President, USAWOA

DISTRIBUTION: May be made electronically

1 copy to each Chapter

1 copy to each active Region Headquarters

1 copy to each Elected and Appointed National Official

1 copy to each National Staff Member

1 copy to the Webmaster to be posted in PDF format

**BYLAWS OF THE UNITED STATES ARMY
WARRANT OFFICERS ASSOCIATION**

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**BYLAWS OF THE
UNITED STATES ARMY WARRANT OFFICERS ASSOCIATION**

BYLAW I - NAME, LOCATION, SEAL, EMBLEM, COLORS AND FLAG

SECTION 1. NAME AND LOCATION:

a. The name of this corporation is United States Army Warrant Officers Association (USAWOA). It is a not-for-profit Association incorporated pursuant to the Virginia Non-stock Corporation Act. The principal National Office of the Association in the State of Virginia shall be located at 462 Herndon Parkway, Suite 207, Herndon, VA 20170-5235, in Fairfax County, Virginia, until moved at the direction of the National Board of Directors (BOD). The Association may have such other offices, either within or out of the state of Virginia, as directed by the National BOD.

b. The Association shall have and continuously maintain a registered office in Virginia and a registered agent whose office is identical with such registered office as required by the Virginia Non-stock Corporation Act. The registered office may be, but need not be, identical with the principal office in Virginia. The address of the registered office may be changed by the National BOD.

c. The official mailing address of the Association shall be USAWOA, 462 Herndon Parkway, Suite 207, Herndon, VA 20170-5235, until changed by the National BOD.

SECTION 2. SEAL: The official seal of the Association shall contain the date of incorporation, 7 November 1974, and the inscription "OFFICIAL CORPORATION SEAL, USAWOA". It shall be maintained and utilized by the National Executive Director or an authorized representative to seal all official transactions of the Association.

SECTION 3. EMBLEM: The official emblem of the Association shall be set forth in Appendix A. The design of the emblem as shown is a Trademarked item. In accordance with trademark infringement rules, any design which includes any or all of the following are also protected by the Trademark; (1) the initials "USAWOA" and the initials "WOA." (2) Any combination of the three words "Professionalism," "Representation" and "Recognition." (3) A graphic representation of the U.S. Army Warrant Officers insignia (eagle rising) in company with the initials or words identified in (1) and (2). The emblem may be used for official documents, flags, stationery, emblems, jewelry, plaques and similar items. Regions and chapters are encouraged to use the official emblem on chapter memorabilia. The emblem shall not be used to endorse or appear to endorse any commercial product, service, personal or private endeavor without the express written approval of the

National Executive Director as approved by the National BOD.

SECTION 4. COLORS: The official colors of the Association shall be the long accepted and recognized "WARRANT OFFICER BROWN", and when used with other colors, the other colors shall be gold and/or silver.

SECTION 5. FLAG: The official Association flag shall correspond to the following specifications:

- a. SIZE: 3' x 5' with two inch gold letters across the top center, "USAWOA".
- b. CLOTH: Nylon or rayon.
- c. COLOR: "WARRANT OFFICER BROWN" (Pantone Matching System color number 161) with gold warrant officer eagle, 1' x 1', embroidered in center of flag, with flag edged in gold fringe trim.
- d. TYPE: Indoor display, hemmed on all sides, copy on both sides.
- e. ADDITIONAL LETTERING: Chapter or Region name may be placed across the bottom in 1" gold letters.

BYLAW II – OBJECTIVES: The objectives, aims and goals of the Association as defined in Article II of the Articles of Incorporation are:

- a. To foster a spirit of patriotism and devotion to duty among the members of the Corporation commensurate with the high ideals of the Army and the position of the members therein.
- b. To recommend programs for the improvement of the Army.
- c. To disseminate professional information among Warrant Officers.
- d. To promote the technical and social welfare of the members of the Corporation.
- e. To promote the spirit of comradeship among the members of the corporation.
- f. To do such other things not inconsistent with law which are necessary to carry out the above stated purposes.

BYLAW III - MEMBERSHIP

SECTION 1. NON DISCRIMINATION POLICY: The Association fully supports the Department of Defense (DOD) policy on equal opportunity and shall not discriminate in membership eligibility on the basis of race, color, sex, religion or national origin. This Association shall not accept invitation from, nor participate in any activity or organization that does not conform to this policy.

SECTION 2. CLASSES OF MEMBERS:

a. The Association shall have only one class of voting member, that of Regular member. Regular membership in the Association shall normally be open to any person who now holds or has ever held an appointment or commission as a Warrant Officer in the Regular, Reserve or National Guard component of the U. S. Army.

b. Associate membership may be extended to persons or organizations not otherwise eligible for regular membership when recommended by a regular member. Associate members have the same privileges and obligations as regular members except to vote or hold an elected office. Dues for associate members shall be the same as those for regular members on active duty and shall be borne by the person making application for associate membership, except for corporate memberships which will be set from time to time by the Executive Committee (EXCOM). There shall be no dues rebate for associate membership.

c. Honorary membership may be bestowed upon persons not eligible for regular membership. Nominees for honorary membership must have contributed significantly to the betterment of the Association and the Warrant Officer Corps. Their actions must have been directed solely to the benefit of the Association, its membership or the Warrant Officers Corps in general. Nominations may be submitted in writing by any chapter or region of the Association to the National President. Letters of nomination shall contain sufficient information of the contribution and activities of nominees to permit the National BOD to exercise sound judgment on the acceptance or rejection of nominations. Honorary membership will be confirmed by two-thirds (2/3) vote of the National BOD.

Honorary members shall have the same privileges and obligations as regular members except to vote, hold office or have a voice in matters pertaining to Association business. Honorary membership shall be perpetual. Sponsoring chapters or regions shall pay the life membership dues at the current rate of honorary members on a one-time basis. There shall be no dues rebate for honorary membership.

SECTION 3. SELECTION OF MEMBERS:

a. Eligible Warrant Officers or former Warrant Officers desiring to join the Association may submit application and payment of a minimum of one year's annual dues to the National Headquarters.

b. With the exception of honorary members, members shall be accepted by the National Executive Director on behalf of the National BOD. All members will be issued an Association membership card. The Executive Director will refer questionable applications to the EXCOM of the National BOD for resolution.

SECTION 4. VOTING RIGHTS:

a. Regular members, current in their membership, shall be entitled to one vote on each issue submitted to a vote of the members.

b. Proxy voting shall be authorized in accordance with the operational directives of the organization. No proxy will be recognized other than which is prescribed in the operational directives of the association and that addressed as an electronic transmission. An electronic transmission shall contain or be accompanied by information from which one can determine that the member, the member's agent or the member's attorney-in-fact authorized the transmission. Any copy, facsimile telecommunications or other reliable reproduction of the writing or transmission created pursuant to this sub-section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunications or other reproduction shall be a complete reproduction of the entire original writing or transmission.

SECTION 5. DUES: The National Board of Directors shall determine the amount of dues payable to the Association by its members. Members will normally, and are encouraged to, pay their dues directly to the National Headquarters. However, in exceptional cases, they may remit dues to the Region or Chapter where they are located. Chapter and Regions shall remit to the National Headquarters all dues collected from new and renewal memberships in a timely manner and in accordance with the procedures set forth in the operational directives.

SECTION 6. REMOVAL FOR NONPAYMENT OF DUES: Membership shall be terminated if dues remain unpaid for thirty (30) days from the date when due and payable.

SECTION 7. ASSIGNMENT OF MEMBERS TO CHAPTERS: Upon joining or renewing their membership, members may select one of two alternatives, Chapter Member or Member at Large (no chapter affiliation). All members are encouraged to actively participate in the activities of the nearest chapter. Members are

normally assigned to the active chapter in closest geographic proximity to the place where they are assigned or reside. National will automatically reassign members based on their submitted change of address. Members, who wish to be affiliated with a chapter other than the closest chapter, may request to do so by advising the National Headquarters in writing, with appropriate justification, at the time of joining or renewal. For the purpose of computing the number of votes authorized to each region at the Annual Meeting of the Members, Members at Large are counted in the region in which they reside.

SECTION 8. TERMINATION OF MEMBERSHIP: The National BOD by affirmative vote of two-thirds (2/3) of all BOD members, may direct the termination of membership in the Association for cause after an appropriate hearing, at which the member may appear or have an attorney or some other individual they have appointed in writing, appear on their behalf. Termination may be for a temporary period, or it may be permanent. The member may appeal the decision of the BOD by providing additional data and requesting a new hearing.

SECTION 9. RESIGNATION OF MEMBERSHIP: Any member may resign by filing a written resignation with the National Executive Director, USAWOA. This shall not relieve the member resigning of his obligation to pay any legal dues, assessments or other charges accrued. Dues shall not be reimbursed upon resignation.

SECTION 10. REINSTATEMENT OF MEMBERSHIP: Upon written request signed by a former member and filed with the National Executive Director, USAWOA, the National BOD may, by affirmative vote of two-thirds (2/3) of the members of the National BOD, reinstate such former members, terminated under the provisions of Section 8, BYLAW III, to membership upon such terms as the BOD may deem appropriate.

SECTION 11. TRANSFER OF MEMBERSHIP: Membership in this Association is not transferable nor may it be assigned to any other Association, Corporation or Organization.

SECTION 12. NATIONAL EMERGENCY: In the event of a national emergency, or other military exigency as determined by the BOD, a member shall retain their membership without regard to payment of dues until such time as the emergency is terminated and the member is given the opportunity to pay his obligations. All membership benefits shall continue so long as the Association assets allow.

BYLAW IV - USAWOA ORGANIZATION**SECTION 1. NATIONAL HEADQUARTERS:**

a. The National Headquarters shall consist of the National Officers, the National Board of Directors (BOD) and the National Staff.

b. Annual Meeting of the Members: The assembled members of the Association (provided a quorum, as defined in BYLAW V, SECTION 1 b, is present), under the chairmanship of the National President, shall be the governing body of the USAWOA upon convening of the Annual Meeting of the Members and until final adjournment.

c. National Officers: See BYLAW VI, SECTIONS 1 and 2.

d. National Board of Directors (BOD): The National BOD shall govern the USAWOA between Annual Meetings of the Members.

e. National BOD Executive Committee (EXCOM): The National BOD Executive Committee acts as an agent for the National BOD between formal meetings of the National BOD.

f. National Staff: Those individuals employed by the National Headquarters to handle the day to day operations of the Association, i.e., the Executive Director, Database Manager, Bookkeeper/Payroll Clerk, Consultants, etc.

SECTION 2. REGIONS:

a. Boundaries: To ensure an equitable distribution of chapters and members within all regions, the National BOD shall, in geographically defining region boundaries, take into consideration such factors as: location and strength of existing and potential chapters; location and strength of existing and potential members (see APPENDIX B and APPENDIX C).

b. Organization: The chapters in a geographical region may file a petition with the National BOD to form an active Region Headquarters. Such petitions shall be signed by the Presidents or Secretaries of the majority of the region chapters and shall list the names and addresses of the chapters; it shall be accompanied by a proposed set of Bylaws, which shall be consistent with the Articles of Incorporation and the Bylaws of the Association. The National BOD shall examine the proposed Region Bylaws and, if they are consistent with the Articles of Incorporation and the Bylaws of the Association, issue a charter. No person shall be a regular member of a region who is not a regular member of the Association.

c. Purpose: The purposes of each region shall be to assist the chapters within the region and the Association in carrying out their purposes and to make

recommendations to the National BOD and the Meetings of the Association Members .

SECTION 3. CHAPTERS:

a. Boundaries: Chapter boundaries shall be as established by the National BOD upon the advice of the Region President, if one exists. In some cases a chapter boundary may cover multiple states or portions thereof, for example the Screaming Eagle Chapter at Fort Campbell, KY is designated as being in the Mid-North Region due to the split geographical area the chapter covers. Chapters may establish Sub-Chapters in outlying locations including overseas locations where there is no formal Status of Forces Agreement (SoFA) in place. Those Sub-Chapters (in the US or overseas) will be governed by the same directives as their host or regular association chapters and be titled "*Name* Sub-Chapter". The Chapter offering to host a sub-chapter must remain in contact with and include in their minutes updates or copies of the sub-chapters minutes. All other elements of this and all other directives will remain the same.

b. Organization: Any five (5) members may file a petition with the National BOD through the Region Headquarters (if such exists) to form a chapter of the Association. Such petitions shall be signed by three (3) of the five members and shall list the names and addresses of all members; it shall be accompanied by a proposed set of Bylaws, which shall be consistent with the Region Bylaws (if such exist), the Articles of Incorporation and the Bylaws of the Association. The Region COP (if such exists) shall examine the proposed Chapter Bylaws and, if they are consistent with the Region Bylaws (if such exists), the Articles of Incorporation and Bylaws of the Association, will recommend approval and the issuing of a charter by the National BOD. No person shall be a regular member of a chapter who is not also a regular member of the Association.

c. Purpose: The purposes of each chapter shall be:

(1) To provide a local forum for members of the Association to discuss problems its members may have in carrying out the purposes of the Association.

(2) To make recommendations to the Region COP (if such exists).

(3) To make recommendations to the National BOD.

(4) To make recommendations to the Region (if such exists) concerning periodic Annual Meeting of the Members.

(5) To make recommendations to the Annual Meeting of the Members of the Association.

(6) To carry out such civic and charitable purposes as its members may desire. .

BYLAW V - MEETINGS

SECTION 1. ANNUAL MEETING OF THE MEMBERS: The purpose of the Annual Meeting of the Members shall be to transact such business as shall come before the meeting. .

a. Selection of Date and Place: The next Annual Meeting of the Members shall be held at a date and place selected by the members attending a duly convened Annual Meeting of the Members or if no offers to host is made at that meeting, at the next BOD Meeting.

b. Quorum: A quorum shall consist of 10% of the Association membership entitled to vote in person or by proxy., the proxies may be received by electronic transmission or by mail. At least twenty-five (25) members of the association must be physically present for a meeting to be held. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice, until a quorum can be established.

c. Proxy Voting: At any Annual Meeting of the Members, a member shall be entitled to vote by proxy as provided for in BYLAW III, SECTION 4 b.

d. Resolutions/Proposals/Motions: While resolutions/proposals/motions are submitted during the entire year for action by the National BOD, it is generally acceptable for the members at the meeting to act on all such matters with direct bearing on all members.

e. Elections (Applicable during the year a National election is held):

(1) The Nominations Committee, in conjunction with National Headquarters, will begin soliciting nominations and declarations of candidacy for elective office on the National ballot from all sources approximately eight (8) or more months prior to the Annual Meeting of the Members. The goal of the Nominations Committee will be to place at least two (2) candidates for each office listed on the National ballot.

(2) The Nominations Committee's first action will be to assist the EXCOM in designing the nomination form/declaration of candidacy statement and establishing a cutoff date to accept nominations and declarations. The Nominations Committee will ascertain by letter or electronic message the intent/desires of all incumbent officers prior to publication of nomination form/declaration of candidacy statement to the general membership.

(3) The committee will insure that each declared candidate meets the criteria

for the office being sought. Included is validation of “membership in good standing” and headquarters’ officials’/regional directors’ residency requirements. Each Region Director/President will be elected by votes of the members assigned to that region only.

(4) The Nominations Committee shall request verification of each nominee’s desire to hold elective office and further request a resume and photograph be provided the committee. Declarations of candidacy for elective office must be accompanied by a resume and photograph. All verifications and declarations of candidacy, along with resumes and photographs, must be received by the Nominations Committee/National Headquarters by the closing date for each national ballot.

(5) Approximately seven (7) months prior to the Annual Meeting of the Members, the nominations form/declaration of candidacy statement will be distributed to the membership in the Association publication, by electronic transmission, or in a similar membership-wide distribution. This form may be reprinted in the Association publication and will be available on the USAWOA Web Site until the ballot is closed. Nominations/declarations of candidacy submitted on this form shall be mailed or electronically transmitted directly to National Headquarters, unless otherwise directed.

(6) The closing date will be established by the EXCOM for each national ballot and will be approximately ninety (90) days prior to the Annual Meeting of the Members. The closing date will be printed as part of the nomination form/declaration of candidacy statement in the Association publication and will be emphasized in all correspondence to prospective candidates by the Nominations Committee and the National Headquarters staff. At the close of business on the published closing date, nominations and/or declarations of candidacy shall be considered closed and no further nominations/declarations shall be accepted, by electronic transmission, mail, or from the floor during the Meeting. Exceptions will be any nominations/declarations that are postmarked on or before the closing date. However, to be considered valid, any such nominations/declarations must be accompanied by written verification of nominees’ desire to hold office and their resumes and photographs. Within one week following the closing date, the Nominations Committee will submit the final list of candidates for the ballot to the EXCOM.

(7) At least sixty (60) days prior to the Annual Meeting of the Members, the final list of candidates shall be published in the Association publication and on the Web Site and the official proxy and ballot forms printed. The ballot forms shall be mailed or electronically transmitted to the members neither earlier than sixty (60) days nor later than ten (10) days prior to the Annual Meeting of the Members. The proxy forms, in accordance with Virginia Laws are valid for 11 months and therefore may be mailed well in advance of the scheduled meeting. The forms shall be preaddressed to National Headquarters, or elsewhere depending on the

location of the Annual Meeting of the Members. The forms shall contain the return address and membership number. All official proxy and ballot forms must be completed in accordance with the enclosed instructions and must be received at the Meeting location prior to the start of the first business day of the Meeting. Exact electronic versions of the proxy and ballot are allowable in accordance with ByLaw III, Section 4 b. above.

SECTION 2. NATIONAL BOARD OF DIRECTORS (BOD) MEETINGS:

(1) Regular Meetings: Regular meetings of the National BOD shall be held at least once each year. Meetings will commence following adjournment of the Annual Meeting of the Members. The National BOD may provide by resolution the date and place for holding additional regular meetings. Additional regular scheduled meetings may be called by the National President, as needed.

(2) Special Meetings: Special meetings of the National BOD may be called by or at the request of the National President or four (4) directors. The person(s) authorized to call special meetings of the National BOD may fix any place, either within or out of the state of Virginia, as the place for holding any special meeting of the National BOD called by them. Notice of any special meeting of the National BOD shall be given in accordance with BYLAW V, SECTION 2 a (2).

(3) Quorum: In accordance with BYLAW V, SECTION 2 a (3).

(4) Informal Action by Directors: In accordance with BYLAW V, SECTION 2 a

(5) Proxy Voting: Proxy voting for the National BOD shall be permitted in accordance with BYLAW III, Section 4. b. At least 50% of the Board of Directors members must be physically present to hold a meeting. Directors may, by written, signed proxy, identify another Director or a Region/Chapter official from within their region or another BOD member to vote in their name in meetings of the National Board of Directors. In the same manner, National Elected Officers may identify another National elected or appointed officer to hold their proxy and vote their vote in meetings of the National Board of Directors. A method of electronic message that provides assured authorship may be used to provide such proxy. Directors utilizing their authority by proxy shall be counted as being in attendance for quorum purposes.

(6) Voting: Each member of the Board of Directors shall have a single vote on matters before the BOD. Those members representing regions (region President for active regions and the Region Director for inactive regions) shall instead have a vote for each 500 members or fraction thereof registered in the respective region. This count will be based on the latest month-end roster or other more current count published by the National Headquarters.

(7) Attendance: Attendance at all regular and special meetings of the National BOD is mandatory. Any member of the BOD may request, with appropriate

justification, that he/she be excused from any single regular or special meeting. If requested by telephone, a written request must follow. The initial request must be received by the National Headquarters at least 24 hours before the called meeting, must be accompanied by a signed proxy, and will be the first item of business discussed and voted upon when the meeting is opened for business. During a term of office, two (2) consecutive, from called meetings will automatically disqualify an individual from serving on the BOD. The National President or the Vice President (if the individual being disqualified is the National President) will fill the position under the provisions of Bylaw VI, Section 6, USAWOA Bylaws.

SECTION 3. REGION MEETINGS:

a. Selection of Date and Place: The Region COP may conduct monthly meetings at a date and place as determined by the Region COP and promulgated in the Region Bylaws.

b. Quorum: Any meeting of the Region COP, wherein one third of the Chapters are represented, shall constitute a quorum and a legal meeting.

c. Proxy Voting: Chapters may, by written proxy, identify another chapter to vote in their name at meetings of the Region COP. Proxies for this purpose shall be forwarded, by the submitting chapter, to the Region Secretary and shall contain the signatures of the Chapter President and one other chapter official. Such authority that may be exercised by a chapter, through its representatives, at a meeting of the Region COP may also be exercised by mail. The Region Secretary shall be the addressee for all such documents and shall properly record the exercise of such authority, mail ballots and proxies in the minutes of the region meeting. Chapters utilizing their authority to vote through the mail or naming another chapter to stand in their stead by proxy shall be counted as in attendance for quorum purposes.

d. Resolutions/Proposals: Resolutions/proposals developed and adopted by the membership of a chapter shall be forwarded to its Region Headquarters (if such exists) in proper format. Resolutions/proposals shall be reviewed by the Region Resolutions Committee and, if appropriate, presented to the Region COP for adoption or rejection. Resolutions/proposals affecting only the geographical region to which submitted shall be forwarded to the National Headquarters for information only, upon adoption by the Region COP. All other resolutions/proposals adopted by a Region COP shall be forwarded to the National Headquarters for appropriate action.

e. Annual Meetings of the Members: Regions may conduct Annual Meetings of the Members for the primary purpose of electing officers, adopting Bylaws and/or resolutions, electing representatives to attend the Association's Annual Meeting of the Members or any other business to come before the meeting. The conduct of region meetings should conform generally to the procedures established for the

Association Meeting.

f. Informal Action by the Region COP: In accordance with BYLAW V, SECTION 2 a (4).

g. Compensation: Region members shall not be reimbursed for any expenditure in connection with region meetings. Region officials as such shall not receive any salaries for their services. Region members may authorize reimbursement of expenses of region officials in the same manner as provided for in BYLAW X, Section 11, and any such authorization for reimbursement by a region shall be borne by that region's treasury.

SECTION 4. CHAPTER MEETINGS:

a. Selection of Date and Place: Chapters shall normally conduct monthly meetings at a date and place determined by the chapter membership as promulgated in the Chapter's Bylaws. At least one (1) chapter business meeting must be held each quarter. Failure to do so will result in that chapter being declared disbanded.

b. Quorum: In any chapter meeting, a quorum shall consist of the numerically greater between the following two determinants, and any meeting so constituted shall be a legal meeting for the transaction of business:

(1) Six members, exclusive of chapter officials, or

(2) Ten percent (10%) of the chapter membership, exclusive of chapter officials, in attendance.

c. Proxy Voting: Chapter members may vote by proxy as provided for in BYLAW III, SECTION 4 b.

d. Resolutions/Proposals: Resolutions/proposals presented to the chapter by a member should be referred to the Chapter Resolutions Committee for review and, if appropriate, submission to the chapter membership for adoption or rejection. Adopted resolutions/proposals which affect only the chapter shall be forwarded to the Region Headquarters (if such exists) and/or National Headquarters for information only. All other adopted resolutions/proposals shall be forwarded in proper format to Region for appropriate action. If no region exists, adopted resolutions/proposals should be submitted by chapters directly to National Headquarters for appropriate action.

e. Compensation: Chapter members shall not be reimbursed for any expenditure in connection with chapter meetings. Chapter officials as such shall not receive any salaries for their services. Chapter members may authorize reimbursement of expenses of chapter officials in the same manner as provided

for in BYLAW X, SECTION 11. Any such authorization for reimbursement by a chapter shall be borne by that chapter treasury.

BYLAW VI - OFFICERS

SECTION 1. NATIONAL ELECTED POSITIONS: The elected officials of the Association shall be a President, who shall be the chief executive officer of the Association; a Vice President; a Secretary, all of whom must reside within a three hundred mile radius of the National Headquarters during their entire term of office and a Director from each designated Region. In an active region, the Region President serves as both the President and a Director for the National Board of Directors. (Note: The activation of a Region will move the election responsibility for that office from the national level to the regional level.) These officials shall be elected by the membership by mail or electronically transmitted ballot furnished by National Headquarters, with the results announced by the Tellers Committee during the Annual Meeting of the Members at a date and time indicated in the published agenda for the meeting in those years a National election is held. No National elected official shall hold another elected National, Region or Chapter office concurrently.

SECTION 2. NATIONAL APPOINTED POSITIONS: The National Board of Directors may appoint a Treasurer, Chaplains, Historians, Sergeants-at-Arms, one or more Assistant Vice Presidents, Assistant Secretaries, and/or Assistant Treasurers, a Property Control Officer, Parliamentarian and any other officers as it shall deem desirable. Furthermore, they may employ such other officers and staff including an Executive Director (who need not be a member of the Association and who may receive regular compensation for their services) as it shall deem desirable. Such officers and staff shall have the authority and perform the duties prescribed by the National BOD.

SECTION 3. REGION OFFICERS: In an inactive region, the senior official is the Region Director. The Region Director may appoint a Deputy Region Director to assist in managing the Region. Should the chapters of a region choose to activate the region, Pro Tempore officers will be selected at the formation meeting and the National Headquarters immediately informed. They will work in conjunction with the Region Director towards a region Annual Meeting of the Members at which time the elected Region President will replace the Region Director as the senior representative of the region. The officers of an active region will be an elected President and Vice President and an appointed Secretary and Treasurer. Should an active region become inactive, the Region President shall serve as the Region Director until the next national election. These officials shall be elected/appointed at the Annual Region Meeting of the Members. The Region COP may appoint such other officers and one or more Assistant Vice Presidents, Secretaries and/or Treasurers as it shall deem desirable; such officers to have the authority and perform the duties assigned by the Region COP. No elected Region

official shall hold another elected Region, National or Chapter office concurrently except the Region Presidents who are automatically members of the National BOD and COP during their term as Region President.

SECTION 4. CHAPTER OFFICERS: The officers of an active chapter will be an elected President and Vice President and an appointed Secretary and Treasurer. These officials shall be elected/appointed at the date and place as promulgated in the Chapter Bylaws. The Chapter officials may appoint such other officers as deemed desirable. Such officers are to have the authority and perform the duties assigned by the chapter officials. No elected Chapter official shall hold another elected Chapter, Region or National office concurrently except the Chapter President who is automatically a member of the Region COP during their term(s) as a Chapter President.

SECTION 5. TERM OF OFFICE:

a. Elected officials of the Association who are elected under the provisions of SECTIONS 1, 3 and 4 of this Bylaw shall serve in their respective offices to which elected, as follows:

(1) National officials elected under the provisions of SECTION 1 shall serve for a term of approximately two (2) years, depending upon the date an Annual Meeting of the Members occurs in the year a National election is held.

(2) Region and Chapter officials elected under the provisions of SECTIONS 3 and 4 shall serve for a term of no more than two (2) years, depending on the Chapter/Region Bylaws and the date a Region Annual Meeting of the Members or chapter meeting for the election of officers occurs.

b. All officials shall be installed in office in an appropriate ceremony immediately following announcement of the results of their respective elections whenever possible. Installment of officials may be at a time, date or place other than the election if published in advance of the election and approved by the voting body. Officials shall continue in their respective offices until their successors are elected and installed in office.

c. Officers who are elected/appointed to fill vacancies in office, or who succeed to a vacant office, as provided for in SECTION 6 of this Bylaw, shall take office on and from the date of the election/appointment or succession and shall continue in office until their successors, elected/appointed under the provisions of SECTIONS 1, 2, 3 and 4 of this Bylaw and SECTION 1 of BYLAW VII, are installed in office.

d. Officers holding appointed positions serve at the pleasure of the appointing official. Such officers shall serve for the duration of the term of office of the appointing official unless sooner relieved or they resign. Appointed positions must

be formally filled through appointment or reappointment at the start of each appointing official's term of office.

e. Elected officials named in the Bylaws are eligible to succeed themselves, but no elected official shall serve more than two (2) full consecutive terms in the same office.

SECTION 6. VACANCIES:

a. In the event of the death, resignation, removal through disqualification or otherwise of any of the officers named in this Bylaw, the office which they have held shall be deemed to be vacant and a successor thereto shall be elected/appointed by the appropriate governing body from among the Associations' membership, except for the office of President, in which case, the Vice President shall succeed to the presidency, with full rights, authority and responsibility of the office, and a new Vice President will be elected. If one or more Assistant Vice Presidents are in office, they shall be given precedence for succession into the vacated position, but not necessarily in order of their appointment.

b. Resignation from any of the elective/appointed offices in these Bylaws, for any reason other than those mentioned in a above, shall be made in writing to the appropriate governing body, and acceptance or rejection of the resignation shall be made by a majority vote of that governing body present in a meeting properly assembled.

c. Vacancies occurring as mentioned in a and b above shall be filled by election/appointment at the next meeting of the appropriate governing body. Voting shall be limited to the membership present only, and the candidate receiving the majority vote shall be declared elected/appointed to the vacant office.

d. Candidate Qualifications: Only regular members of the Association, in good standing, shall be eligible for nomination to, or to hold any office in the Association.

e. Any elected official unable or unwilling to carry out his or her legal duties and responsibilities or charged with conduct unbecoming an officer or other such charges that will bring embarrassment and/or disgrace upon himself, the Warrant Officer Corps and the Association shall be investigated by a committee. Such committee being composed of three or more elected or appointed officials, one administration level above his position, i.e., Regional officials on committee regarding chapter officials and National officials on committee regarding Regional officials. If the charged official is at the National level, the committee shall be composed of other National elected officials. After completion of the said investigation, the committee recommendation with full documentation to support the recommendation shall be forwarded to the National President for distribution to

and action by the National Board of Directors. The BOD action, based on the seriousness of the charges, can include removal from office, termination of membership or other action deemed appropriate by the BOD.

BYLAW VII - NATIONAL BOARD OF DIRECTORS (BOD)

SECTION 1. STRUCTURE OF THE BOD:

a. The National BOD shall consist of the National President, Vice President, Secretary, Treasurer (appointed), each active Region's President and a Director from each inactive region, elected from the Association membership assigned to that region, in accordance with BYLAW V, SECTION 1 e, at the Annual Meeting of the Members. These Directors to be identified as Director, European Region; Director, Western Region; etc. The Executive Director shall serve as an Ex-officio member of the National BOD as well as all association committees.

b. Since each Director represents their respective region, if they leave the region, a written resignation must be submitted to the National President at least 30 days prior to the departure date, so that a replacement may be appointed.

c. No Director shall hold another elected or appointed national, region or chapter office concurrently. Exception to this policy will be Region Presidents who are automatically members of the National BOD by virtue of their positions as Region Presidents.

SECTION 2. LEGAL RESPONSIBILITIES: It shall be the duty of the National BOD to initiate and approve the policies of the Association, to give effect to the endeavors of the Association and to keep all National elective offices filled between meetings. It shall be the duty of the BOD to assemble at meetings called by its members.

SECTION 3. TERM OF OFFICE: Members of the National BOD shall take office immediately upon installation and shall serve the term of office indicated below or until their successors have been duly elected and assume office.

a. The President, Vice President, and Secretary shall serve concurrently with their term in elective office.

b. The Treasurer shall serve as long as he/she is acceptable to the National President and the BOD concur.

c. Regional Directors shall serve the term to which elected.

d. Region Presidents shall serve concurrently with their term as Region President.

SECTION 4. VACANCIES: Any vacancy on the National BOD shall be filled under the provisions of BYLAW VI, SECTION 6.

BYLAW VIII - NATIONAL BOARD OF DIRECTORS EXECUTIVE COMMITTEE (EXCOM)

SECTION 1. METHOD OF SELECTION: The National BOD shall elect an Executive Committee consisting of the National President, the National Vice President, the National Secretary the National Treasurer, and the Executive Director. One other individual appointed by the National President may be selected to serve as a member. It shall be the function of the EXCOM to conduct the day to day operations of the Association.

SECTION 2. TENURE: Each member of the Executive Committee shall continue to serve until his or her successor is elected or appointed or such member is removed from the committee.

BYLAW IX - ADMINISTRATION AND FINANCE

SECTION 1. ARTICLES OF INCORPORATION: The basic governing document of the Association is the Articles of Incorporation.

SECTION 2. ASSOCIATION BYLAWS: The Bylaws are rules established by the National BOD for governing and regulating the affairs of the Association.

SECTION 3. BOOKS AND RECORDS: The Association shall keep accurate and complete books and records of accounts, (manually or in the computer files) minutes of the proceedings of its meetings and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, their agent or attorney for any proper purpose at any reasonable time.

SECTION 4. FORMULATING POLICIES:

a. Policies: USAWOA policies reflect the decisions of the governing bodies of the Association. They include, but are not limited to, legislative, administrative or management matters. They define in broad terms the short and long-range objectives of the Association and express the aspirations of the general membership.

b. The General Membership Determines Policy: The USAWOA general membership dictates policy at the Annual Meeting of the Members. By their direct contact, members may influence their chapter, region and national Association

leaders.

c. National BOD: Policies adopted by the Annual Meeting of the Members shall be carried out by the BOD. Between Meetings of the Members the National BOD, through the Executive Committee (and subject to review and approval of the National BOD), shall establish any additional policies necessary to carry on the operation of the Association. The responsibility of the BOD shall be governance while operational policies and procedures will be the responsibility of the Executive Director and staff.

SECTION 5. ADMINISTRATIVE PUBLICATIONS: The National Board of Directors will authorize the issuance of appropriate manuals or similar publications promulgating the policies and procedures of the governing bodies of the Association.

SECTION 6. POLICY REGARDING THE ACQUISITION OR DISPOSITION OF PROPERTY, EQUIPMENT AND/OR SERVICES: The Association may acquire or dispose of property, equipment and/or services as deemed necessary by the National Board of Directors.

SECTION 7. BONDING: The National Treasurer and any Assistant Treasurers and any elected/appointed official authorized to handle/disburse USAWOA funds shall be bonded. The initial bond shall be in the amount of \$100,000 with provisions for increases. The premium reimbursement for the bonds shall be made by the Association. This bonding requirements shall apply to all levels of the organization where funds are handled with the amount of the bond dependent upon the amount of funds handles, i.e \$10,000.00 or \$25,000.00. The premium for the bonds will be paid by the organizational element to which the Treasurer is assigned.

SECTION 8. BUDGET:

a. Annual General Fund Budget: The Treasurer shall prepare a proposed annual budget for the operation and maintenance of the Association. The proposed budget will be presented to the EXCOM no less than ninety (90) days prior to the Annual Meeting of the Members for review, approval and presentation to the National BOD subsequent to the meeting. Revisions to the current fiscal year's budget shall be presented to the EXCOM as needed for review, approval and presentation to the National BOD. All proposed budgets presented by the EXCOM must be approved by the National BOD prior to implementation.

b. Special Activities Support Fund Budget: The Treasurer shall be responsible for preparing this budget which shall be appended to the annual general fund budget.

SECTION 9. AUTHORITY TO INCUR EXPENSES: The National BOD shall formulate and administer Association policy respecting authorized expenditures and procedures for reimbursement. The Treasurer or Assistant Treasurer(s) may pay only authorized expenditures that are within budget appropriations and financial ceilings prescribed by the National BOD.

SECTION 10. DUES REBATES TO CHAPTERS AND REGIONS: Chapters and Regions shall receive dues rebates in accordance with USAWOAM 400-6, National Financial and Administrative Management Manual.

In order to standardize and simplify reporting of the Association's financial status with the Internal Revenue Service, the Association shall collect all membership dues. Each region headquarters and chapter shall receive a quarterly rebate from the National Headquarters based on new and renewed active duty memberships processed during the quarter, as defined in USAWOAM 400-6, Sections 9 and 10.

SECTION 11. NATIONAL OFFICIALS EXPENDITURES:

a. General: In order for the National Officials to properly perform their duties, certain expenditures are authorized as outlined herein:

(1) Postage.

(2) Commercial telephone.

(3) Out of pocket expenses incurred in conjunction with the conduct of official USAWOA business.

(4) When it becomes necessary for a National Official to travel in support of activating a chapter, resolving chapter problems or other purposes as authorized or directed by the President, reimbursement is authorized in accordance with SECTION 12 c. When travel is at the request of a chapter/region, funds will come from unpaid regional rebates for the respective region to the maximum extent possible.

b. Funds for Regional Directors in non-activated regions will primarily come from unpaid regional rebates for their respective region. Reimbursement will be in accordance with Section 12c.

c. Submission of Vouchers: USAWOA expense vouchers shall be used in submitting claims. Completed forms shall be submitted to the National Treasurer for review, certification and payment.

SECTION 12. TRAVEL AND PER DIEM RATES:

a. Travel: For travel by privately owned conveyance, when deemed more

advantageous to the Association, reimbursement shall be made for actual expenses not to exceed the rate prescribed by the DOD Joint Travel Regulation (for military travelers) based on official mileage. For travel by commercial carrier, actual cost of the fare, plus cost of berth, parlor car seats, etc. (Where use of a round-trip ticket is feasible and cheaper, it shall be used.) FIRST CLASS AIR IS NOT AUTHORIZED.

b. Per Diem: Each entitled member shall also be entitled to an allowance for ACTUAL EXPENSES NOT TO EXCEED THE RATES as prescribed by the DOD Joint Travel Regulations for all periods away from his domicile in connection with OFFICIAL ASSOCIATION BUSINESS to cover expenses for room rentals, tips, laundry and other incidentals. In computing the per diem allowance, the calendar day (midnight to midnight) shall be the unit, subdivided in to four (4) quarterly periods ending at 0600, 1200, 1800 and 2400 hours.

c. Reimbursement: Reimbursement under the terms of this section will only be made if approval for the travel and expenses was obtained from the National BOD prior to the commencing of the actual travel, except in the case of emergencies. In the event the Association is not financially capable of rendering the transportation and per diem reimbursements, the authorized member may submit a written statement of donation in the amount claimed to the National Treasurer. The National Treasurer shall provide this member with a receipt for the donation and shall reflect this donation in the next monthly financial statement to the members.

13. ANNUAL AUDIT:

a. Conduct of Audit: The accounts of the Association elements (chapters, regions, and national) shall be audited at least annually in accordance with generally accepted auditing standards by one or more disinterested parties. Although a chapter member may be considered a disinterested party, no elected or appointed officer, from the same organizational level, may be so defined. This audit will normally be conducted with the change of the Treasurer, immediately after the election, or immediately after the end of the established fiscal year. The audits shall be conducted at the place or places where the accounts of the Association are normally maintained. All books, accounts, financial records, reports, files, and all other papers, things or property belonging to or in use by the Association and necessary to facilitate the audits shall be made available to the person(s) conducting the audits. Full facilities for verifying transactions with the balances or securities held by depositories, fiscal agents and custodians shall be afforded to such persons.

b. Reports to National BOD: The report of each annual independent audit shall be submitted to the National BOD not later than ninety (90) days 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 necessary to present fairly

the Association'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 Association's income and expenses during the year including the results of any commercial endeavor carried on by the Association together with the independent auditor's opinion of those statements. The approved report shall be published to the membership.

SECTION 14. ACCESS TO MEMBERSHIP LISTS: The list of names and addresses of members of the Association may, at proper times, be open to inspection by all members. Any member who wishes to inspect a list of members must submit a written or email application for permission to inspect such list to the Executive Director setting forth their reasons for wishing to do so. This request will be submitted by the Executive Director with a recommendation to the Executive Committee for action in accordance with its authority. If approved, the member will be notified of the time and place when such inspection will be permitted. The Executive Committee may authorize the Executive Director to provide the requestor electronic or paper copy listings of all personnel who have not requested that their personal information be kept confidential. This does not preclude Chapters or Directors from reclaiming their copies of the membership list for use in verifying information or recruiting drives. The member must identify in his/her records whether or not they want their information released using the "TRUE" and/or "FALSE" column.

SECTION 15. FUND RAISING: Chapters and Regions shall be permitted to conduct fund raising activities for such civic and charitable projects as the membership may direct. The National BOD may authorize a private concern to develop official USAWOA items for resale to the general membership in return for advertisement purchasing in the monthly newspaper and/or royalties as determined by the National BOD. Chapters and Regions conducting any fund raising activities must follow the guidelines as prescribed in AR 220-22 and the host installations regulations.

BYLAW X - WARRANT OFFICERS AUXILIARY (WOAUX)

SECTION 1. PURPOSE: To actively support the USAWOA in services, goals and information. To be a separate, but parallel organization, capable of standing alone, as such, or working with a local USAWOA Chapter.

SECTION 2. GOVERNING POLICIES: The National WOAUX shall be governed by the USAWOA Articles of Incorporation and Bylaws. It may adopt Bylaws governing its internal organization and operations providing the Bylaws do not conflict with those of the USAWOA. The National WOAUX Bylaws shall be ratified by the National USAWOA BOD. Local WOAUX Chapters may adopt local

Bylaws governing internal organization and operation of the Chapter, subject to ratification by the governing body of the local USAWOA Chapter, if one exists. It shall continue to be a local Chapter business until such time that the WOAUX is an approved National organization. If no local USAWOA Chapter exists, then ratification shall be by the National Board of Directors, upon recommendation of the National WOAUX Steering Committee, which shall be appointed as needed.

SECTION 3. MEMBERSHIP: Eligibility for National WOAUX membership shall be extended to spouses or widows/widowers of Warrant Officers serving or who have served honorably in the United States Army, National Guard or Reserves. Granting of Associate Membership shall be extended by the local WOAUX Chapter to spouses, widows and/or widowers not otherwise eligible for membership, but who have objectives in accordance with those of the National USAWOA/WOAUX and who have demonstrated dedication to same.

SECTION 4. VOTING AND OFFICE ELIGIBILITY: National WOAUX members shall have the right to vote and hold office in the national WOAUX. Associate WOAUX members shall have the same rights and privileges in WOAUX as a USAWOA Associate Member has in the USAWOA (see BYLAW III, SECTION 2 b). WOAUX dues structure shall be determined by the National WOAUX membership.

BYLAW XI - RULES OF ORDER: The rules contained in Robert's Rules of Order, current edition, shall govern this Association in all cases where applicable and where not inconsistent with the Bylaws of this Association.

BYLAW XII - AMENDMENTS

SECTION 1. BYLAWS AND ADMINISTRATIVE PUBLICATIONS:

a. Procedures: Bylaws and administrative publications may be altered, amended or repealed. New Bylaws may be adopted by a majority of the National Board of Directors at any regular or special meeting. At least thirty (30) days written notice is to be given the members of the BOD of intention to alter, amend, repeal or adopt new items at such meeting. This requirement for thirty (30) days written notice may be waived by a formal vote of the National Board of Directors, if extenuating circumstances indicate this action is in the best interest of the Association.

b. Corrections: Upon adoption of an amendment of these items, the Executive Committee may correct punctuation, grammar or numbering where appropriate, if the correction does not change the meaning.

c. Effective Date: Unless otherwise provided, an amendment becomes effective upon the adjournment of the meeting at which it is adopted.

SECTION 2. ARTICLES OF INCORPORATION:

a. Procedures: When amendment of the articles is necessary, the proposed amendment must initially be approved by the National Board of Directors, who must find that it is in the best interest of the Association. After such a finding, the BOD must direct that it be submitted to a vote at the next scheduled Annual Meeting of the Members. Thereafter, a written notice of this proposed amendment must be given the membership. The proposed amendment may be presented at the Meeting where a quorum is present and must receive two-thirds of the votes entitled to be cast by members present or represented by proxies. Upon adoption of the proposed amendment, the Articles of Amendment shall be filed with the State Corporation Commission of the State of Virginia.

b. Notice: Written or electronic notice of the intent to amend the articles must be delivered to each person entitled to vote. Such notice shall be accompanied by a copy of the proposed amendment. If mailed, such notice shall be deposited in the US Mail to the members at their address as shown by the records of the Association not less than ten (10) nor more than sixty (60) days prior to the scheduled date of the Annual Meeting of the Members.

SECTION 3. DISTRIBUTION: The National Staff shall be responsible for the publication and distribution of all notifications, amendments, and changes to administrative publications and other documentation required by these Bylaws.

BYLAW XIII – DISSOLUTION: USAWOA shall use its funds only to accomplish the objectives specified in the Articles of Incorporation and these Bylaws. Any dissolution must be accomplished in accordance with the requirements of law in existence at the time of and during dissolution. If it becomes necessary to cause the dissolution of USAWOA, any funds remaining shall be transferred to the USAWOASF Scholarship Fund if one exists at that time and can sustain itself after USAWOA dissolves. Or, transfer of funds may be made to one or more other regularly organized and qualified charitable, educational or philanthropic organizations, to be selected by the National BOD at the time of dissolution.

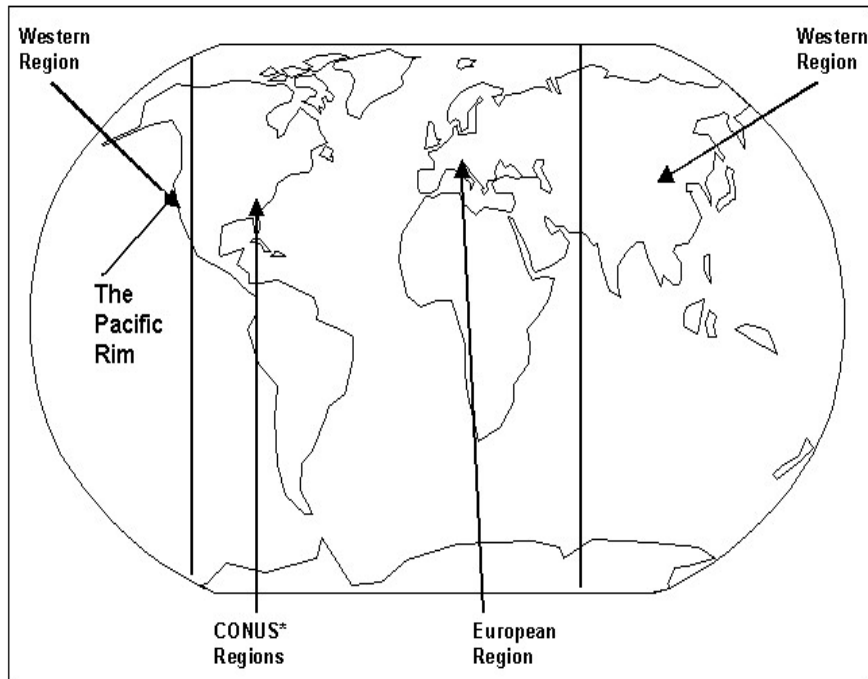
BYLAW XIV – SUSPENSION: Any Bylaw, section or subsection of these Bylaws, or any other administrative directives may be suspended by a two-thirds vote of the members of the National Board of Directors when, in the considered opinion of those Directors, the accomplishments of the Association cannot be otherwise effected. Any such suspension shall be on a case-by-case basis, for a period not to exceed ninety (90) days. All such actions shall be duly recorded, with full justification for the action, in the minutes of the meeting wherein the suspension was invoked and the meeting wherein it was withdrawn.

APPENDIX A

The emblem depicted below is the only official emblem/logo which has been approved by the Patents and Trademark Office, Washington, D.C., as the Trademark of the U. S. Army Warrant Officers Association.



APPENDIX B



REGION BOUNDARIES

(WORLD VIEW)

REGION BOUNDARIES

Regions include:

Northeastern Region

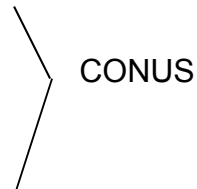
Southeastern Region

Mid-Northern Region

Mid-Southern Region

Western Region includes Pacific Rim location

European Region



APPENDIX C

REGION BOUNDARIES

(CONUS)

USAWOA REGION BOUNDARIES

Effective 15 November 1996

