ANNEX A

CONSTITUTION

OF THE

ASSOCIATION OF THE UNITED STATES NAVY, INC

Republished October 2012 incorporating all changes to date.

CERTIFIED:

Casey W. Coane
RADM, USN (Ret)
National Executive Director

CONSTITUTION OF THE NAVAL RESERVE ASSOCIATION, INC

RECORD OF CHANGES - CONSTITUTION

Change Number	Date of Change	Date Change Entered/ Signature of Person Entering
REPRINT	6/99	11/98 06/99 Albert E. Rieder
REPRINT	02/01	10/99 03/00 Stephen T. Keith 09/00
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REPRINT	08/03	08/03 Stephen T. Keith
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REPRINT (From 04 Spring Conf) ANNEX A – Constitution Revise: Article Numbers; 8.02; 6.06.1; 16.05; ART III; A-I-2 Add: 8.02.1; A-6; A-I-3 Change Nos: 8.02.1 to 8.02.2; 8.02.2 to 8.02.3 Delete: 8.02.3	04/04	04/04 Stephen T. Keith

CONSTITUTION OF THE NAVAL RESERVE ASSOCIATION, INC

RECORD OF CHANGES - CONSTITUTION

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(From 06 Spring Conf) ANNEX A – Constitution Revised: Articles 4.01.3; 4.01.5; 7.01; 7.01.1; 7.04	04/06	04/06 / Casey W. Coane
REPRINT (From 06 Fall Conf) ANNEX A – Constitution Revised: Article 4.01.1; Delete: Article 4.01.2.6 Admin. Changes: Pages A-6; A-7; A-9; A-14	10/06	10/06 / Casey W. Coane
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CONSTITUTION OF THE NAVAL RESERVE ASSOCIATION, INC

RECORD OF CHANGES - CONSTITUTION

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CONSTITUTION OF THE ASSOCIATION OF THE UNITED STATES NAVY, INC

RECORD OF CHANGES - CONSTITUTION

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CONSTITUTION OF THE ASSOCIATION OF THE UNITED STATES NAVY, INC

RECORD OF CHANGES - CONSTITUTION

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CONSTITUTION

ARTICLE I

NAME

The name and title of this Association shall be the "Association of the United States Navy, Inc." and shall be referred to as “Association” within the Constitution.

ARTICLE II

POLICY

2.01 The Association of the United States Navy, Inc., shall be a nonprofit, nonpartisan, and nonsectarian organization.

2.02 The general policies of the Association shall be established either by the Annual Meeting or by the Board of Directors.

2.03 The Association of the United States Navy name shall not be used in connection with party politics, personal activities or international affairs.

ARTICLE III

PURPOSE

The purpose of the Association shall be:

3.01 To promote the interest of the Department of the Navy and the Navy Reserve to the advantage of the country's welfare and security.

3.02 To support the military and naval policies of the United States to the end that the national defense and national security be developed and strengthened through the means of an adequate naval establishment including a well-trained and readily available Navy and Navy Reserve.

3.03 To provide an educational program designed to be informative and professionally helpful to Navy and Navy Reserve personnel and to potential members entering the Naval Service as commissioned officers and enlisted.

3.04 To encourage and promote the interest and activity of Navy and Navy Reserve personnel in understanding and attaining the highest professional standards in the Navy.

3.05 To collect, evaluate, and disseminate information to our countrymen and members of the bodies politic relating to our nation's welfare and security.

3.06 To promote a deep sense of individual obligation of Navy and Navy Reserve personnel to the Navy and the interest of the Navy in its personnel.

3.07 To stimulate and support the naval sciences and programs and maintain the traditions of the Naval Service.

3.08 To promote its Vision and achieve its Mission as defined in the current Strategic Plan.

ARTICLE IV

GOVERNANCE

4.01 The Board of Directors shall be the governing authority for the Association and responsible for carrying out the purposes of the Association.

ARTICLE V

MEMBERSHIP

5.01 There shall be the following classes of membership in the Association: Regular, Associate, Honorary, Meritorious, Complimentary, and Affiliate.

5.01.1 **Regular Membership.** Any current or former uniformed service member of the United States Navy, United States Marine Corps, United States Coast Guard, United States Public Health Service, National Oceanic and Atmospheric Administration (NOAA), United States Merchant Marine or civilian employee of these associated services who has not been separated under other than honorable conditions.

5.01.2 **Associate Membership:** The following persons are eligible for Associate membership but shall not be entitled to vote or hold national office:

5.01.2.1 Any current or former uniformed service member or civilian employee of the United States armed services who has not been separated under other than honorable conditions.

5.01.2.2 Members of the Naval Officers Association of Canada.

5.01.2.3 Any current or former uniformed service member of the armed forces of other nations who are specifically accepted for membership by the National Executive Committee.

5.01.2.4 Spouses/Companions of Regular and Associate members, and spouses/companions of deceased persons who were former members or were eligible for membership in the Association.

5.01.3 **Honorary Membership.** Honorary Membership may be conferred at the discretion of the Board of Directors by the National President upon persons for meritorious service to the national defense, Navy, Navy Reserve, or the Association. Such Honorary Membership is for the life of the member and does not carry the right to vote or hold elective office.

5.01.4 **Meritorious Life Membership.** Meritorious Life Membership may, upon application, be conferred upon the members who have maintained continuous paid active membership in the Association for a period of 20 years and who are 75 years of age or older.

5.01.5 **Complimentary Membership.** At the discretion of the National President, Complimentary Memberships may be offered by the National Executive Director for a period, not to exceed one year, to individuals eligible for regular or associate membership. Complimentary memberships are to be used for the sole purpose of creating interest in becoming paid regular or associate members. Complimentary members shall not be entitled to vote, hold national office, or be counted towards District Voting Strength.

5.01.6 **Affiliate Membership**. Affiliate Membership may be offered by the National Executive Director for the period of matriculation at the U. S. Naval Academy, any Merchant Marine academy or NROTC unit in the case of Midshipmen, or for the period of first enlistment for junior enlisted personnel. Following such period of time, Affiliate Members will be solicited to become regular members. Affiliate Members shall not be entitled to vote, hold national office, or be counted towards Region voting strength.

5.02 **Life Benefactor Membership**. Life Members may apply for Life Benefactor Membership in accordance with terms and benefits specified in the Operations Manual.

ARTICLE VI

ORGANIZATION

6.01 The Association shall be organized in Regions and these in turn in Chapters.

6.02 Regions shall be established as follows:

Northwest Region	Alaska, Idaho, Montana, Oregon, Washington, Wyoming
Southwest Region	Arizona, California, Colorado, Hawaii, New Mexico, Nevada, Utah.
Midwest Region	Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Wisconsin
Southeast Region	Alabama, Florida, Georgia, Louisiana, Mississippi, South Carolina, Texas
Mid-Atlantic Region	Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia

Washington Region	District of Columbia, Maryland, Virginia (City of Alexandria and ONLY Arlington, Fairfax, Loudoun, Prince William, Stafford, and King Georges Counties), and all geographical areas (OCONUS) of the world not included in any Region set forth above.

6.03 Chapters may be established in all Regions.

ARTICLE VII

ANNUAL MEETING

7.01 **Governance.** The governing body of the Association shall be the Board of Directors. The legislative body of the Association shall be the Annual Meeting whose membership shall consist of delegates as defined in Articles 7.03, 7.04 and 7.06 below. Such Annual Meetings shall transact any and all business properly coming before them.

7.02 **Time and Place:** There shall be one Annual Meeting held between July and October. Future locations shall be recommended by the National President and approved by the Board of Directors.

7.03 **Attendance at Sessions.** Every member in good standing on the records of the National Headquarters of the Association, who is present at any regular session, shall be recognized as a delegate with the right to speak on any issue on the floor.

7.04 **Region Voting Delegates:**

7.04.1 Only Regular members in good standing, who are registered, shall be certified as voting delegates and entitled to introduce and vote upon issues on the floor.

7.04.2 Eligibility for certification as a voting delegate is determined by the Credentials Committee using the last ALPHA membership printout prepared prior to the opening day of the Meeting, and recorded on the Meeting Registration form. In addition, the Credentials Committee will certify those non-registered members attending the meeting and maintain a master list of both voting and non-voting delegates.

7.04.3 The Credentials Committee shall submit its initial written report to the delegates assembled, with appropriate copies to the Region Presidents, at the opening session on the second day, and thereafter as additional voting delegates are certified as well as a complete list of all delegates at the conclusion of the Meeting.

7.05 **Quorum.** A quorum shall exist at the Annual Meeting when a majority of the certified region votes are present.

7.06 **Region Voting Strength:**

7.06.1 Each region shall be entitled to one (1) vote for each fifty (50) Regular members, or major fraction thereof, listed on the last ALPHA membership printout prepared prior to the opening day of the Meeting.

7.07 **Voting Procedure:**

7.07.1 **Region With Certified Voting Delegates.** The total number of region votes shall be divided equally among the certified voting delegates of the district present at the time the vote is taken.

7.07.2 **Regions Without Certified Voting Delegates.** In cases where there are no certified voting delegates from any given region present at the time the vote is taken, no votes will be registered for the region. In matters of voting, proxies are not authorized.

7.07.3 **Fractional Voting not Permitted.** When the number of region votes to be apportioned in accordance with Articles 7.07.1 and 7.07.2 above, will result in a remaining fraction, those remainder votes shall be drawn for by lot among the region voting delegates, such that each person shall be eligible to receive only one additional region vote.

7.07.4 Votes shall be tallied and reported by region.

7.07.5 A majority vote shall determine the action to be taken on any matter not specifically provided for otherwise.

7.08 **Qualifications.** Only Regular members may be elected or appointed to national office or to national committee chairmanship. Regular members may be appointed to any national committee membership. Associate members may be appointed to any national committee except the Nominations Committee.

ARTICLE VIII

OFFICERS

8.01 **National Officers:** Elected National Officers of the Association shall be the National President, the National Executive Vice President, and the National Vice President of Budget and Finance.

8.01.1 Other National Officers such as Treasurer, Chaplain, Historian and Parliamentarian, and Vice Presidents such as Officer Affairs, Government Relations, Membership, Communications and Retired Personnel and other such officers and vice presidents deemed necessary to perform the duties and responsibilities of the Association shall be appointed to serve at the pleasure of the National President. The Executive Director serves as the National Secretary in accordance with Article IX, 9.02.

8.02 **Region Officers:** The elected officer(s) shall include at a minimum: Region President.
.

8.02.1 **Other Elected/Appointed Officers.** In keeping with interests of the Region membership and to assist national goal and objective achievements, the Region President may appoint Region counterparts to the nationally elected and appointed officers listed in Article 8.01 and 8.01.1 above. Such appointed officers shall serve at his pleasure.

8.02.2 Each Region Vice President (if appointed or elected) shall be a member of the respective National Standing Committee of like title and function.

8.03 **Chapter Officers.** The Chapter Officers shall be those set forth in the AUSN By-Laws and such other officers as the respective Chapter By-Laws may provide.

8.04 **Installation of Officers.** National, Region and Chapter Officers, upon being elected or appointed to office, shall be installed by administering the following oath of office:

> "I solemnly promise that I will uphold the provisions of the Constitution and By-Laws of the Association of the United States Navy; that I will abide by the decisions of its Annual Meetings and of the Board of Directors; and that I will faithfully perform the duties incumbent upon me as an officer of this Association, so help me God."

ARTICLE IX

NATIONAL EXECUTIVE DIRECTOR

9.01 **Employment.** The Board of Directors shall have the authority to employ or discharge a National Executive Director. The National Executive Director shall have the authority to employ such executive assistants including a National Deputy Executive Director as may be required for the proper administration and management of the Association. The terms of employment and authority to discharge shall be as determined by the National Executive Director.

9.02 The National Executive Director shall automatically serve as the National Secretary of the Association.

9.03 **Bond.** The National Executive Director and such other staff members as the National Executive Director may authorize to sign checks shall furnish bond at the expense of the Association of such amount and upon such corporate surety as the Board of Directors shall direct.

9.04 **Vacancy.** In the event the National Executive Director is temporarily unable to perform his duties, the Board of Directors shall appoint an interim Acting Executive Director if the Deputy position is unfilled.

ARTICLE X

EMERGENCY GOVERNING BODY

10.01 **Emergency Governance.** In the event a national emergency, declared by the President or Congress, results in such large numbers of members of the Association being deployed or called to active duty, that the probability of insufficient attendance would make the calling of an Annual Meeting impractical, the Board of Directors will act for and on behalf of the Association as the exclusive governing body.

ARTICLE XI

FINANCE AND ACCOUNTS

11.01 **Fiscal Year.** The Fiscal Year of the Association shall be the calendar year.

11.02 **Revenue.** The revenue of the Association shall be derived from membership dues; voluntary contributions from members and others; and from such other sources as may be approved by the Board of Directors.

11.03 **Membership Dues:**

11.03.1 **National.** The dues shall be determined by the Board of Directors and be specified in the By-Laws and payable by the member directly to National Headquarters. Honorary, Meritorious Life, and Complimentary members shall pay no dues.

11.03.2 **Chapter.** No portion of the dues received by the Association shall be remitted to any local chapter of the Association. Each local chapter of the Association may bill its Chapter members for dues in such amount as may be determined by the local chapter through its own membership.

11.04 **Fund Raising Activities:**

11.04.1 **Solicitation**. Fund raising programs shall be briefed to the Board of Directors as a part of the annual budget submission for approval. Significant adjustments to the programs during the year, if any, require approval by the Board of Directors.

11.04.2 **The National Executive Director** is charged under his contract with the responsibility of conducting all fund-raising activities done by or on behalf of the Association.

11.04.3 **Fund Raisers.** All persons engaging in fund-raising for the Association shall be selected by the National Executive Director under terms established by him and approved by the National President.

11.04.4 **Written Reports** of all fund-raising activities shall be filed with the Board of Directors within thirty (30) days of completion of the fund raising activity so that the Board may assess and make recommendations concerning effectiveness and continuation of approved activities and considerations for modifications and/or new endeavors.

11.05 **Unsolicited Contributions** tendered on a voluntary basis are always welcome. The Association reserves the right to reject any unsolicited contribution not in compliance with the Constitution and By-Laws. Members when offered donations should, when in doubt, consult the National Executive Director for clarification.

11.06 **Accounts and Books**:

11.06.1 **National Treasurer.** The accounts and financial records shall be maintained by the Headquarters Chief Financial Officer and **reviewed** by the National Treasurer.

11.06.2 **Treasurer's Report.** A report of the finances of the Association shall be posted and orally made by the Treasurer of the Association at each Annual Meeting and at each regular meeting of the Board of Directors.

11.06.3 **Audit.** The books of the Association shall be audited annually by a certified public accountant selected by the Board of Directors.

11.07 **Fiduciary Trust - Conflict of Interest.** Any individual serving as an elected or appointed Board member, National, Region, or Chapter officer or Committee member; or any Association employee or agent, who engages in activities or interests, which taint the image of propriety, or give the appearance of being counter to the goals and objectives of the Association; or which personally benefit the individual by bringing the individual into conflict or competition with the best interests of the Association, thereby incurs a conflict of interest, and also violates the fiduciary trust of office. Such activity shall result in the immediate suspension of the individual from the position held, pending final action. Final determination concerning any paid employee or agent shall be made by the employer.

ARTICLE XII

ausn ENDOWMENT FUND

12.01 There shall be created and established a separate fund to be known as the *ausn* Endowment Fund. Contributions thereto shall be held in trust and income therefrom shall be applied from time to time at the discretion of the Board of Directors for the advancement of the purposes of the Association.

ARTICLE XIII

ausn AMENDMENTS

This **Constitution** may be amended or repealed at any Annual Meeting by a two-thirds affirmative vote, provided that the proposed amendment has been submitted in accordance with Appendix 1 to this Constitution and has been reviewed by the Board of Directors and published to the delegates at least twenty-four (24) hours before being brought to a vote; or, if not previously considered by the Board or not approved by the Board provided that two-thirds of the voting delegates authorize the introduction of the amendment which shall have been published to the delegates at least twenty-four (24) hours before being brought to a vote. However, minor changes of language, correction of manifest errors, or removal of ambiguities, not affecting substance may be made to the Constitution by the Constitution and By-Laws Committee.

ARTICLE XIV

SEAL AND INSIGNIA

The Association may adopt a distinctive seal and a distinctive badge or insignia. Ribbons and rosettes may also be adopted. Members of the Association in good standing are permitted to wear such badges, insignia, ribbons, or rosettes on such occasions and in such manner the Association's published protocol proscribes.

14.01 **Seal or Logo.** The Association of the United States Navy seal shall be circular or oval in shape, consisting of the letters "*ausn*" and the words "Association of the United States Navy." Letters and words may be either in capitalization or non-capitalization. As much as practical, the seal should maintain a blue and gold color theme.

14.02 **Badge or Medal:** The Association of the United States Navy may produce and distribute to members in good standing a badge, ribbon or medal. As much as practical, the badge, ribbon or medal will contain the letters "*ausn*" and the words "Association of the United States Navy." A color theme of blue and gold is appropriate and should be used to the maximum extent as possible.

14.03 ***ausn* Insignia Protocol:** The appropriate Association insignia to be worn at any function is determined by the military uniform/civilian dress code prescribed and the organizations hosting the function.

14.03.1 **Hosting organization.** The Association insignia may be worn at functions hosted by:

1. any Navy Association group;
2. any Association group jointly with another paramilitary organization;
3. another paramilitary organization; or
4. the Navy Department, but only when acting in an official capacity representing the Association.

ARTICLE XV

NATIONAL HEADQUARTERS

The National Headquarters of the Association shall be in the metropolitan area of Washington, D.C.

ARTICLE XVI

RATIFICATION

All acts performed under any former Constitution are hereby ratified and confirmed.

ARTICLE XVII

REVOCATION

All prior Constitutions and amendments thereto are revoked and shall become null and void immediately upon the adoption of this Constitution.

Appendix I

to

CONSTITUTION

I. Procedures for changing the Constitution

PROCEDURES FOR CHANGING THE CONSTITION

A. <u>ARTICLE XIII</u> of the Constitution provides that:

1. The Constitution may be amended or repealed at any Annual Meeting by a 2/3 affirmative vote respectively, provided that:

a. The proposed amendment has been published to the Delegates at least 24 hours before being brought to a vote, and

b. Either has been previously reviewed by the Board of Directors, or if not so approved, the same majority required to adopt the amendment authorizes its introduction.

2. Minor changes of language which correct manifest errors, or remove ambiguities; and which do not affect substance, may be made by the Constitution and By-Laws Committee.

B. <u>Procedure</u>. Proposed changes to the Constitution should normally be submitted to the Board of Directors for its consideration and review prior to consideration by the Meeting Delegates, but this is not mandatory. Further, if the proposed change is considered by the Board of Directors and not recommended by that body, the Meeting Delegates can vote to hear the proposed amendment.

1. Submit proposed changes to *ausn* Headquarters, 1619 King Street, Alexandria, VA 22314, or by FAX (703) 683-3647, or by E-mail <admin@ausn.org>.

2. The Board of Directors will review the proposal and submit it to the Annual Meeting via the Constitution and By-Laws Committee.

C. <u>Format</u>. The proposed change must include the existing language and the new language inserted in its proper place in the text. Letters or words to be deleted from the existing text will have a line through them, e.g. Letters or words being added will be underlined, e.g. <u>underlined.</u>

Immediately below the text, a brief statement of explanation for the need of this change and what it does should appear preceded by the word "RATIONALE." See samples on following page.

SAMPLE PROPOSED SUBSTANTIVE CHANGE TO *ausn* CONSTITUTION

"6.08 Qualifications: Only regular members may be elected or appointed to national office or to National Committee Chairmanship**, except as specified in Article B-8.0129**. Regular members may be appointed to any National Committee Membership. Associate Members may be appointed to any National Committee except the Nominating Committee."

RATIONALE: Article B-8.0129 specifies that the Chairperson of the Anchors Committee shall be an Associate Member as defined in article 4.012 of the Constitution. This amendment will correct the discrepancy.

SAMPLE EDITORIAL CHANGE

"7.01 Voting Members: The Elected National Officers **and** Region Presidents, ~~and Past National Presidents~~, or their duly authorized representatives as provided in Article 7.011**; and Past National Presidents** shall be voting members."

RATIONALE: Clarity

Legend: underlining – indicates letters or words added to text.
~~line through~~ – indicates letters or words deleted from text.

ANNEX B

BY-LAWS

OF THE

ASSOCIATION OF THE UNITED STATES NAVY

Republished October 2012 incorporating all changes to date.

CERTIFIED:

Casey W. Coane
RADM, USN (Ret)
National Executive Director

BY-LAWS OF THE NAVAL RESERVE ASSOCIATION, INC

RECORD OF CHANGES – BY-LAWS

Change Number	Date of Change	Date Change Entered/ Signature of Person Entering
REPRINT	6/99	11/98 06/99 Albert E. Rieder
REPRINT	02/01	10/99 03/00 Stephen T. Keith 09/00
REPRINT	02/02	02/02 Stephen T. Keith
REPRINT	08/03	08/03 Stephen T. Keith
REPRINT (From 03 Fall Conf) B-9.02.6 Rev. B-9.02.10 Add	02/04	02/04 Stephen T. Keith
REPRINT (From 04 Spring Conf) ANNEX B - By-Laws Revise: Article Numbers; B-6; B-2.02; B-2.02.1; B-2.04.3; B-3.12; B-3.20; B-5.04; B-8.01; B-8.02; B-8.02.1; B-8.02.4; B-9.02.11; B-I-2 Add New: B-9.02.11; B-9.03.2; B-9.03.3; B-9.03.4; B-9.03.5 Delete: B-2	04/04	04/04 Stephen T. Keith

BY-LAWS OF THE NAVAL RESERVE ASSOCIATION, INC.

RECORD OF CHANGES – BY-LAWS

Change Number	Date of Change	Date Change Entered/ Signature of Person Entering
REPRINT (From 04 Fall Conf) ANNEX B – By-Laws Revised: Articles: B-8.02.4; B-9.01 Add page: B-1b	09/04 09/04	09/04 / Stephen T. Keith 09/04 / Stephen T. Keith
(From 06 Spring Conf) ANNEX B – By-Laws Revised: Articles B-6.01; B-6.01.1; B-6.01.2	04/06	04/06 / Casey W. Coane
(From 06 Fall Conf) ANNEX B – By-Laws Revised: B-2.02; B-6.01 Admin. Changes: Pages B-2; B-5; B-6; B-15; B-24; B-25; B-I-2 Page Changes: B-4-6; B-16-24	10/06	10/06 / Casey W. Coane
(From 07 Spring Conf) ANNEX B – By-Laws Delete & Add New: B-3.11; B-8.02.1 Add New (National Officers): B-3.20; Change Numbers (District Officers) from B-3.21 to B-3.23	04/07	04/07 / Casey W. Coane
(From 07 Fall Conf) ANNEX B – By-Laws Changes: ARTICLE B-VI – B-6.01; B-6.01.1; B-6.01.2; B-6.01.3; B-6.01.4; & B-6.02	10/07	10/07 / Casey W. Coane

BY-LAWS OF THE NAVAL RESERVE ASSOCIATION, INC

RECORD OF CHANGES – BY-LAWS

Change Number	Date of Change	Date Change Entered/ Signature of Person Entering
REPRINT (From 08 Spring Conf) ANNEX B – By-Laws Revised: Articles: B-2.02.1; B-2.04.2; Delete: Article: B-9.02.7 Renumbered: Articles: B-9.02.8; B-9.02.9; B-9.02.10; B-9.02.11; B-9.02.12; B-9.02.13	03/08	03/08 / Casey W. Coane
REPRINT (From 08 Fall Conf) ANNEX B – By-Laws Revised: Articles: B-3.13; B-8.02.8; B-8.02.12; B-8.02.13; B-9.02.2; B-9.02.3; and B-9.02.10 Add: B-8.03.13 Revised Pgs: B-1; B-1c; B-3 to B-6	09/08	09/08 / Casey W. Coane

BY-LAWS OF THE ASSOCIATION OF THE UNITED STATES NAVY

RECORD OF CHANGES – BY-LAWS

Change Number	Date of Change	Date Change Entered/ Signature of Person Entering
REPRINT (From 09 Spring Conf) ANNEX B – By-Laws Revised all pages incorporating all changes.	03/09	03/09 / Casey W. Coane
REPRINT (From 09 Fall Conf) ANNEX B – By-Laws Revised: Articles B-2.01; B-3.13; B-8.02.7; B-8.03.5; B-8.03.7; B-9.02.8; B-9.02.10; B-XI-11; B-XII Revised: Appendix I to By-Laws-Sample Proposed… "B-8.02.4…" Revised: B-7.01; Replaced Para B-6.01; Deleted B-6.01.1-4; B-6.02.1-4	09/09	09/09 / Casey W. Coane
REPRINT (From 10 Spring Conf) ANNEX B – By-Laws Add New: Article B-0; B-0.01; B-0.01.1, B-0.01.2, B-0.01.3, B-0.01.4, B-0.01.5, B-0.01.6, B-0.01.7, B-0.01.8, B-0.01.9 Editorial Change: B-9.02.2;B-9.02.3	04/10	04/10 / Casey W. Coane
REPRINT (From 10 Fall Conf) ANNEX B – By-Laws Renumbered & Changed TC Add: New B-3.01 & B-3.02 Renumbered: Old B-3.01 to B-3.13 Changed/Renumbered: B-8.02 & B-8.03; Old B-9-01 to B-9.05 Add: New B-9.01, B-9.02, B-9.03 & B-9.05 Changed: Articles XII & XIII Changed: B-I-2 & B-I-3	08/10	08/10 / Casey W. Coane

BY-LAWS OF THE ASSOCIATION OF THE UNITED STATES NAVY

RECORD OF CHANGES – BY-LAWS

Change Number	Date of Change	Date Change Entered/ Signature of Person Entering
REPRINT (From 2011 Annual Conf.) ANNEX B – By-Laws Changed: B-0.01.6	07/11	07/11 / Casey W. Coane
REPRINT (From 2012 Annual Conf.)	10/12	10/12 / Casey W. Coane

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BY-LAWS

ARTICLE B-0

GOVERNANCE

B-0.01 **Governance.** As specified in Article IV of the AUSN Constitution, a Board of Directors shall be the governing authority of the Association.

B-0.01.1 **Number of Directors.** The Board of Directors shall consist of at least seven (7) but no more than fifteen (15) members.

B-0.01.2 **Composition of Board.** Preference shall be given to Board candidates who have served as Nationally-elected office or Region President of the Association. National President shall be a member of the Board while serving.

B-0.01.3 **Board Eligibility.** Eligibility to be placed on the ballot and elected to the Board does not require membership in AUSN as specified in Article V of the Constitution.

B-0.01.4 **Placement on Ballot.** Placement on the ballot is at the discretion of the Board. Solicitation of full term vacancies will be made by the Board to the membership via the normal communication channels of the Association.

B-0.01.5 **Elections.** The Board of Directors shall be elected by the membership at large via mail-in or electronic means. This election method does not apply to Board member vacancies created before end of term.

B-0.01.6 **Terms.** The term of each Director shall be three (3) years. This limitation does not prevent consecutive terms if elected to the Board as specified in B-0.01.5. One-third (1/3) of Director terms (allowing for rounding) should expire each fiscal year.

B-0.01.7 **Board Vacancy.** Should a Board vacancy occur prior to the term limit, the vacancy may be filled by a simple majority vote of the current Directors. A vacancy need not be filled if the remaining number of Directors equals seven (7) or more.

B-0.01.8 **Removal from Board.** The Board may remove any Director before term completion with a two-thirds (2/3) vote.

B-0.01.9 **Chairman.** The Directors shall elect a chairman by simple majority. Directors may replace a sitting chairman by a two-thirds (2/3) vote.

ARTICLE B-I

ORGANIZATION

B-1.01 **Region Organization.** Each Region shall adopt the Model Region By-Laws as contained in Annex E of the Operations Manual, completing the required information.

B-1.02 **Chapter Organization:** Each Chapter shall adopt the Model Chapter By-Laws as contained in Annex F of the Operations Manual, completing the required information.

B-1.02.1 **Charters.** Members desiring to form a chapter shall make application on the prescribed form to National Headquarters via the Region. Any recommendations for disapproval by the Region President shall be referred to the National President. All charters shall bear the signatures of the National President and the National Executive Director.

B-1.02.2 **Activating.** Within thirty days after issuance of a charter, the Chapter shall forward to National Headquarters the names of the elected officers, the Chapter mailing address and a copy of the Chapter's By-Laws.

B-1.02.3 **Names.** Chapters shall be known by the name set forth in their charters which shall include as a part of the name the word "Chapter." No Chapter shall be named after any living person.

B-1.02.4 **Chapter Officer Selection:** Chapter officers are elected or appointed to Chapter Office biennially. Continuance of Chapter Officers to include the President may be overturned at anytime merely at a request in writing to either the Region or National Headquarters by the membership. Such a request will be sufficient cause for new elections to be held. The Region President shall oversee such elections of new Chapter Officers, and notify National Headquarters of the results.

B-1.02.4.1 **Chapter Officer Billets.** Each Chapter shall have at a minimum a President. An Executive Secretary, a Secretary and a Treasurer are strongly encouraged; and, as feasible depending on the size of the Chapter, Vice Presidents as follows: Officer Affairs, Enlisted Affairs, Reserve Affairs, Government Relations, Membership, Budget and Finance, Communications and Retired Affairs. In relatively small chapters, multiple Vice President functions may be assigned to a fewer number of chapter officers as deemed necessary by the chapters themselves.

B-1.02.5 **Dues.** A Chapter may impose dues upon its members in accordance with the provisions relating thereto in its Chapter By-Laws; and no part of such dues shall be required to be paid to either the Region or National organization.

B-1.02.6 **Reports.** Any change in Chapter officers or change in Chapter By-Laws shall be reported to National Headquarters and to the Region President concerned within ten days of such change or changes.

B-1.02.7 **Dormant Chapter.** A chapter may be placed into a dormant status by the Region President at any time sufficient leadership becomes unavailable to conduct the minimal Chapter activities as prescribed in the Operations Manual. A dormant status when applied to a Chapter will allow the Region President to upgrade the Chapter status to active merely by appointing a new interim Chapter President until such time as regular elections can be conducted. Region Presidents will notify National Headquarters of Chapter status as these actions become necessary from time to time, thus allowing Headquarters to maintain current record of Chapter status.

B-1.02.8 **Member Affiliation.** A member who does not signify his choice of Chapter **affiliation** shall be **assigned** to a Chapter by the National Executive Director. A member may transfer his affiliation at will upon sending written notice of such choice to National Headquarters.

B-1.02.9 **Deactivating.** Failure of a Chapter to maintain a working membership, to make timely reports required in these Articles, to act within the scope of the Association's Constitution and By-Laws, or to abide by the mandates of the Annual Meeting shall be sufficient grounds for the deactivation of a Chapter after due notice and the revocation of its charter at the direction of the Board of Directors.

ARTICLE B-II

OFFICERS

B-2.01 **Elections:** All elected National Officers shall be elected at the Annual Meeting. Region and Chapter Officers shall be elected at duly constituted meetings after due notice of date, time and place of same has been delivered to members thereof with 14 days prior notice. Nominations for National, Region, or Chapter office may come from the respective National, Region, or Chapter Nominations Committee appointed by the National, Region, or Chapter President; or may be made by any Regular member.

B-2.01.1 When specified in accordance with B-2.01 above, Region elections may be held at the Annual Meeting site. Elections shall be completed prior to the adjournment of an Annual Meeting, and Region Officers shall be installed as soon as convenient after the Region election. If no election has been held, the National President shall appoint a Region President to hold office until a Region election is held. In the absence of the Chapter election, the Region President shall appoint a Chapter President to hold office until Chapter elections are held. A copy of the Letter of Appointment shall be sent to National Headquarters by the Region President.

B-2.01.2 Voting Delegate Certification, chapter Voting Strength and Voting Procedures at Region meetings are to be established in the same manner as at the current Annual Meeting.

B-2.01.3 Officers shall be declared elected when each shall have received a majority of the total votes cast.

B-2.01.3.1 In elections where one is to be elected and no one receives a majority of the votes cast, there shall be a second ballot at which the two receiving the highest number of votes on the first ballot shall be the only ones voted upon at such balloting for such office.

B-2.01.4 No member shall concurrently serve in both a National and a Region elected office.

B-2.02 **Term.** National officers shall be elected annually and may be re-elected for one term. Region officers are elected biennially for one term and may be re-elected for one additional biennial term. Chapter officers are elected biennially and may be re-elected for successive terms.

B-2.02.1 All elected officers serve the specified term or until their successors are elected and qualified.

B-2.03 **Compensation.** Officers of the Association shall receive no compensation for the performance of their duties.

B-2.04 **Vacancies:**

B-2.04.1 **National President:** In the event of the National President's death, resignation or inability to serve, the power and duties of the National President shall vest in the National Vice Presidents in the same order of seniority as those Officers are set forth in Article 8.01 of the Constitution.

B-2.04.1.1 **National Officers Other Than National President.** If a vacancy shall occur in any other elective National Office for any cause, the National President, shall have the power to fill such vacancy for the unexpired term.

B-2.04.2 **Region Presidents:** If vacancy shall occur for any elected Region President by failure of said president to have a constitutional successor for said Region President, the National President shall have the power to fill such vacancy for the unexpired term; provided, however, that any Region President so appointed must be a resident of the Region he is designated to represent and the appointment of a Region President shall be subject to the provisions of Article B-3.21 Region Presidents of these By-Laws.

B-2.04.2.1 **Region Officers Other Than Region President.** All elective and appointive officers shall be members of the Region. Should any vacancy in any elective office required either by these By-Laws or the Region By-Laws, not be filled at the time annual elections are held, the Region President shall fill the vacancy by appointment for the remainder of the term. Copies of Appointment Letters shall be sent to National Headquarters.

B-2.04.3 **Chapter Officers.** Vacancies in Chapter Offices shall be filled in accordance with the provisions of the Chapter's By-Laws, except in the case of a chapter in which no President has been elected and the vacancy has existed for three or more months, the President of the Region in which the said Chapter is located may appoint a Chapter president to serve for a term equal to the normal term of the chapter president or until a president is duly elected by the chapter. Copies of Appointment Letters shall be sent to National Headquarters.

B-2.05 **Removal from Office:**

B-2.05.1 **National and Region Officers or Committee Members.** The Board of Directors shall have the power to remove any elective or appointed National or Region Officer or Committee member for failure to properly discharge the duties of his office. Before any such action is taken, however, such Officer or Committee member shall be furnished with a copy of all charges which may be preferred against him/her, and shall be given the opportunity to reply to such charges in writing or by personal appearance if so requested, and no action shall be taken hereunder by the Board of Directors until such reply has been received or until such officer has failed or refused to reply after being given a thirty (30) day period in which to do so. A two-thirds (2/3) majority of the Board votes cast shall determine the action to be taken.

B-2.05.2 **Chapter Officers or Committee Members.** The removal of any elected or appointed Officer or Committee member shall be in accordance with the provisions of the Chapter's By-Laws. The Region President shall have the power to remove any Chapter President for failure to discharge properly the duties of the Chapter President's office. Before any such action is taken, however, such Chapter President shall be furnished with a copy of all charges which may be preferred against said Chapter President, and be given the opportunity to reply to such charges in writing or by personal appearance if requested by said Chapter President; and no action shall be taken hereunder by the Region President until such reply has been received or until said Chapter President has failed or refused to reply after being given a thirty (30) day period in which to do so. The Region President may appoint a temporary Chapter President until such time as the Chapter concerned holds a regular or a special chapter election in accordance with Chapter By-Laws.

ARTICLE B-III

DUTIES OF DIRECTORS / NATIONAL OFFICERS

BOARD OF DIRECTORS

B-3.01 **Chairperson**. The Chairperson of the Board shall have the following authority:

B-3.01.1 To preside at all meetings of the Board of Directors

B-3.01.2 To call special meetings of the Board of Directors

B-3.01.3 To serve as an ex-officio member of all Association committees, except Nominations Committee.

B-3.01.4 To appoint all members of committees formed in support of the Board of Directors

B-3.01.5 To appoint a temporary Chairperson in the event of his/her absence.

B-3.02 **Board of Directors**. As a whole, key responsibilities shall include:

B-3.02.1 To support and provide guidance to the overall mission and strategic direction of the Association in the long term.

B-3.02.2 To ensure adequate financial management is maintained so that financial resources are available to conduct the operation and business of the Association.

B-3.02.3 To provide guidance to the National President on major issues facing the Association.

B-3.02.4 To periodically review, provide guidance and assess the performance of the National Executive Director, which includes the authority to employ or discharge.

B-3.02.5 To establish committees, as required, in support of the Board in its responsibilities. Critical areas of responsibility include: Budget and Finance, Investment Oversight, and Strategic Planning.

B-3.02.6 To ensure the implementation of the policies and decisions of the Board are carried out in a accurate and timely manner.

B-3.02.7 Board members, as individuals, may serve as an ex-officio member of any Association committee, except Nominations Committee.

NATIONAL OFFICERS

B-3.03 **National President.** The National President shall be the public representative of the Association. He shall preside at the general sessions of the Annual Meeting and while serving shall be a member of the Board of Directors. He shall enforce the provisions of the Constitution and By-Laws and carry out the mandates of the Annual Meeting. He shall appoint the members and the chairs, if not otherwise provided by these By-Laws, of all standing committees, who shall serve at his pleasure; and shall perform such other duties as outlined in Chapter II of the Operations Manual.

B-3.04 **National Executive Vice President.** The National Executive Vice President shall be the Senior Vice President, and, as such, shall assist the National President in the discharge of his duties as outlined in Chapter II of the Operations Manual. He shall acquaint himself with all of the duties of the President and shall be prepared to succeed to the Presidency under the circumstances specified in Article B-2.04.1. He shall perform such other duties as may be delegated by the National President.

B-3.05 **National Vice President, Officer Affairs.** The National Vice President, Officer Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. He/she, if necessary, may form and chair the Officer Affairs Committee to report issues to the National President.

B-3.06 **National Vice President, Enlisted Affairs.** The National Vice President, Enlisted Affairs, shall assist the Board of Directors and the National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. He/She, if necessary, may form and chair an Enlisted Affairs Committee to report issues to the National President.

B-3.07 **National Vice President, Reserve Affairs.** The National Vice President, Reserve Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. He shall be the primary *ausn* point of contact and principle *ausn* advocate for Reserve. He/she, if necessary, may form and chair a Reserve Affairs Committee to report issues to the National President.

B-3.08 **National Vice President, Government Relations.** The National Vice President, Government Relations, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. Responsible for supporting the membership in achieving legislative goals; and shall, when requested by the National President, represent the Association in legislative or policy matters before the Congress of the United States; or the Executive Branch of the United States, including the Department of Defense and the Service Departments; or any office, board, bureau, agency or committee of either branch of the U.S. Government. He/she, if necessary, may form and chair a government Relations Committee to report issues to the National President.

B-3.09 **National Vice President, Membership.** The National Vice President, Membership, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. Primary responsible for supporting the *ausn* membership in achieving the goals assigned to Membership. He/she, if necessary, may form and chair a Membership Committee to report issues to the National President.

B-3.10 **National Vice President, Budget and Finance.** The National Vice President, Budget and Finance, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. Responsible for supporting the membership in achieving the financial goals of the *ausn* Strategic Plan. He/she, if necessary, may form and chair a Budget and Finance Committee to report issues to the National President.

B-3.11 **National Vice President, Retired Affairs.** The National Vice President, Retired Affairs, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. Serving as the primary *ausn* point of contact and principal *ausn* advocate for Retired Affairs. He/she, if necessary, may form and chair a Retired Affairs Committee to report issues to the National President.

B-3.12 **National Vice President, Communications.** The National Vice President, Communications, shall assist the Board of Directors and National President in the discharge of his/her duties as outlined in Chapter II of the Operations Manual. Act as the focal point for all communications both internal and external. He/she, if necessary, may form and chair a Communications Committee to report issues to the National President.

B-3.13 **National Treasurer:** The National Treasurer shall: 1) review the receipts and disbursements of the Association which are recorded in the Association's accounting records by the Headquarters Chief Financial Officer to determine that the monies received by the Association are deposited and checks drawn on the Association's bank or trust company; 2) be a signatory to the several bank accounts of the Association; 3) compare the recorded financial information with the budget reports prepared by the Headquarters Chief Financial Officer; 4) sign checks drawn on the bank or trust company as necessary; 5) review the performance of the investments of the Association; and 6) post and report orally at each Annual Meeting a report of Association finances.

B-3.13.1 **Headquarters Chief Financial Officer.** The Headquarters Chief Financial Officer, a member of the Headquarters Staff appointed by the National Executive Director, shall receive and safely keep the monies and other securities of the Association. These funds shall be deposited in a bank or trust company designated by the Board of Directors to the credit of the Association, to be drawn therefrom for the purposes of the Association only by check. Checks will be signed by the National President, National Treasurer or the National Executive Director. The National Executive Director may designate one or more members of the Headquarters Staff to sign checks in his absence. Checks in the amount of $10,000.00 or more must be signed by the National President, National Treasurer or National Executive Director. In addition, except when the expenditure has been previously authorized by inclusion in the annual budgetary process, such checks must be approved, in writing or e-mail, by the National Executive Vice President. The Headquarters Chief Financial Officer shall keep a true account of all his receipts and disbursements in detail, and at each Annual Meeting of the Association, and at each regular meeting of the Board of Directors, and at such other times as may be required, shall render the same to the National Treasurer. He shall be bonded at the expense of the Association of such amount and upon a surety company as the Board of Directors shall direct.

B-3.14 **National Chaplain.** The National Chaplain shall be appointed by and serve at the pleasure of the National President. He shall conduct divine and non-sectarian services at any meeting of the Association and such other ceremonies and duties as usually appertain to such office. Insofar as may be practicable the office of National Chaplain should rotate annually among duly and regularly ordained priests, ministers or rabbis.

B-3.15 **National Historian.** The National Historian shall be appointed by and serve at the pleasure of the National President. He shall keep a record of the growth and progress of the Association, report annually to the National Conference on the activities and accomplishments of the Association during the preceding year, prepare and maintain a continuing and perpetual record of recipients of national awards by types and dates of presentations, and perform such other duties of like nature as may be required by the National President.

B-3.16 **National Parliamentarian.** The National Parliamentarian shall be appointed by and serve at the pleasure of the National President. He shall advise the presiding officer on points of parliamentary law. Opinions are given by the Parliamentarian; rulings are made by the Chair.

REGION OFFICERS

B-3.17 **Region Presidents.** The Region Presidents shall represent all members of their respective Region and shall maintain a close liaison with and supervise all chapters in their respective Regions. They shall also maintain liaison with the various Navy officials in their respective Regions and shall execute the policies, aims and programs of the Association as directed by the National President and the Board of Directors.

B-3.18 **Region Vice Presidents.** The Region Vice Presidents shall perform the duties of their office and such other duties as may be delegated to them by their respective Region Presidents. They shall assume the duties of their respective Region President in the event of his inability to serve, death or resignation in the order of seniority set forth in Section 8.02 of the By-Laws.

B-3.19 **Region Secretaries.** The Region Secretaries shall perform such duties as may be delegated to them by their respective Region Presidents.

CHAPTER OFFICERS

B-3.20 The Chapter Officers shall perform such duties as prescribed in their Chapter By-Laws and such other duties as may be delegated to them by the National President, or the Region President.

ARTICLE B-IV

DUTIES OF NATIONAL EXECUTIVE DIRECTOR

B-4.01 **General Duties.** The National Executive Director shall perform such duties as may be assigned to him/her by the Board of Directors. He/she shall also perform the duties of National Secretary of the Association.

B-4.02 **Records.** He/she shall have charge of all books and papers of the Association, the seal of the Association, and all other records of the Association, except records required by the National Treasurer.

B-4.03 **Certification.** He/she shall certify all acts of the Association and of the Board of Directors thereof and when required authenticate them under seal.

B-4.04 **Meetings.** He/she shall give due notice of the time and place of all regular and special meetings of the Association and shall be present at same. He/she shall keep accurate records of all the proceedings of the Association and shall give due notice to all concerned of all votes, resolutions and proceedings.

B-4.05 **Management of National Headquarters.** He/she shall manage and supervise the National Headquarters and the staff thereof and may employ clerical assistants who shall serve at his/her pleasure.

B-4.06 **Assignment of Duties.** He/she may assign to other staff members such of his/her duties as, in his/her best judgment, he/she deems necessary and advisable.

ARTICLE B-V

RESOLUTIONS

B-5.01 **Definition.** A resolution is a formal written statement of a decision or of policy, or an expression of opinion, or intent; it always addresses a matter of great importance.

B-5.02 **Resolutions Committee – Enactment.** Resolutions may be enacted by the Delegates to the Annual Meeting or by the Board of Directors.

B-5.03 **Content & Format.** Said resolutions shall either be originated by the National Resolutions Committee; or be received, reviewed and processed by it; or be formatted by it from content provided by another National Committee.

B-5.04 **Filing.** Proposed resolutions shall be submitted to National Headquarters in accordance with the provisions of Chapter III of the Operations Manual as soon as prepared, but not later than four weeks in advance of the meeting where they are to be considered, unless the proposed resolution is considered “time-sensitive.” The Executive Director shall record and acknowledge the receipt of all proposed resolutions. He will then forward copies to the Chairman of the Resolutions Committee for distribution.

B-5.05 **Qualifications:** Resolutions may be submitted by:

1. Any member of the Association.
2. Any officially organized body of the Association.

B-5.06 **Form.** Resolutions shall be submitted in the form set forth in to the Association of the United States Navy Operations Manual.

B-5.07 A National Resolution shall remain in effect for two years or until, in determination of the Delegates to the Annual Meeting or of the Board of Directors, its purpose either has been achieved or has been overtaken by events.

ARTICLE B-VI

DUES

B-6.01 The Operations Manual shall specify Association Dues.

ARTICLE B-VII

OFFICIAL PUBLICATION

B-7.01 The official publication of the Association shall be "Navy."

B-7.02 The preparation of the publication shall be under the management and direction of the National Executive Director.

B-7.03 The National Executive Director shall determine the editorial policy of the publication.

ARTICLE B-VIII

COMMITTEES

B-8.01 **Standing Committees.** The National President, the National Executive Director/National Secretary, the Deputy Executive Director and other Headquarters staff when designated by the National Executive Director shall be non-voting ex-officio members of all standing committees, except the Nominations Committee.

B-8.02 **Committees Chaired by Vice Presidents:** If considered necessary, any National Vice President may form a committee of like title to assist in the accomplishment of his/her duties. Committee members as are necessary to complete the work of the committee.

B-8.03 **Standing Committees Not Chaired by Vice Presidents:** The chairperson and membership of the following national standing committees shall be appointed by the National President. Except as provided for in Article B-8.03.6 below, no incumbent National Officer nor Region President may chair any Standing committee or subcommittee established by this Article.

B-8.03.1 **Constitution and By-Laws.** The National Constitution and By-Laws Committee shall consist of a Chairperson and at least four other members. It shall make a continuing study of the Constitution and By-Laws of the Association and shall formulate and recommend necessary changes for action at each Annual Meeting.

B-8.03.2 **Resolutions.** The National President shall appoint a Chairperson and one representative from each Region who has been nominated by that Region President. The National Resolutions Committee shall originate proposed resolutions deemed advisable to publish the views or advance the policies of the Association; shall study all proposed resolutions submitted and shall present its conclusions regarding the merits of each proposed resolution upon submitting the same for action at the Annual Meeting.

B-8.03.3 **Awards.** The National President shall appoint a Chairperson and one representative from each Region who has been nominated by that Region President. The National Awards Committee shall establish administrative procedures for submitting nominations for national awards; shall review nominations and make recommendations for approval or disapproval thereof to the Annual Meeting as specified in criteria establishing the award; shall suggest format and citations for award certificates; recommend establishment and eligibility criteria for such awards, as it deems advisable.

B-8.03.4 **Nominations.** Membership of this Committee shall be limited exclusively to one (1) representative and one (1) alternate from each Region nominated by that Region President. The names of the nominees shall be submitted by each Region President to the National President at least four (4) weeks in advance of the date of Annual Meeting. The National President shall appoint only these nominees to this Committee. All nominations for elective national office are either to be submitted to the Chairperson of the National Nominations Committee no later than four (4) weeks prior to the Annual Meeting, or can be made from the floor at the time of elections.

B-8.03.5 **Credentials and Elections.** Membership of this Committee shall consist of four members appointed by the National President. This Committee is responsible for certifying voting Delegates and conducting the National Election.

B-8.03.6 **Region Presidents Council.** Membership of this Committee shall be limited exclusively to the incumbent Region Presidents or their designated representatives. The Council shall convene at Annual Meetings to consider and make recommendations concerning Region and Chapter organization and management. At the conclusion of the Annual Meeting, the Council shall submit to the National President one of its members to serve as Chairperson through the next Annual Meeting.

B-8.03.7 **Site Selection.** The National President shall appoint a Chairperson, and one representative from each Region who has been nominated by that Region President. The Committee shall be responsible for reviewing bids by Chapter Presidents and/or Region

Presidents for sponsoring *ausn* Annual Meetings. The Committee shall meet at each Annual Meeting, and shall report its findings and recommendations on sites for future meetings to each Annual Meeting.

B-8.03.8 **The Anchors.** Membership of this Committee shall consist of those Associate members and spouse/companions of Regular members in attendance at any Annual Meeting. Its Chairperson, who shall be an Associate Member as defined in Article 4.01.2.4 of the Association Constitution, shall be appointed annually by the National President upon recommendation of the Anchors. The Anchors Committee shall provide on-going suggestions to the Site Selection Committee concerning the Special Programs it would like to see offered at future Meetings. In addition, it may engage in appropriate fund-raising activities in support of the programs and objectives of the Association, which have been approved by the National President.

B-8.03.9 **Investment Oversight.** The Investment Oversight Committee shall establish and implement long term investment policies; and shall control and manage the Association's investment portfolio. Membership of this committee shall consist of the incumbent National Vice-President, Budget & Finance; the National Treasurer; and a third person appointed by the National President as Chairperson.

B-8.03.10 **Scholarship.** The National President shall appoint a Chairperson of the Committee who in turn will recommend a minimum of six other regular or associate members to sit on the committee. The Scholarship Committee considers applications from the sons and daughters of Regular and Associate members and makes recommendations to the President for those most deserving of financial assistance. The sources of funding for the Scholarship Program are: The Naval Reserve Fund, corporate sponsors, one time gifts by members, "endowed" scholarship named for a particular individual when so specified, and Association funds made available for this purpose by the members.

B-8-03-11 **Audit.** The Audit Committee will review the Association's financial reporting process, its system of internal controls, its internal/external audit process, its Conduct Policy and its process for monitoring compliance with laws and regulations. The Committee will not plan or conduct audits or determine that the Association's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. The Committee will meet as often as it determines appropriate, but not less frequently than annually. The National President shall appoint an Association member not otherwise directly involved in the Association's financial matters to be the Chairperson. Other members of the Committee shall be the National Vice President for Budget and Finance, National Treasurer and Chairman of the Investment Oversight Committee, and a member of the Board of Directors. The National President and National Executive Vice President shall be Ex-officio members of the Committee.

B-8.04 **Ad hoc.** The National President may establish and appoint ad hoc committees as deemed necessary or desirable to perform specific tasks that are not included in standing committees.

ARTICLE B-IX

AWARDS

B-9.01 **New Awards.** All recommendations for new awards must be submitted in writing in accordance with Chapter III, of the Operations Manual, to National Headquarters at least four (4) weeks prior to the scheduled Annual Meeting at which they are to be considered.

B-9.02 **Award Presentations.** All national awards should be presented at the Annual Meeting. When special circumstances require, a national award, e.g. Legislative Awards, may be presented at other times, with appropriate ceremony, at the discretion of the National President.

B-9.03 **Establishment and Criteria.** The Association may establish awards to recognize those individuals, offices, or commands, which have contributed significantly to the attainment of the purposes and objectives of the Association. An Annual Meeting in general session may authorize the establishment of an award to be given by and in the name of the Association; after which appropriate criteria for selection will be published.

B-9.04 **Nomination Process.** All nominations for the National Distinguished Service Award, the National Meritorious Service Award and the National Award of Merit must be submitted in writing to National Headquarters, not later than ten (10) days prior to the convening of a Annual Meeting at which the award is to be approved; must contain adequate substantiating details to permit proper consideration of the nominees' qualifications; must include a recommended citation of not more than seventy-five words (not more than twenty-five words for the National Award of Merit); and must be submitted either by a Chapter of the Association, a Region of the Association, a member of the Board of Directors, or by any member of the Association.

B-9.05 **Approval Process.** The Annual Meeting shall consider all Awards Committee recommendations with the exception specified below at its earliest formally scheduled meeting. Because of the difficulty inherent in long-range scheduling of the appearance of high-ranking military and civilian honorees, the Awards Committee and the Board of Directors may recommend and approve nominations for the National Distinguished Service Award, the Legislative Advocacy Award and the Legislative Proponent Award by majority vote. No national award shall be granted without prior approval.

B-9.06 **National Awards:**

B-9.06.1 **National Distinguished Service Award.** To be awarded to any individual for outstanding service to the United States, the Department of Defense or the Department of the Navy. This award shall be limited to one each year.

B-9.06.2 **National Meritorious Service Award.** To be awarded to an individual, or a group of individuals, for meritorious service to the United States, the Department of Defense or the Department of the Navy. This award will be limited to three each year.

B-9.06.3 **CAPT T. L. McAtee National Award of Merit.** To be awarded to an individual, or a group of individuals, for outstanding service to the Navy, Navy Reserve or outstanding performance as a member of the Association. No more than five National Awards of Merit may be made in any year, and the citation for each award will be limited to not more than twenty-five (25) words.

B-9.06.4 **National President's Award.** To be awarded to individuals for outstanding support of the National President toward fulfillment of the Association's purpose and objectives. This award shall be limited to not more than three each year. Recipients of this award are selected by the National President. The type and design of this award shall be determined by the National President.

B-9.06.5 **National Legislative Advocacy Award**. To be awarded a member of Congress, DoD or the Administration whose actions have helped the Navy, Navy Reserve and the Association in attaining some of our legislative or policy goals. This award will be limited to four each year. The design of this award shall be determined by the National President or the Executive Director.

B-9-06.6 **National Legislative Proponent Award**. To be awarded to the Congressional member's staffer, Congressional Committee staff member, or federal employee, who was pivotal as the principle support at achieving legislation, or policy change in keeping with the Navy, Navy Reserve and Association goals. This award will be limited to four each year. The design of this award shall be determined by the National President or the Executive Director.

B-9.06.7 **Navy Reserve Junior Officer Awards.** To be awarded to four outstanding Navy Reserve Junior officers annually, among pay grades W-2, 0-2, 0-3, and 0-4, as follows: one line officer and one staff corps officer who are members of the Selected Reserve, and one line officer and one staff officer who are on active duty (FTS).

B-9.06.8 **"De" Bonnot Anchors Award.** This Award, sponsored by CAPT Emile L. Bonnot in memory of his spouse, Dorothy "De" Bonnot, a member of the original Anchors Group, is presented at the Annual Meeting, to an Anchors member, who best exemplifies those attributes of friendship, loyalty, dedication and support for the Group and its Programs, for which "De" herself was so noted and so beloved. Not more than one award may be made each year.

B-9.06.9 **Educational Assistance Program.** This award, sponsored by the Mellish/Weeks family, long time supporters of the Navy, Navy Reserve and this Association, and educational opportunities for America's youth, provides for annual undergraduate scholarships to children of *ausn* members. Selection is based on scholastic and leadership ability, excellent character, personal qualities, and financial need.

B-9.06.10 **Lee Wayland Douglas Award for Naval Literary Achievement.** This award memorializes a Life Member and outstanding professional naval officer for his many years of selfless service to the Association as National Historian and author of the

"Naval Reserve Association LOG." It shall be presented at the Annual Meeting to a member of the Naval community who has authored for publication a book, an article, an essay, or a body of literary work of interest to the Naval community. Not more than one award is authorized each year.

B-9.06.11 **Bea Ratner Navy Reserve Junior Nurse Corps Officer of the Year Award**. This award, sponsored by HMCM Manny Ratner in memory of his spouse LCDR Bea Ratner, U.S. Naval Reserve Nurse Corps, is awarded annually to the most outstanding Junior Selected Reserve Nurse Corps officer.

B-9.06.12 **Other National Awards**. The Association also presents trophies and other awards sponsored by active duty commands and civilian agencies to outstanding Navy, Navy Reserve Units, and to outstanding Navy and Navy Reserve organizations. These are detailed in the current Operations Manual.

B-9.07 **Region Award:**

B-9.07.1 **Region *ausn* "Twice a Citizen" Award.** To be awarded and presented by a Region President to a Navy Reserve Command or Unit, active duty support personnel, or to a Navy Reservist for exceptional or outstanding accomplishments. This award is limited to one each year in each Region. Nominations may be made by a Chapter.

B-9.07.2 **Legislative Achievement Award**. A certificate award in recognition of *ausn* members or, Navy or Navy Reserve member, who have organized grassroots legislative action and had an impact on legislative issues of interest to the Navy, Navy Reserve and the Association. Certificate award is to be designed and issued by *ausn* National Headquarters.

B-9.07.3 **Region/Chapter *ausn* Award**. A plaque awarded by either a Region or Chapter to deserving individuals, units, or group. More than one may be awarded as circumstances warrant.

B-9.07.4 **Retired Officers Award**. A certificate presented by either the Region or Chapter President to USN or USNR officers on occasion of their retirement.

B-9.07.5 **NJROTC Medal and Ribbon**. Awarded by a Region or Chapter President to members of an NJROTC Unit. See *ausn* Operations Manual.

B-9.07.6 **Other Region/Chapter Awards**. Both Regions and Chapters are authorized to sponsor additional awards. All awards must include either the wording "Association of the United States Navy" or *ausn* logo and the name of the Region or Chapter making the award.

B-9.08 **Chapter Awards:**

B-9.08.1 **Chapter Certificate of Appreciation.** To be awarded locally by a Chapter President to an individual for his outstanding performance as a member of, or outstanding service to the Association. Nominations may be made by Chapter or Region Officers.

B-9.08.2 **Chapter Service Citation.** To be awarded by a Chapter President, upon nomination by the Chapter, to a Naval Officer or enlisted man for outstanding service, in memorialization of his receipt of the Armed Forces Reserve Medal or other medal, or his retirement from the service.

B-9.08.3 **Chapter *ausn* Commendation.** To be presented by a Chapter, upon approval by its President, to individuals for service to the United States Navy, or Navy Reserve, in local or District projects.

B-9.09 **Membership Awards:**

B-9.09.1 **100% Membership Achievement Certificate.** To be awarded to a Unit or Staff of the United States Navy or Navy Reserve for 100 percent membership in the Association.

B-9.09.2 **Membership Incentive Program.** The National VP, Membership shall establish a membership recruiting incentive program and periodically review same. The Executive Director shall cause awards to be prepared.

B-9.09.3 **Individual Achievement Awards.** Using criteria established for awards, the National Executive Director shall, on the basis of the Association's records, grant to individual members for membership recruiting, either membership certificate awards, or other awards as deemed appropriate.

ARTICLE B-X

STRATEGIC PLANNING

To achieve the purpose of ARTICLE III of the Constitution, *ausn* must execute any current Strategic Plan in existence.

ARTICLE B-XI

ORDER OF BUSINESS

The order of business of the Annual Meeting of the Association shall be, insofar as it is practicable, as follows:

1. Invocation
2. Roll call of Delegates
3. National Committee Meetings (as required)
4. Report of Credentials – quorum
5. Reading & approval of minutes of previous Annual Meeting
6. Reports of Chairman of the Board, Executive Director and National Officers
7. Committee Reports

8. Unfinished business
9. New business
10. Election of Officers
11. Installation of Officers
12. Benediction
13. Adjournment

ARTICLE B-XII

PROCEDURE

At Annual Meetings, meetings of the Board of Directors, and meetings of Regions and Chapters, "Robert's Rules of Order (Newly Revised) Tenth Edition" shall govern except in matters expressly provided for otherwise in the Constitution and By-Laws of this Association.

ARTICLE B-XIII

AMENDMENTS

These By-Laws may be amended or repealed by the Board of Directors by a three-fourths (3/4) affirmative vote until the next Annual Meeting.

ARTICLE B-XIV

RATIFICATION

All acts performed under any former By-Laws and Amendments thereto are hereby ratified and confirmed.

ARTICLE B-XV

REVOCATION

All prior By-Laws and Amendments thereto are hereby revoked and shall become null and void upon the adoption of these By-Laws.

Appendix I

to

By-Laws

I. Procedures for changing the By-Laws

PROCEDURES FOR CHANGING THE BY-LAWS

A. ARTICLE B-XIII of the By-Laws provides that:

1. The By-Laws may be amended or repealed by a three-fourths (3/4) affirmative vote by the Board of Directors until the next Annual Meeting.

2. Minor changes of language which correct manifest errors, or remove ambiguities; and which do not affect substance, may be made by the National Secretary prior to publication.

B. Procedure. Proposed changes to the By-Laws should normally be submitted to the Board of Directors for its consideration and approval.

1. Submit proposed changes to the *ausn* Headquarters, 1619 King Street, Alexandria, VA 22314, or by FAX (703) 683-3647, or by E-mail <admin@ausn.org>.

2. The Board will review the proposal and if approved will submit it to the National Executive Director for action.

C. Format. The proposed change must include the existing language and the new language inserted in its proper place in the text. Letters or words to be deleted from the existing text will have a line through them. Letters or words being added will be underlined, e.g. underlined. See example on following page (Article B-8.02.04).

Immediately below the text, a brief statement of explanation for the need of this change and what it does should appear preceded by the word "RATIONALE." See samples on following page.

SAMPLE PROPOSED SUBSTANTIVE CHANGE TO *ausn* BY-LAWS

"B-8.02.4 Budget and Finance: The National Budget and Finance Committee shall make a continuing study of the Fiscal Affairs of the Association and shall recommend to the Board of Directors **at its Meeting** immediately ~~preceding~~ **following** the ~~Association Management Affairs~~ Annual Meeting, and an ~~a~~**A**nnual ~~b~~**B**udget for the Fiscal Year."

RATIONALE: The Conference schedule of Committee meetings has been compacted into only one day. Further, travel scheduling has precluded attendance by members of the Budget and Finance Committee especially District Representatives. Shifting budget approval to the EXCOM after the Conference allows all interested parties to attend the Budget and Finance Committee sessions during the Conference.

SAMPLE EDITORIAL CHANGE

B-8.02.13 & B-8.02.14 Delete the word "Committee" from the title of the Committee chaired by the National Vice Presidents, Retired Personnel, and Junior Officers.

RATIONALE: Conforms with title listing for all other VP-chaired Committees.

Legend: underlining – indicates letters or words added to text.
~~line through~~ – indicates letters or words deleted from text.