

GOVERNING INSTRUMENTS

NATIONAL CHARTER

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CONSTITUTION

(Revised October 19, 2025)

BYLAWS

(Revised October 19, 2025)

BOARD OF DIRECTORS POLICIES

(Revised December 7, 2024)

DUES STRUCTURE AND REBATE POLICY

(Revised September 29, 2019)

NATIONAL ANNUAL MEETING RULES

(Revised February 1, 2011)

NATIONAL COUNCIL RULES

(June 25, 2011)

ROA National Headquarters
Minuteman Memorial Building
1 Constitution Avenue, N.E.
Washington, D.C. 20002
(202) 479-2200 * (800) 809-9448
www.roa.org * roainfo@roa.org



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NATIONAL CHARTER

****See footnote for changes approved by annual meeting, but not yet approved by Congress**

TITLE 36 UNITED STATES CODE CHAPTER 1901: RESERVE OFFICERS ASSOCIATION OF THE UNITED STATES

- ◇ Section 190101: Organization
 - (a) *Federal Charter* — Reserve Officers Association of the United States (in this chapter, the 'corporation') is a federally chartered corporation.
 - (b) *Perpetual Existence* — Except as otherwise provided, the corporation has perpetual existence.
- ◇ Section 190102: Purposes — The purposes of the corporation are to support and promote the development and execution of a military policy for the United States that will provide adequate national security.
- ◇ Section 190103: Membership
 - (a) Eligibility — Eligibility for membership in the corporation is as provided in the constitution and bylaws of the corporation.
- ◇ Section 190104: Governing body
 - (a) *National Convention* — The corporation shall hold an annual national convention. The national convention shall be composed of delegates elected by the various departments.
 - (b) *National Executive Committee*
 1. The national executive committee is the governing body of the corporation.
 2. The national executive committee consists of 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 executive director. 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 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 and take office 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 for one year or until their successors have been elected and qualified.
 - (d) *Vacancies*
 1. 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.

2. If the president is absent or the office of president is vacant, the national vice president of the same service as the president shall act as president.

◇ 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 have the exclusive right to use the name 'Reserve Officers Association of the United States' and seals, emblems and badges the corporation adopts.

◇ Section 190107: Restrictions

- (a) *Profit* — The corporation may not engage in business for profit.
- (b) *Stock* — The corporation may not issue stock.
- (c) *Political Activities* — The corporation or an officer or member as such may not contribute to, support or assist a political party or candidate for public office.
- (d) *Distribution of Income or Assets* — The income or assets of the corporation may not inure to the benefit of or be distributed to, an officer or member except on dissolution or final liquidation of the corporation.
- (e) *Loans* — The corporation may not make a loan or advance to an officer or member of the national executive committee. Members of the national executive committee who vote for or assent to making a loan or advance to an officer and officers who participate in making the loan or advance, are jointly and severally liable to the corporation for the amount of the loan or advance until it is repaid.

◇ Section 190108: Headquarters — The headquarters of the corporation shall be in the District of Columbia.

◇ 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, 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.

◇ 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 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.

◇ Section 190111: Liability for Acts of Officers and Agents — The corporation is liable for the acts of its officers and agents acting within the scope of their authority.

◇ Section 190112: Distribution of Assets on Dissolution or Final Liquidation — On dissolution or final liquidation of the corporation, any assets remaining after the discharge of all liabilities shall be divided equally among the then active officers and members.

◇ Section 15: (Repealed by P.L. 88-504, Sec 4(12), 78 Stat 637. See below.)

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.

◇ Section 2: Annual Audit — The accounts of private corporations established under Federal law shall be audited annually in accordance with generally accepted auditing standards by independent certified public accounts or independent licensed public accountants, certified or licensed by a regulatory authority of a State or other political subdivision of the United States. The audits shall be conducted at the place or places where the accounts of the corporation are normally kept. All books, accounts, financial records, reports, files and all other papers, things or property belonging to or in use by the corporation and necessary to facilitate the audits shall be made available to the person or persons conducting the audits; and full facilities for verifying transactions with the balances or securities held by depositors, fiscal agents and custodians shall be afforded to such person or persons.

◇ 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).

Original Charter: HR5002
Public Law 595 Chapter 431
81st Congress, 2nd Session
Approved June 30, 1950
Signed by: Alben Barkley, President of the Senate
Sam Rayburn, Speaker of the House
Harry Truman, President of the United States

Edited by Congress: HR 1085
Public Law 105-225 Chapter 1901
105th Congress, 2nd Session
August 12, 1998

Edited by Congress: S.1599
Public Law 111-113 Chapter 1901
111th Congress, 1stnd Session
December 14, 2009

****Changes approved by annual meeting, but not yet approved by Congress.**

To the extent that the annual meeting also approved amendments to the other governing instruments in conformance with and corresponding to the below changes to the Charter; i.e., relating to the corporation's name and annual meeting, those changes are now reflected in the governing instruments hereinbelow as voted in anticipation of approval of the amendments to the Charter by Congress. In the event Congress does not approve the changes to the Charter, then the related amendments to the remaining governing instruments duly passed and made hereinbelow will be stricken or modified accordingly to the extent needed to conform with 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 Organization of America ~~Reserve Officers Association of the United States~~ (in this chapter, the 'corporation') is a federally chartered corporation.
 - (b) *Perpetual Existence* — Except as otherwise provided, the corporation has perpetual existence.
- ◇ Section 190102: Purposes — The purposes of the corporation are to support and promote the development and execution of a military policy for the United States that will provide adequate national security.
- ◇ 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.~~

◇ Section 190104: Governing body

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

(b) Governing Body National Executive Committee

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

2. The governing body is as defined in the constitution of the corporation. ~~national executive committee consists of 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 executive director. 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 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 and take office 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 for one year or until their successors have been elected and qualified.~~

~~(d) Vacancies~~

1. ~~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.~~

2. ~~If the president is absent or the office of president is vacant, the national vice president of the same service as the president shall act as president.~~

◇ Section 190105: Powers

The corporation may do any lawful act necessary and proper to carry out the purposes of the corporation.:

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 ~~entities~~ ~~departmental subdivisions and local chapters~~ have the exclusive right to use the name 'Reserve Organization of America Officers Association of the United States' and seals, emblems and badges the corporation adopts.
- ◇ Section 190107: Restrictions
 - (a) *Profit* — The corporation may not engage in business for profit.
 - (b) *Stock* — The corporation may not issue stock.
 - (c) *Political Activities* — ~~Neither the~~ The corporation, nor or any of its members' action on its behalf, ~~or an officer or member as such~~ may ~~not~~ contribute to, support or assist a political party or candidate for public office.
 - (d) *Distribution of Income or Assets* — The income or assets of the corporation may not inure to the benefit of or be distributed to any of its members, ~~an officer or member except on dissolution or final liquidation of the corporation.~~
 - (e) *Loans* — The corporation may not make a loan or advance to an officer or member of the governing body ~~national executive committee~~. Members of the governing body ~~national executive committee~~ who vote for or assent to making a loan or advance to an officer and officers who participate in making the loan or advance, are jointly and severally liable to the corporation for the amount of the loan or advance until it is repaid.
- ◇ Section 190108: Headquarters — The headquarters of the corporation shall be in such place as determined by the governing body, ~~the District of Columbia.~~
- ◇ Section 190109: Records and inspection
 - (a) *Records* — The corporation shall keep:
 - 1. correct and complete records of account;
 - 2. minutes of the proceedings of the governing body and formal meetings of the members, including any annual meeting ~~proceedings of its national conventions, 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, and upon reasonable notice.
- ◇ Section 190110: Service of Process
 - (a) Registered Agent District of Columbia — The corporation shall have a registered 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 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.~~
- ◇ Section 190111: Liability for Acts of Officers and Agents — The corporation is liable for the acts of its officers and agents acting within the scope of their authority.

~~◇ Section 190112: Distribution of Assets on Dissolution or Final Liquidation — On dissolution or final liquidation of the corporation, any assets remaining after the discharge of all liabilities shall be divided equally among the then active officers and members.~~

◇ Section 15: (Repealed by P.L. 88-504, Sec 4(12), 78 Stat 637. See below.)

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.

◇ Section 2: Annual Audit — The accounts of private corporations established under Federal law shall be audited annually in accordance with generally accepted auditing standards by independent certified public accounts or independent licensed public accountants, certified or licensed by a regulatory authority of a State or other political subdivision of the United States. The audits shall be conducted at the place or places where the accounts of the corporation are normally kept. All books, accounts, financial records, reports, files and all other papers, things or property belonging to or in use by the corporation and necessary to facilitate the audits shall be made available to the person or persons conducting the audits; and full facilities for verifying transactions with the balances or securities held by depositories, fiscal agents and custodians shall be afforded to such person or persons.

◇ 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).

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CONSTITUTION

(Revised October 19, 2025)

ARTICLE A-1: NAME

- ◇ Section 1: Full Name — The name of this organization shall be the Reserve Organization of America.
- ◇ Section 2: Short Reference — The Reserve Organization of America may be referred to in this constitution or in the bylaws as the "Association" or "ROA."

ARTICLE A-2: PURPOSES

The purposes of the Association are to support and promote the development and execution of a military policy for the United States that will provide adequate national security.

ARTICLE A-3: MEMBERSHIP ELIGIBILITY

- ◇ Section 1: Membership Types
 - (a) *Regular Membership*
 1. Categories — There shall be the following categories of regular membership:
 - A. Military Membership — Any 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 membership.
 - B. Family Membership — Spouses, widows, widowers, ancestors, and lineal descendants of anyone eligible for membership in the Association are eligible for membership.
 - C. Cadet Membership — Any Cadet or Midshipman actively participating in an ROTC program or Armed Services Academy is eligible for membership.
 2. Rights/Privileges — Regular members are accorded full rights and privileges as set forth in the Association's governing documents, including, without limitation, the right to vote and hold office.
 - (b) *Associate Membership* — Any individual who qualifies for Military membership, is under 35 years of age, and has not previously been a member of the association, is eligible for Associate membership.
 1. Term — A prospect is eligible for Associate membership for a maximum of five years, or until the age of 35.
 2. Rights/Privileges — Associate members shall have all the rights and privileges of Regular members except serving as an elected or appointed officer, national voting, and receiving printed publications.
 - (c) *Honorary Life Memberships* — The Board of Directors 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.
 1. Rights/Privileges — Honorary life members shall have all the rights and privileges of Regular members except serving as an elected or appointed officer.

- ◇ Section 2: Other Eligibility — Other membership types and categories may be established by Board of Directors nomination and approval of the National Annual Meeting or by national ballot.
- ◇ Section 3: Special Circumstances — Attendant to the integration of another association into ROA, the Board of Directors may accept, as regular members, any integration entity members that are not otherwise eligible for membership.
- ◇ Section 4: Other Eligibility — Other membership types and categories may be established by Board of Directors nomination and approval of the annual meeting or by national ballot.

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 2: Departments, Chapters and Other Structural Entities — The Association may be organized into departments and chapters. Other structural entities may be established as determined by the National Board of Directors.
- ◇ Section 3: International Programs
 - (a) *CIOR* — The Association is designated by DoD as the member of the Interallied Confederation of Reserve Officers (CIOR).
 - (b) *CIOMR* — The Association is a member of the Interallied Confederation of Medical Reserve Officers (CIOMR).
 - (c) *UPORFA* — The Association is a member of the Pan American Union of Armed Forces Reserve Officers (UPORFA).

ARTICLE A-5: ANNUAL MEETINGS

- ◇ Section 1: Time and Place — Annual meetings shall be held at times and places and under such circumstances as are determined by the Board of Directors.
- ◇ Section 2: Delegates — The annual meeting shall be composed of delegates.
- ◇ Section 3: Quorum — An annual meeting may be convened with not less than 51 percent of active departments present.

ARTICLE A-6: POLICY

The general advocacy policies of the Association shall be established by adoption of resolutions as mandates by the National Annual Meeting, the National Council, the Board of Directors, or by national ballot; provided, however, that 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 shall conduct an annual review of all current resolutions and recommend to the Board of Directors termination of any resolution that is completed or overcome by events. The Board of Directors shall terminate any such resolution.

ARTICLE A-7: OFFICERS

- ◇ Section 1: National Officers
 - (a) *Officers* — The elected officers of the Association are a president, president-elect, and for each service section: a vice president, and at least one, but not more than two national directors.

- (b) *Term of Office* — The term of office for the elected officers is two years, except for the president elect. The term of office of the president elect is one year.
 - (c) *Endorsement* — Nominees for elected office must have the endorsement of their department, signed by the department president or secretary.
- ◇ Section 2: Election of Officers
- (a) *Elective Officers* — The Association shall elect all of the elective officers to hold office until their successors are duly elected and qualified.
 - (b) *Presidents, Presidents-Elect, Vice Presidents, National Directors* — Presidents, presidents-elect, service section vice presidents, and national directors 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 Annual Meeting. 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.
 - (d) *Voting Method* — Election of officers will be conducted by annual meeting or by national ballot.
- ◇ 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 any absence, or the office of president is vacant, such as for example, 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 service section national directors of that service section shall be selected to assume the duties and the powers of the president by a caucus of the elected voting Board of Directors members of that service section with the advice and consent of the Board of Directors.
- ◇ Section 4: Nomination — The president, the president-elect, the vice presidents, and the national directors 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.
- ◇ Section 5: Appointed Officers — The appointed officers of the Association shall consist of the following:
- (a) *Treasurer and Judge Advocate* — A treasurer and a judge advocate shall be nominated by the president and appointed by the Board of Directors.
 - (b) *Executive Director* — An executive director shall be appointed by the Board of Directors.

ARTICLE A-8: BOARD OF DIRECTORS

- ◇ Section 1: Authority — The Board of Directors is the governing body of the Association.
- ◇ Section 2: Membership — The Board of Directors consists of the president, president-elect, the last past president, vice presidents, national directors, and the executive director. Each of these individuals, except the president-elect and executive director, has one vote on each matter decided by the committee.

◇ Section 3: Vacancies

- (a) *Board of Directors* — In the event of the death, inability to serve or resignation of any member of the Board of Directors, other than the immediate past president, president-elect, or the president, the vacancy shall be filled by the Board of Directors. An individual appointed to fill a vacancy serves until the next national annual election when the individual's successor shall be elected for the unexpired term, if any, caused by the vacancy.
- (b) *Immediate Past President* — The vacancy of the 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.

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) *Reconsideration* — The National Council may request reconsideration of any Board of Directors decision in accordance with the bylaws.

◇ Section 2: Composition — The National Council shall be composed of a national councilman from each department.

◇ Section 3: Voting — Each member of the National Council will have one vote on each matter decided by the Council.

ARTICLE A-10: EMERGENCY ADMINISTRATION

◇ Section 1: Declaration of Emergency; Appointment of Board of Emergency Governors — In the event of extraordinary circumstances, precluding orderly continuity of operations of governance, the Board of Directors may declare that an emergency exists within the Association and appoint a Board of Emergency Governors which shall exercise the full authority and shall act in the name of the Board of Directors.

◇ Section 2: Governors' Duties — The Board of Emergency Governors shall be responsible for the functioning of the Association during the period of the emergency and shall give an accounting of their administration as provided in the bylaws.

◇ Section 3: Termination — When the Board of Directors determines that an emergency no longer exists, they shall terminate the emergency administration.

ARTICLE A-11: FINANCE

◇ Section 1: Annual Audit — There shall be an audit of the Association books by a certified public accountant selected by the Board of Directors.

◇ Section 2: Revenue Sources — The revenue of the Association shall be derived from membership dues and from such other sources as may be approved by the Board of Directors.

ARTICLE A-12: ASSETS

To the extent permitted by law and any trust instruments and approved by the Board of Directors, the executive director shall act as the designated agent for the assets of the Association.

ARTICLE A-13: SEAL AND INSIGNIA

The Association shall adopt a distinctive seal and a distinctive badge or insignia.

ARTICLE A-14: AMENDMENT, CHARTER, CONSTITUTION AND BYLAWS

- ◇ Section 1: Charter — Any request to Congress to amend the Charter may be approved by either:
 - (a) *Annual Meeting* – An affirmative vote by three-fourths of allowed votes.
 - (b) *Ballot* – An affirmative vote by three-fourths of the unique votes received.
- ◇ Section 2: Constitution — This constitution may be amended by either:
 - (a) *Annual Meeting* – An affirmative vote by three-fourths of allowed votes.
 - (b) *Ballot* – An affirmative vote by three-fourths of the unique votes received.
- ◇ Section 3: Bylaws — These bylaws may be amended by either:
 - (a) *Annual Meeting* – An affirmative vote by a majority of allowed votes.
 - (b) *Ballot* – An affirmative vote by a majority of the unique votes received.
- ◇ Section 4: 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. These changes must be approved by the Board of Directors prior to publication.

ARTICLE A-15: LEGAL AND FINANCIAL OUTSIDE OBLIGATIONS

The Association may not and shall not be legally or financially obligated, either directly or by implication, by any department, chapter or any other entity or person without the specific authorization of the Board of Directors.

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BYLAWS

(Revised October 19, 2025)

ARTICLE B-1: MEMBERSHIP

◇ Section 1: Affiliation

- (a) *Chapter Affiliation* — New Members shall become a member of the chapter as specified in the application for membership and shall be automatically affiliated with its parent department. If no 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.

◇ Section 2: Discipline

- (a) *Board of Directors to Judge Discipline* — The Board of Directors shall be the judge of the Association's membership, subject to the restrictions of the constitution and bylaws. When allegations are brought to the attention of the Board of Directors that a member has committed misconduct, as outlined in subsection (b), the president shall appoint an inquiry committee. Such committee shall include, among others, the judge advocate, a member of the Board of Directors from the service section of the member in question and a designee of the executive director of the Association. This committee shall conduct an informal investigation, including reviewing the allegations and providing the member with an opportunity to be heard. Within 15 days of the completion of its investigation, the committee shall report its findings and recommendations to the Board of Directors. The member in question then has the right to make a presentation before the Board of Directors. The member in question shall be given written notice of the time and place of the hearing. If the member in question does not appear, such right to make a personal presentation is deemed waived. The Board of Directors shall then take appropriate action to include, but not limited to, no action, suspension or dropping the member from the rolls.
- (b) *Charges; Grounds* — Members may be suspended or expelled from the Association or otherwise disciplined only upon a showing of cause. Members must be formally notified of charges for cause. Charges may be based upon one or more of the following grounds: treason, dereliction of duty, actions or behavior in any capacity which, in dishonoring or disgracing the person, seriously compromises the person's standing in the community, a lack of which is indicated by acts of dishonesty, unfair dealing, indecency, indecorum, lawlessness, injustice, abandonment or cruelty.
- (c) *No Appeal* — There shall be no appeal from the decision of the Board of Directors.

◇ Section 3: Dues — Dues shall be set by:

- (a) *Annual Meeting* — An affirmative vote by majority of allowed votes.
- (b) *Ballot* — An affirmative vote by majority of the unique votes received.

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. Policy for rebates shall be set by the National Annual Meeting. Percent of votes necessary shall be the same as for amendments to the bylaws.

- ◇ Section 2: Voting — Each active member of a department or chapter has one vote in the conduct of official business of that department or chapter.
- ◇ Section 3: Departments — Each department shall be organized and operate under a charter issued by the Association.
- ◇ Section 4: Department Organization — Regular members in convention shall petition the National Board of Directors to form a department and submit a proposed constitution and bylaws for such department. Upon approval of the proposed department constitution and bylaws by the National Board of Directors, a charter shall be issued by the national president and countersigned by the executive director. Virtual departments may be recognized.
- ◇ Section 5: Department Constitution and Bylaws Amendments, Approval — Amendments to or revisions of department constitutions and bylaws shall be submitted to the national judge advocate for approval. In the event that any portion of a department'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 constitution and bylaws.
- ◇ Section 6: Delegates — Each department shall be entitled to twice the number of delegates at any National Annual Meeting as it is entitled to votes.
- ◇ Section 7: Department Administration
 - (a) *Department Annual Meeting* – Each department shall hold an annual meeting at least 30 days prior to the announced date of the National Annual Meeting. At least 15 days' notice of the date and place of the department meeting shall be given to national headquarters. The department shall elect department officers, select delegates to the National Annual Meeting, and select a national councilman.
 - (b) *Chapter Oversight* – Each department is responsible for maintaining its chapters and ensuring they are in compliance with all department, national, and IRS requirements.
- ◇ Section 8: Chapter Organization — Ten or more Regular members or persons eligible to become Regular members may petition the department within which the proposed chapter shall 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 9: Chapter Charter — Upon approval of the proposed chapter constitution and bylaws by the department, a charter shall be issued by the department president and countersigned by the department secretary. The department shall forward the charter to national headquarters with its approval.
- ◇ Section 10: Department, Chapter Dues — Departments 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 guidelines.
- ◇ Section 11: Charter Suspension — Any department charter may be suspended by the National Board of Directors 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 by the department for violation of the department 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 or chapter secretary at least 30 days prior to the proposed suspension. The notice shall provide an opportunity for the department or chapter to be heard by the National Board of Directors. The National Board of Directors may reinstate a suspended charter when the cause for suspension has been removed.

- ◇ Section 12: Books, Records, Funds; Surrender — A department whose charter has been revoked shall immediately surrender its books, records and funds to national headquarters.
- ◇ Section 13: National Policy Prevails — No department, 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 14: 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, chapter and structural entity shall send reports to national headquarters. Chapters shall also send copies of their reports to their department.
 - (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 Board of Directors policy.
 - (c) *Internal Revenue Service* — IRS reports shall be filed, if required, with copies to national headquarters.
 - (d) *Minutes* — Minutes of each Department Annual Meeting shall be submitted to national headquarters.
 - (e) *Delegates* — Department delegates to the National Annual Meeting shall be reported to national headquarters at least 30 days prior to the date of the National Annual Meeting.
- ◇ Section 15: Structural Entities — Association members may, in addition to organizing in departments and chapters, establish, with approval of the Board of Directors, other structural entities within the Association.

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 Annual Meeting and meetings of the Board of Directors, and is the direct supervisor of the executive director.
 - (c) *Responsibilities* — The president of the Association shall be the 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 individuals to the following positions, including but not limited to: historian, chaplain, health services officer, international programs officer, sergeant-at-arms, and public relations officer, with advice and consent of the Board of Directors.
- ◇ Section 2: President Elect — The president-elect shall attend all meetings of the Board of Directors and perform such duties as directed by the President.
- ◇ Section 3: 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 Annual Meeting and Board of Directors 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.

- ◇ Section 4: National Directors — The national directors shall have duties and responsibilities required of the Board of Directors. To provide continuity within their service section, their terms shall be staggered.
- ◇ Section 5: Executive Director — The executive director shall be the chief executive officer of the Association, charged with implementation of the mandates and policies of the Association and Board of Directors, management and administration of national headquarters, and shall be publisher of all Association communications.

ARTICLE B-4: BOARD OF DIRECTORS

- ◇ Section 1: Meetings
 - (a) *Requirement to Meet* — The Board of Directors shall convene at least twice each year of the current president, upon call of the president, or pursuant to a vote of a majority of the voting members of the Board of Directors, as required to conduct the business of the Association. At least a 15-day notice of any meeting shall be given to each member of the Board of Directors.
 - (b) *Electronic Attendance* — The Board of Directors may permit any or all members of the Board of Directors to participate in any meeting of the Board of Directors by any electronic/virtual means by which all members participating may simultaneously hear, and be heard, by all meeting attendees. A member participating in a meeting by this means shall be considered present in person.
- ◇ Section 2: Quorum — A quorum of a meeting of the Board of Directors shall exist when a majority of the existing voting members are present.
- ◇ Section 3: Mail or Electronic Ballot — Proposals may be voted on by mail or electronic means by the existing members of the Board of Directors. The executive director shall submit a written report to each member of the Board of Directors showing the results of the vote within seven days after the results of the voting.
- ◇ Section 4: Minutes — The Executive Director shall be responsible for the preparation of the minutes of all Board of Directors meetings and all their actions taken between meetings, and the distribution of the minutes to all members of the National Council and all department presidents within 15 business days after the end of each Board of Directors meeting or action taken. The minutes shall set forth all resolutions, actions and motions adopted by the Board of Directors during that meeting and since the last meeting and shall be posted on the Association website.
- ◇ Section 5: Annual Budget — The Board of Directors shall consider the annual budget proposed by the Budget and Finance Committee and shall adopt an annual budget. After the annual budget is adopted by the Board of Directors, a three-fourths affirmative vote by the Board of Directors shall be required for any increase to the total adopted annual budget. No officer or employee of this Association is authorized to order the expenditure of or to spend money in excess of the total adopted annual budget without prior approval by the Board of Directors.

ARTICLE B-5: NATIONAL COUNCIL

- ◇ Section 1: Meetings
 - (a) *Meetings* — The National Council shall convene at least once annually and as required.
 - (b) *Working Sessions* — Working sessions may be scheduled by the chairman of the National Council or upon petition signed by not less than 30 percent of the National Council Members.
- ◇ 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.

- ◇ Section 3: Membership Succession — In the event the designated National Council member cannot be present, the department president or the department 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.
- ◇ Section 4: National Council Request to Reconsider — Within 14 days after official notice of an Board of Directors action has been given, 30 percent or more of the National Council members may request, through the chair of the National Council, a reconsideration of such action. The National Council chair shall notify the executive director and, within seven days, poll the National Council. 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 Board of Directors has taken action to reconsider.
- ◇ Section 5: Officers
 - (a) *Officers and Elections* — A meeting of the National Council shall be convened during each National Annual Meeting 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.
 - (b) *Minutes* — The secretary of the National Council shall ensure that minutes are recorded during working sessions and meetings and sent to national headquarters to be placed on file.
- ◇ Section 6: Duties — The duties of the National Council are as follows:
 - (a) *Liaison to President* — To provide liaison and support for the president and other officers of the Board of Directors.
 - (b) *Review* — At the discretion and direction of the president, members of the National Council shall conduct formal assessments of the state of the Association and its programs.
 - (c) *Liaison to Departments* — To provide liaison and support to Association departments, including the study and formulation of programs designed to enhance Association department 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.

ARTICLE B-6: INTERNATIONAL PROGRAMS

- ◇ Section 1: CIOR
 - (a) *Vice President* — The ROA Immediate Past National President shall be the CIOR Vice 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 Board of Directors shall appoint the vice president.
 - (c) *CIOR Vice President's Appointments* — The CIOR vice president for the United States shall appoint:
 1. 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.

- 2. Members of structural entities — The United States members of the CIOR structural entities.
- 3. 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 immediate successor 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 Board of Directors.
 - (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 Board of Directors.
- ◇ Section 4: Conformity— All appointments under the authority of this section shall be in conformity with applicable provisions of the CIOR, CIOMR, and UPORFA constitutions and by-laws.
- ◇ Section 5: 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.
- ◇ Section 6: CIOR/CIOMR Committee — 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.

ARTICLE B-7: NATIONAL HEADQUARTERS AND STAFF

- ◇ Section 1: National Headquarters — The national headquarters of the Association shall be located in Washington, D.C.
- ◇ Section 2: Executive Director — The executive director shall be appointed by the Board of Directors and supervised by the president.
- ◇ Section 3: Staff Appointments — The executive director shall organize and manage the staff and appoint all staff members. Staff members shall serve at the pleasure of the executive director. Appointments of the service affairs directors shall be with the advice and consent of the elected representatives of the respective service sections.

ARTICLE B-8: EMERGENCY ADMINISTRATION REPORTS

The Board of Emergency Governors shall make the following reports:

- (a) *Minutes* — Minutes of each meeting shall be provided to national headquarters within 5 days after the board's meeting.
- (b) *Annual Accounting* — An annual accounting, fiscal and operational, of its administration of Association affairs shall be provided to the president.

- (c) *Final Accounting* — Upon termination of the emergency, a final accounting, fiscal and operational, shall be provided to the Board of Directors within 90 days of cessation of the emergency governance.

ARTICLE B-9: FINANCES

The Association may maintain investment accounts separate from the checking account. All funds shall be managed by the Board of Directors with advice from the Board of Trustees.

ARTICLE B-10: OFFICIAL PUBLICATIONS

The official publications of the Association shall be established by the executive director and approved by the Board of Directors.

ARTICLE B-11: COMMITTEES

- ◇ Section 1: Standing Committees — There shall be the following standing committees which shall act in an advisory capacity to the Board of Directors and the president.

- (a) Board of Trustees

1. *Duties and Responsibilities* — The Board of Trustees shall manage the trust funds and other restricted funds provided by the Board of Directors. To the extent permitted by the trust(s) instrument(s) and approved by the Board of Directors 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 Board of Directors in accordance with the budgetary process unless otherwise prescribed by the instrument creating the trust.
2. *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.

- (b) Budget and Finance

1. *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 independent annual audit report and make recommendations thereon to the Board of Directors.
2. *Composition* — The Budget and Finance Committee shall consist of six members. Members shall serve for staggered terms of two years. The treasurer shall be an ex-officio member. The president-elect shall serve as Board of Directors liaison.

- (c) Constitution and Bylaws

1. *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 Annual Meeting.
2. *Composition* — The Constitution and Bylaws Committee shall consist of six members. Members shall serve for staggered terms of two years. The judge advocate shall be an ex-officio member without vote, unless otherwise appointed as one of the six members apart from the role of judge advocate.

- (d) Family Readiness Support

1. *Duties and Responsibilities* — The Family Readiness Support Committee shall act in an advisory capacity on all matters of policy and procedure relating to family matters. The committee shall also conduct programs in support of reservists' families and manage the Family Readiness Support special interest group.
 2. *Composition* — The Family Readiness Support Committee shall consist of a minimum of six members who shall serve for staggered terms of two years.
- (e) Health Affairs
1. *Duties and Responsibilities* — The Health Affairs Committee shall act in an advisory capacity on all matters of policy and procedure relating to health services.
 2. *Composition* — The Health Affairs Committee shall consist of a minimum of six members who shall serve for staggered terms of two years. The health services officer shall serve as chairman.
- (f) Insurance and Financial Services
1. *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 shall also render risk management advice and counsel on insurance and employee benefits programs covering the Association, its subsidiaries and staff.
 2. *Composition* — The Insurance and Financial Services Committee shall consist of a minimum of six members who shall serve for staggered terms of two years. The treasurer shall be an ex-officio member.
- (g) Marketing and Communications
1. *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.
 2. *Composition* — The Marketing and Communications Committee shall consist of twelve members. Members shall serve for staggered terms of two years.
- (h) Membership
1. *Duties and Responsibilities* — The Membership Committee shall act in an advisory capacity in all matters relating to membership in the Association.
 2. *Composition* — The Membership Committee shall consist of a minimum of six members. Members shall serve for staggered terms of two years.
- (i) Minuteman Memorial Building Committee
1. *Duties and Responsibilities* — The Minuteman Memorial Building Committee shall act in an advisory capacity on all matters relating to the upkeep, repairs, and long-range maintenance of the national headquarters building.
 2. *Composition* — The Minuteman Memorial Building Committee shall consist of six members. Members shall serve for staggered terms of two years.
- (j) Resolution and Legislation
1. *Duties and Responsibilities* — The Resolution and Legislation Committee shall act in an advisory capacity on all matters of policy and 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.

2. *Composition* — The Resolution and Legislation Committee shall consist of a minimum of six members, with at least one from each service section, if available. Members shall serve for staggered terms of two years.
- (k) Resource Development
1. *Duties and Responsibilities* — The Resource Development Committee shall act in an advisory capacity on all matters of fundraising and shall develop a plan that shall set fundraising goals and assess progress toward meeting those goals.
 2. *Composition* — 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 Board of Directors and at least one shall be from the ROA STARs Foundation board. Members shall serve for staggered terms of three years.
- (l) Strategic Planning Committee
1. *Duties and Responsibilities* — The Strategic Planning Committee shall annually develop and recommend planning direction and initiatives over a five-to-ten-year period to the Board of Directors to ensure continued viability of the Association.
 2. *Composition* — The Strategic Planning Committee shall consist of nine members. Members shall serve for staggered terms of three years.
- ◇ Section 2: Appointments and Service Representation
- (a) President's Authority, Ratification
1. *Chairmen* — The president shall appoint the chairmen of all standing committees annually.
 2. *Members* — The president shall appoint members of all standing committees for the terms as specified in this section Article B-11, sections 1 and 2. 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 shall be made with the advice and consent of the Board of Directors.
- (b) Service Section Representation — Each standing committee shall have representation from each service section, except for the Family Readiness Support Committee which has no service section requirement.
- ◇ Section 3: Talent Development Committee
- (a) *Duties and Responsibilities* — The Talent Development Committee shall identify, recruit, cultivate and nominate prospective members to serve in elected and appointed positions. The committee shall provide comprehensive orientation to national committees and develop future leaders.
- (b) *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 4: Special Committees — The president has the authority to appoint temporary committees to carry out specific tasks. These committees shall be disbanded upon completion of the task.

- ◇ Section 5: Annual Meeting Committees — There shall be the following committees appointed by the president:
 - (a) Credentials
 - (b) RulesThe president shall appoint other committees as deemed necessary.
- ◇ Section 6: Service Section Committees — Each vice president may establish and appoint committees to serve the needs of the service section.

ARTICLE B-12: 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 most current edition of Robert's Rules of Order.

ARTICLE B-13: AWARDS

- ◇ Section 1: Program — The Association encourages an awards program. Awards are available for presentation by chapters, departments, service sections and the Association.
- ◇ Section 2: Establishment — Awards of the Association are established by the Board of Directors. Sections, departments or chapters may establish local awards consistent with the awards policy approved by the National Board of Directors.

BOARD OF DIRECTORS STANDING POLICIES

(Revised December 7, 2024)

Introduction

The National Board of Directors has the authority to act on behalf of the Association between national meetings and to set policy for the Association not in conflict with the constitution and bylaws. Board of Directors policies shall be the policies of the Association until accomplished, revoked, or revised by a succeeding Board of Directors action. Board of Directors policies may be amended by a majority vote of the Board of Directors.

Board of Directors Focus

The Board of Directors is a policy-driven body focused on strategic direction and is not an operational body of the organization. (Adopted by the Board of Directors June 30, 2007)

Operating Policies

POLICY E-1: DEFINITIONS

Section 1: National Ballot Voting – National ballot voting is the means in which every member is entitled to vote on matters of association business.

POLICY E-2: NON-PARTISAN POLICY

ROA shall maintain a neutral posture regarding the advocacy of individuals who are candidates for elected public office. Appointed public offices may be supported as authorized by the national governing body.

POLICY E-3: DECLARATION OF PRINCIPLES (NATIONAL)

Periodically, the executive director prepares an updated ROA “Declaration of Principles” designed to capsule the thrust of those mandates of ROA in effect at that time. Prior to publication beyond the headquarters staff, the Statement of Principles must be adopted by the Board of Directors. The president and the executive director shall determine the time and manner of publication and distribution.

POLICY E-4: BOARD OF DIRECTORS

- ◇ Section 1: Focus – The Board of Directors is a policy-driven body focused on strategic direction and is not an operational body of the organization.
- ◇ Section 2: Meeting Notice – At least a 30-day notice of any meeting shall be given to each member of the Board of Directors.
- ◇ Section 3: Minutes – After each Board of Directors meeting, the executive director shall arrange for a review of minutes and note all policy decisions which shall be added to the Board of Directors Policy Manual.

POLICY E-5: NATIONAL OFFICERS

◇ Section 1: Appointed Officers

(a) *Term of Office* – The term of office for appointed officers shall be for the duration of the term of office of the current national president and shall continue until a replacement is appointed.

(b) *Responsibilities*

1. Chaplain – The chaplain may perform divine and nonsectarian services at any meeting of the Association and shall conduct such ceremonies as may be required.
2. Health Services Officer – The health services officer shall keep informed through the offices of the surgeon generals of the Army, Navy, Air Force, Space Force and Public Health Service of all changes pertaining to the medical and dental readiness of the Reserve Components and of policies and procedures relating to medical and dental claims, and readiness of the reserve component military medical workforce. The health services officer shall serve as a consultant to department health services officers regarding medical and dental problems of reserve component service members.
3. Historian – The historian shall cause to be compiled annually from the archives of the Association and from other authentic sources, a narrative history of the Association, its activities and accomplishments. The national historian shall be the principal advisor to the national president on the maintenance of the archives of the Association.
4. International Programs Officer – The International Programs Officer shall oversee the operations of ROA's international programs, and shall have a detailed knowledge of, and extensive experience and participation with CIOR, CIOMR and UPORFA. Should the need arise, this individual must be able to self-fund international travel in connection with any of these programs.
5. Judge Advocate – The judge advocate shall be the legal advisor to the national officers, the National Council, the National Board of Directors, other national committees and the Association, shall review proposed amendments to department constitutions and bylaws and shall bring to the attention of a department any discrepancies in its existing constitution and bylaws. The judge advocate may engage outside counsel for specialized legal assistance or for litigation, provided there is express budgetary authority for each such engagement.
6. Public Relations Officer – The public relations officer shall advise and counsel the president and the Board of Directors concerning programs with the objective of broadly publicizing information about national security and the endeavors of the Association with respect thereto.
7. Sergeant-at-Arms – The sergeant-at-arms shall appoint deputies and shall maintain order, control entry to seating in designated areas, and assist with protocol and arrangements at national meetings.
8. Treasurer – The treasurer shall be the chief financial advisor to the president and advise the Board of Directors and president on fiscal policies and management of the financial affairs of the Association; recommend budgetary and fiscal controls and fiscal report formats to the Board of Directors; monitor financial operations of the Association; conduct, at a minimum, an annual meeting with the chairs of the Board of Trustees, Budget and Finance Committee, Insurance and Financial Services Committee, Resource Development Committee, and any other permanent or ad hoc financially-related committees; and perform such other advisory functions as are incident to the office.

◇ Section 2: Elections

- (a) *Rotation* – The office of president shall be rotated in the following order (1) Army, (2) Naval Services and (3) Air Force, unless the delegates to the Annual Meeting 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 Annual Meeting, 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) *Board of Directors Members* – The terms of office for the National Board of Directors Members shall be staggered as follows: In odd numbered years, two national directors shall be elected from each service section, those from the Naval Services Section to be from the Navy and the Marine Corps. In even numbered years, one national director shall be elected from each service section, the one from the Naval Services Section to be from the Coast Guard.
- (c) *Campaign Guidelines* – The following guidelines shall govern election campaigning at national meetings.
1. No flyers, banners, stickers or other campaign material may be affixed to walls, elevators, mirrors, etc.
 2. Upon headquarters receiving notification of the candidate's intent to run for office, the guidelines shall be sent to the candidate.
 3. Banners – Size shall not exceed 6 x 4 feet. Location and installation must be coordinated with the exhibits manager.
 4. Flyers – Size shall not exceed 8½ x 11 inches. Location is limited to the registration area (with coordination of the exhibit manager), hospitality suites, and meeting rooms. Flyers shall not be permitted at general and section receptions and/or lunches or dinners, or at any hotel location other than specified above.
 5. Stickers – Size shall not exceed 3 x 5 inches. Location is limited to placement on the person, clothing, personal property of delegates and ROA guests.
 6. Violation – Any delegate, guest or hotel employee is authorized to remove any banners, flyers or stickers in violation of the above guidelines.

POLICY E-6: SERVICE SECTIONS

- ◇ Section 1: Army and Air Force – The Army and Air Force sections shall include the Federal Reserve and the National Guard components.
- ◇ Section 2: Naval Services Section – The Naval Services section shall include the Navy, Marine Corps, Coast Guard, Public Health Service and 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.

POLICY E-7: NATIONAL COMMITTEES

- ◇ Section 1: Appointments – As the president considers national committee appointments, every attempt should be made to include representatives of all ranks and services whenever possible.

- ◇ Section 2: Committee Briefings – Chairmen of the Board of Trustees and the Insurance Committee shall brief each new Board of Directors at its first meeting after the National Annual Meeting.
- ◇ Section 3: Talent Development Committee
 - (a) *Meetings* - The Talent Development Committee shall 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 shall present a slate of nominees for the Board of Directors and national officers and shall make recommendations for national committee appointments.
 - (d) *Diversity* – The Talent Development Committee shall 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.
 - (e) *Reporting* – The Talent Development Committee shall present nominees for Board of Directors positions and national officer appointments to the Board of Directors at least 120 days prior to a national election so as to give the Board of Directors 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 shall consult with members of the Board of Directors, National Council, national committees and department leaders as part of the process in search of potential leaders.

POLICY E-8: NATIONAL STAFF

- ◇ Section 1: Executive Director – The executive director shall be the chief executive officer of the Association and shall be responsible for the management of the Association under the general supervision of the president. The executive director shall employ staff necessary to carry out the work of the Association, define their duties, supervise their performance, fix their compensation within the approved budget, and assign and delegate responsibilities of management.
- ◇ Section 2: Plans/Programs: Reviewing, Updating & Reporting – The following plans/ programs shall be reviewed/updated annually by the ROA Staff (with input by committee chairs where applicable): Legislation and Policy Impact Plan, Membership Plan, and the Family of Strategic Plans. Results shall be briefed to the Board of Directors.
- ◇ Section 3: Staff Officer Performance Annual Review – The president, assisted by the service vice presidents, shall conduct an annual evaluation of the executive director.

POLICY E-9: CONFLICT OF INTEREST

- ◇ Section 1: Purpose/Definition – Officers (members of the Board of Directors) and directors of the Reserve Organization of America (ROA) have an affirmative obligation to act at all times in the best interests of ROA. A conflict of interest may arise in any circumstance that may compromise the ability of to make unbiased and impartial decisions on behalf of ROA. This policy serves to define the term “conflict of interest,” to assist members of the Board of Directors, officers and directors in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of ROA whenever possible.

- (a) *Fiduciary Duty* – Officers and Directors have a fiduciary duty to conduct himself or herself without conflict to the interests of the ROA. When acting within his or her capacity, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the ROA.
- (b) *Conflict of Interest Defined* – A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between Officer’s or Director’s obligations to the ROA and his or her personal, business, or other interests.
- (c) *Disclosure* – ROA recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the ROA. However, full disclosure of all actual and potential conflicts of interest is required. Each Officer and Director shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.
- (d) *Process and Remedy* – The Board of Directors shall determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of the ROA. An Officer or Director whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Committee shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Director from participating in certain matters pending before the Board of Directors or other body of the ROA.
- (e) *Requirements to Authorize Interested Party Transactions* – The ROA shall not be a party to any transaction (i) in which one or more Officers or Directors has a material financial interest; or (ii) with any corporation, firm, association or other entity in which one or more Officers or Directors serves as a member of the Board or has a material financial interest, unless the material facts as to the transaction and as to such Officer’s or Director’s interest are fully disclosed or known to the Board of Directors and the Board of Directors authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Officer or Director and the contract or transaction is just and reasonable as to the ROA at the time it is authorized, approved or ratified. The minutes of the Board of Directors meeting at which such action was taken shall reflect that the Board of Directors considered and made the findings described herein.
- (f) *Delegation* – The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to a committee or disinterested Board of Directors members or to a disinterested officer. Such committee or officer shall inform the Board of Directors of its determination and recommended action. The Board of Directors shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
- (g) *Annual Disclosure Process* – On an annual basis, each Officer and Director shall be provided with a copy of this policy, and shall complete and sign the attached Annual Disclosure Statement.

POLICY E-10: WHISTLEBLOWER

- ◇ Section 1: Retaliation – ROA expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against individuals who raise suspected violations of law, cooperate in inquiries or investigations, or identify potential violations of ROA policies. Any ROA organization leader who engages in retaliation shall be subject to discipline, up to and including termination of employment or removal from his or her office.

- ◇ Section 2: Investigation – Reports of suspected violations of law or policy and reports of retaliation shall be investigated promptly and in a manner intended to protect confidentiality. The executive director shall manage such investigation, and may request the assistance of counsel or other outside parties as he or she deems necessary. The executive director shall prepare a report of the findings of the investigation, and submit such report to the ROA Board of Directors.
- ◇ Section 3: Recusal – In the event that a report concerns the executive director, he or she shall recuse himself or herself from the proceedings, and the ROA national president shall appoint an appropriate officer of the ROA to continue the investigation.
- ◇ Section 4: Reporting – Any individual who believes that he or she has been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report such incident to the Executive Director.

POLICY E-11: OBLIGATING THE ASSOCIATION

For a contract to have validity and enforceability, it must be signed by a person with specific authority to sign on behalf of the association. Without expressed approval of the Board of Directors, only the Executive Director and Executive Director's designee are authorized to sign contracts on behalf of the association.

POLICY E-12: AWARDS

- ◇ Section 1: Approval Required – The Awards Board's approval shall be required for presentation of the following top ROA Awards:
 - (a) Award of Merit
 - (b) Distinguished Service
 - (c) Lewis B. Hershey Award
 - (d) Membership in the Brigade of Volunteers
 - (e) Minuteman Hall of Fame
 - (f) Teddy Roosevelt Heroism Award
 - (g) Truman Award
- ◇ Section 2: Awards Board
 - (a) *Composition* – The National Awards Board shall be composed of the President, Immediate Past President, Executive Director and Service Vice Presidents.
 - (b) *Policies and Criteria* – The board shall establish overall policies and criteria for awards except to the extent criteria are stated in the establishment of the award.
 - (c) *Award Approval* – The board shall approve those who receive awards; however the board may delegate its approval authority to an appropriate individual or entity. When the board delegates authority to approve awards, the awards must conform to the board's established criteria.
- ◇ Section 3: Award Materials – The executive director shall maintain materials on the awards program, to include a list of awards, who is responsible for approving each award, criteria for awards and procedures to obtain them.
- ◇ Section 4: Brigade of Volunteers – Membership in the ROA Brigade of Volunteers shall be authorized by the Awards Board and limited to 4 per department per year following published procedures. The Awards Board may delegate Brigade of Volunteers approval to the executive director to facilitate timely award processing for department presentations.

- ◇ Section 5: Citation Recommendations – Recommendations for citations should be sent to the president, as chairman of the Awards Board, or to national headquarters, for submission to the Board. Such recommendations normally would originate with departments, chapters, or national officers.
- ◇ Section 6: Minuteman of the Year – The nominee(s) for the individual to receive the annual “Minute Man of the Year,” shall be submitted by the Awards Board to the Board of Directors for final decision. All other awards listed in Section 1 do not require Board of Directors approval.
- ◇ Section 7: Presentation of Nominations – When national award nominees are considered, they all should be presented by a single ROA staff briefer, who is the subject matter expert. For example, the ROA legislative director should brief how the nominees meet the criteria on national security awards, while the director of communications should brief the qualifications of those nominated for national communications awards.

POLICY E-13: MEMBERSHIP IN THE ASSOCIATION

- ◇ Section 1: Extended Membership Status – If the annual membership fee is not paid by the end of the month in which due, the member concerned shall be continued on the rolls in extended membership status but without right to vote or hold office until (1) the dues payment is made; (2) the member submits a written resignation; or (3) the member is dropped from the rolls after 90 days. Dues payments received from extended members shall be credited from the month in which due and the member shall be restored to active status as of that date. The chapter and department of the member concerned shall be notified of such actions.

POLICY E-14: INTEGRATION OF COMPATIBLE ASSOCIATIONS

The Board of Directors may provide for the integration into ROA of any association whose members are eligible to membership in ROA; accept their assets, including trust funds, and assume the liabilities and obligations of such organization. Term members of that organization may become term members of ROA for existing unexpired terms of membership in that organization without further payment of dues. The Life Trust funds may be consolidated upon an actuarial study of the compatibility and upon consolidation of the two Life Trust funds. At that time a determination shall be made as to the Life Membership status that shall be conferred on the merger members.

POLICY E-15: BUDGET AND FINANCE

- ◇ Section 1: Banking Resolution – The standard banking resolution with financial institutions with which ROA has accounts is: “The authorized signature is the National Executive Director and a minimum of two other paid staff members as designated by the Executive Director.”
- ◇ Section 2: Budget Transfers – Beginning with the Fiscal Year 2011 Budget, withdrawals of principal from ROA’s non-restricted insurance funds (commonly known as “transfers”) shall not exceed 10% of the total budget. In each succeeding fiscal year, the amount of such withdrawals of principal shall be reduced, and such “transfers” shall not be made in the FY-2015 budget or thereafter.
- ◇ Section 3: Cash Disbursement – The Treasurer shall be notified of any cash disbursement which equals or exceeds \$50,000.
- ◇ Section 4: Committee Funding – Only when specifically authorized in writing by the president and the executive director, shall expenditures be provided for any committee not specifically funded in the budget process for the fiscal year concerned.

- ◇ Section 5: Endowment Earnings – In accordance with the applicable law in the District of Columbia – the Uniform Prudent Management of Institutional Funds Act – as a part of the budgeting process investment earnings (consisting of interest, dividends, realized and unrealized gains/losses) earned on permanently restricted endowment funds are to be considered appropriated as earned and available for expenditure and reported as unrestricted activities. It is resolved that investment earnings earned on these funds are appropriated for expenditure as earned with the understanding that there are no existing restrictions placed on the investment earnings by the donors of the permanently restricted endowment funds. Therefore, all investment earnings earned on permanently restricted endowment funds shall be reported as unrestricted, unless otherwise noted, at the time it is earned in accordance with our policy noted above.
- ◇ Section 6: Department Annual Meeting Funding – ROA pays for transportation for a national representative; the department is asked to pay for registration, food and lodging while the representative is attending the Department Annual Meeting.
- ◇ Section 7: Fiscal Year
 - (a) *Association* – The fiscal year of the Association shall begin each year on the first day of January.
 - (b) *Subordinates* – The fiscal year for all ROA subordinates, including departments and chapters, shall be in alignment with National.
- ◇ Section 8: Insurance Premium Distribution
 - (a) Royalties (Association Allowance) received quarterly from the Insurance Administrator / Broker shall be identified in the budget and financial reporting under "Insurance Revenue – Royalties" and shall be deposited to ROA's checking account for the benefit of the association members.
 - (b) Any positive underwriting balance shall be credited to the Reserve Contingency fund on receipt and shall be used for the benefit of the Association members. Distribution shall be approved by the Board of Directors with due consideration of recommendations by the Insurance and Financial Services Committee and requirements of the underwriters. Due to the volatile nature and uncertainties, which the association has no control over, Underwriting Surplus shall not be projected as income in the budget, however it shall be recorded as "Insurance Revenue – Underwriting Surplus."
- ◇ Section 9: International Funds
 - (a) Line items within the budget should be established to track international funds.
 - (b) All CIOR/CIOMR/UPORFA registration fees used, with the exception of member's credit card fees, should be purposed to CIOR, CIOMR, and UPORFA respectively. These should be easily identified, and should be used for no other purpose.
 - (c) All disbursements for registration fees should be deducted from each respective ledger balance.
 - (d) All CIOR, CIOMR, and UPORFA dues should be paid from ROA general funds.
 - (e) If the respective discretionary funds are insufficient to cover approved budgeted expenses at the end of the fiscal year then the remaining requirements shall be funded from ROA general funds.
- ◇ Section 10: Major Decision Items and Financial Commitments
 - (a) The Board of Directors shall approve an annual operating budget for the fiscal year that shall project income and expenses and shall provide for programs and support services as outlined in the work plan for the year. The Board of Directors shall approve the annual budget prior to the start of the fiscal year.

- (b) The Board of Directors authorizes the Executive Director to manage the association in accordance with the approved annual operating budget. Major decision items and financial commitments greater than \$10,000 that were not approved for in the budget, must be proposed fully in writing to the Board of Directors members prior to discussion and decisions.
 - (c) Once the budget has been approved for the fiscal year, the budget shall be included in the accounting system of the association. As monthly financial statements are prepared, a comparison of actual monthly results of operations to budget figures shall also be prepared. The financial statements and budget variances shall be reviewed quarterly by the Budget and Finance Committee.
 - (d) When deemed necessary, the Board of Directors shall revise the budget to fund additional services or make allowances for other unbudgeted revenues or expenses.
- ◇ Section 11: National Officer Expenditures – Outgoing national officers with budgeted funds shall not spend more than 90% of their new budget from 1 January to 1 October.
 - ◇ Section 12: Purchase Authority – The executive director has purchase authority of up to \$10,000 without prior Board of Directors approval for contracts, building renovations and repairs, and capital expenditures. Any expenditure must be within the approved operating budget unless of an emergency nature that requires immediate action. Capital expenditures must be within the approved capital expenditure budget. The executive director shall, as soon as practicable, notify the president and the Board of Directors of any emergency expenditure which causes or may cause a possible over-run of the approved total operating budget.
 - ◇ Section 13: Reimbursement of Members' Expenses from National Funds
 - (a) *Scope* – These guidelines apply to all expenses which any ROA member seeks to have reimbursed from national funds. This includes expenses of national officers, committee members, consultants, and other members performing official duties at the national level. The guidelines also apply to reimbursement of expenses for non-ROA members when approved by the president or executive director. Reimbursement of expenses for employees of national headquarters is covered by a separate policy promulgated by the executive director.
 - (b) *Purpose* – These expense guidelines serve to:
 1. Help ROA members decide what expenses to claim.
 2. Assist the national staff in processing member claims.
 3. Provide uniform standards for reimbursement of expenses.
 4. Ensure that national funds are used prudently.
 5. Reduce disagreements concerning which expenses may properly be claimed.
 - (c) *General Guidelines*
 1. Committees – Expenses associated with participation in ROA committees may be defrayed as provided for in the approved annual budget.
 2. International Programs — Expenses associated with participation in international programs may be defrayed as provided for in the approved annual budget and as follows:
 - A. CIOR Vice President — Reimbursements for the CIOR Vice President are limited to Travel Expenses [15(d)1] and Hotel Accommodations [15(d)2] for up to two meetings each fiscal year.
 - B. CIOR Assistant Secretary General — Reimbursements for the CIOR Assistant Secretary General are limited to Travel Expenses and Hotel Accommodations for up to two meetings each fiscal year.

- C. CIOMR Vice President — Reimbursements for the CIOMR Vice President are limited to Travel Expenses [15(d)1] and Hotel Accommodations [15(d)2] for up to two meetings each fiscal year.
 - D. CIOMR Assistant Secretary General — Reimbursements for the CIOMR Assistant Secretary General are limited to Travel Expenses and Hotel Accommodations for up to two meetings each fiscal year.
 - E. UPORFA Chief of Delegation — Reimbursements for the UPORFA Chief of Delegation are limited to Travel Expenses [15(d)1] and Hotel Accommodations [15(d)2] for up to two meetings each fiscal year.
3. Duties in Support of ROA – Activities for which expenses may be reimbursed include those that manage the assets and resources of the Association, improve membership acquisition and retention, enhance service section activities and esprit de corps, or directly or indirectly advance the purpose of the Association to ensure an adequate national security.
 4. Actual Expenses — Only actual out-of-pocket expenses are subject to reimbursement.
 5. Reasonable and Prudent Expenses — Only reasonable and prudent expenses shall be reimbursed, pursuant to the current [Joint Travel Regulations](#). Under no circumstances shall alcohol be reimbursed.
 6. Double Reimbursement — In no case may an individual be reimbursed by ROA for expenses that are or will be reimbursed by any other organization.
 7. Processing Expense Claims
 - A. The ROA expense claim form includes a statement that the claimant certifies that the claim complies with these guidelines.
 - B. No policy can anticipate every legitimate expense; moreover, the determination of whether or not an expense is justified must be made by the executive director, or his designated subordinate, upon consideration of all the facts in a particular case.
 - C. To be eligible for payment, expense claims are expected to be submitted within 30 days of the activity concerned, but no more than 10 days after the month's end (e.g. April expenses by May 10th).
 - D. A receipt must be attached to the reimbursement form for any expense more than \$50. If a receipt is lost, a note must be attached to the reimbursement form indicating the expense and its purpose.
- (d) Guidelines for Specific Expense Categories
1. Travel Expenses
 - A. ROA shall reimburse select travel expenses. Travel expenses of other persons travelling with that individual are not reimbursed.
 - B. Reimbursable travel is limited to economy/coach fare. Baggage fees are reimbursable, but are limited to one bag per person.
 - C. For local travel, ride share and taxi may be reimbursed. Personal automobile expenses are reimbursed at a standard mileage rate, which is set by the national headquarters. Parking of personal cars at airports is also reimbursed. Valet parking is not reimbursable. Rental cars may also be justified if several persons will ride together.

2. Hotel Accommodations
 - A. ROA shall reimburse lodging expenses for an individual performing duties on behalf of the Association.
 - B. Additional lodging expenses incurred when an individual extends an official trip for purposes other than ROA business are not reimbursed.
 - C. Additional lodging expenses for other persons sharing accommodations with that individual are not reimbursed.
3. Meals — ROA shall reimburse meal expenses for an individual performing duties on behalf of the Association. Meal expenses for other persons sharing accommodations or travelling with that individual are normally not reimbursed. However, in those rare circumstances, reimbursement requests must include the individual(s) name(s) and purpose of the meal. In certain situations, a flat per diem rate may be used. When those situations arise, members shall be advised of the per diem rate to use.
4. Personal Expenses — Except in unusual circumstances, personal expenses, such as laundry and cleaning, tips, room service surcharges, personal phone calls, valet parking, internet, etc., are not reimbursable.

◇ 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 shall prepare a Statement of Investment Policy and Guidelines, ratified by the Board of Directors, 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 Board of Directors 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 Board of Directors 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 Board of Directors.
 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 shall 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 Board of Directors 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 Board of Directors to the General Fund.
 6. Reserve Education Fund – The Reserve Education Fund shall 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 Board of Directors as part of the annual budgetary process.
 7. Henry J. Reilly Scholarship Fund – The Henry J. Reilly Scholarship Fund shall be used for charitable and education purposes. The fund may be appropriated by the Board of Directors as part of the annual budgetary process.
 8. CIOR Fund – The CIOR fund shall be used to support CIOR programs. It may be appropriated by the Board of Directors as part of the annual budgetary process.
 9. CIOMR Fund – The CIOMR fund shall be used to support CIOMR programs. It may be appropriated by the Board of Directors as part of the annual budgetary process.
 10. Family Readiness Fund – The Family Readiness Fund shall be used to support programs related to family readiness. It may be appropriated by the Board of Directors as part of the annual budgetary process.
 11. Minute Man Memorial Building Fund – The Minute Man Memorial Building Fund shall consist of all contributions, grants, appropriations, and earnings thereon. At the discretion of the Board of Directors, the Fund is intended for use in modification, maintenance, repair, or replacement of the Minute Man Memorial Building and/or its component parts.
- (b) *Authorization* – The executive director is authorized to maintain separate investment accounts with the institution approved by the Board of Directors for the following ROA funds: General Fund; Operations and Maintenance Fund; Building Fund; and/or other special short-term funds.

POLICY E-16: INFORMATION RELEASE

- ◇ Section 1: Association Information – ROA may decline to release any information without a written request. Following staff evaluation, the president or executive director can make a determination on each request. Although not required, when applicable, ROA should be guided by the Privacy Act and the Freedom of Information Act. ROA should not release membership lists, social security numbers, member's or vendor's addresses, insurance lists, ROA facilities users, documents or employee records without clear justification.
- ◇ Section 2: Membership Data – The following policy applies to requests for membership data:
 - (a) Elected ROA officers must originate requests. As an exception, membership data may be released to candidates for national office. This exception would include department leaders, recent National Annual Meeting attendees and current registrants for the National Annual Meeting upon receipt of the candidate's endorsement and approval by the Director, Executive Services.
 - (b) The director of member services must approve vendor requests for membership files. The executive director and the director of member services shall review and approve initial requests from new vendors.

- (c) Member Services shall deny outside requests for individual member information unless accompanied by written justification. When justification is provided it shall be forwarded to the member in question for approval.
- (d) Blanket requests to Member Services, such as requests for lists of all members in a department or chapter, should be routed through the appropriate department president or membership chair for approval, state a specific purpose and disavow that the list shall be used to benefit another association or political candidate. This, of course, does not apply to the authorized ROA website group administrators.

ROA membership data is the exclusive property of the Association. Under no circumstances shall another association be granted access to this data for the purpose of recruiting.

POLICY E-17: PUBLICATIONS

- ◇ Section 1: Policies – As publisher of all official ROA publications, the executive director shall establish editorial policies to be approved by the Board of Directors.

POLICY E-18: AFFINITY PROGRAMS

- ◇ Section 1: Analyze and Recommend — The Insurance and Financial Services Committee shall analyze all affinity programs to assure their continued applicability and desirability to ROA members in the ever-changing marketplace, making recommendations to add, modify, enhance, or delete programs as appropriate.
- ◇ Section 2: Obligation, Authorization — The Insurance and Financial Services Committee shall refer and recommend appropriate action to the Executive Director any issues or contracts requiring the obligation, ratification, authorization, funding, or signature authority of the Reserve Organization of America.

POLICY E-19: REPORTING REQUIREMENTS

- ◇ Section 1: Financial Reports: Department and Chapter – All departments and chapters are required to submit financial reports for the previous fiscal year ending on 31 December. Reports are due at national headquarters (45) forty-five days later on 15 February. Instructions for completion of the reports and the report forms are on the website.
- ◇ Section 2: National Committees – The following ROA committees shall submit a report annually unless directed otherwise by the president: Communications and Marketing, Membership, Health Services, Resolutions and Legislation, Resource Development, and Strategic Planning. The executive director shall ensure that committee recommendations that have practical application are implemented by the national staff and briefed to the Board of Directors. Only the president can grant relief from the requirements of this paragraph.
- ◇ Section 3: ROA Report to Members – The president and executive director shall submit a combined annual progress report (“ROA Report to Members”). The report shall cover the fiscal year and shall be made available to all members.

POLICY E-20: NATIONAL ANNUAL MEETING

- ◇ Section 1: Section Meetings – Sections may have individual meetings at annual meetings provided, however, that any action taken by a section to have any force or effect nationally must be approved by a general session of the meeting. A quorum of a service section meeting shall exist whenever 35 percent or more of departments with accredited delegates are present.
- ◇ Section 2: Time and Place – The time and place of each annual meeting shall be published by the Board of Directors as nearly as possible to three years in advance.

- ◇ Section 3: Votes – In national Annual Meeting voting, each service section of a department shall be entitled to one vote and one additional vote for each 250 members or major fraction thereof in that service section. At least one delegate from any service section of a department must be present to cast the department's votes at meetings of that service section, but one delegate present from a department may cast all of that department's votes at general sessions. For purposes of this policy, Association membership on 1 January as determined by national headquarters shall apply.

POLICY E-21: CONSTITUTION AND BYLAWS

- ◇ Section 1: Proposed Amendment Submission – Any proposed amendment to the Association's constitution or to bylaws shall be submitted to the president and secretary of each department and to each member of the National Council at least 90 days before the opening date of the national Annual Meeting and the actual language of the proposed amendment shall be provided to the national Annual Meeting at least 24 hours before it is to be considered for adoption. The Constitution and Bylaws Committee or the Annual Meeting may amend any proposed amendment provided that the amendment is germane. This policy may be suspended with respect to a single resolution by a two-thirds vote of the Board of Directors.
- ◇ Section 2: Proposed Amendment Filing – Proposed amendments to the constitution or bylaws received at ROA Headquarters not less than 30 days before the meeting of the Constitution and Bylaws Committee at a National Council Meeting shall be considered by the committee and submitted to the departments and to the next national Annual Meeting.

POLICY E-22: RESOLUTIONS

- ◇ Section 1: Approval – No national ROA resolution is official (and no external publication is authorized) until it has been passed by the national Annual Meeting, National Council, or Board of Directors.
- ◇ Section 2: Democratic Process – Nothing in this policy statement shall be taken to abridge the right of the membership to adopt resolutions in accordance with the governing instruments of ROA. The Board of Directors, however, may pass resolutions that immediately become national policy mandates. These resolutions are reconsidered, in accordance with these procedures, at the next national meeting. Occasionally a proposed resolution may be drafted by members of the national staff in response to an emerging situation in Washington. These resolutions are given to the legislative counsel and considered at the national level in accordance with these procedures.
- ◇ Section 3: Internal Governance – Matters concerning the internal management and policies of the Association are best addressed through the established governing bodies, the National Council, the Board of Directors, service sections, committees, and the staff, rather than by resolution. The resolution process should be reserved for external matters falling within the national defense clause of the Association's congressional charter.
- ◇ Section 4: Publishing – Approved resolution procedures shall be published and posted on the ROA website.
- ◇ Section 5: Resolution Filing – No resolution may be received or acted upon by the Resolutions Committee at any national Annual Meeting or National Council meeting unless the resolution was filed at national headquarters subsequent to the last national Annual Meeting or National Council meeting, and not less than 30 days prior to the opening date of the next National Council meeting or national Annual Meeting.

- ◇ Section 6: Resolutions Not Properly Filed; Immediate Action – A resolution which was not properly filed in accordance with Board of Directors policy may not be moved from the floor of the national Annual Meeting or National Council unless immediate action thereon is necessary. Such a resolution may be adopted only by a two-thirds affirmative vote.
- ◇ Section 7: Time-sensitive Resolutions – To be considered at a national meeting, a resolution that is not properly filed must be "time sensitive. The president, acting upon the recommendations of the Resolutions Committee, and with the advice of the vice president(s), makes the determination that a resolution is time sensitive, i.e., must be acted upon immediately and its consideration cannot be deferred until the next national meeting. Time-sensitive resolutions necessarily receive much less thorough and patient consideration than those that are properly filed. Therefore, this process should be used only for true emergencies.

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DUES STRUCTURE & DEPARTMENT REBATE POLICY

(Revised September 29, 2019)

POLICY D-1: DEPARTMENT REBATE POLICY

- ◇ Section 1: Remittance – National Headquarters shall remit 50 percent of all dues received to the members' respective departments, which in turn remit their portions to the members' respective chapters in accordance with the departments' governing instruments.
- ◇ Section 2: Compliance
 - (a) *IRS, C&B Requirements* – Dues rebates shall be paid to departments only after departments have complied with all IRS and Constitution and Bylaws requirements.
 - (b) *Forfeiture* – Any department not in full compliance by the end of the fiscal year in which a rebate will be paid shall automatically forfeit their rebate in that fiscal year. [Example: FY18 rebates shall be paid NLT FY19 start +90 days. If the Department is not in full compliance by the end of FY19, the FY18 rebates are forfeited.]
 - (c) *Notification* – Under no circumstances shall such rebates be forfeited without the delinquent department having been notified by National Headquarters in writing at least 90 days in advance of the proposed action by certified mail, return receipt requested or courier service showing delivery or attempted delivery to the last known Department President and Executive Secretary at their last known addresses.

POLICY D-2: DUES PAYMENT

- ◇ Section 1: Term Dues — All term dues shall be paid, in advance, directly to National Headquarters.
- ◇ Section 2: Life Dues — May be paid as follows:
 - (a) in one full lump sum.
 - (b) 10% down and the member being billed via automatic credit card charge or monthly invoice by National Headquarters for 9 equal monthly installments.

POLICY D-3: DUES SCHEDULE

- ◇ Section 1: Term Dues
 - (a) Associate membership is free.
 - (b) Dues schedule for Regular members:
 - One Year \$20.00
- ◇ Section 2: Life Dues — Life dues schedule:
 - (a) Regular Life Membership: \$450.00
 - (b) Spousal Life Membership: \$225.00

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NATIONAL ANNUAL MEETING RULES

(Revised February 1, 2011)

RULE I: IDENTIFICATION

1. Annual Meeting badges are required to be worn and visible at all business meetings and events except those events to which admission is by ticket or invitation.
2. Delegates shall be issued visible identification.
3. Only delegates shall be admitted to the delegates' area.
4. Delegates and speakers (see Rule IV:4) must be registered.

RULE II: SEATING

1. An area shall be designated for seating delegates only.
2. An area shall be designated for seating official visitors.
3. An area shall be designated for seating other visitors and members who are not delegates.
4. A sergeant-at-arms and deputies appointed by the president shall control entry to and seating in the designated areas and shall maintain order in the Annual Meeting.

RULE III: PARLIAMENTARIANS

The president shall appoint a member of the Association as the parliamentarian for the Annual Meeting. The vice president of each service section may appoint a parliamentarian for the service section.

RULE IV: ADDRESSING THE ANNUAL MEETING

1. Delegates desiring to address the Annual Meeting shall rise and, when recognized by the presiding officer, shall state their name and department before addressing the Annual Meeting.
2. No delegate may speak more than once on any question or for more than five minutes, except that the maker of a motion may speak an additional five minutes in rebuttal, unless permission to speak longer or again is granted by a two-thirds vote or without objections.
3. No delegate may yield the floor to a non-delegate.
4. Each national officer, past national president of the Association, member of the National Council or of a standing committee shall have the privilege of addressing the Annual Meeting but shall only be eligible to vote if also an accredited delegate.
5. The motion to *Lay on the Table* or any other motion which has the effect of limiting debate may not be made by a delegate who has just spoken or who is a delegate of a department which has just been heard. Such motions are not in order until at least two delegates in favor of the motion and two opposed have been heard unless fewer desire to be heard.
6. Delegates wishing to *Call the Question (Move the Previous Question)* must go to the line of those waiting to speak and await their turn to be recognized. Their motion must be seconded by a delegate from another department and is not debatable.

RULE V: NOMINATING SPEECHES

1. A seconding speech of not more than five minutes shall be permitted for candidates nominated by a nominating committee. A nominating speech of not more than five minutes and a seconding speech of not more than two minutes shall be permitted for candidates nominated from the floor. Seconding speeches are not required.

2. Candidates for a national office must be endorsed by their departments to be considered by a service section nominating committee, the National Nominating Committee or the National Annual Meeting, but need not be present at the Annual Meeting to be considered.
3. Candidates for national office may not be nominated by a service section other than that to which they belong.

RULE VI: ROLL CALL VOTE

1. A roll call vote may be ordered either by the presiding officer or by a one-third vote of the delegates. Delegates may not call for a roll call vote until after the presiding officer has declared the results of the previous vote. It must be seconded by a delegate of another department and is not debatable.
2. When a roll call vote is requested at a session for which seating is not arranged by departments, voting on that question shall be postponed until the seating is so arranged.

NATIONAL COUNCIL RULES

(Revised June 25, 2011)

RULE I — SEATING

An area shall be designated for seating members for sessions of the National Council and of the Department National Council Members (DNCM).

RULE II — PARLIAMENTARIAN

The president shall appoint a member of the Association as the parliamentarian for business sessions of the National Council.

RULE III — ADDRESSING THE NATIONAL COUNCIL *

1. Members shall rise, and when recognized, shall state their name and department and/or position on the Board of Directors.
2. Members shall have the right to speak for five minutes in support of or in opposition to any proposition on the floor.
3. Members may be granted an additional five minutes by a majority vote. If such extension is denied, the requesting member shall be granted one-half minute to conclude.
4. Members may be permitted to extend their discussion beyond ten minutes by a majority vote.
5. No member may speak for a second time until all other members of the Council wishing to be heard have spoken at least once.
6. Members shall be permitted to speak on any matter, concerning National Defense or the good and welfare of the Association, for not more than five minutes at the conclusion of the stated business. Members so speaking shall have the same rights to extension of time as in Rule III 2 and 3.
7. Members may yield a portion of their discussion time to a member of the staff or another member of the association.

* The DNCM shall use these rules as guidelines at the discretion of their Chairman when conducting DNCM sessions.

RULE IV — DNCM ELECTIONS

1. Self-nominations, on site or in advance, shall be accepted for chairman, vice chairman and secretary.
2. Each candidate shall be permitted to present a three-minute speech. Candidates who cannot be present may designate another DNCM or a member of their department to speak on their behalf or send a written statement with their self-nomination to the DNCM chairman.

RULE V — AMENDING

These Rules may be amended at any National Council meeting by a majority vote provided the amendments have been distributed to the members thirty days before the meeting or at any meeting of the National Council without notice by a unanimous vote.

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(Revised October 29, 2024)

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Sergeant-at-Arms	B3(1d); E5(1b7)
Service of Process	CH 190110
Service Sections	A4(1); A7; B3(3); B3(4); B7(3); B11(2b); B11(6); B13; E5(2); E6; E15(13c3); E7(1); E20; E22(3)
Signatures Authorized	E11; E15(1)
Spouse Members	A3(1a2); E6(3)
Staff	B7(3); E8; E9
Status, Membership	E13(1)
Stock	CH 190107(b)
Strategic Planning Committee	B11(1l); E19(2)

Structural Entities	A4(2); A9(2b); B2(15); E1
Succession	A7(3b); B6(1b); A8(3); B5(3)
Talent Development Committee	B11(3); E7(3)
Term of Office	A7(1b); E5(2b)
Transfer	B1(1b)
Treasurer	A7(5a); B11(1a); B11(1b); B11(1f); E5(1b8); E15(3)
Truman Award	E12(1g)
UPORFA	A4(3c); B6(3); E5(1b4); E15(9); E15(13c)
Vacancy	A8(3a); B11(2a)
Vice President	A7(1); A7(2b); A7(3) A7(4); A8(2); B3(3); B11(3); B11(6); E8(3); E12(2a); PoIE22(7)
Voting	A3(1b); A7(2d); A7(3); A9(3); A14; B2(1); B2(2); B2(6); B4(3); E5(2); E7(3) E9(1d); E9(1e); E13; E21(1); E20(3); E22(6);
Whistleblower Policy	E10