

MILITARY WOMEN ACROSS THE NATION



BYLAWS
2016

ARTICLES OF AGREEMENT

OF

WAVES NATIONAL

I

The name of this organization shall be WAVES National.

II

The purpose for which this organization is formed is:

- A. The purpose and objective of this organization is to encourage patriotism, loyalty, and devotion to God, country and family; for each member to help one another and her community, state, and nation; and for each member to be of actual assistance; and to keep up each other's morale.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof, and it is organized for nonprofit purposes.

IV

The permanent headquarters and administrative office shall be at a place decided by the Board of Directors.

V

The general management of the affairs of this corporation shall be under the control, supervision and direction of the Executive Board. The names and addresses of persons who are to act in this capacity until the selection of their successors are:

Jeannie Palermo	816 43rd St	Sacramento, Ca 95819
Esther Govorchin	275 E. Orange Grove Ave.	Sierra Madre, Ca 91024
Loda Mae Dobbins	4121 60 th St	Sacramento, Ca 95820

965305

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

OCT 24 1979

MARCH FONG EU, Secretary of State

Gloria J. Carroll
Deputy

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the bylaws.

VII

The property of this corporation is irrevocably dedicated to SOCIAL purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual. If this organization holds any event(s) to which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code on an annual basis.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 14th day of July 19 79

Jeanne Palermo
Esther Louise Gouvorchin
Loda Mae Robbins

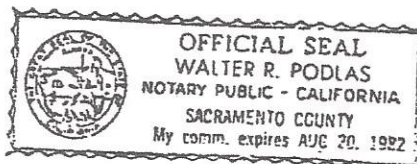
STATE OF CALIFORNIA
COUNTY OF Sacramento

On this 14th day of July 1979, before me, Walter R. Podlas
a Notary Public for the State of California, with principal office in Sacramento
County, personally appeared Jeanne Palermo, Loda Mae Robbins
and Esther Louise Gouvorchin known to me to be the persons
whose names are subscribed to the Articles of Incorporation, and acknow-
ledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
on the day and year first above written.

#4 amended on Aug. 3, 1984 in Wash., D.C.
The name was amended in Albuq., NM on
Jul. 31, 1986 by Striking Out Corporation.

Walter R. Podlas
NOTARY PUBLIC



NCTO 0965305

A0762297

Certificate of Amendment
of Articles of Incorporation

FILED
Secretary of State
State of California

OCT 24 2014

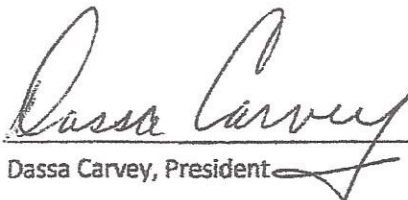
The undersigned certify that:

1. They are the President and Recording Secretary, respectively, of WAVES NATIONAL, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this organization shall be Military Women Across the Nation.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 10-18-2014


Dassa Carvey, President


GinaMarie Doherty, Recording Secretary



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 28 2014

DB

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

BYLAWS OF MILITARY WOMEN ACROSS THE NATION 2016

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The correct citation of MWAN Bylaws is as follows:

MWAN Bylaws Article V Section 2B1b
(MWAN Bylaws Article V (Affiliation With Units), Section 2 (Local Units), Paragraph B,
Subparagraphs 1b)

PREAMBLE TO MILITARY WOMEN ACROSS THE NATION BYLAWS

We, the women of the United States Armed Forces, both regular and reserve components to include the National Guard and Maritime Services, who served or are serving honorably have joined together to form Military Women Across the Nation. We, the women of Military Women Across the Nation, declare this to be the PREAMBLE to the Bylaws of Military Women Across the Nation.

MILITARY WOMEN ACROSS THE NATION BYLAWS 2016

ARTICLE I - NAME

The name of this organization shall be Military Women Across the Nation, hereinafter known as MWAN or MILWOMEN.

ARTICLE II - ORGANIZATION AND OBJECTIVES

Section 1. Organization. MWAN is organized as a non-profit, non-sectarian and non-partisan corporation of military service women who served or are serving honorably in the United States Armed Forces, both regular and reserve components to include the National Guard and Maritime Services.

Section 2. Objectives. The objectives of MWAN shall be to encourage patriotism, loyalty to God, country and family; perpetuate the honorable history of women in the military services; strive to support morale and give assistance to all women veterans in need; seek opportunity for locating, communicating and associating with military service women; provide the establishment of local units and a medium of exchange between MWAN and the units, and support other veterans organizations in community service.

ARTICLE III - MEMBERS

Section 1. Qualifications. Regular membership shall be open to women who have served, or are serving, in the regular or reserve components of the United States Armed Forces including the National Guard and Maritime Services, who can show proof of honorable service.

Section 2. Classification. There shall be three classes of membership:

A. Members of MWAN in a unit are members who have met the qualification standards in Section 1.

B. Members-at-Large are members of MWAN who are not members of a unit, but pay the same dues directly to the MWAN Treasurer.

C. Honorary membership may be extended to any individual or organization who has exhibited outstanding and meritorious assistance in areas of prime concern to MWAN. Such members shall be exempt from the obligations of belonging to MWAN as a member of a unit or being a member-at-large and paying dues. The honorary member does not have the privileges of making a motion, voting or holding office.

Section 3. Admissions.

A. Application for regular membership shall be submitted to the Treasurer with proper evidence of honorable military service as provided in Section 1 and shall be accompanied by the annual dues.

B. Membership is limited to one unit.

C. Application for honorary membership shall be submitted to the Executive Committee for review and approval or rejection with a two-thirds vote.

Section 4. Good Standing. A member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation and the Bylaws.

Section 5. Reinstatement. A former member who forfeited membership for non-payment of dues may be reinstated and given her previous membership number upon request. She shall complete an application, indicate she is a reinstated member, and mail to the officer indicated on the application, along with the current year's dues or payment for a life membership.

Section 6. Removal.

A. Any member may be removed from membership for misconduct by a two-thirds vote of the Executive Committee.

B. Written notice of intent to remove shall be sent by the MWAN Recording Secretary to the member by certified mail, return receipt requested. This notice shall be sent to the member at least 60 days prior to the Executive Committee's vote and shall contain specific details of alleged misconduct.

C. The member may submit in writing within 30 days of receipt of notice evidence countering the alleged misconduct.

D. If the Executive Committee votes to remove the member, the member shall have the right of appeal in writing within 30 days of such notification to the members of the Board of Directors for their final decision on whether to remove said member. If the Board votes to remove said member, it shall be by a two-thirds vote.

ARTICLE IV - DUES AND FINANCE

Section 1. Dues.

A. Annual dues shall be \$25.00 for regular members. Pro rata dues of \$12.50 shall be paid by new members joining after 1 August.

B. Life membership dues shall be established by the Board of Directors who will determine amounts based on member's age and acceptable actuary tables.

Section 2. Payable.

A. Dues shall be due and payable on 1 January. Membership shall be forfeited if dues are not received by 1 April.

B. Life member dues shall be due and payable on 1 January or payable in two installments postmarked before 31 July of the same year.

C. Unit Treasurers and Members-at-Large shall send MWAN dues to the MWAN Treasurer.

D. The membership year shall be from 1 January through 31 December.

Section 3. Budget.

A. The Budget-Finance Committee shall prepare and present a tentative budget for the next biennium to the Board of Directors for consideration and recommendations at their mid-term meeting.

B. The recommended budget shall be published in the Military Women's Bulletin issue no later than 60 days prior to the MWAN Convention for review by the members.

C. The MWAN Treasurer shall present the proposed recommended budget for the next fiscal biennium to the members present at Convention for approval by majority vote.

D. During the current biennium, requests for additions to the budget that exceed budgeted amounts and items not budgeted, may be submitted to the Executive Committee via the President. These requests shall be approved by majority vote of the Board of Directors. Any requests for payments not previously budgeted may be taken only from the miscellaneous funds.

Section 4. Financial Reports. The financial records of Military Women Across the Nation shall be compiled biennially within thirty days of the end of the fiscal year by an outside auditing firm selected and approved by the Executive Committee. An audit shall be made by an outside certified public accountant (CPA) firm selected by the Executive Committee whenever the Treasurer's office is vacated or at the request of the Executive Committee. Compiled or audit reports shall be submitted to the Executive Committee and the Board of Directors by the designated firm.

Section 5. Bonding. The following MWAN members shall be bonded by MWAN: President, First Vice President, Treasurer and Supply Locker Officer.

Section 6. Restrictions on Benefits. No members shall profit or benefit from any part of the income or property of the corporation.

Section 7. Fiscal Year. The fiscal year shall be from 1 August through 31 July.

ARTICLE V - AFFILIATION WITH UNITS

Section 1. Divisions. The divisions of Military Women Across the Nation shall be:

A. Geographically by states and regions.

B. Regions of MWAN are:

I. Pacific: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming.

II. Central: Arkansas, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Tennessee and Texas.

III. Great Lakes: Illinois, Indiana, Kentucky, Michigan, Ohio and Wisconsin.

IV. Northeast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont.

V. Mid-Atlantic: Alabama, District of Columbia, Georgia, North Carolina, South Carolina, Virginia, and West Virginia.

VI. Sunshine: Florida

C. Units are local groups with a minimum of seven regular members of Military Women Across the Nation.

Section 2. Local Units.

A. Purpose. A unit of Military Women Across the Nation shall promote the purpose and objectives of MWAN on the local level.

B. Requirements. A unit of Military Women Across the Nation may be organized when the following requirements have been met:

1. At least ten members in good standing in MWAN are required to start a unit. These members shall be known as charter members. As many members as desired may be charter members if their application for MWAN and unit membership has been submitted within thirty days of date of submission (electronic mail or postmark, whichever is earliest) of application for charter. A unit must maintain a continuing membership with a minimum of seven members in order to retain their charter.

2. A unit may extend Associate Membership for local membership only to women veterans who shall not: pay MWAN dues, vote on MWAN issues, or be eligible for Unit office of President or Vice-President. Associate members may be:

- a. Women veterans of allied or coalition forces who are not eligible for MWAN membership, but who may attend MWAN Biennial Convention.
- b. A member of another MWAN unit.

3. The unit shall adopt bylaws that are not in conflict with MWAN bylaws and be approved by the Bylaws Committee.

4. A unit shall elect at least three officers consisting of President, a Secretary and a Treasurer. (Has the option to elect as many other officers as desired.)

5. The unit shall have at least three regular meetings per year.

C. Application for Charter.

1. Application for charter shall be completed on MWAN form obtained from the Second Vice-President. After completion, the application shall be forwarded to the Second Vice-President with the following:

a. Minutes of four previously held meetings; payment of dues at the current rate (as specified in Article IV Section 1A) for each charter member (unless previously paid); a chartering fee of \$25.00 together with names of charter members; and one copy of unit bylaws after review and approval by the MWAN Bylaws Chairman. Unit bylaws shall conform to basic sample bylaws format.

b. A charter shall be issued by the Second Vice President and signed by her and the President when all requirements are complete.

c. Second Vice-President shall keep the respective Regional Representative informed of the new unit's status, and the Regional Representative shall keep the respective State Director so informed.

2. All members of a unit applying for a charter shall be required to be members of Military Women Across the Nation.

D. Charter Revocation and/or Dissolution.

1. A charter may be revoked by a two-thirds vote by ballot vote of the Board of Directors upon recommendation of the Executive Committee. Due notice shall be given a unit and a

reasonable time shall be allowed for a unit to meet the requirements before final action is taken for the revocation of the charter.

2. Causes for revocation shall be failure to:

- a. Maintain required minimum membership.
- b. Hold regular meetings
- c. Comply with the principles and provisions established by MWAN Bylaws.
- d. Bring unit bylaws into compliance with MWAN Bylaws.

3. Written notice of intent to revoke a charter shall be sent to the unit prior to the meeting of the Board of Directors in order to give the unit an opportunity to appeal.

4. Revocation of a charter shall not affect the existence, property, contract, debts, or liabilities of the unit as an autonomous entity, but shall immediately cease indication by its name or otherwise its affiliation to Military Women Across the Nation. The individual members of the former unit shall be entitled to continue as members of MWAN subject to provisions of MWAN Bylaws.

5. In case of dissolution by common consent of the unit members, the charter will be returned to the MWAN Second Vice-President. Members of the dissolved unit shall be encouraged to remain in MWAN as members-at-large. If the unit wishes to reactivate, it may request that the same unit name and number be assigned to it and be reactivated unit.

E. Bylaws.

1. A unit shall write its own bylaws which will not conflict with MWAN Bylaws, and shall follow sample bylaws received in the Starter Kit. Each unit shall provide in its bylaws for:

- a. Regular meetings.
- b. All regular members of the unit to be members of MWAN.
- c. Each unit to have included in its name Military Women Across the Nation or MWAN.
- d. Unit Fiscal Year shall be 1 August through 31 July, the same as MWAN.

2. The unit Secretary shall send a copy of the bylaws to the MWAN President after the bylaws are approved by MWAN Bylaws Committee.

Section 3. Dues. Local units shall be responsible for collecting and forwarding Military Women Across the Nation dues to the National Treasurer.

Section 4. Solicitation of Funds. No member or group of MWAN members may solicit funds in the name of Military Women Across the Nation for other than MWAN programs, unless this action is approved by MWAN Board of Directors. Units may establish a dues program or other projects to be used for the furtherance of providing funds for the unit, provided there is a clear understanding by the participants that the funds solicited are for local unit use.

Section 5. Unit Emblem. A local unit may use an approved unit emblem for identification as a local unit of Military Women Across the Nation with the approval of the National Executive Committee (NEC).

Section 6. State Director. There shall be one elected director from each State where a chartered unit is located. Each director shall be a regular member of Military Women Across the Nation and a resident of that state. The exception would be that should a regular member be a member of a chartered unit of another state, yet within the same Region, that individual is eligible to be the director of the state in which her unit is located.

ARTICLE VI - OFFICERS

Section 1. Officers.

- A. The elected officers of MWAN shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary and a Treasurer.
- B. The appointed officers shall be an Editor, a Historian, a Parliamentarian, a Supply Locker Officer and an Executive Secretary appointed by the newly elected President with the approval of the newly elected Board of Directors.
- C. Elected and appointed officers shall receive no compensation with the exception of the Treasurer and the Executive Secretary. All other officers shall be reimbursed only for expenses incurred in the performance of their duties within guidelines of the current budget.
- D. Elected officers of MWAN shall hold no other office concurrently at National level.

Section 2. Qualifications.

- A. A candidate for elective office shall be a regular member of MWAN; be familiar with the objectives and purposes of MWAN; have leadership experience, and have time to devote to the duties of the office.
- B. A candidate for the office of President shall have served at least one term on the Board of Directors of MWAN. She shall understand the objectives and purposes of MWAN and have the leadership skills required of the position.

Section 3. Term of Office.

- A. Officers shall be elected by ballot for a term of two years or until their successors are elected and assume office. No elected officer shall serve more than two consecutive terms in the same office, except the Treasurer and Recording Secretary, who may serve an indefinite number of terms.
- B. The officers shall assume their duties at the close of the convention at which they are elected.

Section 4. Vacancy in Office.

- A. A vacancy in the office of President shall be filled by the First Vice-President. Any other vacancy shall be filled by ballot vote of the Executive Committee within 30 days of such vacancy, or as soon thereafter as possible.
- B. When an elected officer fails to fulfill the duties of her office, the Executive Committee shall decide by two-thirds vote what action will be taken. If the committee declares the office vacant, the Recording Secretary shall notify the officer by certified mail, return receipt requested, stating that the committee intends to remove her from office and stating the specific areas of her failure to perform her required duties.
- C. The letter shall also set forth that the officer has the right to appeal the committee's decision within 30 days from date of receipt of their letter, and address her letter of appeal to all members of the Board of Directors for their two-thirds vote.

Section 5. Duties of Officers.

A. The President shall:

1. Be the chief executive officer and official representative of MWAN.
2. Preside at all meetings of the Board of Directors, Executive Committee and biennial convention.
3. Exercise the leadership necessary to assure the proper promotion of the policies and programs of MWAN.
4. Appoint an Editor, a Historian, a Supply Locker Officer, an Executive Secretary and a Parliamentarian with the approval of the newly elected Board of Directors.
5. Appoint standing and special committee chairmen and such other appointments as she and the Executive Committee deem necessary, subject to the approval of the Board of Directors.
6. Perform the duties that pertain to the office in compliance with Bylaws or Standing Rules adopted by the members in convention.
7. Be an ex-officio member of all committees except the Nominating Committee.
8. Contract with outside firm to receive and count voted ballots for biennial officer elections, ensuring their responsibility for maintaining complete security and accountability for the ballots.
9. Co-sign all contracts with the Recording Secretary.
10. Co-sign all checks with the Treasurer.
11. Be Editor-in-Chief of the Military Women's Bulletin.
12. Sign all vouchers for payment of money in accordance with the budget.

B. The First Vice-President shall:

1. Assist the President in fulfilling her duties and responsibilities of MWAN.
2. Succeed to the office of President for the unexpired term in the event of a vacancy in that office.
3. Be chairman of Membership Committee and conduct annual membership drives using all available prospective member lists, and all available means of publicity. Ensure that resulting information is passed to appropriate State Directors.
4. Be coordinator of State Directors and Regional Representatives.
5. In the absence of either the MWAN President or the MWAN Treasurer, the First Vice President shall have the authority to co-sign MWAN checks.
6. Assume other duties assigned to the office as set forth in the Bylaws and Standing Rules, the President, the Board of Directors and the Executive Committee.

C. The Second Vice-President shall:

1. Assist Regional Representatives and State Directors in forming new units of MWAN by providing all information pertaining to prospective members.
2. Assist groups of MWAN members who are interested in forming new units of Military Women Across the Nation.
3. Issue applications for charter to prospective units that have fulfilled requirements for charter under Article V.
4. Assume duties assigned to the office as set forth in the Bylaws and Standing Rules, the President, the Board of Directors and the Executive Committee.

D. The Recording Secretary shall:

1. Record accurately the proceedings of all meetings of MWAN, the Board of Directors and Executive Committee. Within forty-five days of said meetings, provide each member of the Board of Directors with a copy of the minutes of the Board of Directors' meetings and each member of the Executive Committee with a copy of the minutes of the Executive Committee's meeting and Board of Directors' meeting.
2. Be custodian of the Official Seal and all official documents including the charter.
3. Maintain the permanent files and records of MWAN including the record books in which the MWAN Bylaws, special rules of order, Standing Rules and minutes are filed, with any amendments to these documents properly recorded.
4. Counter-sign all contracts with the President.

E. The Treasurer shall:

1. Be custodian of all funds and serve as Chairman of the Budget-Finance Committee.
2. Submit a financial report to the Board of Directors at the mid-term and pre-convention meetings and to the Executive Committee when requested. An itemized financial report will be submitted to the MWAN President monthly. She shall submit to an audit biennially by a professional auditor.
3. Furnish each member with financial report at post-convention board meeting to be audited within 30 days of convention.
4. Make all disbursements in accordance with the budget upon receipt of voucher signed by the President. A voucher and check is to be presented to the MWAN President prior to the MWAN President signing the check. Items not budgeted and items exceeding budgeted amounts must be approved by the Executive Committee.
5. Perform duties pertaining to the office as set forth in the Bylaws and Standing Rules, or assigned by the Board of Directors and the Executive Committee.
6. Coordinate and supervise the MWAN Assistant Treasurer, when or if one is appointed, and delegate appropriate duties to her including:
 - a. Receive all MWAN dues from Unit Treasurers and MALs and deposit monies into MWAN bank account.

- b. Contact members whose dues are in arrears and maintain current membership list.
- c. Forward to Executive Secretary, on a monthly basis, an updated database including members whose dues have been paid.

7. Be responsible for keeping current inventory on all property belonging to MWAN.

8. Co-sign all checks with the President with proper vouchers presented with checks to the President or Vice-President.

9. Ensure funds are allocated in the budget for a yearly fee to pay insurance, necessary personnel and other expenses.

Section 6. Duties of Appointed Officers.

A. The Editor shall:

1. Be chairman of editorial staff.

2. Compile and edit information for Military Women's Bulletin submitted by members or units of MWAN before forwarding to the President for final review and editing. The President shall then forward it to the publisher for printing and distribution to members.

3. Give priority to official MWAN information received from the President, officers, and committee chairmen over unofficial items.

B. The Historian shall maintain a history book and prepare a narrative account of MWAN activities during her term of office, and the history shall be approved by the members in convention as the official history of MWAN.

C. The Parliamentarian shall:

1. Attend all meetings of the Board of Directors, Executive Committee and the convention if deemed necessary by the President.

2. Advise, when requested, the President, Board of Directors, Executive Committee and any other committees, officers and members on matters of parliamentary procedure.

3. Remain free of other offices and duties on the National level of MWAN.

D. The Supply Locker Officer shall:

1. Maintain inventory of MWAN items and process orders from members for such items.

2. Prepare monthly financial statements indicating receipts and disbursements, and furnish said reports to the President and Treasurer.

3. Purchase new items for Supply Locker, with the approval of the President.

4. Update Supply Locker order form for each issue of Military Women's Bulletin, and submit articles for Military Women's Bulletin on a regular basis.

E. The Executive Secretary shall:

1. Be responsible for performing general administrative duties and other duties pertaining to the office, as delegated by the President, Board of Directors and the MWAN Bylaws.

2. Receive from the Treasurer, on a monthly basis, an updated database including members whose dues have been paid.
3. Provide mailing labels to publisher who prints and distributes Military Women's Bulletin.
4. Be responsible for keeping the membership database current and coordinating with the Treasurer and publisher to ensure the Military Women's Bulletin mailing lists are as current as possible, i.e. addresses of new members, resignations, deceased and dropped members.
5. Maintain a stock of all official forms, stationery and supplies.
6. Ensure membership lists and rosters are kept confidential for members' use only and be used for purposes advantageous to MWAN.
7. Attend meetings of Board of Directors.
8. Submit monthly itemized account of all office expenditures, with receipts, to the President for approval and reimbursement.
9. Upon retiring from office, deliver to her successor all moneys, accounts, records, supplies and other property belonging to MWAN, within thirty days of retiring from office.
10. May not hire supplementary personnel without the approval of the Board of Directors, in which case they must be a MWAN member.

Section 7. Vacancy in Office. Any vacancy occurring in an appointed office shall be filled by the President.

Section 8. Retiring from Office. All officers upon retiring from office shall deliver all monies, accounts, records and other property belonging to MWAN to their successors in office within thirty days after leaving office.

Section 9. Records. Permanent MWAN records, including minutes, shall be retained indefinitely. Accounting, budget, bank and other financial records shall be retained indefinitely using current technology.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

A. **Election.** A Nominating Committee of five members shall be selected at the biennial convention early in the business meeting. Nominations for the committee shall be made from the floor. A majority vote shall elect. If there are only five nominees from different geographical areas, the election shall be by voice vote. No name shall be placed in nomination without consent of the nominee.

B. **Duties of the Nominating Committee.** The Nominating Committee shall consider the qualifications of all candidates submitted by the membership or by the members of the Nominating Committee. Names submitted for the consideration of the Committee shall be accompanied by a statement of qualifications, and shall be received by the Chairman by 1 February of the convention year. The Committee shall submit names of all qualified candidates with their short resumes of 300 words or less by 1 March to the Military Women's Bulletin editor, with a copy to the President, for publication in the April Military Women's Bulletin.

Section 2. Election of Officers.

A. The Nominating Committee shall prepare a ballot containing the names of all qualified candidates for each office. The ballot and special envelope shall be an insert in the June Military Women's Bulletin of the convention year that is mailed to each member in good standing. Envelopes returning voted ballots must be postmarked no later than designated date determined by the scheduled beginning of biennial convention.

B. The outside firm contracted to count the ballots will receive all voted ballots.

C. Upon completion of ballot counting, all ballots and final tabulated results will be sealed and forwarded by the firm counting the ballots to the Nominating Committee Chairman at the designated convention location as directed by the National President.

D. Results of the election shall be opened and read early in the convention business meeting.

E. A plurality vote shall elect. A tie vote shall be determined by ballot vote of the members in convention.

F. Upon conclusion of reading of election results, the ballot box is to be secured by the Chief Master-at-Arms until the MWAN Board of Directors, at their post convention meeting, direct proper destruction of the ballots.

ARTICLE VIII - STATE DIRECTORS AND REGIONAL REPRESENTATIVES

Section 1. State Directors.

A. There shall be an elected director from each state that has a chartered unit. Each director shall be a regular member in good standing of Military Women Across the Nation and a resident of the State she represents or a member of a locally chartered unit within the state she represents.

B. When a new unit is formed in a state that previously had no units the Regional Representative will conduct an election of a State Director after the election of the permanent Unit officers.

C. If there is no chartered unit in a state, the President may appoint a State Organizer.

Section 2. Election of State Directors.

A. The regular members from a state's chartered unit(s) shall elect a State Director except as noted below. Prior to each biennial convention, every current State Director shall conduct an election for a State Director and Alternate State Director. The election shall be conducted as follows:

1. An Election Committee of at least three regular members in good standing, shall be appointed from the pool of all regular members within the state, by the State Director. Once nominees for both State Director and Alternate State Director are identified, the Election Committee Chair shall distribute a ballot by mail and/or electronic mail to each chartered unit. Each chartered unit has one vote. All ballots must be mailed to the Election Committee Chair, who, with her committee members, will tally the votes and report the results to the current State Director; or

2. By rotation, whereby each unit in order of charter number may provide an elected member to serve for ensuing term.

3. In the event of a tie vote, the State Director shall cast the deciding vote.

4. The name of the new State Director shall be reported to the MWAN President, with a copy to the chain of command, without delay.

B. Term. The terms of the State Directors shall coincide with the terms of the elected MWAN officers. State Directors will assume duties at the close of the biennial convention and will serve for the two years or until successor is elected. A director shall serve no more than two consecutive terms unless she forwards a written request to the MWAN President, via her Regional Representative, at least 120 days prior to the biennial convention, for the MWAN National Executive Committee to consider granting a waiver for her to serve an additional term.

Section 3. Duties of the State Director. The State Director shall:

A. Assist in the organization of units within her state.

B. Promote the purpose and objectives of Military Women Across the Nation within her state.

C. Submit the name of the elected State Director to the President and First Vice-President, Regional Representative and Unit Presidents within seven (7) days of the election. Notify all members-at-large by mail and/or electronic mail.

D. Serve as an advisor to unit presidents when requested.

E. Maintain communication with other State Directors in her region and cast a vote to elect a regional representative and alternate regional representative within the region.

Section 4. Vacancy.

A. In the event of a vacancy in the office of State Director, the elected Alternate shall assume the remaining term of office.

B. When a State Director is unable to fulfill the duties of her office, she will notify the Regional Representative at her earliest opportunity, initially verbally, followed up with a written letter of resignation. In the event there is no Regional Representative, the State Director will notify MWAN President directly.

C. When a State Director fails to fulfill the duties of her office, the office will be declared vacant by the Regional Representative, or, in the case of a vacancy in the position of a Regional Representative, by the MWAN President.

D. In the event of no Alternate State Director, the Regional Representative shall initiate procedures for an election in accordance with Article VIII Section 2A1.

Section 5. Regional Representative.

A. Eligibility to Hold Office. A Regional Representative is a past or present Regional Representative, Alternate Regional Representative, State Director, Alternate State Director or State Organizer who has been elected by a majority vote of past and present Regional Representatives, Alternate Regional Representatives, State Directors, Alternate State Directors or State Organizers in her region to represent members of the region on the MWAN Board of Directors. A Regional Representative may concurrently hold the office of State Director for a state within her region.

B. Election of Regional Representatives and Alternate Regional Representatives. Prior to the biennial convention, each Regional Representative shall hold an election for a Regional Representative and Alternate Regional Representative for a two-year term beginning with the

post-convention Board of Directors' meeting and continuing through the biennial convention. The election shall be held as follows:

1. The current Regional Representative must contact all past and present Regional Representatives, Alternate Regional Representatives, State Directors, Alternate State Directors and State Organizers in her region or state to determine who is willing to be nominated as Regional Representative and Alternate.

2. When a ballot is prepared indicating the nominees for Regional Representative and Alternate, it should be mailed and/or e-mailed to all past and present Regional Representatives, Alternate Regional Representatives, State Directors, Alternate State Directors and State Organizers in the region.

3. Each past and present Regional Representative, Alternate Regional Representative, State Director, Alternate State Director and State Organizer should return the completed ballot to the Regional Representative by the deadline set forth by the current Regional Representative. Whoever receives the most votes shall be elected as the Regional Representative and Alternate for the following two-year term. In the event of a tie vote, the incumbent Regional Representative shall cast the deciding vote.

C. Alternate Regional Representatives. The Alternate Regional Representative will attend any Board of Directors' meetings that the Regional Representative is unable to attend and represent the region at that meeting. The Regional Representative shall notify the President prior to the Board of Directors' meeting if she is unable to attend and inform her if the Alternate Regional Representative will be attending in her place.

Section 6. Duties of Regional Representative. The responsibilities of Regional Representative are:

- A. To represent her region on the MWAN Board of Directors at convention and mid-term meeting.
- B. To act as coordinator and chairperson when region members vote to hold a regional conference.

Section 7. Miscellaneous Provision for Filling Offices of State Directors and Regional Representatives. When there is no one available to fill the offices of State Director and/or Regional Representative according to the present requirements, the current Regional Representative may request a waiver from the National Executive Committee to assign an otherwise qualified member to fill the position. A two-thirds (2/3) vote of the members of the National Executive Committee will grant the requested waiver.

ARTICLE IX - MEETINGS

Section 1. Conventions.

- A. A convention of MWAN members shall be held biennially for the purpose of electing officers, receiving reports of officers and committees, amending bylaws, and other business as may properly come before it.
- B. The time and place for the convention will be decided by vote of the membership at the convention after the Time and Place Committee gives their report.
- C. The official Call to Convention, giving time and place of the convention, shall be published at least 120 days prior to the convention.
- D. The voting body shall be MWAN members in good standing.

E. No member shall be entitled to vote in more than one capacity, and there shall be no proxy voting.

Section 2. Special Meetings. A special meeting of MWAN shall be called upon a two-thirds vote of the Board of Directors taken in a meeting or by regular mail or electronic mail (e-mail). Thirty days' notice shall be given for a special meeting.

Section 3. Quorum. A quorum for the transaction of business at any convention shall be a majority of the regular members of MWAN who have registered with the Registration Committee.

Section 4. Cancellation. In the case of an emergency, the Board of Directors may, by a two-thirds vote, cancel a convention. All members shall be notified of the cancellation via the most expeditious method possible. The Board shall provide for the election of officers according to Article VII Section 2.

Section 5. Convention Committees.

A. There shall be a Convention Coordinator appointed by the newly elected President whose duty shall be to plan and supervise the convention under the direction of the President.

B. Convention Committees shall include the following: Elections, Master-at-Arms Force, Minutes, Program, Registration, Resolutions, and Rules. (Duties of the committees are detailed in the MWAN Procedures Manual.)

ARTICLE X - BOARD OF DIRECTORS

Section 1. Composition.

A. The Board of Directors shall be:

- | | |
|---|------------------------------|
| 1. Elected Officers | 2. Regional Representatives |
| 3. Bylaws Chairman | 4. Executive Secretary |
| 5. Immediate Past President (through mid-term only) | |
| 6. Editor of <u>Military Women's Bulletin</u> | 7. Public Relations Chairman |

B. The Parliamentarian shall attend meetings in an advisory capacity

Section 2. Duties. The Board of Directors shall:

A. Conduct the business of MWAN between conventions and present recommendations for ratification of the action taken to the members in convention.

B. Recommend Standing Rules as needed to carry on the business of MWAN.

C. Submit proposed amendments to the bylaws to the Bylaws Committee Chairman.

D. Elect two Regional Representatives from the Board of Directors at the post-convention meeting to serve on the Executive Committee.

E. Elect two MWAN members from the Board of Directors to serve on the Budget-Finance Committee

F. Appoint Assistant Treasurer with consideration of recommendation of Treasurer, and it is determined that an assistant is needed by the Treasurer.

G. Determine amount of financial compensation for Supply Locker Officer, Executive Secretary, Treasurer, and Assistant Treasurer.

H. Delegate to the Executive Committee such authority as is deemed advisable.

I. Have general supervision over constituent units of MWAN through the State Directors.

J. Consider the tentative budget at the pre-convention meeting and adopt a budget at the post-convention meeting.

K. Approve disbursements that exceed budgeted amounts and items not budgeted for as requested by the President.

L. Determine the registration fee for Biennial Conventions at mid-term Board Meeting based on the recommendation of the Convention Committee.

M. Conduct an election of MWAN Nominating Committee by mail if a convention is cancelled.

N. Consider all appeals from decisions of the Executive Committee in ethical matters.

O. Consider revocation of the charter of a unit upon recommendation of the Executive Committee.

P. Report periodically through Military Women's Bulletin.

Q. Take no action to file an amendment to the ARTICLES OF INCORPORATION of MWAN which is on file with the Secretary of State of California, or to reincorporate MWAN without submitting the matters for the consideration and vote of the regular members of MWAN at convention.

Section 3. Meetings. Meetings of the Board of Directors shall be held in the convention city immediately prior to and following the convention, and at other times and places as may be determined by the President and/or the Executive Committee, provided that one mid-term meeting shall be held. At least fifteen days prior notice of a meeting shall be given all members of the Board. The mid-term meeting may be conducted by mail or conference telephone or current electronic technology. A report of any actions taken shall be verified and made a part of the minutes at the next meeting of the Board of Directors.

Section 4. Voting.

A. Proposals concerning change in MWAN policy or expenditures of funds not provided for in the adopted budget shall require a two-thirds vote of members present for adoption.

B. A vote by postal, telephone, or electronic mail is authorized when necessary, and proposals concerning change in MWAN policy or expenditures of funds not provided for in the adopted budget shall require a two-thirds vote of the entire membership of the Board of Directors for adoption. A report of any action taken shall be ratified and made a part of the minutes at the next meeting of the Board.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum.

ARTICLE XI - EXECUTIVE COMMITTEE

Section 1. Composition. The members of the Executive Committee shall be:

- A. The President, First Vice-President, Second Vice-President, Recording Secretary and Treasurer.
- B. Two Regional Representatives elected by Board of Directors at the post-convention meeting.
- C. The Parliamentarian shall attend meetings in an advisory capacity.

Section 2. Duties. The Executive Committee shall:

- A. Be responsible for the transaction of necessary business between meetings of the Board of Directors and business that may be referred to it by the Board and shall make a complete report of its actions to the Board.
- B. Consider all appeals for removal of members for unethical conduct with two-thirds vote for removal.
- C. Approve a CPA firm for audit of MWAN financial records as required by Article IV, Section 4.
- D. Determine the amount of bond and/or insurance for personnel for whom coverage is required.
- E. Fill vacancies by ballot vote in all elective offices except the office of President.
- F. In the absence of the President and the First Vice-President from any meeting, select a temporary presiding officer.
- G. Consider causes for revocation of unit charters and make recommendations to the Board of Directors for action.
- H. Review and approve or reject application for Honorary Membership. A two-thirds vote is required for approval.
- I. Submit bylaw amendments to the Bylaws Committee.
- J. Approve a bank or banks for the deposit of MWAN funds.
- K. Declare by a two-thirds vote a vacancy in any elected, appointed, or assigned office for failure of an officer to perform required duties.

Section 3. Meetings. The Executive Committee shall meet on call of the President, or at request of three members of the Committee. At least fifteen days prior notice shall be given all members of the Committee, except for any meeting the President may call during a convention.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum.

Section 5. Business by Mail. The Executive Committee may conduct business by mail or any current communication technology. A report of any action taken by any of these methods shall be ratified and made a part of the minutes at the next meeting of the committee.

ARTICLE XII - STANDING COMMITTEES

Section 1. Committees.

- A. There shall be the following Standing Committees: Budget-Finance, Bylaws, Membership, Time and Place, Veterans Affairs and Public Relations.

B. At the post-convention Board of Directors meeting, the President shall appoint a chairman of each Standing Committee. Appointments shall have the approval of the other elected officers. The President shall be ex-officio member of all committees except the Nominating Committee.

C. The chairman of each Standing Committee shall be authorized to appoint her committee members with the exception of the Budget-Finance Committee.

Section 2. Duties of Committees.

A. Budget-Finance.

1. Composition. The Budget-Finance Committee shall be composed of the Treasurer as chairman, the President, the Recording Secretary and two Board of Directors members elected by the Board of Directors at the post-convention meeting.

2. Duties. This Committee shall:

- a. Have general supervision of finances of MWAN, subject to approval by the Board of Directors, and assist in developing a sound financial policy for MWAN.
- b. Prepare a tentative budget for presentation to the Board of Directors for recommendation at the pre-convention meeting.
- c. Present the tentative budget, with recommendations, for adoption by the Board of Directors at the post-convention meeting.

B. Bylaws.

1. Composition. The Bylaws Committee shall be composed of three members.

2. Duties. This committee shall:

- a. Consider, edit, and/or correlate amendments to the MWAN Bylaws submitted by the Board of Directors, the Executive Committee, Standing and Special Committees, Units, and any member. The proposers of the amendments shall be identified in the notice.
- b. Submit proposed amendments to the bylaws as provided in Article XIX, together with the committee's recommendation for action.
- c. Review and approve bylaws of units applying for charter by at least one member of the committee.
- d. Originate bylaw amendments.
- e. Be responsible for keeping the MWAN Bylaws updated after amendments to the bylaws have been adopted.
- f. Be responsible for updating and maintenance of Sample Unit Bylaws for use by prospective new units.

C. Membership.

1. Composition. The Membership Committee shall be composed of three members and chaired by the First Vice-President.

2. Duties. This committee shall:

- a. Strive to promote and increase membership.
- b. Conduct annual membership drives using all available prospective member lists, publicity, etc.

D. Time and Place.

1. Composition. The Time and Place Committee shall be composed of a chairman and two members.

2. Duties. The committee will receive and review bids from units interested in hosting future conventions. Bids may be made two or more years in advance. Bids will be presented by the committee to the members at convention.

E. Veterans' Affairs.

1. Composition. The Veterans' Affairs Committee shall be composed of a chairman who shall appoint one or two additional members.

2. Duties. Be current on veterans' benefits and advise members of changes and where to seek local information, encourage participation in pending legislation affecting benefits, provide timely information in Military Women's Bulletin, and provide representation/coordination with MWAN Veterans Administration Voluntary Services (VAVS).

F. Public Relations.

1. Composition. The Public Relations Committee shall be composed of a chairman who shall appoint at least two other members.

2. Duties. Publish the existence and purpose of MWAN to prospective members via newspapers, veteran organizations, Navy and Marine Corps and Coast Guard installations and reserve facilities, in addition to other media and methods.

Section 3. Informing President. All committee chairmen are responsible for keeping the President advised of what has transpired within their committees.

Section 4. Vacancy in Committee. A vacancy in a committee will be filled by the current chair of the respective committee.

ARTICLE XIII - HEADQUARTERS

Location.

A. The Headquarters and Executive Office shall be at a place decided by the Board of Directors.

B. The business of Headquarters shall be under the direction of an Executive Secretary who shall be selected by the Board of Directors and be supervised by the President.

C. The Executive Secretary shall be a member of MWAN and shall serve until a successor is selected by the Board of Directors.

ARTICLE XIV - OFFICIAL PUBLICATION

Section 1. Name. The official publication of MWAN shall be called Military Women's Bulletin.

Section 2. Purpose. The purpose of the Military Women's Bulletin shall be to:

A. Promote the objectives of Military Women Across the Nation.

B. Inform the membership of the progress in the work of the officers and committees and share news of other units and their members.

C. Publish news of interest to the membership as a whole.

Section 3. Issues.

A. The Military Women's Bulletin shall be published at least four times a year.

B. A copy of each issue shall be mailed to each member in good standing.

C. All material shall be approved by the President before being published.

D. After each convention, the Military Women's Bulletin shall include the names, addresses, telephone numbers and e-mail addresses (if applicable) of the newly elected officers and committee chairmen.

Section 4. Staff. The Editorial Staff shall consist of:

A. The President as Editor-in-Chief.

B. Editor

C. An Assistant Editor appointed by the Editor, or as many assistants as the Editor deems necessary.

ARTICLE XV - DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to a charitable, educational or research organization that is supportive of women in the military, and as selected by the Executive Committee, who have qualified for exemption under Section 501(c) (19) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer or trustee of Military Women Across the Nation.

ARTICLE XVI - INDEMNIFICATION

The elected and appointed officers, and members of the Board of Directors, and employees of MWAN shall be indemnified for any costs, expenses or liabilities arising out of alleged errors in judgment, breaches of duty, and wrongful acts related to their organizational activities.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern MWAN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Special Rules of order MWAN may adopt. The Parliamentary Authority adopted by MWAN shall be adopted by each unit.

ARTICLE XVIII - AMENDMENT OF BYLAWS

Section 1. Amendment Approval.

A. The Executive Committee is authorized to direct the Bylaws Chair to make administrative and housekeeping corrections to the Bylaws, such as, correcting article and section designations; cross references; misspelled words and punctuation that do no change the purpose or intent of the Bylaws.

B. These Bylaws may be amended only at a biennial convention as follows:

1. By a two-thirds vote provided the proposed amendment shall have been published in the official publication, Military Women's Bulletin, at least 90 days before biennial convention.

2. By unanimous vote provided previous notice shall have been given at an earlier meeting of the same session.

Section 2. Revision Approval. These Bylaws may be revised only upon authorization by the convention. The proposed revision shall be submitted to the membership in the Military Women's Bulletin prior to the convention at which action is to be taken.

Section 3. Articles of Agreement. All proposed amendments to the Articles of Agreement shall have been approved by a two-thirds vote of the Board of Directors before being submitted to the convention.

These Bylaws were adopted by WAVES National members at the convention held on August 2, 1981, at St. Louis, Missouri.

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| Amended: July 28, 1982 Seattle, WA | Amended: July 29, 1983 Philadelphia, PA |
| Amended: August 3, 1984 Washington, D.C. | Amended: July 30, 1986 Albuquerque, NM |
| Amended: July 29, 1988 Hershey, PA | Amended: July 26, 1990 Clearwater, FL |
| Amended: July 16, 1992 Anaheim, CA | Amended: September 1, 1994 Milwaukee, WI |
| Amended: September 6, 1996 Boston, MA | Amended: July 24, 1998 Honolulu, HI |
| Amended: September 8, 2000 Cleveland, OH | Amended: August 30, 2002 Portland, OR |
| Amended: August 6, 2004 Philadelphia, PA | Amended: Sep. 19, 2006 Carnival Conquest |
| Amended: September 12, 2008 San Diego, CA | Amended: August 27, 2010 Norfolk, VA |
| Amended: September 21, 2012, Orlando, FL | |

These Bylaws were adopted by Military Women Across the Nation members at the convention held on August 8, 2014 aboard the Allure of the Seas.

Amended: July 21, 2016, Tunica, MS

MILITARY WOMEN ACROSS THE NATION STANDING RULES

1. Board of Directors, as defined in MWAN Bylaws ART. X, Section 1, will be reimbursed up to \$500 only for transportation and hotel (double occupancy) expenses at conventions and mid-term meetings. (Adopted 8/30/02, Portland OR)
2. Apportionment of convention profits will be as follows: 75% - General Fund, and 25% - host unit. (Adopted 9/1/94, Milwaukee, WI)

3. Mileage rate expenses for official MWAN travel will be reimbursed at the rate of 5 cents less than the business expense approved by the IRS. (Adopted 8/30/02, Portland, OR)
4. Anyone who is not a member of Military Women Across the Nation who desires to receive a copy of Military Women's Bulletin will pay an annual fee of \$15.00. If an expedited copy is desired, an additional fee will be charged to cover 1st Class Postage. (Adopted 8/27/2015, Las Vegas, NV)