

# **The National Military Family Association Bylaws**

**As approved by the Membership**

**Effective January 1, 2016**

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**BYLAWS**  
**OF THE**  
**NATIONAL MILITARY FAMILY ASSOCIATION, INC.**

Revised January 1, 2016

**ARTICLE I. NAME**

The name of this association shall be the National Military Family Association, Incorporated, hereinafter called the Association. The Association is incorporated under the applicable laws of the State of Maryland. The Association is a nonprofit, nonpartisan organization consistent with sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, and of any subsequent amendments or revisions thereto.

The term "uniformed services" throughout these Bylaws refers to the seven uniformed services of the United States: Army, Navy, Air Force, Marine Corps, Coast Guard, Public Health Service Commissioned Corps, and the National Oceanic and Atmospheric Administration Corps.

**ARTICLE II. PURPOSE**

Section 1. To educate uniformed services families on the benefits and services available to them and to inform them of the issues that affect their lives.

Section 2. To promote the interests of uniformed services families by informing the public and influencing the development and implementation of legislation, policies and programs affecting them.

**ARTICLE III. MEMBERSHIP**

Section 1. Membership in the Association is open to all persons who, through the payment of dues or the performance of a specified level of volunteer service, express an interest in the quality of life of the families and members of the uniformed services of the United States.

Section 2. The membership dues and levels of volunteer service performed as an alternative for membership dues shall be determined by the Board of Governors. The membership dues may be waived for good cause.

Section 3. Each member shall be entitled to one vote upon any matter properly submitted to Association members for a vote.

Section 4. Members may act in the name of the Association only when authorized by these Bylaws or by the Board of Governors.

Section 5. The Board of Governors may withdraw the membership rights of a member after the member has been given an opportunity to be heard.

Section 6. The Board of Governors may establish classes of membership to facilitate growth, analysis, servicing, and retention of members.

**ARTICLE IV. MEETINGS OF THE MEMBERSHIP**

Section 1. The Association shall hold an annual business meeting at a place and time designated by the Board of Governors unless extraordinary circumstances, determined by the Board of Governors, intervene.

Section 2. Special meetings of the Association may be called by the Board of Governors and shall be called if the board receives a written request signed by 20% of the Association's membership.

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## BYLAWS

Section 3. Notice of a meeting of the Association shall be mailed to the membership by postal service or electronic service at least thirty (30) days prior to the meeting.

### ARTICLE V. BOARD OF GOVERNORS

Section 1. The Board of Governors shall exercise the authority and powers of the Association, set its objectives and policies in consonance with its Articles of Incorporation and these Bylaws, and attend generally to its governance, finances, and property. The Board of Governors shall be comprised of not less than twelve (12) nor more than eighteen (18) members.

Section 2. Governors are elected by the membership to serve a term of three (3) years, and shall be members of the Association in good standing. Elected officers of the Association automatically become governors for their terms of office. Governors shall rotate off the Board (provided they have been elected for three [3] terms) after three (3), three (3)-year terms or a total of nine (9) consecutive years.

Section 3. It shall be the policy to include on the Board of Governors a diverse representation of the families of the uniformed services and to seek board members whose backgrounds will enhance the work of the Association.

Section 4. Unless otherwise stated in these Bylaws, 51% of the sitting governors constitute a quorum of the Board. Issues are decided by a majority of the quorum present and voting.

Section 5. The Board of Governors shall hold four (4) regular meetings each year. Special meetings shall be held upon request to the chair by five (5) members of the board. The Chairman may call a special meeting on his/her own authority. The Corporate Secretary shall notify the Governors at least seven (7) days before any special meeting of the Board.

Section 6. Any Governor who is absent from two (2) regular meetings of the Board in any fiscal year shall automatically cease to be a member of the Board. The Chairman may excuse Governors from the two (2) absence rule for personal circumstances.

Section 7. Any Governor may resign from the Board by submitting to the Corporate Secretary a written resignation containing notice of the effective terminal date.

Section 8. Any Governor or Officer can be removed from his/her position for cause by a 75% majority vote of the Board of Governors.

Section 9. Board positions that become vacant between elections may be filled for the remainder of the year by appointments of the Board of Governors.

Section 10. The immediate past-Chairman of the Board may serve as a non-voting, ex-officio member of the Board of Governors for one year but will not be counted for quorum.

Section 11. No compensation shall be paid to a member of the Board of Governors.

Section 12. Unless the Board of Governors votes to the contrary, all meetings of the Board of Governors shall be open to members of the Association.

### ARTICLE VI. OFFICERS

Section 1. The Officers of the Association are the Chairman of the Board, Vice Chairman, Corporate Secretary, and Treasurer. An Officer shall be elected for a term of two (2) years.

Section 2. The Chairman shall be the principal representative of the Association and shall execute the decisions of the Board as directed by the Board of Governors. The Chairman shall preside at the meetings of the general membership and of the Board of Governors, and be an ex-officio member of all committees.

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## BYLAWS

Section 3. The Vice Chairman shall fulfill the duties of the Chairman in the absence of the Chairman and perform additional duties as requested by the Chairman or the Board of Governors.

Section 4. The Corporate Secretary shall record and file the minutes of the meetings of the general membership and the Board of Governors. The Corporate Secretary shall perform the duties defined in these Bylaws and other duties as requested by the Chairman or the Board of Governors.

Section 5. The Treasurer shall review the Executive Director's preparedness for an annual audit by a certified public accountant appointed by the Board of Governors and review compliance with financial policies.

Section 6. The Board of Governors shall fill by appointment any office that becomes vacant between elections for the remainder of the term.

Section 7. An officer who resigns an office automatically ceases to be a Governor.

Section 8. The Executive Director (ED) is the chief staff executive and responsible for the day-to-day operations of the organization. In addition, the ED ensures the implementation of the strategic goals and objectives of the organization, assists the Board where necessary and gives direction and leadership to the staff for the achievement of the organization's philosophy, strategy and mission. In consultation with the Chairman, the ED reports to the Board of Governors, attends Board of Governors' and Board of Advisors' meetings, and is an ex officio member of all committees except the Nominating Committee.

### ARTICLE VII. ELECTIONS

Section 1. The Board of Governors shall establish a date of election annually, which shall accommodate the criteria in the sections following.

Section 2. The Nominating Committee shall present its nominations for the elected positions at a meeting of the Board of Governors no less than forty-five (45) days prior to the election date. A list of the nominees shall be sent to the members of the Board of Governors no less than ten (10) days prior to the meeting. Additional nominations may be made and will be accepted at the meeting if endorsed in writing by at least three (3) members of the Board of Governors and accompanied by a signed statement by the nominee attesting a willingness to serve.

Section 3. The general membership shall, by ballot, elect the officers and Governors. The Corporate Secretary shall mail ballots by postal service or electronic service, with the candidates' names and pertinent biographical data to the membership at least thirty (30) days before the election date. The election shall be decided by a plurality of ballots returned to the Corporate Secretary by the election date.

Section 4. Newly elected officers and Governors shall assume office on the first day of the Association's fiscal year.

### ARTICLE VIII. COMMITTEES

Section 1. Standing Committees support requirements of the Association that are continuous or continuing year in and year out. They are established by and report to the Board of Governors. These Committees include the Finance Committee, Nominating Committee, Planning Committee, Executive Committee, and such others the Board of Governors deems necessary. The Board may also dissolve a Committee if it determines the Committee is no longer required.

Section 2. Each department of the Association shall have a Committee comprised of Members of the Board. The Committee Chairman, who must be a Board Member, may invite members of the Association, who are not Board members, with expertise or interest in the area of that Committee, to become members of that Committee, provided the majority of Committee members are Board members. All members of

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## BYLAWS

these Committees will have voting privileges on Committee matters.

All other Committees created by the Board or these Bylaws, except the Nominating Committee, may invite non-Board members to join the Committee and these Association non-Board members will have voting privileges on Committee matters.

Section 3. Special Committees support Association requirements that are of a short or indeterminate duration. They may be established and appointed by the Chairman or the Board of Governors and shall report to the Board of Governors.

Section 4. The Board of Governors shall create an Executive Committee to act for the Board. The Executive Committee may meet as needed at the call of the Chairman of the BoG. The Executive Committee shall consist of the four (4) elected officers.

### ARTICLE IX. BOARD OF ADVISORS

Section 1. Members of the Board of Advisors shall be nominated by the Chairman and appointed by the Board of Governors and, in these Bylaws, shall be referred to as Advisors.

Section 2. Membership of the Board of Advisors shall be reviewed annually and adjusted to meet the evolving needs of the Association. An Advisor serves without compensation for a term of three (3) years and may be reappointed for consecutive terms.

### ARTICLE X. AFFILIATES

Groups or organizations that contribute to the Association may be accepted as non-voting affiliates by the Board of Governors.

### ARTICLE XI. VOLUNTEER SPECIALISTS

Section 1. The Board of Governors authorizes the establishment of a program for

field representation and the designation of Volunteer Specialists.

Section 2. Association Specialists shall be members of the Association in good standing and are appointed by the Association after formal written application, background screening, and verification of reference information.

Section 3. A Specialist or a Specialist team member shall not engage in any activities that would affect the status of the Association within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, and any subsequent amendments or revisions thereto.

Section 4. When representing the Association, no Specialist shall espouse any policy position regarding local, State, national, or international issues that is inconsistent with the position of the Association.

### ARTICLE XII. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 2. A parliamentarian shall be appointed by the Chairman. The parliamentarian shall advise the presiding Officer on points of parliamentary law and advise the members of the Association and the Board of Governors as requested.

### ARTICLE XIII. LIABILITIES

Section 1. No Officer, Governor, Specialist, or individual member of the Association shall be personally liable for any debt or other obligation incurred in the name of the Association or any of its committees pursuant to a direct grant of authority by the Board of Governors or any exercise of authority arising properly from the execution of offices as set forth in these Bylaws.

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## **BYLAWS**

Section 2. The Association shall not be liable for any debt or other obligation incurred by any Officer, Governor, Specialist, or individual member of the Association unless pursuant to a direct grant of authority by the Board of Governors or any exercise of authority arising properly from the execution of offices as set forth in these Bylaws.

### **ARTICLE XIV. FISCAL YEAR**

The fiscal year of the Association shall be determined by the Board of Governors.

### **ARTICLE XV. AMENDMENT OF THE BYLAWS**

These Bylaws may be amended or revised by a two-thirds vote of the membership of the Association voting.

### **ARTICLE XVI. DISSOLUTION**

In the event of a proposed dissolution by the Board of Governors, the Corporate Secretary shall mail notice of the question and ballots to the membership at least thirty (30) days before the ballots are due to be returned. The Association may be dissolved by a two-thirds vote of the membership voting. An approved dissolution shall then proceed in accordance with the Association's Articles of Incorporation.