

Model Constitution and Bylaws

Article I NAME

The name of the Chapter shall be: _____ and will be a part of the “International
[Insert Chapter Name]
Military Community Executives Association, Incorporated”. The approving authority for this
organization to operate on _____ is _____.
[Insert installation, base, and location] *[Insert authority figure]*

Article II GOALS AND OBJECTIVES

The _____ is to assist the individual Morale, Welfare and Recreation/Services
[Insert Chapter Name]
employees in developing techniques and management skills necessary to assure an outstanding Morale, Welfare and Recreation/Services system for military personnel and other authorized patrons, further the military MWR/Services profession, and aid in the advancement and improvement of the quality of life on military installations.

1 - Education - Assist in improving the educational climate for MWR/Services employees, and expand educational opportunities for its members by promoting and/or sponsoring educational programs and activities.

2 - Communications - Act as the vehicle for continued communications between and among MWR/Services business employees of all Services within the [Insert jurisdiction] area and communication between these employees and the various military departments, to the end that group knowledge is enhanced.

3 - Cooperation - Encourage inter-service cooperation and a pooling of knowledge and efforts on an area level. Maintain close coordination with regional and national levels of the International Military Community Executives Association reference all actions which impact on MWR/Services.

4 - Recruitment - Participate in the active recruitment of trained personnel available for the military MWR/Services community. Membership in the [Insert Chapter Name] the International Military Community Executives Association will require membership in the National International Military Community Executives Association.

5 - Retention - Assist in the retention of MWR/Services employees in the profession by improving the climate and conditions under which they must operate.

6 - Additional objectives of the Chapter: To foster and maintain high standards and ethical practices among MWR/Services employees; to encourage and maintain a spirit of harmony and cooperation among members of the profession; to encourage a continued improvement in the skills, materials, and resources employed in the profession; to provide a legally constituted medium through which its members may direct and coordinate their collective efforts and ideas; by mutual endeavor, to promote and inspire public esteem by or through dissemination of information and educational programs; to work in coordination with regional and national associations/Chapters in the interest of the profession; to speak for the MWR/Services profession as a whole and represent its interest at all times.

Article III GENERAL PROVISIONS

Section 1 - The Chapter is not an instrumentality of the United States, will be self sustaining, and may not receive financial assistance from the United States Armed Forces or appropriated funds.

Section 2 - The Chapter fully supports the United States Armed Forces' policies on equal opportunity, and will not discriminate in membership eligibility on the basis of race, color, religion, national origin, or sex. This Chapter will neither accept invitations from, nor participate in, any activity or organization that does not conform to Armed Forces policies, or that discriminates on the basis of race, color, religion, national origin, or sex.

Section 3 - Chapter meetings shall be held no less than quarterly, or upon call of the President and/or Board of Directors. Meetings will be held at various locations within the [Insert jurisdiction] area and may only be held on military installations where the organization has been officially recognized.

Section 4 - Chapter members may bring guests to meetings. If the guest is eligible to become a member and declines he/she may not be introduced as a guest at a future meeting.

Section 5 -The official mailing address of the Chapter is: _____.
[Insert mailing address]

Section 6 - The Constitution and Bylaws will be reviewed annually.

Article IV
MEMBERSHIP ELIGIBILITY

Section 1 - Membership Categories: The Chapter shall have five mutually exclusive classes of membership: Regular, Affiliate, Associate, Inactive/Retired and Honorary.

(a) A Regular Member is any person, military or civilian, actively engaged in the management or supervision of military MWR/Services activities and filling a position of Director, Advisor, Manager, Assistant Manager, Supervisor or Leader. A Regular Member may also be any person who is assigned to the various command levels in the Department of Defense or the Service Departments and who has a close working relationship with the military MWR system. Due to the variance in titles used in the various branches of the Service, eligibility for membership according to the above named positions shall be determined by the position held by the applicant in the MWR management structure.

(b) An Affiliate Member is any person who is classified as an instructor in an educational institution, military or civilian, who trains personnel for positions in military MWR/Services activities and other organizations that are related to the MWR/Services Industry through the work they do and services they provide, but do not qualify as Regular, Position or Associate Members of IMCEA.

(c) An Associate Member is any person engaged in an industry which supplies materials or services to the Military MWR program. The number of Associate Members may not exceed twenty-five percent of total Chapter membership.

(d) An Inactive/Retired Member is any person who has held a position which entitled him to membership as a Regular or Associate Member, but, due to retirement or change in profession, is no longer eligible for membership in any of these categories.

(e) An Honorary Member is a person who is so designated by the National Board of Directors for outstanding contribution to the profession or to the Military MWR/Services system.

Section 2 - Application for Membership: Application for membership in this Chapter shall be submitted to National in writing on the application provided by National and shall be accompanied by cash or check for the first year's dues.

Section 3 - Admission of Members: Application for membership in this Chapter shall be rendered to the Board of Directors for action. A majority vote of the Board of Directors shall be necessary for the approval of each application for membership. The Board shall be empowered to interpret the intent of the Constitution and Bylaws on questions of eligibility for membership under the various classifications for membership specified in Section I of Article IV of these Bylaws.

Section 4 - Participation: All categories of membership are entitled to attend all meetings of the Chapter and participate in all activities.

Section 5 - Voting: Voting is restricted to Regular Members of the Chapter. Associate Members shall be entitled to one (1) vote for the entire group, regardless of employment affiliation, on any matter brought before the general membership and shall vote as a group. The one vote shall be cast by the Associate Council Chairman who has been elected by the Associate Members and approved by the Chapter Board of Directors to fill a one-year term on the Chapter Board of Directors.

Section 6 - Removal: Any member shall be liable to expulsion or suspension for good cause shown, on a vote of a majority of the National Board of Directors, such cause or causes to be noted in the minutes of the meeting.

Section 7 - Reinstatement: The National Board of Directors shall have the power of reinstating a member who has previously been expelled upon such terms and conditions as, in its discretion, it shall deem just and proper, and said terms and conditions shall be noted in the minutes of the meeting.

Section 8 - Resignation: Any member may withdraw his/her membership at any time, with written or verbal notification to the National Board of Directors.

Section 9 - Members receiving salary or payment for organization duties shall be non-voting members.

Section 10 - The majority of memberships shall consist of DoD personnel.

Article V
ORGANIZATION STRUCTURE

To achieve the objectives of the Chapter, the Board of Directors may, at its discretion, establish organizational units such as boards, councils, sections, or divisions to serve special interests of the military MWR/Services profession.

The National Board of Directors shall exercise authority over all organizational units, including qualification for membership (unless these are otherwise stated in the Constitution and Bylaws) policies, services, programs and budgets.

Article VI
MEMBERSHIP DUES

Section 1 – All Chapter and Association membership dues shall be collected directly from members by the Association. The Association shall thereafter remit \$5.00 of dues to the Chapter per Regular Member, Position Member or Affiliate Member, \$25.00 of dues to the Chapter per Associate Member. Checks will be sent from the Association to the Chapter quarterly for new members and renewals.

Section 2 - Establishment of Dues: Dues for all classes of membership may be modified from time to time by a majority vote of the National Board of Directors during an official meeting. Admission fees may be set for various activities by a vote of the Board of Directors.

Section 3 - Delinquency and Cancellation: Any member of the Chapter who shall be delinquent in dues for a period of sixty (60) days from the time dues are due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such forfeiture, at the request of the member due to extenuating circumstances, is waived by affirmative action by the Board of Directors.

Section 4 - Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Article VII OFFICERS

Section 1 - Elected Officers: The elected Officers of this Chapter shall consist of a President, Vice-President, and Secretary-Treasurer.

(a) **The President:** The President shall be the Chief Executive Officer of the Chapter and shall preside at all meetings of the Chapter and of the Board of Directors and shall be Ex-officio, member of all committees. He/she shall be the Chief Executive Officer of the Chapter's business and see to it that decisions, orders, and resolutions of the Board of Directors are delegated and carried out as well as required correspondence with and to the National Office.

Duties:

- (1) Shall appoint the committees, standing and temporary.
- (2) Shall be the official contact between the Chapter and IMCEA National Office:
- (3) Shall have authority to call special meetings.
- (4) Shall notify the National Office of all elected Chapter Officers.
- (5) Shall approve all expenses and commitments assumed by the Chapter.

(b) **The Vice President:** The Vice President shall have the same authority as the President in case of his/her absence and shall assume the full duties of the President in case of his/her absence.

Duties:

- (1) Shall acquaint him/herself with all the duties of the President and other officers.
- (2) Shall familiarize him/herself with the duties of the committees.
- (3) Shall aid the President as requested.
- (4) Shall act as liaison between the committees and the Board of Directors.
- (5) Shall, in cooperation with the secretary, evaluate, encourage and council Chapter members for Certification in their specific management area.

(c) **The Secretary/Treasurer:** The Chapter Secretary/Treasurer shall keep the minutes of all meetings of the Chapter and of the Board of Directors; send out notices of all meetings (15 days in advance and shall furnish a report 15 days following each meeting) by mail or telephonically; conduct the correspondence with the Board of Directors (and National Headquarters); perform such duties as usually incumbent upon his/her office. The Secretary/Treasurer shall have the same authority as the President in case of his/her absence combined with the absence of the Vice President shall assume the full duties of the President in case of his/her absence. It is understood that electronic mail is an acceptable form of notification for all actions.

Duties:

- (1) Shall send out meeting notices informing members of all items of interest.
- (2) Shall keep minutes of all meetings and mail copies to each board member, Chapter member, and the National Office. Responsible for reporting in the Chapter minutes the subject, speakers, duration and type of educational activity presented in the meeting to assure proper point credit by the National Office.
- (3) Shall keep attendance records for Chapter meetings, workshops, regional meetings and national conference.
- (4) Shall send legible copy of 'sign-in-sheet' or reasonable facsimile from Chapter educational meetings to the National Office.
- (5) Shall submit new member applications to Headquarters.
- (6) Shall maintain Chapter record system.
- (7) Shall keep the membership roster continuously up to date. Provide the National Office with a current roster.
- (9) Shall furnish the President with information needed from Chapter records for annual report.
- (10) Shall prepare general correspondence as needed and maintain file of the same. Send copies of the same to the President. Maintain a copy of AR 210-22 and Air Force Instruction 34-223 approved constitution and bylaws in the files.
- (11) Shall forward all correspondence regarding prospective members to the membership committee chairman for further action.

(12) Shall, upon termination of office, transfer all records, in current condition, to successor and assure bank signature cards are updated for personnel authorized access to the account.

(13) Shall keep the accounts, collect the debts, make payments as authorized by the Board of Directors and be responsible for all Chapter funds as outlined in these bylaws. Accounting will be a double entry system on a cash basis.

Section 2 -Qualifications for Office: To be eligible for election as an Officer of this Chapter, a candidate must be a Regular Member of the Chapter.

Section 3 -Term of Office: The Officers of this Chapter shall be elected for a term of one year, except when an Annual Business Meeting falls on a date in excess of one year. Officers shall remain in office and carry out their assigned duties until replacements are elected and installed.

Section 4 - Re-election: Elected Officers are eligible for re-election for two additional full terms. No elected Officer having served three full terms shall be eligible for re-election to the same office until at least one year has elapsed.

Section 5 - Vacancies: In the event of the resignation or death of an Officer, the Board of Directors shall designate someone from among the Regular Members at large to fill the unexpired term of office.

Article VIII

BOARD OF DIRECTORS

Section 1 - Authority and Responsibility: The administration of the affairs of the Chapter is vested in the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Chapter, its committees and publications; shall determine its policies or changes therein, shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2 - Composition: The Board shall consist of the Officers of the Chapter, at least two (2) other individuals elected from the general membership, the Immediate Past President and the Associate Council Chairman. The two directors shall be elected from the Regular Members of the Chapter and shall represent members from all Services who are Regular Members. To be eligible for election as a Director of this Chapter, a candidate must be a Regular Member of the Chapter.

Section 3 - Term of Office: Directors shall be elected for two year over-lapping terms. That is to say, one Director shall go out of office and one new Director is elected with each Annual Election.

Section 4 - Vacancies and Removal: In the event of the resignation or death of a Director, the Board of Directors shall designate someone from among the Regular Members at large to fill the unexpired term of office.

Section 5 - Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 6 - Voting by Mail: Action taken by a mail ballot (electronic ballot) of the members of the Board of Directors, in which at least a majority of such Directors, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board. Directors may also participate in meetings and vote by electronic means, including but not limited to, teleconference or video conferences, but the means must enable the Director to participate in real time with the information exchanged in the official meeting.

Section 7 - Absence: Any elected officer or director who accrues two (2) consecutive absences from regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors as provided by this document. However, the Board of Directors shall consider each absence of an elected officer or Director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 8 - Meetings of the Board: The Board of Directors shall meet quarterly each year. Special meetings of the Board may be called by the President or upon written request of twenty-five (25) percent of the members of the Board. At any meeting of the Board a simple majority of members of the Board present shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote. A majority of the votes cast shall decide the questions before the Board.

Article IX ELECTIONS

Section 1 - Nominating Committee: The Nominating Committee of the Chapter will consist of the Immediate Past President as Chairman of the committee, and at least three (3) other members appointed by the President. At least two (2) of the members appointed by the President shall not be an Officer or Director of the Chapter.

Section 2 - Nominations: In order to be nominated for office as Chapter Officer or Member of the Board of Directors, an individual must be a Regular Member, except as stipulated elsewhere in this document. The Nominating Committee will accept nominations at the meeting held during the third quarter of the calendar year. The Committee will assure the eligibility of the nominees and shall obtain the consent of the nominees before submitting their names as candidates. The Nominating Committee will convene for the purpose of selecting a slate which will be provided to the membership at least forty-five (45) days prior to such meeting. Written nominations should then be submitted to the Committee prior to the convening of the third quarter meeting, so as to allow sufficient time to verify eligibility of the candidates and obtain their consent.

Section 3 - Ballots: No less than thirty (30) days prior to the fourth quarter meeting, a ballot will be mailed to each member of the Chapter who is eligible to vote in the election. The ballot will contain those names submitted by the Nominating Committee.

Section 4 - Return of Ballots: Ballots must be returned to the Chapter Secretary no later than twenty (20) days after being furnished to the Membership. Ballots returned after this time shall not be counted. The postmark date or electronic date stamp will act as the date in this instance.

Section 5 - Elections: Candidates receiving the highest number of votes for each office shall be elected.

Section 6 - Announcement of Results: Officers and Directors selected through the election will be announced at the Annual Business Meeting (meeting held during the fourth quarter). Duly elected Officers and Directors will assume office at the end of the Annual Business Meeting.

Article X STANDING COMMITTEES

Section 1 - Committees: There shall be appointed the following standing committees, with tenure as required to accomplish their purpose, and dissolubility upon completion of their purpose:

- (a) Educational Committee
- (b) Membership Committee
- (c) Nominating Committee
- (d) Finance Committee

Section 1 - Scope: The scope of standing committees shall be as follows:

(a) Educational - To advise the Board of Directors as to the educational programs and activities needed by the Chapter.

(b) Membership - To advise the Board of Directors as to the membership requirements of the Chapter.

(c) Nominating - As outlined in Article IX.

(d) Finance - As outlined in Article XI, Section 1.

Article XI FINANCES AND TAXES

Section 1 - Budget: With recommendations of the Finance Committee, the Board shall adopt in advance of the next fiscal year an annual operating budget covering all activities of the Chapter.

Section 2 - Audit: The accounts of the Chapter shall be audited upon the change of Secretary/Treasurer, at other times as determined by the Board, or biennially if the gross income of the Chapter is greater than \$1,000.00. Audits will be conducted by a qualified auditor or by three Chapter members not serving as an officer of the Chapter.

Section 3 - Awards & Gifts: Token awards and/or gifts may be presented to departing Chapter members.

Section 4 - Bonding: All Chapter officers who have access to amounts greater than \$1,000.00 will be bonded.

Section 5 - The Chapter will comply with all state and local tax laws as required by Army Regulation 210-22 and Air Force Instruction 34-223.

Section 6 - The Secretary/Treasurer will be authorized to make individual expenditures of up to \$100.00 each. Any individual expenditure in excess of \$100.00 must have advance approval of the President and Board of Directors.

Section 7 - The Chapter will pay all debts via the personal liability of its members and officers (President, Vice President, Secretary/Treasurer). All state and federal laws will be followed in order to pay any debts of the organization that may exceed its assets.

Section 8 - The Chapter will repay any utility expenses, unless incidental, that may be incurred in its operation on the installations in question.

Section 9 - The Chapter will neither propagate extremist activities nor advocate violence against others of the violent overthrow of the Government.

Section 10 - The Chapter will not seek to deprive individuals of their civil rights.

Article XII AMENDMENTS

These Constitution and Bylaws may be amended or repealed at any scheduled or special meeting of the members of the Chapter by a vote of two-thirds of the members present and voting at such meeting. In addition, it may be amended through a vote taken by mail ballot but still requiring a two-thirds vote of the members voting on the proposal. In either case, notice of any proposed changes must be sent in writing to the members thirty (30) days before such meeting or thirty (30) days before the date specified for receipt of a mail ballot. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty five (25) percent of Regular Members of the Chapter and addressed to the Board. Amendments are subject to final approval by the National Board of Directors.

Article XIII DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in The Constitution and Bylaws and no part of said funds shall inure, or be distributed, to the members of the Chapter. In the event of the dissolution of the Chapter, all funds in the treasury will be used to meet any outstanding debts, liabilities or obligations. The balance of assets shall be submitted to IMCEA Headquarters. In the event assets are insufficient to cover all liabilities, each member in good standing at the time the Chapter is dissolved will each be assessed an equal fee sufficient to cover all outstanding liabilities.

APPROVED BY MAJORITY VOTE: _____

President

Secretary