

BY-LAWS



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ARTICLE ONE: NAME

Section 1. The name of this organization shall be the Women Marines Association also known as WMA.

ARTICLE TWO: OFFICE

Section 1. The business office of the WMA shall be the address of its management partner.

Section 2. The registered agent of WMA shall reside at an address within the State of Missouri and may be changed by resolution of the Board of Directors (BOD). Such changes shall be duly reported to the Missouri Secretary of State.

ARTICLE THREE: PURPOSES

Section 1. The purposes of WMA shall be to:

- (1) Preserve and promote the history and traditions of women in the Marine Corps from World War I to the present;
- (2) Conduct programs for charitable and educational purposes;
- (3) Counsel, assist, and mutually promote the welfare and well-being of elderly, disabled, and needy women Marine veterans, as well as women serving in the Marine Corps;
- (4) Provide entertainment, care, and assistance to hospitalized veterans and members of the armed forces of the United States;
- (5) Promote the civic and social welfare of the community;
- (6) Sponsor or participate in activities of a patriotic nature, particularly those that perpetuate the tradition and esprit de corps of the United States Marine Corps;
- (7) Foster, encourage, and perpetuate the spirit of comradeship of women who have served or now serve the United States Marine Corps, regular or reserve components.

ARTICLE FOUR: MEMBERSHIP

Section 1. Classes: There shall be four classes of membership, active, honorary, supporting, and compassionate retention, of whom only active members shall have voting rights and be eligible to hold any office, elective or appointive.

Section 2. Qualifications: Membership qualifications are:

- (1) **Active members** are those women who serve or have served honorably in the United States Marine Corps regular or reserve components; or in the United States Navy as "Fleet Marine Force (FMF) qualified" personnel to include corpsmen, chaplains, religious program specialists, and medical officers.
- (2) **Honorary Members** are women who serve in senior positions of organizations that support women Veterans such as but not limited to Presidents past and current of the Women In Military Service for America (WIMSA).
- (3) **Compassionate Retention** allows active term and/or life members who are no longer physically or mentally able to maintain active participation in WMA to be retained on the rolls that ensures they are recognized at the appropriate Memorial Service when they pass.
- (4) **Supporters** include commercial businesses of any size whose philosophies and practices are consistent with WMA's stated purposes. These are designated Supporters and shall

be admitted to membership by vote of the BOD. The Board shall establish a separate dues structure and define responsibilities and privileges for Supporters.

ARTICLE FIVE: BOARD OF DIRECTORS (BOD)

Also known as the Board.

Section 1. Elected Board Members: The Board shall consist of eight (8) elected positions to include President; Vice-President; Treasurer/ Director of Finance; Secretary/ Director of Administration; Director of Development & Fundraising; Director of Marketing & Communications; Director of Member Services; Director of Programs.

Section 2. Term of Office:

(1) The Board members listed in Section 1, shall serve a two-year term of office that begins when the convention where they were installed closes. Should a Board member be unable to serve her full term, the BOD shall appoint a successor to finish the current term.

(2) Members serving as President and Vice-President, shall be limited to two consecutive terms but may succeed themselves in office after a break in service if reelected by members.

Section 3. Duties:

(1) Duties shall be prescribed by the WMA Standing Operating Procedures (SOP).

(2) The Board shall manage all WMA affairs and policies to be followed; it shall issue such rules and regulations as it may deem fit and proper for all members. Any Board member and/or potential WMA appointee who does not perform her assigned duties shall be directed to resign by a two-thirds (2/3) vote of the Board.

Section 4. Delegation of Authority: The President may appoint additional positions or committees to fill specific positions deemed necessary by the BOD. All such positions shall be approved by the BOD and specific duties shall be defined in the SOP.

Exclusion: The President shall be ex-officio a member of all committees except the Nominating Committee.

Section 5. Board Government:

(1) The Board shall be self-governing and shall adopt internal affairs rules as it may deem fit and proper; meetings shall be held before and following the general membership meetings, and at such other times as the Board shall determine; a quorum shall consist of not less than a majority of the Board members and voting shall not be by proxy.

(2) At the discretion of the Board, members of the Association—such as chapters and committees, but not necessarily limited to these groups—may use the United States Postal Service or electronic means to transact business. This includes, at present, email, videoconference, teleconference, fax, and secure web pages as well as other generally accepted means that are not currently in existence but may appear in the future. Members who do not have computer access shall receive a notification via postal mail. Any action taken either



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electronically or via postal mail shall be ratified or made part of the minutes of the next Board meeting.

ARTICLE SIX: SPECIAL COUNCIL

Section 1. The President may, at her discretion, and with Board approval, appoint any such council including but not limited to:

(1) an Advisory Council of prominent business and military leaders to advise WMA on operational and organizational issues.

(2) Past National Presidents.

(3) Legal Counsel.

Section 2. Appointments would be for two years coinciding with other presidential appointments. The number of members could vary based on priorities addressed by the President and the Board.

ARTICLE SEVEN: CONVENTION AND PROFESSIONAL DEVELOPMENT SYMPOSIUM

Section 1. Conventions:

(1) Convention and Professional Development Symposium is also known as Convention.

(2) WMA shall meet in convention biannually during even-numbered years at a location within the three rotating regions.

(3) These regions shall be divided for convention site purposes only as follows:

- **Region 1.** AL, CT, DE, FL, GA, IN, KY, MA, MD, ME, MI, NC, NH, NJ, NY, OH, PA, RI, SC, TN, VA, VT, and WV.
- **Region 2.** AR, IA, IL, KS, LA, MO, MN, MS, ND, NE, OK, SD, TX, and WI.
- **Region 3.** AZ, CA, CO, HI, ID, MT, NV, NM, OR, UT, WA, and WY.

(4) Convention sites shall rotate from Region 1 to Region 2, to Region 3, and then back to Region 1.

(5) In the even-numbered years, bids may be submitted by chapters within the rotationally designated region for a convention to be held four years from the date of bidding.

(6) If no bids are received, the Board shall work with all chapters to identify at least one willing and able to sponsor an upcoming convention.

(7) Proposed convention site shall be published to the membership as part of the election ballot for selection or information if only one convention site was proposed.

ARTICLE EIGHT: ELECTIONS FOR NATIONAL BOARD MEMBERS

Section 1. Nomination Solicitations: Nominations for the elected members of the Board shall be solicited from the members through 'Nouncements and other means.

Section 2. Nominations: Nominations shall close on a specified date in the even-numbered year to allow sufficient time to process the election ballot before the convention.

Section 3. Ballots: An election ballot shall be published only for the office(s) which have received more than one nominee. A copy of which shall be mailed to allow sufficient time to process the election ballot before the convention.

*New procedures for nomination will require a member to submit their own nomination package and be vetted properly to ensure they are eligible/qualified to serve.

Section 4: Electronic Ballots: Electronic ballots can be used, if feasible.

Section 5. Tallying the Vote: A majority of the votes cast shall be sufficient to elect a candidate, except in case of multiple choices for a particular office, in which case a majority shall suffice.

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ARTICLE NINE: FINANCE

Section 1. Restrictions on Benefits:

(1) Association income or property of the corporation shall not inure to the benefit of any member.

(2) Each individual shall disclose to WMA any personal interest which she may have in any matter pending before the WMA and shall not participate in any decisions regarding such matters.

Section 2. Dues:

(1) Dues structure and amounts for both active term and life members, shall be determined by a two-thirds majority of the BOD who shall take into account the limited resources of some of our members, the needs of the Association, and the value members receive from their membership.

(2) At least 6 months advance notice must be published to the members before the effective date of any change in dues.

(3) Dues structure and/or amount shall not be changed more than once every four (4) years without membership approval.

(4) When dues are not received before the end of the member's anniversary month, a delinquent notice shall be sent by the WMA Database Administrator. After a grace period of thirty (30) days, the member shall be dropped from the active membership rolls. A former member shall be reinstated with the anniversary month coinciding with receipt of dues.

Section 3. Life Membership:

(1) WMA offers life membership on a prorated scale depending on the age of the member. Life membership provides the member all benefits of the organization, as well as recognition upon their death as a contributor of \$50.00 to the Memorial Scholarship Fund as noted in an issue of 'Nouncements.

(2) A Capital Fund Review Board, consisting of all Past National Presidents shall, with their consent, be appointed by the BOD; the National President and Treasurer/ Director of Finance shall be members ex-officio.

Section 4. Scholarships:

(1) WMA Memorial Scholarships up to five thousand dollars (\$5,000) each shall be awarded annually.

(2) The number and the amount of individual scholarships shall be determined based on the annual earnings of the Memorial Scholarship Fund.

Section 5. Other Funding:

(1) All regular functions of any committees and/or programs supported by WMA shall be funded through the budget process.

(2) All contributions made to WMA, under any circumstances, shall be governed by the bylaws and standing rules currently in effect as set forth by the members of WMA.

(3) Contributions made to WMA to carry out any of its purposes are tax-deductible as granted by IRS tax laws.

Section 6. Fiscal Year: The Fiscal Year shall be 1 July through 30 June inclusive.

ARTICLE TEN: CHAPTERS

Section 1. Who May Form Chapters:

Five or more active members of WMA who reside within a defined geographic area (e.g., state) or share a common USMC special interest/experience (e.g., music, aviation, drill instructor, deployed, etc.) may apply for a chapter charter. The Board may grant an exemption to the five-member rule when the applicants are primarily aboard a military installation or in a limited access area.

Section 2. Procedure:

(1) Active members shall submit proposed bylaws with their application to the Secretary/Director of Administration who



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will ensure such bylaws shall conform with the bylaws of WMA. No charter shall be issued until bylaws have been approved by the BOD.

(2) New charters shall be ratified at the convention.

Section 3. Chapter Amendments:

(1) Chapters shall submit proposed bylaws amendments to the Secretary/Director of Administration who shall ensure the amendments conform with the Association Bylaws before they are voted on by the Board and become effective. The only exceptions are changes to chapter dues and meeting schedules which do not require Board approval.

(2) Chapters shall, upon request of the Board, submit a copy of their bylaws for review; and shall make such revisions as are required to conform with the bylaws of the Association.

Section 4. Chapter Membership: Chapter membership is restricted to active WMA members and only WMA Life Members may become chapter Life Members.

Section 5. Chapter Revocation: The Charter of a chapter that has had fewer than five members for two years shall be revoked, or a chapter not responding with a list of officers within two years to the Director of Member Services shall have its charter revoked.

Section 6. Dual Membership: Members may belong to more than one chapter but must designate one chapter for national use. (Membership rights belong to the individual members and not to the chapters; chapters function for the convenience and pleasure of the members.)

ARTICLE ELEVEN: AUXILIARY SOCIETY

Section 1. The name of the auxiliary society affiliated with the WMA is LOYAL ESCORTS OF THE GREEN GARTER, henceforth referred to as "The Loyal Escorts" or "LE Society".

Section 2. The LE Society is organized under the bylaws and regulations of the Society, per the bylaws and regulations of the WMA, and is subject to the provisions and requirements of the United States Revenue Code of 501(c)(3) organizations.

Section 3. This LE Society may, at its option, establish units affiliated with local chapters of the WMA.

ARTICLE TWELVE: DISSOLUTION AND LIQUIDATION

Section 1. In the event of dissolution of WMA, the net assets of the corporation shall be applied and distributed in the following priority sequence:

(1) All liabilities and obligations shall be paid, satisfied, and discharged or adequate provisions shall be made, therefore.

(2) All remaining assets shall be distributed to another veteran's charitable organization(s) that:

a. is/are qualified for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

b. shall best accomplish the general purposes for which veterans' associations are organized;

c. shall administer a scholarship program that will best accomplish the purposes of the WMA Memorial Scholarship Program; or

d. shall be selected by a vote of two-thirds of the National BOD then in office.

ARTICLE THIRTEEN: PARLIAMENTARY AUTHORITY

Section 1. Proceedings of WMA shall be guided by the most current version of Robert's Rules of Order, Newly Revised, in all matters not otherwise provided for in the Bylaws, Standing Rules, or Rules and Regulations issued by the BOD.

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ARTICLE FOURTEEN: AMENDMENTS

Section 1. Articles of Incorporation: The Articles of Incorporation may be amended by the membership under provisions of the Revised Statutes of Missouri, Chapter 355, not-for-profit corporations.

Section 2. Bylaws: Proposed amendments to these Bylaws must be:

(1) Submitted in due form;

(2) Received by the Secretary/Director of Administration;

(3) Referred to for review and approval by the BOD.

Section 3. Voting Procedure: The BOD recommends the proposed amendment(s) to be submitted for consideration by ALL ACTIVE MEMBERS either by;

(1) The Secretary/Director of Administration shall send a ballot (electronic or hard copy) to all members for a vote to approve amendments/revisions to the Bylaws and indicating a deadline date for return; OR

(2) Be Considered at a Convention, previous notice shall be given by publication to ALL ACTIVE MEMBERS at least 45 days before the convention start date.

Section 4. Adoption: These bylaws shall be subject to amendments by:

(1) Majority vote of completed returned ballots when ballots are mailed or sent electronically to all active members; OR

(2) Two-thirds (2/3) vote of all members present to vote at a convention business meeting.