



**BLUE STAR MOTHERS OF AMERICA, INC.**

**BYLAWS**

**Effective AUGUST 2024**

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## ARTICLE I. GOVERNANCE

The Corporation shall be governed by the following documents in the order listed: United States Constitution; United States Code, Title 36, Chapter 305 – Blue Star Mothers of America, Inc. (Congressional Charter), and the following organizational documents: Constitution, Bylaws, Code of Conduct, and the Affiliation Agreements, for National, Departments, Chapters and Auxiliaries between the National Executive Board (NEB), each Department Executive Board (DEB), each Chapter Executive Board (CEB), and each Auxiliary Board.

The most current version of *Robert's Rules of Order* shall be the source of parliamentary procedure to be used at all levels of the Corporation.

Disciplinary procedures will be governed and administered by Article XII of the Code of Conduct.

## ARTICLE II. MEMBERS

**Section 1.** A Member is considered to be in good standing whose dues have been paid, who adheres to the Governing Documents and the membership oath, which was signed upon joining the Corporation and has not received any written discipline within the last six months from the NEB, their Department, their Chapter or their Auxiliary.

**Section 2.** The Corporation does not allow members-at-large. All members must belong to a chapter. A member may not hold membership in more than one chapter. Members may attend meetings and functions of the Corporation, with the exception of closed executive sessions at either the NEB, DEB, or CEB or Auxiliary level.

**Section 3.** A member of a disbanded chapter, if in good standing at the time the Chapter is disbanded, may within one year transfer to another chapter in accordance with the Code of Conduct.

**Section 4.** The NEB may terminate membership from the Corporation for subversive activities or other behavior unbecoming or harmful to the Corporation. Disciplinary procedures as set forth in the Code of Conduct shall be used as guidelines for termination of membership. The following shall be, but is not limited to, reason for termination of a member:

- a. Failure to maintain the requirements for membership;

- b. Failure to uphold the Corporation's objectives, purposes, and policies;
- c. Mishandling of the Corporation's funds or donations; and
- d. Consistent disruptive behavior that obstructs the Corporation's ability to function efficiently.

**Section 5.** Membership dues are required for annual membership. All memberships expire on August 31<sup>st</sup> of the current year. Dues not paid by September 1<sup>st</sup> will place the member in a grace period; then on October 1<sup>st</sup>, if dues have not been paid, the member is moved to lapsed status. Dues must be paid by January 15<sup>th</sup> for the lapsed member to be eligible to attend the National Convention, as a delegate. Lapsed members, who do not pay dues by January 15<sup>th</sup>, will have their membership in the Corporation canceled. A member can be reinstated only when all past dues are paid.

For Chapters that do not belong to a Department, one-half of the dues amount is allocated to the chapter treasury; the remainder goes to the National treasury.

For chapters belonging to a Department, dues allocation is different, with one-half going to the chapter treasury, one-fourth allocated to the Department treasury and the remaining one-fourth going to the National treasury.

### **ARTICLE III - ASSOCIATES**

**Section 1.** Associates are considered to be in good standing if they adheres to the Governing Documents, and membership oath, which was signed upon joining the Corporation and has not received any written discipline within the last six months from the NEB, DEB or CEB.

**Section 2.** The Corporation does not allow associates-at-large. All associates must belong to a chapter. An associate may not hold membership in more than one chapter. Associates may attend meetings and functions of the Corporation, with the exception of executive sessions at either the NEB, DEB or CEB level.

**Section 3.** An associate of a disbanded chapter, if in good standing at the time the Chapter is disbanding, may within one year transfer to another-chapter in accordance with the Code of Conduct.

**Section 4.** The NEB may terminate associate membership from the Corporation for subversive activities or other behavior unbecoming or harmful to the Corporation. Disciplinary procedures as set forth in the Code of Conduct shall be used as guidelines for termination of associate membership. The following shall be, but not limited to, reason for termination of associate member:

- a. Failure to maintain the requirements for membership.
- b. Failure to uphold the Corporation's objectives, purposes, and policies.
- c. Mishandling of the Corporation's funds or donations.
- d. Consistent disruptive behavior that obstructs the Corporation's ability to function efficiently.

**Section 5.** At the direction of the CEB, the Chapter membership chair will contact N1VP if they have inactive associates who should be removed from their roster.

#### **ARTICLE IV. CORPORATION DIVISIONS**

**Section 1.** The Corporation may be composed of Departments, Chapters and Auxiliaries, with the NEB acting as the Board of Directors of the Corporation.

All Department, Chapter and Auxiliary officers must sign the Affiliation Agreement, binding their Department, Chapter or Auxiliary to the Terms of the Agreement. A signed copy of the Affiliation Agreement must be submitted, along with the current Officer Roster, through the BSMA website, annually to the NEB, or each time a change in officers occurs.

**Section 2.** Auxiliaries shall be subgroups following the parent Corporation's Governing Documents with Bylaws that must not conflict with the Constitution, Bylaws, Code of Conduct, and other procedures of the parent Corporation.

Auxiliaries may collect dues and elect officers. National auxiliaries may hold a meeting, with the approval of the NEB, in conjunction with the annual National Convention. An annual report must be submitted to the Convention Body at the National Convention.

**Section 3.** The following are standing auxiliaries:

Big Dipper (Fun Group) - The purpose shall be for ~~Scholarship~~/Educational Assistance.

Gavel Club - Membership in the Gavel Club shall be limited to Past National Presidents (PNPs). The purpose shall be the promotion of fundraising for 501(c)3 VSOs and social activities.

## **ARTICLE V. CHARTERS**

**Section 1.** Three or more chapters in the same state may submit an application to the NEB to institute a Department. All chapters in the state will have the option to join, but will not be required to join, the newly organized department.

Applications for chapter charters are reviewed by the N4VP for completion. The N4VP then presents the application to the NEB for approval to ensure there are no issues with location, name, etc. Upon NEB approval, the NP and the N4VP will issue the charter.

Upon chartering a new chapter, the N4VP shall notify the Department President (DP) that the chapter will be part of a Department.

**Section 2.** Chapters formed before 1990 shall not be required to have a minimum number of members. The last remaining member shall turn in the Chapter Charter to the N4VP or their respective Department.

Any chapter falling in this category who is accepting new members and/or collecting contributions must comply with all requirements of the Corporation, including but not limited to National documentation filings required by December 1<sup>st</sup> of each year.

Any chapter falling in this category that is not accepting new members and/or collecting contributions may relinquish their EIN by filing a 990 and marking it termination. A copy of this 990 will be submitted to the N4VP. At the acceptance of the termination 990 by the IRS, the Chapter will no longer be required to file and submit annual reports and financial documents to National. They will still need to complete an Affiliation Agreement annually and email it to the N1VP.

**Section 3.** No department or chapter shall be named after any person. Departments or Chapters named after an individual and chartered before 1990 will not be required to change their name.

## **ARTICLE VI. DISBANDMENT**

**Section 1.** All Chapter members must be notified at least 30 days prior to a meeting where a vote for disbandment of a Chapter will occur. The NP and the DP, if applicable, must be notified at the same time.

The NP may ask the PNPs on the NEB to work with individual chapters to explore all efforts to maintain the chapter before it is disbanded.

If a Department is disbanding, members who fall under their jurisdiction must be notified at least 15 30 days prior to a meeting where a vote for disbandment of the Department will occur. The NEB must be notified at the same time.

The NP may ask the PNPs on the NEB to work with the Department to explore all options to maintain the Department before it is disbanded.

The NP must be notified in writing within 15 days of the meeting whether the Department or Chapter voted in favor of disbandment or in favor of continuation.

**Section 2.** Within 30 days of the Chapter disbandment, all properties including the Charter, flag, history, financial records, minutes, money, other assets, etc. of a disbanded chapter shall revert to the department under which the chapter functioned. If no department exists, then all of the above records must be returned digitally to the National Financial Secretary (NFS). The NFS will maintain them following the Record Retention Policy. Physical items, such as the flag, must be returned via US Mail.

Within 30 days of a Department disbandment, all properties including the Charter, flag, history, financial records, minutes, money, other assets, etc. of a disbanded department must be returned digitally to NFS. The NFS will maintain them following the Record Retention Policy. Physical items, such as the flag, must be returned via US Mail.

**Section 3.** A chapter may be reinstated upon application of at least five members in good standing. This application must be received within one year of the vote to disband.

A department may be reinstated upon application of at least three chapters in good standing. This application must be received within one year of the vote to disband.

## **ARTICLE VII. EXECUTIVE BOARDS**

**Section 1.** The NEB and the DEB shall meet within 24 hours after the adjournment of the National or Department Convention and immediately before the opening of the National or Department Convention.

**Section 2.** Special meetings of the NEB or DEB may be called by the NP or DP, or upon request of not less than five members of the NEB or DEB. Meetings may be face to face, by conference call or by virtual platform.

Special meetings of the CEB may be called by the CP or upon request of not less than three members of the CEB. Meetings may be face to face, by conference call or by virtual platform.

**Section 3.** The NEB, DEB or CEB must hold meetings as needed to transact all Corporation business not less than quarterly. Meetings may be face to face, by conference call or by virtual platform.

**Section 4.** A quorum of the NEB, DEB and CEB must be a majority of the seated officers of each respective board. A quorum is required for each respective board meeting.

A quorum for membership meetings for any level of the Corporation is the number of members present at the meeting with a minimum of three officers present.

**Section 5.** The Executive Board at each level (National, Department, Chapter or Auxiliary) shall ensure compliance of the Corporation's Governing Documents to all laws enacted by the U.S. Congress, State and local governments.

**Section 6.** Executive Boards at each level must consist of a minimum of five elected officers, including two financial officers.

Chapters must maintain at least the same five officer positions as were required for their original charter (President, 1VP, Recording Secretary, Financial Secretary and Treasurer). If any of the five principal officers should resign during the fiscal year, that officer must be replaced in order for the chapter to be in compliance with our Governing Documents. A new Affiliation Agreement, with all of the officer signatures and an Officer Roster must be submitted to the NEB via the BSMA website.

## **ARTICLE VIII. CONVENTIONS**

**Section 1.** There must be a National or Department Convention held annually for purposes of electing new officers and conducting business as may be brought before the body and planning for the upcoming year.

In the event of a pandemic, an act of war, or any other act of nature or force majeure (an event or circumstance which is beyond the control and without fault or negligence), which would make it impossible to hold and conduct an in-person convention, the annual convention can then be held by electronic means or deferred.



In the event of an alternative method of convention, the NEB or DEB shall determine the protocol and advise the membership.

**Section 2.** At least 60 days before the National or Department Convention, a Call for Convention shall be ordered by the NP or DP to be forwarded to all members.

The National Convention shall be held annually within 60 days prior to the close of the Corporation's fiscal year, or August 31<sup>st</sup>.

Department Conventions must be held between September 1<sup>st</sup> and November 30<sup>th</sup>.

Chapter elections for the CEB must be held between August 1<sup>st</sup> and September 30<sup>th</sup>.

Auxiliary elections must be held between August 1<sup>st</sup> and November 30<sup>th</sup>, unless they are conducted during National Convention.

**Section 3.** The NP and NEB members must be notified of the date and time of any Department conventions and a formal invitation extended to them.

National Officers, unless they are a delegate of the Department holding the Convention, have no voting status at a Department Convention.

**Section 4.** Members of the NEB and DEB shall be a delegate at their respective Conventions.

Each department and chapter President shall be a delegate at the National Convention. Each Chapter President in a department shall be a delegate at the department Convention.

**Section 5.** Each chapter is entitled to one delegate for every ten members in good standing or fraction thereof. All delegates must be members in good standing.

All Chapter Presidents are entitled to vote at National or Department Conventions and are NOT counted in chapter delegate numbers. The Chapter President vote is NOT transferable to any other chapter members.

**Section 6.** At the National Convention, each chapter's delegate entitlement will be checked by the N1VP and verified at the registration desk. Only those verified

delegates will be issued a delegate badge. Delegate badges may not be transferred if a delegate cannot attend a session or departs the convention early.

Chapters may identify alternate delegates who may attend Convention, but do not have voting privileges. If a delegate needs to depart Convention, and will not be returning, she will surrender her voting credentials. One of the pre-approved alternate delegates may be substituted and will be provided with credentials.

**Section 7.** The minutes of the National Convention shall be reviewed by the NEB prior to posting on the National website. The minutes will include a copy of all reports presented (chapter reports, election results, the Financial Policy and financial reports) at the Convention. The minutes will be available within 45 days of the close of the Convention.

**Section 8.** The minutes of all Department Conventions shall be forwarded to the NEB within 45 days of the close of the Department Convention. These minutes shall include chapter reports, election results, and detailed financial reports. These documents shall be posted on the National website.

**Section 9.** Within 10 days upon an officer's retiring from office or removal from office for any reason, all papers, books, keys, flags, Charters, or any other item which is the property of the Corporation must be turned over to the successor, along with an inventory to be signed by the outgoing and incoming officers. Outgoing officers will assist incoming officers with the transition process and completing month end/fiscal year reporting, the NEB recognizes that it may be impossible to immediately turn over materials and close out financial reporting within the 10 days.

National, Department, Chapter and Auxiliary officers must return laptops, printers, etc. cited in the equipment contract they signed when they took office and took possession of said equipment and any equipment acquired during their term. The equipment contract will be kept by the National, Department, Chapter or Auxiliary Recording Secretary as a permanent record.

**Section 10.** The installation of officers shall be performed after the Convention closes.

## **ARTICLE IX. FINANCIAL MATTERS**

**Section 1.** There shall be no elected/appointed salaried officers or salaried chairs.

**Section 2.** The NEB shall have the discretion to hire staff to handle administrative matters for the Corporation or a service provider for needed services. The NEB shall set the compensation for such staff person. Such compensation must be reasonable within the meaning of the IRC, i.e., such compensation shall be comparable to compensation paid by similar organizations for similar services.

**Section 3.** Expenses incurred by National Officers and Chairs of Standing Committees in the exercise of their services and duties may be approved for payment from the National treasury, by the order of the NEB and the National Finance Committee (NFC), as funds are available. Pre-approval of expenses is recommended.

All persons submitting reports and receipts should retain a copy of all materials sent, at least until receipt of the materials has been confirmed by the NP.

**Section 4.** The National elected officers shall receive reimbursement in accordance with, but not to exceed, current IRS guidelines to assist with expenses associated with official duties, as defined in the National Financial Policy, the amount of which shall be approved by the National Convention Body.

The NFC shall decide when and how often expense reports must be submitted and what documentation must be included in the expense report. It may make recommendations to the NEB with detailed reasons if it believes that certain expenses should be disallowed.

**Section 5.** Prior to the National or Department Convention, the NFC or the department financial officers shall prepare proposed Financial Policies and a budget for the upcoming year. The Financial Policies and budget shall be voted on by the Convention Body.

Upon acceptance by the Convention Body, the Financial Policies and budget for the upcoming year shall be entered into the Convention minutes.

**Section 6.** There must be a yearly audit of the National financial records by a licensed Certified Public Accountant. A copy of the National yearly audit must be included in the minutes of the Convention.

Departments, Chapters and Auxiliaries will have an annual review of their financial records by a committee appointed by the NFC as part of annual Compliance requirements.

**Section 7.** Reasonable travel expenses of the Department Presidents to the Convention and NEB meetings shall be borne by their respective departments.

## **ARTICLE X. ELECTIONS**

**Section 1.** All members nominated for office must be in good standing.

**Section 2.** There shall be no campaigning, positive or negative, for office or any demonstration during the Convention.

**Section 3.** Applicable to in-person conventions: The NFS or Department Financial Secretary (DFS) and the N1VP or D1VP shall verify voting delegates. During elections, non-voting members shall move to the rear or side of the convention room, as designated by the NP or DP.

The NP or DP shall call for the doors of the Convention hall to be closed by the Sergeant-At-Arms. Members leaving during elections will surrender their voting credentials and may not return until there is a break in the election process.

**Section 4.** A nomination committee, appointed by the NP/DP, will receive nominations and qualifications for each position, to be distributed to the membership, no later than 30 days before convention. Nominations may also be made from the floor without prior distribution being required. Verification that these nominees are members in good standing and meet the qualification for the position will be made prior to voting.

Qualifications for nominees will be read by the Nominations Chair and must be no longer than four minutes and be limited to specific qualifications for the nominated office.

**Section 5.** Nominees, except under extreme circumstances (such as temporary illness, accident, family emergency, natural disaster, or act of war or terrorism) must be present to accept the nomination.

In the case of absence, a letter must be addressed to the NEB or DEB prior to the Convention citing the office, qualifications for office, acceptance if nominated, and a detailed explanation of why the candidate is absent. Upon receipt of this letter, the candidate will be added to the ballot.

**Section 6.** Delegates must be present in the Convention hall to vote. There will be no proxy or absentee voting.

**Section 7.** The NP may represent any state. All remaining elected officers may represent any department or chapter.

**Section 8.** Election of officers shall be by ballot, except when there is but one nominee, in which case, election shall be *viva voce*, a majority of votes cast is required to elect.

**Section 9.** At the pre-Convention Board meeting, the NP or DP and NEB or DEB shall appoint a judge and three tellers for the Convention elections. The judge should be a Past President, if possible. The tellers should be chosen from different states, or chapters for Department conventions.

All ballots shall be counted in private; and the judge will hand the tellers' report to the presiding officer, who will read it and declare the winner of the election. If there is not a majority, the two leading candidates remain on the ballot and a second vote shall be taken. The candidate on the second ballot with a majority is then announced as having been elected. The tellers' report will be attached to the draft Minutes. Ballots shall be secured by the National Recording Secretary, Department Recording Secretary or Chapter Recording Secretary (NRS/DRS/CRS) for 90 days after the close of Convention.

**Section 10.** An officer of the NEB or DEB shall hold office for a term of one year, or until a successor is elected. The term of office begins immediately upon completion of the installation ceremony held immediately after the close of Convention.

An officer may serve one additional term, or year, in the same office, whether consecutively or non-consecutively.

**Section 11.** An officer of a chapter shall hold office for a term of one year, or until a successor is elected. The term of office begins immediately upon completion of the installation ceremony.

An officer may serve additional terms in the same office, whether consecutively or non-consecutively as the need arises (upon the request and with the consent of her chapter).

**Section 12.** If a Department, Chapter or Auxiliary cannot hold an in person meeting for elections, a member of the NEB shall facilitate the elections portion of the online meeting to ensure election confidentiality.

## ARTICLE XI. ELECTED OFFICERS

**Section 1.** National and Department officers must have the following qualifications:

- a. The newly elected NP or DP must have served as an elected officer for at least one full year on the NEB or DEB, or have served as at least one full year as the Department President;
- b. If the newly elected NP or DP held any elected or appointed financial positions at any level, she must resign from these duties immediately upon her acceptance of the higher office;
- c. The Vice Presidents shall be nominated from members that have served for at least one year at any Board-level position;
- d. The newly elected National Treasurer (NT), Department Treasurer (DT) or NFS/DFS must have an accounting or financial background.
- e. At the Chapter level, accounting or financial experience is not required. However, all of the Chapter's financial officers must attend virtual or other financial training sessions, provided by the NEB, during the first quarter after their election.

**Section 2.** The National elected officers include:

**2.1 The National President (NP)** is responsible for ensuring that the Corporation continues to work and promote the Corporation's mission and spirit, following ritual oaths and ceremonies of the Corporation; ensuring all Departments, Chapters, Auxiliaries and members comply with their obligations, Federal and State laws, Governing Documents, policies; and convey the mutual cooperation that is necessary from every level of the corporate structure to fulfill the requirements and mission of the Corporation and the IRC.

In order to fulfill these responsibilities, and subject to the Corporation's Governing Documents, the NP presides over the Corporation at large, presides over National meetings; proposes, policies and practices; sits on all National committees; monitors the performance of National officers; submits various reports to the board and the members; proposes the creation of committees; appoints members to such committees; and performs and delegates other duties as the need arises.

The duties of the NP include, but are not limited to:

- 1) Represent the Corporation with dignity and impartiality;
- 2) Attend events including: Gold Star Mother's Day, Veterans Day and Memorial Day ceremonies and the American Gold Star Mothers Convention, etc., or appoint the VPs in their consecutive order based on their availability if she is unavailable to attend the event(s);
- 3) Preside at Convention, NEB, and National Committee Meetings;
- 4) Attend Department Conventions or appoint the VPs in their consecutive order based on their availability if she is unavailable to attend a Department Convention;
- 5) Be knowledgeable in the history and Governing Documents;
- 6) Appoint non-elected officers, National Committee Chairs and a National DC Representative making sure that the entire Corporation is represented in these positions;
- 7) Respond to member questions, inquiries from other organizations, media, etc;
- 8) Work with the NEB and the NFC to maintain financial income to support the various programs and projects and administrative functions; and
- 9) Perform all other actions that are necessary to carry out the duties of her office.

**2.2. The National First Vice President (N1VP).** The N1VP must receive and compile membership information for managing membership on the National database. The N1VP is a participating member of the NEB and is expected to participate in NEB meetings. She will interact accordingly with all Department and Chapter Presidents and those who are designated at the Department and Chapter levels to update information for members of Departments and Chapters. The N1VP must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and relative federal requirements. She will represent the NP when the NP is unavailable and carry out any and all other duties as needed, assigned or required.

The duties of the N1VP include, but are not limited to receiving and compiling membership information:

1. Work with Chapters to keep online rosters up to date and accurate;
2. Process and file all incoming roster submissions and forward dues to NFS along with inventory of checks received, and changing the expiration dates;
3. Process all online applications;
4. Maintain a current list, with the N4VP, of all Chartered Chapters;
5. Forward notification to Chapter or Department with information regarding status of a new member;
6. Notify validated members of their username and password and online status and abilities;

7. Process mailed in applications received by the NFS, and add new members to database;
8. Delete members, associates, and applicants when requested by Chapter officers;
9. Answer all email questions regarding membership, Chapter location, dues and renewals;
10. Handle renewals, transfers, and lapsed memberships;
11. Prepare a monthly report for NEB

**2.3. The National Second Vice President (N2VP).** The primary role of the N2VP is oversight of the monthly newsletter and production of the annual yearbook. The N2VP is a participating member of the NEB and is expected to participate in NEB meetings. The N2VP must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and any relative federal requirements. The N2VP is expected to participate in any and all other duties as assigned, needed or required.

The duties of the N2VP include, but are not limited to:

Newsletter:

1. Design layout;
2. Collect articles from NP, Officers, Appointed Positions, Departments and Chapters.
3. Edit for typographical errors.

Yearbook:

1. Design yearbook;
2. Communicate with general membership regarding photos;
3. Communicate delivery requirements/options for photos;
4. Respond promptly to any and all questions from general membership;
5. Communicate with online yearbook publishing company.

**2.4. The National Third Vice President (N3VP).** The primary role of the N3VP is oversight of the Blue to Gold Program. The N3VP is a participating member of the NEB and is expected to participate in NEB meetings. The N3VP must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and any relative federal requirements. The N3VP is expected to participate in any and all other duties as assigned, needed or required

The duties of the N3VP include, but are not limited to:

1. Assist chapters with the procurement of all Gold Star Banners.



2. Maintain and keep current the Blue Star Mothers of America, Inc. database of fallen heroes;
3. Keep current list of Chapter Blue to Gold Liaisons;
4. Be available to work with all Department and Chapter Blue to Gold Liaisons with any help that they need regarding interaction with Casualty Assistance Officers (CAO) or any part of the banner presentation process;
5. Provide the National Chaplain a list of all individuals to be honored during the Memorial Service held at convention;
6. Acquire a thorough understanding of the Department of Defense (DOD) and Department of Heraldry guidelines for the Gold Star Banner and the differences in how the Military awards types of Gold Star pins and honors;
7. Adhere to Corporation Blue to Gold Program guidelines; and
8. Update and make improvement to the Blue to Gold guidelines as needed with the assistance and approval of the NEB.

**2.5. The National Fourth Vice President (N4VP).** The N4VP must receive and properly process all applications for new Department and Chapter charters. She will interact with all Department and Chapter Presidents and those who are designated at the Department and Chapter levels to complete online forms for Departments and Chapters. She will obtain required information regarding state registration and compliance and work with chapters to ensure their compliance is completed by deadlines. The N4VP is a participating member of the NEB and is expected to participate in NEB meetings. The N4VP must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and any relative federal requirements. The N4VP is expected to participate in any and all other duties as assigned, needed or required.

The duties of the N4VP include, but are not limited to:

Receive and Process Applications for new Chapter and Department Charters

1. Reply to all requests regarding new charters and supply current startup packet when required;
2. Assist new Chapters, as needed, with any and all State registration;
3. Work with existing Chapters to ensure all government and Corporate registration and reporting is completed;
4. Respond to phone calls and email questions from pending, new and existing Chapters;
5. Follow up with new Chapters and ensure they have received all documents and have access to online document library;
6. Assist Chapter in adding new members to database when Charter is approved and/or request the help from the N1VP;
7. Validate pending members that have joined online when Chapter has been approved for Charter and/or request help from the N1VP;

8. Create packets for inclusion when mailing out Charters. Assemble and include all documents and items from checklist, website instructions, membership cards, and Affiliation Agreement;
9. Assist new and existing Chapter Officers in form completion;
10. Notify NEB, DEB (if applicable) and National Webmaster (WM) of new Chapters

#### Once Chartered

1. Provide Chapters with appropriate Charters;
2. Install Chapters when required and ensure installation takes place for all new Chapters;

#### Disbandment of a Department or Chapter:

1. Work with the appropriate Department/Chapter to ensure that all steps are followed;
2. Coordinate with the N1VP, NFS, NT and WM to remove the entity's EIN from the national group exemption letter, remove relevant information from the website and database and assist in transferring remaining members to a chapter of their choice.

#### Compliance:

1. Perform all work required to ensure that all Department/Chapters are in Compliance;
2. Work with other NEB officers for their review of required documents;
3. Update the NEB regularly regarding the status of all compliance.

**2.6. The National Recording Secretary (NRS).** The primary role of the NRS requires knowledge, commitment and best practices following Parliamentary guidelines for elements of recording minutes as the legal record of the proceedings and actions of all NEB meetings, including the pre-Convention meeting, the National Convention and the post Convention NEB meeting. The NRS is a participating member of the NEB and is expected to participate in NEB meetings. The NRS must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and any relative federal requirements. The NRS is expected to participate in any and all other duties as needed, assigned or required.

The duties of the NRS include, but are not limited to:

1. The exact wording of motions and the results of the vote;
2. Notices of motions - previous notice is sometimes required for complicated or compound motions

3. In roll call votes, the record of each person's vote is included;
4. Record, all meeting proceedings;
5. The official copy of the minutes should include:
  - a. Committee reports;
  - b. Officers' reports;
  - c. Written motions;
  - d. Tellers' reports; and
  - e. Correspondence.
6. Provide draft Convention minutes for the WM to post on the National website. Barring any unusual circumstances, this distribution should be completed within 45 days of the close of the post Convention Board meeting;
7. Prepare and mail announcements of the new NP's election to office to other Veterans Service Organizations (VSOs);
8. Assist the NP in preparing all press releases;
9. Assist the NP in distributing documents as necessary;
10. Arrange for NEB signatures on the Affiliation Agreement at the post Convention meeting; when completed, forward to WM for posting on the National website.
11. Set up all Zoom meetings for the NEB and Committees.

**2.7. The National Financial Secretary (NFS).** The NFS must receive and deposit all money to the national treasury bank account (income) and transmit all bills to be paid with the authorization of the NP, NEB, and NFC. She must maintain accurate financial records; submit monthly financial reports to the NEB and NFC. The NFS is a participating member of the NEB and the NFC and is expected to participate in NEB meetings. The NFS must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and relative federal requirements. The NFS is expected to participate in any and all other duties as needed, assigned or required.

The NFS must have documented financial or accounting experience. The position requires knowledge and commitment to the best practices accounting principles following IRC guidelines as a fiduciary of a non-profit charity. She must provide efficient and accurate entry into the online accounting software program.

The duties of the NFS include, but are not limited to:

1. Receive, deposit, and record all funds received by the Corporation , whether funds are electronic or paper-based. Copies of items deposited must be kept and filed with bank-issued deposit receipt. Make notations in the software program to show from whom and where deposits are from;

2. The records must identify the donor, or organization, and be recorded in the correct income, expense or balance sheet categories;
3. Specifically, funds due to Departments and Chapters must be maintained;
4. Receive all invoices;
5. Copies of all invoices will be immediately scanned and forwarded to the members of the NFC and the NP for approval;
6. After approval of the invoice, the NFS will receive the payment check from the NT, with a copy of the invoice and a pre-addressed stamped envelope for mailing. Upon receipt, the NFS will review the check for accuracy, countersign and forward to the merchant/requester;
7. Pre-authorized payments will be made by the NT electronically. It is the responsibility of the NFS to review all bookkeeping entries to ensure accuracy and timeliness of payments;
8. Maintain accurate financial records and prepare special reports as requested;
9. Working with the NT, submit monthly financial reports to all members of the NEB, to include copies of bank statements, bank reconciliations, profit and loss, balance sheet statements and a listing of all distributions made from the bank account;
10. Respond to the NP's request to select an auditor, submit financial information for the CPA to file the annual 990 tax return to the IRS. Respond to the NP's request for providing financial data for the 990 tax return.
11. Manage the NEB approved shipping account, ensuring pickup and delivery of required shipments.

**2.8. The National Treasurer (NT).** The NT position requires knowledge and commitment and to the best practices accounting principles following IRC guidelines as a fiduciary of a non-profit charity. The NT must have documented financial or accounting experience. The NT is a participating member of the NEB and the NFC and is expected to participate in NEB meetings. The NT must have a working knowledge of all Corporation Governing Documents, proper understanding of the sequence of the Governing Documents and any relative federal requirements. The NT is expected to participate in any and all other duties as needed, assigned or required.

The duties of the NT include, but are not limited to:

1. Inspection of all invoices prior to payment for accuracy;
2. Pay all bills of the Corporation upon receipt of disbursement requests ensuring all requests are approved by the NP and NFS prior to preparing payment;
3. Ensure all checks are prepared properly, signed and mailed to the second signer;
4. Enter accurate financial records into National online accounting software program for all outflows expenses from the National treasury;

5. Proper set up and payment of pre-approved bills paid through National's financial institution's bill pay system;
6. Track invoices of monthly bills to make sure they are received for on time payment to avoid late fees and/or cancellation of services; and
7. Maintain and report EIN numbers to the IRS, the Master List of Department/Chapter/Auxiliaries that are listed under the Corporation's IRC designation.

The NT is also responsible for the national online store inventory and sales and must:

1. Ensure that adequate inventory is maintained at all times, while balancing the projected needs of members with available funds;
2. Maintain and store all inventory in a clean and safe environment, ensuring that the quality of the items are maintained;
3. Establish a separate, monthly inventory control worksheet, detailing items available, conduct a random audit of inventory;
4. Process all online store requests in a timely manner, generally once a week. If a check is used as the payment, the NT will work with NFS to process the order; fill the order and note on the order sheet when the items are mailed.
5. Maintain an adequate supply of mailing materials (envelopes, boxes, bubble wrap, etc.) so that orders can be filled;
6. Research and determine the most cost-efficient mailing service to send out the orders.
7. All other expenses must be detailed by type and submitted to the NFC and NP for approval.

## **ARTICLE XII. VACANCIES**

**Section 1.** Elected Officers. The NEB, DEB, CEB or Auxiliaries shall declare an elected office vacant upon a resignation, death, or after three months of inactivity. The NEB, DEB, or CEB or Auxiliaries shall appoint a qualified replacement with a two-thirds majority vote of the entire NEB, DEB, CEB or Auxiliary. Written notification of that vote and its results must be sent to all applicable members within 30 days. A revised Affiliation Agreement, showing the change in officer position will be posted on the national website for changes occurring on the NEB.

**Section 2.** Appointed Officers and Chairs. The President at any level of the Corporation shall declare a vacancy upon resignation, death or after three months of inactivity and appoint a qualified replacement. Notification of that appointment shall be made to all applicable members within 30 days.

**Section 3.** Temporary Vacancies. If an *elected* officer, at any level of the Corporation, is temporarily unable to fulfill her office, then the applicable Executive Board may, by a majority vote, choose a qualified replacement to temporarily take over the responsibilities of that officer.

If an *appointed* officer is temporarily unable to fulfill her duties, then the applicable President shall appoint a qualified replacement to temporarily take over the responsibilities of that officer.

### **ARTICLE XIII. STANDING COMMITTEES**

**Section 1.** Standing committees shall be appointed by the NP or DP as soon as possible after the close of Convention.

**Section 2.** The Standing committees include:

1. Financial Committee
2. Governing Documents Committee, if needed
3. Conflict Resolution Committee
4. Grievance Committee
5. Ad Hoc Committees

**Section 3.** The Chair of each Committee serves at the discretion of the NP or DP and can be removed from that position without cause.

**Section 4.** These Committees function under the guidance of the NEB or DEB and all powers and authorities of the Committees is derived from the NEB or DEB.

### **ARTICLE XIV. APPOINTED POSITIONS**

Appointed positions at the National, Department, Chapter or Auxiliary level can include the Parliamentarian, Patriotic Instructor, Historian, Sergeant-At-Arms, and Chaplain; at the National level only, the VAVS Representative and the Washington DC Representative. Other appointments, as needed, can be made.

These positions serve at the discretion of the NP, DP, CP or Auxiliary President and can be removed without cause.

### **ARTICLE XV. ELECTRONIC COMMUNICATIONS, SOCIAL MEDIA**

The Corporation encourages and promotes participation in electronic communications, social media and Internet representation of our Departments,

Chapters and Auxiliaries in an ethical manner that increases awareness about and positively represents the Corporation.

These guidelines are for the protection of the members, entities, name, emblem and trademark of Blue Star Mothers of America, Inc.

### **Section 1.** Guidelines.

At all levels of the Corporation, the primary communications vehicle for Meeting Minutes, Agendas and copies of financial reports will be via email, not social platforms.

Content utilizing the Corporate trademark in any type of electronic social media platform must be proper and relevant, upholding to the Corporation's purposes and policies.

Content shared via electronic social media platforms must be considered relevant, which includes proper and suitable postings on or about: Corporate meetings, events, and members. Members understand that once submitted/posted, the content is public and considered permanently available to others.

Content communicated via electronic social media platforms must not divulge private information about an individual. It must follow Operations Security rules; (OPSEC).

Comments about any political candidate and/or promoting of political interests are forbidden. Should an individual choose to comment on a political candidate or a political interest, a member must remove any and all references to BSMA.

## **ARTICLE XVI. AMENDMENTS**

**Section 1.** These Bylaws may be amended every three years at the National Convention by a two-thirds vote of the eligible voting delegates present and voting.

An emergency Bylaw proposal may be submitted in a non-Bylaw proposal year, in the event current Governing Documents would be in conflict with a change in local, state, or federal laws.

**Section 2.** Any proposed amendments and resolutions shall be circulated to all Departments/Chapters/Members at least 30 days prior to Convention, so that the membership will have the opportunity to review all proposed amendments and make recommendations to their respective Convention delegates.

**Section 3.** Any department, chapter and/or member submitting proposed amendments and/or resolutions must include an “explanation” for the proposed change or be present at convention or have a representative at convention to speak to the proposal.

**Section 4.** Amendments passed by the convention body shall be reviewed by the NEB and the Corporation’s legal counsel for conformity and compliance with the Corporation’s Charter and Section 501(c)(3) of the IRC, as amended.

**Section 5.** Amendments to the Governing Documents shall take effect at the close of the National Convention at which they are adopted. With a two-thirds vote of the convention body, a specific amendment may take effect immediately.

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