

International Military Community Executives' Association

CONSTITUTION AND BYLAWS

December 2012

**Article I**

**NAME**

The name of the Association shall be: "International Military Community Executives' Association, Incorporated."

**Article II**

**GOALS AND OBJECTIVES**

The mission of the International Military Community Executives Association is to assist the individual Morale, Welfare and Recreation (MWR) programs and their managers in developing techniques and management skills necessary to assure an outstanding military MWR system.

1. Education - Assist in improving the educational climate for MWR program managers and expand educational opportunities for its members by promoting and/or sponsoring educational programs and activities.
2. Communication - Act as the conduit for passing of necessary information among the MWR programs of the military Services, their respective headquarters, the Departments of the Military Services, trading partners, and professional organizations to facilitate the understanding of the missions of MWR as a vital, non-pay compensation benefit for the military member, his/her family and other eligible patrons..
3. Cooperation - Encourage inter-service cooperation and a pooling of knowledge and efforts on area, regional, national, and international levels. Maintain close coordination with the Services Headquarters Staffs and the Congressional committees that impact MWR.
4. Recruitment - Participate in the active recruitment of professionals with the knowledge, skills, and experience necessary in delivering MWR programs.
5. Retention - Assist in the retention of MWR executives in the profession by improving the climate and conditions under which they must operate.

Additional objectives of the Association are: to foster and maintain high standards and ethical practices among military MWR executives; 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 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 local associations in the interest of the profession; to speak for the military MWR executive profession as a whole on an international level, and represent its best interest at all times.

### **Article III**

#### **MEMBERSHIP ELIGIBILITY**

##### **Section 1. Membership Categories:**

**(a) A Regular Member** is any person, military or civilian, actively engaged in the management or supervision of military MWR programs and activities and filling a position of Director, Advisor, Manager or Assistant Manager. A Regular Member may also be any person who is assigned to various levels in the Department of Defense, Department of Homeland Security, or the Military Service Headquarters and who has a close working relationship with the military MWR system. A Regular Member also includes those individuals filling Position Memberships. Due to the variance in titles utilized in the various branches of the Services, 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, which educates 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 from any one company may not be limited.

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

**(e) An Honorary Member** is any person who is so designated by the Board of Directors for outstanding contribution to the profession or to the military MWR system.

**(f) A Professional/Complimentary Member** is any person who is designated by the Board of Directors as a partner and affiliate of IMCEA who contributes significantly to enhancing the goals or objectives of this Association as well as those other organizations that share the vision of this Association.

**(g) A Lifetime Member** is any person who is qualified in (a), (b) or (d) above and desires to pay a one-time fee, to be determined by the Board of Directors, to become a lifetime member rather than pay annual dues.

**Section 2. Application for Membership:** Application for membership in this Association shall be made in writing on a form provided by the Association and shall be accompanied by cash, check, or credit card payment for the first year's dues.

**Section 3. Admission of Members:** Application for membership in this Association 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 these by-laws on questions of eligibility for membership under the various classifications for membership specified in Section 1 of Article III of these by-laws. This responsibility may be delegated to the Association's Executive Director.

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

**Section 5. Voting:** Voting is restricted to Regular Members, Position Members, Retired Members, Affiliate Members, Honorary Members, and Lifetime Members of the Association. Associate members shall be entitled to one (1) vote for the entire group on any manner 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 Board of Directors to fill a three-year term on the 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 Board of Directors, such cause or causes to be noted in the minutes of the meeting.

**Section 7. Reinstatement:** The 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.

#### **Article IV**

#### **ORGANIZATION – STRUCTURE**

**Section 1. Organization:** To achieve the objectives of the Association, 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 management profession.

Members of such units may not vote unless they can do so as a member in a category outlined in Article III, Section 5. They may have a vote in the affairs of that unit subject to overall Board of Directors control.

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

#### **Section 2. Chapters and Affiliate Organizations:**

For the mutual benefit of all, for the advancement of military MWR management, and in order to further the objectives of the Association, the Board of Directors may charter groups of military MWR executives on a geographical or counterpart basis as Chapters and Affiliate Organizations of the Association. The Board of Directors shall have the power to establish such terms and conditions of Chapters and Affiliate Organizations, as it considers desirable.

(a) The purpose of a chapter is to promote general MWR/Services and professionalism within its geographic area, to provide geographic representation to the Association, and to cooperate in the promotion of general and joint enterprises with the Association and other related organizations.

(b) The Board of Directors may establish a chapter of the Association in any state, province, territory, or region in which a majority of the Association members residing within the area involved and voting on the issue favors such action; provided, however, that the total number of persons voting on the issue shall not be less than ten. A regional chapter may consist of any area composed of three or more contiguous states or provinces.

(c) No more than one chapter of the Association shall exist in any one territory.

(d) In establishing regional chapters, no state, provincial, or territorial association may be included in more than one such region.

(e) A chapter may not admit members who are not members of the Association at a National level. No dues will be collected by the local Chapter. All dues are to be paid to the International Military Community Executives Association National Headquarters. A portion of these dues will be distributed to each chapter based on the terms and conditions set forth by the Board of Directors. A chapter may charge fees for services and programs to its members.

(f) Each state, provincial, territorial, or regional chapter shall be the final authority within the Association in respect to all programs and policies which concern only the area for which the chapter is responsible, provided they are not inconsistent with any programs and policies established by the Association's Board of Directors or Constitution and by-laws. Any chapter may establish committees and boards which parallel national committees and boards in order to carry out over-all programs within its own area and to maintain liaison between its members and the national committees and boards.

(g) Any chapter may withdraw from chapter status provided the issue has been submitted to a vote of the chapter membership and is favored by a majority of the members voting; and provided further that notice of withdrawal is sent to the Board of Directors (via the Executive Director) of the Association.

(h) A chapter may be dissolved by the Board of Directors and shall be dissolved if it becomes inactive or fails to comply with the provisions of this Article.

(i) Upon dissolution of any local chapter or the withdrawal of its chapter, all of its property and records shall be and become the property of the Association's National Headquarters.

## **Article V**

### **MEMBERSHIP DUES**

**Section 1. Establishment of Dues:** Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

**Section 2. Delinquency and Cancellation:** Any member of the Association who shall be delinquent in dues for a period of ninety (90) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all right and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

**Section 3. Refunds:** Under normal conditions, no dues shall be refunded to any member whose membership expires for any reason. Requests for exception to policy will be reviewed by the Board of Directors for decision. In the event the Board of Directors waives this provision by affirmative action, only that unused portion of the dues will be refunded, based on the date of the request.

## **Article VI**

### **OFFICERS**

**Section 1. Elected Officers:** The elected officers of this Association shall consist of a President, President-Elect, First Vice President, and Secretary-Treasurer.

**(a) The President:** The President shall serve as Chairperson of both the Board of Directors and the Executive Committee. He/she shall also serve as a member, ex-officer, with right to vote on all committees, except the Nominating Committee. He/she shall make all required appointments of standing and special committees and other appointments. At the Annual Meeting of the Association and at such other times as he/she shall deem proper, the President shall communicate to members such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association. He/she shall perform such other duties as are necessarily incident to the office of President or as may

be prescribed by the Board of Directors.

In the event that the President becomes disassociated from MWR management during his/her term of office, the Board of Directors may meet to determine the eligibility of the President to continue in office. In the event that the Board determines that, for the good of the Association, the President should not complete his/her term of office, the Board may appoint the President-Elect to fill the unexpired term.

**(b) The President-Elect:** The President-Elect shall succeed to the office of President upon the expiration of the term of the President. The President-Elect shall act in the place and stead of the President in the latter's absence or upon his/her request. In the event that the President-Elect becomes disassociated from MWR management during his/her term of office, the Board of Directors may meet to determine the eligibility of the President-Elect to continue in office. In the event that the Board determines that, for the good of the Association, the President-Elect should not complete his/her term of office, the Board may appoint the First Vice President to fill the unexpired term of office.

**(c) The First Vice President:** In the event that the President-Elect is unable to substitute for the President, the President shall appoint the First Vice President to serve for him/her. The First Vice President shall perform such other duties as are directed by the President.

**(d) The Secretary-Treasurer:** The Secretary-Treasurer shall maintain a correct record of the proceedings of the meeting of the general membership, the Board of Directors, and the Executive Committee. He/she shall supervise the maintenance of all records of the Association. Further, he/she shall supervise the financial affairs of the Association and ensure the proper maintenance of all financial records. The Secretary-Treasurer shall certify to the Board of Directors that the annual Federal and State income tax returns have been filed on time. This shall be reflected in the minutes of the Association. The Secretary-Treasurer shall ensure that changes to the Board of Directors are properly reported to any Federal or State governmental entity requiring this information and shall report the same to the Board of Directors each year and reflect the same in the minutes of the Association. Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of his staff, but shall not obviate the requirements of the section.

**Section 2. Qualifications for Office:** To be eligible for election as an Officer of this Association, a candidate must be a Member of the Association and have served on the Board of Directors for one full term or must have gained equivalent experience prior to nomination.

**Section 3. Term of Office:** The Officers of this Association 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:** No elected Officer having served one full term shall be eligible for re-election to the same office until at least one year shall have elapsed.

## **Article VII**

### **BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility:** The administration of the affairs of the Association is vested in the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein, shall actively execute 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, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

**Section 2. Composition:** The Board shall consist of the officers of the Association, at least five (5) but not more than fifteen (15) other individuals elected from the general membership, the Immediate Past President, the Associate Council Chairperson, the Industry Advisory Council Chairperson and Presidents of the Affiliate Chapters. There shall be at least one (1) director from each of the Services — Army, Navy, Air Force, Marine Corps, and Coast Guard. Branches of the service whose membership exceeds fifty (50) on January 1 of the calendar year preceding the annual conference, will be awarded one (1) additional director position for each additional increment of fifty (50) members, or portion thereof, not to exceed a total of three (3) director positions for any given branch of Service. To be eligible for election as a director of this Association, a candidate must be a Member of the Association and have the Certified Military Community Executive (CMCE) designation. **If the member is not a CMCE,**

they must initiate or complete the requirements within 18 months of service to be eligible to remain a Board Member. The Secretary-Treasurer shall notify these Board members in writing that they have failed to meet the requirements of Board membership and their removal and the Board of Directors shall designate others from the Regular Membership to fill the unexpired terms of office.

**Section 3. Term of Office:** Directors shall be elected for three-year overlapping terms whenever possible. That is to say, one or two Directors from each Service shall go out of office and one or two new Directors shall be elected from each Service 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 may be delegated to another and exercised by proxy. Proxies shall be in writing and documented in the minutes of the Board.

**Section 6. Voting by Mail:** Action taken by a mail, email or fax 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.

**Section 7. Absence:** Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these by-laws; 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. Attendance through teleconferencing is considered attendance.

**Section 8. Meetings of the Board:** The Board of Directors shall meet at least once every year, normally in conjunction with the Association's Conference. 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 majority of members of the Board shall

constitute a quorum for the transaction of business. This includes documented proxies given to present Board members by Board members unable to attend. Each member shall be entitled to one vote; a majority of the votes cast shall decide the questions before the Board. A recap of the topics discussed and decisions made during board meetings will be sent to membership within 30 days of any meeting.

#### **Section 9. Compensation:**

Directed and elected officers shall not receive any compensation for their services.

### **Article VIII EXECUTIVE COMMITTEE**

**Section 1. Authority and Responsibility:** The Executive Committee may act in one place and stead of the Board of Directors between Board meetings on all manners, except those specifically reserved to the Board by these by-laws, pursuant to delegation of authority to such Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board by mail, email or fax or at the next Board meeting.

**Section 2. Composition:** The Executive Committee shall consist of the Officers of the Association, Immediate Past President, and the Associate Council Chairperson.

**Section 3. Meetings:** Meetings of the Executive Committee shall be at the call of the President or by him/her upon written request of five (5) members of the Committee. The time and place of such meetings shall be designated by the President. Five (5) members of the Executive Committee shall constitute a quorum for the transaction of Business.

### **Article IX**

#### **ELECTIONS**

**Section 1. Nominating Committee:** The Nominating Committee of the Association shall consist of the Immediate Past President as Chairperson of the Committee plus at least four other members appointed by the President, and approved by the Board of Directors. At least two (2) of the members appointed by the President shall not be an officer or director. There shall be at least one (1) but not more than two (2) representatives from each of the Services, including the Past-President.

**Section 2. Nominations:** The Nominating Committee shall select one candidate for each

office. Ninety (90) days prior to the Annual Business Meeting, the Nominating Committee shall supply the Secretary with a list of the names of members it recommends as candidates for election as officers and directors. The Committee will assure the eligibility of the nominees and shall obtain the consent of the nominees before submitting their names as candidates.

**Section 3. Additional Nominations from the Membership:** Notice that the Nominating Committee will convene for the purpose of selecting a slate of officers will be provided to the membership at least thirty (30) days prior to such meeting. Any group of at least ten-percent (10%) of the Regular Members, on written petition to the Secretary, may nominate candidates for Officers and Directors and have the names of such nominees added to the official ballot of the Association. Petitions must be received by the Secretary prior to the meeting of the Nominating Committee. If the Nominating Committee slate of Officers and Directors does not include persons nominated by petition, those names shall be added to the ballot if such nominees meet qualification to hold office.

**Section 4. Ballots:** No less than fifty (50) days prior to the Annual Business Meeting, a ballot will be delivered to each member of the Association who is eligible to vote in the election. The ballot will contain those names submitted by the Nominating Committee plus any additions to the nominations submitted in accordance with Section 3 of this Article.

**Section 5. Return of Ballots:** Ballots must be to the Headquarters of the Association no later than thirty (30) days after being sent to the Membership. Ballots returned after this time shall not be counted.

**Section 6. Elections:** Candidates receiving the highest number of votes for each office shall be elected. If, however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidate of the Nominating Committee.

**Section 7. Announcement of Results:** Officers and Directors selected through the election will be announced and sworn in at the Annual Meeting. Duly elected Officers and Directors will assume offices at the end of the Annual Business Meeting, unless due to other commitments, an alternate timeframe is established and approved by the Board of Directors.

## **Article X**

### **STANDING COMMITTEES AND COUNCILS**

**Section 1. Standing Committees:** There shall be no additional standing committees appointed.

**Section 2. Additional Committee Appointments:** The Board of Directors may appoint, as deemed necessary, additional committees. Examples include: Annual Conference Committee, Awards Committee, Certification Committee, Educational Committee, Finance Committee, Government Affairs Committee, Long Range Planning Committee, and Membership Committee.

**Section 3. Councils:** There shall be appointed the following councils:

(a) Associate Council

(b) Past Presidents' Advisory Council

(c) Industry Advisory Council

## ARTICLE XI

### EXECUTIVE AND STAFF

**Section 1. Appointment:** The Board shall employ a salaried staff head who shall have the title of Executive Director and whose term and conditions of employment shall be specified by the Board.

**Section 2. Authority and Responsibilities:** The Executive Director shall be the chief executive of the Association responsible for all management functions. He/she shall manage and direct all activities of the Association as prescribed by the Board of Directors and shall be responsible to the Board. He/she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. As Executive Director he/she shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall in his/her judgment be in the best interest of the Association. Employment shall be specified by the Board.

## Article XII

### FINANCE

**Section 1. Budget:** An annual operating budget covering all financial activities of the

Association shall be prepared by the Executive Director in advance of the next fiscal period and submitted for approval by the Board of Directors not later than thirty (30) days prior to the beginning of the next fiscal period. Non-budgeted expenditures in excess of \$1,500 must be approved by the Executive Committee.

**Section 2. Audit:** The accounts of the Association shall be audited annually, upon the change of Executive Directors, or at other times as determined by the Board. The audit will be accomplished by a Certified Public Accountant or by an individual appointed for that purpose by the President of the Association.

### **Article XIII**

#### **AMENDMENTS**

These by-laws may be amended or repealed at any stated or special meeting of the Board of Directors by a vote of two thirds of the members present and voting at such meeting.

Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five (25) Regular Members of the Association addressed to the Board.

### **Article XIV**

#### **PARLIAMENTARY RULES**

The Proceedings of the Association, Directors' Meetings, and Executive Committee Meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

### **Article XV**

#### **DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure, or be distributed, to the members of the Association. In the event of the dissolution of the Association, any funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.