

United States Army
Warrant Officers Association

USAWOAM 500 - 2



**NATIONAL BOARD OF DIRECTORS OPERATIONS
AND MEETING PROCEDURES MANUAL**

18 April 2009

FOREWORD

This manual was developed by the National Board of Directors under the direction of the Chairman of the Board of Directors under authority contained in the USAWOA Bylaws and approved by the National Board of Directors with an effective date of 18 April 2009. . This operations manual is binding on all members, chapters, regions, members of appointed committees and councils, National Headquarters staff, contractors, consultants, National Executive Director, all elected officials, or other individuals or any companies under contract with USAWOA. The USAWOA legal counsel will ensure that all contracts and/or agreements contain provisions for compliance with appropriate sections.

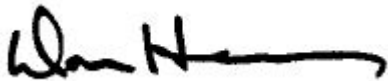
The original manual was adopted at the Annual and Semi-Annual meetings of 1974, through 1998 and portions thereof contained in the Bylaws approved by the BOD on 9 July 1977 and modified over time. Those procedures should be destroyed. This manual contains extracts from the original procedures and Bylaws, plus amendments and additions gained through the experience acquired during the previous years. This manual is designated to unify the Association and serve to answer any Director's questions about the operation and meeting procedures of the National Board of Directors.

This edition of the manual has been approved by the National Board of Directors, with an effective date of 18 April 2009.

Amendments and additions to this manual are encouraged and should be addressed to the National President or the Executive Director, USAWOA, 462 Herndon Parkway, Suite 207 Herndon, Virginia 20170-5235.

BY DIRECTION OF THE NATIONAL BOARD OF DIRECTORS

OFFICIAL:



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NATIONAL BOARD OF DIRECTORS OPERATIONS AND
SEMIANNUAL MEETINGS PROCEDURES MANUAL

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National Board of Directors (BOD) Operations Part I

SECTION 1. GENERAL: 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. Between Annual 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 National Board of Directors is composed of the National President, Vice President, Secretary, Treasurer, each active region's President and a Director from each inactive region.

SECTION 2. PURPOSE: USAWOA policies reflect the decisions of the governing bodies of the Association and consist of expressions of basic principles or "philosophy" which communicate the character of the Association. The purpose of this manual is to ensure a well organized and functioning National Board of Directors and to define procedures to be utilized when implementing these policies. These policies 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.

SECTION 3. AUTHORITY: Bylaw IV Section 1, USAWOA Bylaws.

SECTION 4. LEGAL RESPONSIBILITIES: It shall be the duty of the National Board of Directors 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 biannual elections. It shall be the duty of the BOD to assemble at meetings called by its members.

SECTION 5. FREQUENCY OF FORMAL MEETINGS: The National Board of Directors shall hold formal meetings at least annually.

SECTION 6. METHOD OF OPERATION:

a. The National Board of Directors shall consider all matters submitted to them by the members, the National Council of Presidents, National BOD, Past President Council and the members or any special/standing committees.

b. In order to properly manage the affairs of the Association, the National Board of Directors may, by signed resolution, remain in session throughout the year. Voting may be done by mail or by electronic means. Through this method, the Board may take any action required by law to be taken at a meeting of the National Board of Directors, or any action which may be taken at a formal meeting of the National Board of Directors. While voting, a majority vote (50% + 1) of the Directors voting is necessary to adopt any matter presented to the BOD.

c. Voting: Each member of the Board of Directors shall have a single vote on matters before the BOD. Additionally, except that those members representing regions (Region President for active regions and the Region Director for inactive regions) shall have one vote for each 500 members or fraction thereof registered in the respective region. This count will be based on the latest month roster or count published by the National Headquarters usually on or about the 15th of the previous month.

d. In order to keep track of the background reference material distributed by the National Headquarters, motions/proposals from members, chapters, a region COP, the National COP, Directors, comments from Directors, and proposals resulting from any committee action, a numbering system will be used to identify each document. Directors should refer to this number when providing comments to the National Headquarters.

(1) Background reference material of a general nature and comments from Directors utilizing USAWOA Form 200-1 in hard copy or electronic version will be identified. The matter/item/issue will be immediately added to the BOD action Items (AI) maintained by the National Secretary with a suspense date..

(2) Motions from members, chapters, a region COP, the National COP of a general nature and motions/proposals from Directors will be added to the Action Item (AI) list will be added to the EXCOM with a suspense date.

(3) Motions from members of the National Board of Directors Executive Committee which address specific actions taken by the Executive Committee and which may be of interest to the entire National Board of Directors will also be identified and logged on to the Action Item (AI) list with a suspense date. This category of documents is primarily provided to all Directors as information only and voting by the Directors is not required.

(4) Any member of the National Board of Directors may initiate a mail poll. Directors will submit the poll to the National President for preparation and recording. Upon receipt by the National President, the following action will be taken:

(a) The National President will direct that the item be added to the Action Item (AI) list and assign a control number to the 200-1, assign a suspense date for comments from the remainder of the Directors; add appropriate comments; and mail to the Directors.

(b) Any Director not commenting on the motion/proposal by the established suspense date will be considered as abstaining from comment. Amendments to motions are in order as part of the comments.

(c) When all comments are received by the National President or when the established suspense date has passed, whichever is earlier, the National President will submit all comments and the motion/proposal, along with voting instructions and a voting suspense date to each Director.

(d) Votes will be cast either yes, no, abstain, or table. Any Directors not casting a vote by the established suspense date will be considered as abstaining.

(e) Any abstention from a vote will not reflect yea or nay and will not be considered nor weighed as adopting or defeating any motion/proposal.

(f) The National President is responsible for insuring that all votes are secured, and the results thereof, are published to the membership.

e. When the size of the Association justifies it, the Board of Directors Committee System may be established. See Appendix A and B for suggested committees and control of motions and actions associated therewith.

SECTION 7. NATIONAL BOARD OF DIRECTORS FUNDS:

a. General: In order for members of the National Board of Directors, other than active Region Presidents, to properly perform their duties, certain funds have been established and expenditures 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 director to travel to another location in support of activating a chapter, meeting with Chapter Presidents or resolving chapter problems, upon direction of the National President, Directors are authorized to file for reimbursement in accordance with Bylaw X, Section 111.

b. Submission of vouchers: USAWOA expense vouchers (USAWOA Form 400-13) will be used when submitting claims. Completed forms will be submitted to the National Treasurer for certification and payment.

SECTION 8. NATIONAL BOARD OF DIRECTORS EXECUTIVE COMMITTEE:

a. Duties: The National Board of Directors Executive Committee shall exercise, between formal meetings of the National Board of Directors, such powers of the Board of Directors as the Board of Directors shall give it, except that the Executive Committee shall not have the power to:

(1) Repeal or amend the Association Bylaws or Operations Manuals.

(2) Appoint or remove any National member of the Board of Directors, elected officer of the Association, or any member of the Executive Committee.

(3) Adopt a plan of merger or consolidation with another corporation or association.

(4) Authorize the sale, lease, exchange, or mortgage of assets of the association.

(5) Authorize the dissolution of the Association.

(6) Adopt a plan for distribution of the Association's assets.

(7) Amend or repeal any resolution of the National Board of Directors unless such

resolution provides by its terms that it may be amended or repealed by the Executive Committee.

b. Formal meetings: The Chairman of the Executive Committee may call meetings of the committee at such times and places as deemed expedient by him/her.

c. Voting: Each member appointed to the National Board of Director's Executive Committee (EXCOM) shall have one vote. To preclude the occurrence of a lack of a quorum when an EXCOM session is called, it is recommended that each EXCOM member prepare a proxy authorizing the "Presiding Officer" of the session to allocate that proxy and vote to a member who is knowledgeable regarding the operations of the Association and is a frequent attendee at EXCOM sessions. USAWOA Form 500-11 is the BOD Proxy. Paid staff members are not eligible to hold such proxies.

National Board of Directors Meeting Procedures Part II

SECTION 9. GENERAL: To ensure that the National Board of Directors meetings are conducted in an orderly and professional manner, this manual has been established and approved by the National Board of Directors. Each Director is encouraged to be familiar with the procedures contained herein as this manual will govern the conduct of the BOD meetings.

SECTION 10. PURPOSE: The purpose of the National Board of Directors meetings shall be to review the progress of the short and long range objectives and programs of the association as established by the membership at the Annual Meeting of the Members. To consider matters referred to the Board of Directors by the National Council of Presidents; and to take formal action on those proposals and recommendations submitted by national officers, members of the National Board of Directors, and any special/standing committees.

SECTION 11. AUTHORITY: Bylaw V, Section 2, USAWOA Bylaws.

SECTION 12. REGULAR MEETINGS: Regular meetings of the National Board of Directors shall be held at least annually, each year without any other notice than this manual. Said meetings to commence following adjournment of the Annual Meeting of the Members and other times as needed, at a time and place determined by the National Board of Directors. The National Board of Directors may provide by resolution the time and place, either within or out of the State of Virginia, for the holding of additional regular meetings of the National Board of Directors.

SECTION 13. SPECIAL MEETINGS: Special meetings of the National Board of Directors may be called by or at the request of the National President or any four (4) Directors. The person(s) authorized to call special meetings of the National Board of Directors may fix any place, either within or out of the State of Virginia, as the place for holding any special meeting of the National Board of Directors.

SECTION 14. NOTICE OF MEETINGS: Notice of any special meeting of the National Board of Directors shall be given at least thirty (30) days prior to the date of the meeting. Notice shall be by written notice delivered personally, sent by mail, telegram or E-mail to each Director at his/her address as shown by the records of the Association. Other electronic methods which provide positive receipt of delivery may also be used to provide such notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of notice of such meeting unless specifically required by law or this manual. Attendance at all called meetings of the National BOD is mandatory. Excused absences may be requested as provided in Bylaw V, Section 2 b (7), USAWOA Bylaws.

SECTION 15. MEETING ARRANGEMENTS COMMITTEE:

a. Functions: It shall be the function of this committee to affect the complete arrangements, less the program, for the National Board of Directors and National Council of Presidents meetings. Arrangements shall include but not be limited to the provision of:

(1) A meeting room with head table and recording devices; designated seating area for official visitors; designated seating for Directors and Council Members, and designated seating area for members.

(2) Billeting for visiting Directors and Council Members; billeting for visiting members and escorts for visiting dignitaries.

(3) Transportation for visiting Directors and Council Members, and members to include those arriving by commercial modes.

(4) Advertisement of meeting, photographic coverage' preparation and distribution of registration/reservation to Directors and Council Members; advance registration of Directors, Council Members, and members; and registration of Directors, Council Members and members upon arrival at the meeting location. They will also provide the necessary support equipment such as computer projectors, screens, computer, printers, modems and telephone access, as needed.

b. Composition:

(1) Total Members: Five (5)

(2) Chairperson: (To be appointed by National President).

(3) Appointed members: Four (4) members of the general membership shall be appointed by the National President on the advice of the Chairperson.

c. Staff Liaison Representative: National Headquarters staff.

SECTION 16. REGISTRATION:

a. Whenever possible, Directors should register in advance as provided by the Arrangements Committee. This will ensure that Directors receive the accommodations and services they desire. Directors unable to pre-register may do so upon arrival at the designated meeting location.

b. USAWOA Headquarters if feasible will pay for all Directors, all registration fees in advance as established by the Arrangements Committee to assist in defraying administrative and equipment requirements and meeting hall rental and any other fees as necessary.

SECTION 17. IDENTIFICATION: The arrangement committee shall devise and furnish appropriate identification pins, badges or stickers as necessary.

SECTION 18. CREDENTIALS:

a. The National Secretary, directly after the opening ceremonies of the first business meeting, shall report the number of Directors present, the number of votes each Director has in accordance with Part I, Section 6. C. and shall make a supplementary report after the opening exercise at the beginning of each day that business continues.

b. The National Secretary is responsible for insuring that a quorum is present prior to any vote taken.

SECTION 19. PROGRAM: The National Board of Directors meeting program shall be prepared and approved by the National Board of Directors and published in the NEWSLINER at least sixty (60) days prior to the meeting.

SECTION 20. QUORUM: A majority of the National Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice in an attempt to obtain a quorum.

SECTION 21. CONDUCT OF MEETING:

a. The Articles of Incorporation, current Bylaws, and the National Board of Directors Operations and Meeting Procedures Manual of the Association shall govern as the basic rules.

b. The rules contained in Roberts' Rules of Order, current edition, shall govern the BOD meetings in all cases to which they are applicable, providing they are not inconsistent with the Articles of Incorporation, current Bylaws and the National Board of Directors Operations and Meeting Procedures Manual of the Association.

c. The National President shall appoint a Parliamentarian for the meeting. The function of the Parliamentarian is to advise the Presiding Officer on rules and questions of rules.

SECTION 22. PROXY REPRESENTATION: 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.

SECTION 23. ADDRESSING THE DIRECTORS:

a. Directors desiring to address the assembled Directors shall rise; clearly state their name and Region then wait to be recognized by the Presiding Officer before addressing the assembled Directors.

b. No Director may speak more than once on an individual subject nor for more than four

(4) minutes, except that the proponent of the matter at hand may speak an additional four (4) minutes in rebuttal.

c. No Director may yield the floor to a member of the Council of Presidents, regular or associate member, a non-member Warrant Officer, a visitor, or guest.

d. Members of the Council of Presidents, regular or associate members and non-member Warrant Officers may be recognized under the procedures of this section; however, these individuals will not be permitted to vote on any matter.

e. A motion to table may not be made by a Director who has just spoken on the merits of the proposal. A motion to table is not in order until at least two Directors for the proposal and two against have been heard on the merits, unless none in favor or against desire to be heard; then the decision of the Presiding Officer shall prevail.

f. No Director shall interrupt a recognized speaker who has the floor by standing, yelling, clapping, or other disruptive means.

g. Members of the Council of Presidents, regular or associate members and non-member Warrant Officers desiring to speak to the assembled Directors shall rise, identify themselves and request the Chair recognize them so they may speak. If the Chairperson does so they may address the members on the subject under discussion for no more than 4 minutes. This recognition does not authorize them to vote on a matter.

SECTION 24. CAUCUS: Directors may converse and organize into groups among themselves and may select an individual spokesperson from among them to present their views. This spokesperson must identify those for whom they speak.

SECTION 25. VOTING PROCEDURES:

a. All voting shall be by a show of hands. The allocation of votes being that each member of the Board of Directors shall have a single vote on matters before the BOD except that those members representing regions (Region President for active regions and the Region Director for inactive regions). These individuals shall have one vote for each 500 members or fraction thereof registered in the respective region. This count will be based on the latest month roster or count published by the National Headquarters and announced by the National Secretary at the beginning of that meeting day.

b. Any action or proposal brought before the assembly shall be decided by a majority vote (50% + 1) of the members present, except as follows:

(1) Any action or proposal to change the program or this operations manual shall require a two-thirds approval of the members present.

(2) Any action or proposal to be brought before the assembly through caucus shall be determined by a majority vote unless a parliamentary procedure is involved, which requires a two-thirds majority vote.

c. Any abstention from a vote will not reflect yea or nay and will not be considered nor weighed as adopting or defeating any measure.

SECTION 26. REPORTS: All reports rendered by National Officers, members of the National Board of Directors, committees and other material for the permanent record shall be in writing and shall be sent to the National Secretary after presentation to the assembled directors, and no later than 10 business day following their presentation.

SECTION 27. RESOLUTIONS/PROPOSALS/MOTIONS: All business to come before the assembled Directors, except administrative matters, shall be in the form of a written motion, a proposal or a resolution. The National BOD Executive Committee and or the Executive Director shall receive research and put into a correct resolution format all business from members, chapters, the Region COP and the National COP. The National President or the Executive Director is responsible for determining if any submitted resolution is legal, has not been addressed by another resolution, and when presented to the Directors, is in a clear, concise, understandable format utilizing USAWOA Form 800-2.

a. All resolutions/proposals/motions offered by members, chapters or the COP shall be in writing, signed by the originator author and the individuals who seconds the action, and shall include any background and legal considerations that are important. These actions shall be sent directly to the National President or the Executive Director.

b. All resolutions/proposals/motions offered by the members of the National Board of Directors and all recommendations made in reports of national officers or special committees shall be presented directly to the assembled Directors.

c. The proponent(s) of any resolution/proposal/motion shall be given an opportunity to explain it to the assembled Directors.

d. Authors of resolutions/proposals/motions shall restrict their subjects to matters relating directly to the Army, dependents and the USAWOA. Discussion will contain only provable facts and will not refer to hearsay information.

e. The Executive Director and/or the National BOD Executive Committee will not change the basic idea of an author's suggestion when rewriting it for presentation.

f. The National BOD Executive Committee shall submit resolutions/proposals/motions referred to it to the assembled Directors with the committee's own recommendation as to appropriate action.

g. Chapters and regions should encourage members to submit their resolutions/proposals/motions so as to arrive at the National Headquarters no later than sixty (90) days prior to the meeting.

SECTION 28. ANNOUNCEMENTS: Notices for announcement to the assembled Directors shall be in writing, signed by the person (or proper representative of the person) under whose authority the announcement is issued and shall be sent to the desk of the National Secretary for recording.

SECTION 29. REVOCATION OF PRIOR RULES: All prior standing rules, procedures and amendments thereto are hereby revoked and shall become null and void immediately upon the effective date of this Operations and Procedures Manual.

SECTION 30. NOTIFICATION: This Operations Manual shall be provided to each region, chapter, and national official. Directors are encouraged to familiarize themselves with the contents of this manual. Reference copies will be available at each the meeting.

APPENDIX A

NATIONAL BOARD OF DIRECTORS COMMITTEE SYSTEM

- a. Past Presidents Council consisting of past National and Region Presidents willing to serve and continue to provide their assistance to the National Board of Directors and the Executive Committee.
- b. Nominating Committee which will include the Immediate Past President and charged with developing a slate of candidates during the year that elections are to be held (every two years).
- c. To be revised and provided at a later date

APPENDIX B**BOARD OF DIRECTORS COMMITTEE SYSTEM FOR CONTROL OF ACTIONS/REFERENCE**

When the National Board of Directors Committee System is established, a control system of numbering background material and actions will be implemented as follows:

Background reference material of specific interest to a specific committee, motions from members, chapters, the region COP, the National COP of special interest to a committee and proposals/motions from Directors as a result of committee action will be identified with a series of numbers. They will start with a prefix of the year the National President was elected, an intermediate number which identifies the committee and a suffix beginning with the number 01 and continuing until no longer required, i.e., 98-1-1, 98-2-1, 98-3-1, 98-4-1, etc. To facilitate committee identification, each committee will be numbered as follows:

1. Legislation.
2. Public Relations.
3. Plans and Programs.
4. Budget and Finances.
5. Membership and Chapters Affairs.
6. Administrative Management.
7. Past Presidents Council