

The Retired Enlisted Association

National Bylaws



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PREAMBLE

We, as retired enlisted personnel of the Armed Forces of the United States of America, being ever mindful of the glorious tradition of our duty to uphold the Constitution of the United States of America, our responsibility to support a strong defense establishment, our interest in the welfare of our fellow service men and women in fortune or distress, and with reverence to God, Country, and our departed comrades, unite to further the aims and objectives of The Retired Enlisted Association, Incorporated.

ARTICLE I - NAME AND LOCATION

Section 1 (Name)

The name of the association shall be THE RETIRED ENLISTED ASSOCIATION, INCORPORATED (hereinafter referred to as "TREA").

Section 2 (Location)

- a. The registered office of TREA shall be maintained at 1111 South Abilene Court, Aurora, Colorado 80012-4909.
- b. Additional administrative offices shall be maintained at an address to be determined by the National Board of Directors.

ARTICLE II - OBJECT

The object and purpose of TREA, a nonprofit retired military veteran's organization, shall be to represent the rights and interests of enlisted retirees before the Congress of the United States when matters effecting them are under consideration; assist its members, both professionally and culturally; to promote health, prosperity and fellowship among its members, their dependents and survivors, through benevolent programs; to foster fraternal and social activities in recognition that cooperative action is required for the furtherance of their common interests; to uphold the Constitution of the United States, improve the relationship between the military and civilian populace and to maintain liaison with active and reserve component personnel of the armed forces.

ARTICLE III - MEMBERSHIP

Section 1 (Regular)

Any enlisted person eligible for retired pay from an active or reserve component of the Armed Forces of the United States, either for length of service or permanent medical disability, shall be eligible for regular membership. A retired member advanced to commissioned or Warrant Office status, either through recall to active duty or on the retired list shall remain eligible for regular membership as long as his dues are kept current. Active duty, Reserve and National Guard

enlisted personnel with 10 or more years retirement creditable service shall also be eligible, but membership (including life membership) shall be withdrawn if the person fails to retire from the Armed Forces, The term “regular member” encompasses both charter and life members of TREA.

Section 2 (Associate)

Surviving spouses of deceased TREA members, or persons who were eligible for regular membership at time of demise, shall be eligible for associate membership as long as they remain unremarried. Associate members shall enjoy the privileges of regular membership except the right to make motions, vote and hold office. However, membership terms shall be restricted to three years at a time.

Section 3 (Honorary)

TREA and its Chapters may bestow honorary membership upon any person who has rendered notable service and who is not eligible for regular or associate membership. Unless otherwise specified in appropriate bylaws, or unless withdrawn by the awarding authority, honorary membership shall be for life and no dues shall be assessed. Honorary members shall enjoy the same privileges as courtesy members.

Section 4 (Courtesy)

Any person not otherwise eligible for TREA membership may be granted courtesy membership by TREA Chapters providing such membership is authorized in the chapter bylaws. Courtesy members shall be chapter members only and shall not be included in the official chapter or TREA strength computations. All dues, if any, shall become chapter assets. If non-veterans are accepted, their total shall not exceed two and one-half percent of the total chapter membership. Voting rights shall not be granted to Courtesy Members. Copies of the VOICE may be obtained from TREA National Headquarters for distribution to these members.

Section 5 (Rights and Privileges)

No person shall be denied membership in TREA or any of its chapters on the basis of race, color, creed, sex, religious or political beliefs or national origin. Classes of membership shown in Sections 1 and 2 above shall have equal rights and privileges except as specified in this Article III. The right to hold office, make motions or vote, shall not be extended to associate, honorary, or courtesy members. Except for these restrictions, each chapter shall determine the privileges to be extended to courtesy members, if accepted. Auxiliary members shall enjoy the rights and privileges of associate members.

Section 6 (Good Standing)

A member shall be considered in good standing except for reasons indicated below, and may be expelled from TREA for reasons indicated in b or c below only after being invited to appear before the National Board of Directors for a fair and impartial hearing. Failure to appear for any

reasons shall not affect deliberations of the Board nor their right to remove any member from the rolls. Expulsion for other reasons shall be in accordance with Section 9 below:

- a. Delinquent dues.
- b. Acts that bring discredit to or are prejudicial to the best interest of TREA.
- c. Membership in or sympathy with any subversive organization which advocates the overthrow of the Government of the United States.

Section 7 (Transfers)

Members in good standing may transfer between chapters and from member-at-large status to a chapter, or vice versa. Upon acceptance, the gaining chapter shall complete TREA Form 100-8 (Change of Address/ Chapter Assignment). The original will be forwarded to National Headquarters with a copy to the losing chapter (if applicable).

Section 8 (Resignation)

Members may resign from TREA by submitting written notification to TREA National Headquarters. Such resignation shall sever all relations with TREA and its chapters. Members who wish to resign from their chapter of assignment only, must so specify in a letter of resignation addressed to their chapter president. In this event, such members shall become TREA members-at-large and the chapter must notify TREA National Headquarters on TREA Form 100-8 (Change of Address/Chapter Assignment).

Section 9 (Expulsion or Suspension)

The National Board of Directors and all TREA chapters may expel or temporarily suspend a member for cause providing such action is authorized in the Bylaws and providing the rights of the individual are not violated (see Section 12 below). A member who is expelled from a chapter becomes a TREA member-at-large unless also expelled from TREA by two-thirds vote of the National Board of Directors. When a chapter expels a member, expulsion from TREA may also be requested but must be justified.

Section 10 (Reinstatement)

A former member of TREA who resigned while in good standing, or who forfeited membership due to nonpayment of dues, may rejoin as a new member or be reinstated with an original "join date" upon payment of all dues in arrears. A chapter "join date" may be established in accordance with approved chapter policy. Members expelled from the national association may apply in writing to the National Board of Directors for new membership after a period of one year, and may be accepted by two-thirds vote. Chapters shall use similar procedures following the expulsion of chapter members.

Section 11 (Members-At-Large)

Persons holding TREA membership who are not assigned to a chapter shall be assigned as "members-at-large". A member-at-large may be assigned to a chapter in accordance with Section 7 above. Members-at-large shall have equal rights with all other members of the same membership classification, except that if a chapter levies membership dues, it may restrict certain privileges to dues-paying members as determined by its membership.

Section 12 (Disciplinary Procedures)

All TREA Members are subject to official directives adopted and published by the membership. Chapter members are also subject, in addition to TREA directives, to those directives adopted and published by the chapter membership. Members can be disciplined for violation of any established directive. The disciplinary action recommended can be as simple as a public apology or as serious as suspension or expulsion (see Section 9 of this Article). When charges, allegations or grievances are filed against a member, they must be based on reasonable ground and substantiated with fact at the time of filing. The burden of proof that a violation took place rests with the individual or individuals filing said actions. In all cases, the rights of the individual TREA member must be protected and due processes allowed meaning you are innocent until proven guilty. Thus, no adverse action up to and including suspension or expulsion can be taken against the member after being informed of a charge. Nor can action be taken during preparation of a defense, while appearing before a committee or during the submission of documentation or testimony. In all cases where written procedures are not in place, the provisions contained in Roberts Rules of Order (newly Revised) shall prevail. A TREA member who has been assessed a penalty and has exhausted all local courses of action may appeal to TREA's National Board of Directors as prescribed in Standing Rule #7, Paragraph 13. The Board shall require complete documentation of all actions taken and, in the case of a chapter member, any chapter related directives.

As precautions against the possibility of favoritism, the following special rules shall apply with regard to the investigation of charges, allegations or grievances and to the appeals process brought before TREA's National Board of Directors:

- A. A National Board member assigned to the same chapter may neither take part in an investigation nor an appeals process.
- B. Investigative, Special or Ad Hoc Committees initiated at the National level shall not be comprised of members assigned to the same chapter.

SPECIAL CIRCUMSTANCES:

Disciplinary actions against any current member of TREA's National Board of Directors (BOD), by virtue of their position, and the requirement to be held to higher standards as TREA Representatives require the following actions, in addition to those afforded above:

- Investigation and recommendation of action by committee external to the current BOD.

- TREA’s Board of Directors shall develop procedures for resolving grievances against themselves which shall subject them to the same standards of conduct expected of all TREA Members.

ARTICLE IV - DUES, REBATES, AND FINANCES

Section 1 (Dues)

TREA national dues shall be as shown in a through d below. Chapter dues, if any, shall be in addition thereto, shall be paid directly to the chapter, and shall not be transmitted to TREA. Dues become delinquent if not paid by the end of the second month following expiration, at which time delinquent members are dropped from the rolls. Life Membership is open only to Regular Members shown in Article III, Section 1 above. Dues shown below are effective as of January 1, 2004:

- | | | | |
|----|-----------------------------------|----------|---|
| a. | One Year | \$ 20.00 | |
| b. | Three Year | \$ 45.00 | |
| c. | Quarterly Pay Life (QPL). | \$300.00 | (paid in 10 quarterly \$30.00 payments) |
| d. | Fully Paid Life | \$300.00 | |

Section 2 (Incentives)

During 'new member' recruiting drives, the National Board of Directors may offer incentives as an enticement for new three-year memberships. In this event, a new member recruited by a chapter will qualify for the same incentive. The Board may authorize membership tests for periods which will normally not exceed one year.

Section 3 (Dues Remittance)

Any person may remit dues directly to TREA National Headquarters, but chapter members shall be encouraged to remit dues through the Chapter Treasurer. The entire amount of TREA national dues collected by chapters shall be remitted to TREA on Transmittal Form 100-10 in a timely manner.

Section 4 (Chapter Rebates)

Quarterly rebates of membership dues shall be made to chapters in accordance with procedures promulgated in the standing rules. Noncompliance with TREA reporting requirements will result in the withholding of rebates.

Section 5 (Budget)

The TREA National Finance Committee shall submit a proposed annual budget in accordance with procedures promulgated in standing rules. The National Board of Directors may adopt the

budget and any subsequent amendments thereto. Expenditures within authorized budgetary allowances may be made without further approval, unless suspended by the President or Membership. Any deviation or reprogramming of funds shall be in accordance with Article VII, Section 2b of these bylaws. The Finance Committee shall review the budget prior to each Mid Term Board Meeting, and at such other times as may be appropriate and propose any amendments deemed necessary to prevent overspending. If the annual budget is being exceeded, all spending not absolutely necessary shall be curtailed during any quarter of the current fiscal year.

Section 6 (Audit)

The financial records of TREA shall be audited at least once annually. All audited figures shall be presented to the assembly at the annual session for approval on TREA Form 100-12 (National Committee Report) with attached audit documents.

Section 7 (Fiscal Year)

The fiscal year for TREA and all chapters shall be from January 1 through December 31 each year.

ARTICLE V - NATIONAL OFFICERS

Section 1 (Elected Officers)

The elected officers of TREA shall be a President, First Vice President, Second Vice President, Third Vice President, Treasurer and four Directors, all of whom shall assume office upon adjournment of the convention at which elected.

Section 2 (Appointed Officers)

The National President, with the consent of the Board of Directors, shall appoint a Parliamentarian and Secretary. He may also appoint a Veterans Service Officer. One or more Sergeants-at-Arms may be appointed, as needed, at the National Convention. The duties of Chaplain may also be appointed to a current Board Member.

Section 3 (Eligibility)

Eligibility for election shall be as prescribed in Article IX, Section 2 of these bylaws.

Section 4 (Terms of Office)

National officers shall serve for the term elected (as indicated below) or until their successors are elected.

- a. President.
The President shall be elected for a one-year term and may serve no more than two consecutive one-year terms.

- b. Vice Presidents and Treasurer.
These officers shall be elected to one-year terms with no limitation on the number of terms that may be served.
- c. Directors.
Two Directors shall be elected at each annual session for two-year terms with no limitation on the number of terms that may be served, unless office is terminated in accordance with Article IX, Section 3, in which case another candidate may be elected at the Convention for the remaining term of the former office holder.

Section 5 (Vacancies)

- a. Elected Officers
A vacancy in the office of President, First Vice President or Second Vice President shall be filled by the Vice Presidents in succession. All other vacancies (except during the annual session) shall be filled by the National Board of Directors as prescribed in b below.
- b. Procedures
When a vacancy exists, the President shall ascertain the name of the candidate (if any) who received the next highest number of votes for that office during the last annual election. If that person remains qualified and desires to be a candidate, his name will be placed on the ballot. The President and Vice Presidents may nominate one candidate each. Each candidate shall have the opportunity to submit a short resume not to exceed one-half page for submission with the ballot. Voting shall normally be by mail or fax and a plurality vote (largest number) shall elect. Current Board members may be nominated. If elected, the resultant vacancy shall be filled in the same manner. The period of election shall be for the unexpired term of the predecessor in office. Ballots shall be retained until the next meeting of the National Board of Directors and election results shall be entered into the Minutes at that meeting.
- c. Appointed Officers
A vacancy in an appointed office shall be filled as prescribed in Section 2 above.

Section 6 (Removal of Officers)

An elected officer may be removed by majority vote at the annual session, even if his term of office does not expire during the session. The National Board of Directors may remove any officer between sessions by two-thirds vote when in their judgment the best interests of TREA will be served thereby. Appointed officers may also be removed by the appointing authority. Removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment shall not of itself create contract rights.

ARTICLE VI - DUTIES OF NATIONAL OFFICERS

Section 1 (President)

The President shall be the chief executive officer and official spokesman for TREA. He shall set the objectives, guide the policies and preside over Board and assembly meetings. He shall serve as an ex officio member of all committees (except the nominating committee) and shall ensure that the will of the membership is faithfully reflected in the operation and management of TREA. He shall render periodic evaluation reports (to the Board of Directors) on the Director for Operations and Legislative Director, ensure that a registered agent and registered office of TREA is continuously maintained in the State of Colorado, and fulfill all other duties or obligations inherent to the position, or as may be assigned by these bylaws, the adopted parliamentary authority or the standing rules.

Section 2 (Vice Presidents)

The Vice Presidents shall assist the President in the performance of his duties and shall fulfill such other duties as the President may assign. Each Vice President shall chair one or more committees and in the temporary absence of the President, the First Vice President shall serve in his stead.

Section 3 (Secretary)

The Secretary shall record the minutes to all annual sessions, meetings of the National Board of Directors and committee meetings when requested to do so. He/she shall furnish copies to Board and committee members as appropriate, or as instructed, and shall fulfill such other duties as may be assigned by the National President or Board of Directors.

Section 4 (Treasurer)

The Treasurer shall be the principle financial officer of TREA and shall serve as Chairman of the Finance Committee. He shall be responsible and accountable for all funds, securities, evidence of indebtedness and other property and shall deposit same in accordance with instructions from the National Board of Directors. He shall provide guidance to the TREA accountant and ensure proper handling and bookkeeping of all funds received or disbursed. He shall perform all other duties incident to the office of the Treasurer to include making necessary reports to the National Board of Directors and a fully audited annual report at each annual session. He shall give TREA a bond in such sums and with such sureties as shall be satisfactory to the National Board of Directors, conditioned upon the faithful performance of his duties. He shall have such other powers and perform such other duties as may be defined in these bylaws, the TREA standing rules, or as may from time to time, be prescribed by the National President or Board of Directors.

Section 5 (Directors)

Each director shall normally chair one or more committees and shall assist the National President and Board of Directors as may be required.

Section 6 (Parliamentarian)

The Parliamentarian shall provide advice and assistance to the National President and Board of Directors to ensure that Board meetings and annual sessions are conducted in accordance with these bylaws, TREA standing rules and the adopted parliamentary authority, except when such authority is inconsistent with these bylaws. He shall provide guidance and assistance to chapters in the formulation and/or amendment of chapter bylaws; but only the Bylaws and Standing Rules Committee may approve chapter bylaws and/or amendments thereto unless such authority is delegated to the Parliamentarian by majority vote of the Committee.

Section 7 (Other Officers)

Other officers shown in Article VII, Section 1 below, shall perform duties prescribed by the President or Standing Rules. A Sergeant-at-Arms and an assistant (while not officers per se) may be appointed by the President, as necessary.

ARTICLE VII - NATIONAL BOARD OF DIRECTORS

Section 1 (Composition and Voting Rights)

The Board of Directors shall be composed of all elected members, Immediate Past President, Chaplain, Parliamentarian and Chairmen of TREA's Memorial Foundation and TREA's Senior Citizens League. Voting members at Board meeting shall be the elected members only. Proxy voting at Board meetings is not permitted. Voting without a meeting is permitted as shown in Section 3 below. Non-voting members and Directors for Operations and Legislation may attend meetings in an advisory capacity only. Other members in good standing may attend Board meetings when space permits. However, when in Executive Session, only voting members and the Parliamentarian may attend, unless others are specifically invited to do so by the National President.

Section 2 (Duties)

Subject to direction from the membership, the Board of Directors shall have full power and authority over the affairs of TREA between annual sessions of the membership unless otherwise restricted by these bylaws or the national standing rules. Such powers shall include but not be limited to:

- a. Approval of the annual budget and any amendments thereto.

- b. Reprogramming of the annual budget between accounts as may be necessary. If an Executive Committee is not appointed, the President may delegate this authority to the Treasurer and the Director for Operations except they shall not be authorized to alter the total budget.
- c. Chartering chapters, revocation of Chapter Charters, acting upon requests to suspend, expel or reinstate TREA members, and all other actions not requiring approval by the general membership.
- d. The performance of such other duties as may be defined in these bylaws, national standing rules, or as directed by the membership.

Section 3 (Meetings of National Board of Directors)

Regular meetings of the Board shall be as indicated in a through d below. Special meetings may be called by the President or any four elected Board members. Any meeting may be conducted by telephone conference with 24 hours prior notice. Votes may also be taken by mail, fax or email (when necessary) without a formal meeting. Any actions adopted by mail, fax or email will be entered in the minutes of the next Board meeting. Any action adopted by telephone (other than by telephone conference at which minutes are written) shall be ratified and entered in the minutes at the next Board meeting.

- a. The first board meeting of the newly elected officers shall be the post-convention meeting, which is normally held at the convention site.
- b. The mid-term board meeting may be held by telephone conference each year during the second calendar quarter.
- c. The pre-convention board meeting shall normally be held at the convention site, prior to the opening of the annual session. Chapter delegates may attend the regular session when space is available; but not the Executive Session.
- d. The final meeting of each Board of Directors shall be the convention, which is conducted by the outgoing Board, and at which new TREA National Officers are elected.

Section 4 (Quorum)

A majority of the elected members of the Board of Directors shall constitute a quorum. Roll call will be taken at all meetings to ensure that a quorum is present.

ARTICLE VIII - NATIONAL EXECUTIVE COMMITTEE

Section 1 (Authorization)

An Executive Committee may be appointed at the discretion of the National President or Board of Directors, to provide guidance and assistance to the TREA staff, and to perform such other functions between board meetings as are outlined herein, or as may be authorized by the Board. An Executive Committee can be invaluable when the National President is unable to visit, to observe, and to converse face-to-face (on a regular basis) with his staff and members of the Board.

Section 2 (Composition)

When authorized, the committee shall consist of at least three elected members of the National Board of Directors. The Treasurer shall be a permanent member and the chairman shall be either the President or a Vice President. The Parliamentarian, a Past National President (if available) and the Director for Operations shall attend all meetings in an advisory capacity, unless excused.

Section 3 (Duties)

When authorized, the Executive Committee shall:

- a. Have general supervision over the affairs of TREA between meetings of the Board of Directors.
- b. Conduct such business as may be referred to it by the President or Board of Directors.
- c. Approve all appointments authorized to be approved by the Board of Directors.
- d. Select a Certified Public Accountant to audit the financial records of TREA.
- e. Consider and act upon recommendations to suspend, expel, or reinstate TREA members.
- f. Consider causes for possible suspension or revocation of chapter charters and make appropriate recommendations to the Board of Directors.
- g. Be authorized to reallocate funds from one budget line item to another, providing such action does not alter the total budget.
- h. Perform such other duties as appropriate or as may be authorized by the National President or Board of Directors.

Section 4 (Meetings)

Meetings shall be as directed by the National President, committee chairman, or at the request of a majority of the voting members of the committee. Business may also be conducted by telephone conference with 24 hours notice or by mail, fax or email when necessary. Any action taken without a meeting shall be made a part of the minutes of the next committee meeting.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1 (Nominee Candidates)

The Nominating Committee will issue a call for candidate resumes from members interested in seeking National Office in the May and June issues of the VOICE. The committee will consider the eligibility of all candidates who submit resumes and shall publish their names in the VOICE. Resumes received after the established deadline, which result in nominations, shall be announced at the annual session prior to any nominations being made from the floor. All nominations and resumes must be completed on the first business day of the annual session in order to be listed on the election ballot. No person's name shall be placed in nomination without his or her written consent.

Section 2 (Candidate eligibility)

To be eligible for election as an officer of TREA, candidates must be regular members and meet the following eligibility criteria:

- a. President
Must have been a TREA member in good standing for at least three consecutive years.
- b. Vice Presidents
Must have been a TREA member in good standing for at least two consecutive years.
- c. Treasurer
Shall have accounting knowledge and an understanding of computer concepts; or an associate or higher degree in business or management.
- d. Directors
Must have been a TREA member in good standing for at least one year.

Section 3 (Elections)

Elections shall be by single ballot and shall normally be held on the second day of the Convention. All officers except Directors shall be elected by majority vote, or by acclamation when there is only one candidate. Directors shall be elected by plurality vote (largest number). A qualified member may be a candidate for only one office. An incumbent director who becomes a candidate for a higher office shall forfeit his remaining term of office and a successor shall be elected. When three or more candidates vie for the same officer position and no one receives a majority of the votes cast, a run-off election shall be held between the two top candidates. Election to fill a vacancy between annual sessions shall be in accordance with Article V, Section 5, of these bylaws.

Section 4 (Term of Office)

Officers shall be elected only for such terms as are prescribed in Article V, Section 4, except that an Officer or Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Thus, if more than two Directors are elected, the two receiving the greatest number of votes shall serve full two-year terms and the other(s) shall complete unexpired terms.

Section 5 (Tellers)

The Nominating Committee and/or such others as the President may select (which will total no less than three), shall serve as tellers to distribute, collect and count the ballots. When all ballots have been counted, the head teller will record the votes on the teller report, he will then address the chair, read the report (without announcing the results), and present it to the President. The President will review the report and announce the results to the assembly. Run off elections shall be held if necessary. The teller report shall be entered into the minutes. If there is no call for an immediate recount, ballots shall be destroyed upon adjournment at the end of the business day.

Section 6 (Installation)

The elected officers shall assume office immediately upon the adjournment of the final business session and shall be officially installed at the Convention banquet. The installation ceremony, supervised by the Past National Presidents Council, is a formality, which if not held, or not attended by a newly elected officer, does not affect the time at which office is assumed. Both elected and appointed officers shall normally take the oath, which shall be repeated as follows:

OATH OF OFFICE

I, (state name), having been elected or appointed to the office of (state office), do solemnly swear (or affirm) that I will faithfully execute said office to the best of my ability; that I will support and defend the Constitution of the United States against all enemies; that I will uphold the ideals and traditions of TREA; and that I will abide by all rules and regulations to which I am subject, so help me God.

ARTICLE X - MEMBERSHIP SESSIONS (CONVENTIONS)

Section 1 (Frequency)

a. Annual session:

A regular session (convention) of the general membership shall be held annually normally during the month of September at a location previously selected in accordance with Section 7 below. However; July or August may be considered as alternate months based on such factors as availability and cost of facilities, services and transportation, or for other cogent reasons as determined by the Convention Committee and approved by the Board of Directors.

b. Special session:

A special session of the general membership may be called by the National President or a majority of the elected members of the Board of Directors, but only when matters are so urgent that delay until the next annual session might cause irreparable harm. A special session may also be called by the membership when a petition is signed by five percent of the regular members of TREA.

Section 2 (Official Call)

The official call of the annual session, giving date, time, place, and any other data that these bylaws may require, shall be published no later than the July issue of the VOICE in the year of the Convention. When changes to the articles of incorporation, bylaws or standing rules have been proposed in accordance with Article XIV of these bylaws, a synopsis of the proposed change or changes, as recommended by the bylaws and rules committee and the Board of Directors, shall be published in the VOICE. In lieu of publication of such synopsis, proposed changes may be mailed to the chief delegate of each chapter at least 30 days prior to the annual session. In this event, a notice will be placed in the VOICE inviting members-at-large to call or write for copies of the proposed changes.

Section 3 (Delegates)

Chapters may send as many delegates and alternates as they wish to the convention as long as they qualify as regular members under Article III, Section 1 and are in good standing. Registration fees must be paid before delegates (chapter members or members-at-large) may be accredited. No fees shall be charged for proxy votes. Only regular members may sign proxies. Delegates or proxies in excess of those shown in a, c, and d below shall not be accredited. The names of all voting members must be shown on appropriate lists:

- a. One delegate for each 50 regular members (or fraction thereof) assigned to a chapter as of March 31 of the year of the annual session, or the last day of the month prior to any special session, plus one delegate and one proxy from each chapter chartered between March 31st and July 15th, in the year of the Convention.

- b. A chapter (without regard to number of members) shall be authorized a minimum of six delegates and, therefore, six votes (providing three or more delegates are in attendance). No more than one proxy vote may be cast by an accredited chapter delegate and the total votes cast shall not exceed the number of chapter delegates authorized.
- c. A regular member-at-large, who is in good standing, may be accredited and entitled to cast one vote upon payment of the registration fee and may cast one proxy vote for another member-at-large.
- d. Each accredited Past National President (PNP) voting with the PNP's may cast one proxy vote for another Past National President not in attendance.
- e. While not elected officers nor voting members at regular and special TREA Board of Directors meetings, the Chaplain, Veterans Service Officer, Immediate Past National President, Chairman of the Memorial Foundation and Chairman of The Senior Citizens League are incumbent officers and ex-officio (voting) members of the TREA Board of Directors at National Conventions.

Section 4 (Quorum)

A quorum at any meeting of the assembly shall be a majority of the delegates who are registered and accredited, including all members of the National Board of Directors.

Section 5 (Voting Body)

The voting body at any meeting of the assembly shall be the accredited chapter delegates (or their alternates), accredited regular members-at-large, all Past TREA National Presidents and all incumbent officers at the national level (except the Parliamentarian) who shall be ex officio officers of the convention. Each accredited delegate, except incumbent officers, who are granted power of attorney by proxy form (TREA Form 100-2 or 100-2M) may cast one proxy vote for a fellow member, as long as the total number of votes cast do not exceed the number of delegates permitted in Section 3 above. Proxy may be given by regular members only.

Section 6 (Conduct of Business)

Preliminary ceremonies may precede any business session, but no business may be transacted until the assembly officially forms itself into a single voting body, which is done at the first business meeting. This occurs by separate consideration and adoption of the credentials report (by majority vote), convention rules of order (by 2/3 vote), and the program/agenda (by majority vote).

Section 7 (Convention Site)

At each annual session, the convention site for three years hence shall be selected (but be subject to change) by majority vote of the assembly. Chapter members or others who wish to vie for the

convention must be prepared to offer a variety of information for consideration by the Convention Committee and/or assembly of delegates as shall be specified in the national standing rules.

Section 8 (Convention Guests)

Based on the availability of space in the conference room, any TREA member may be admitted as an observer at any business session (in a non-voting capacity) without the payment of a fee. Any non-member or program participant may be admitted by the President only, without the payment of fee. Admittance shall not include meal charges or authority to participate in any function for which a charge is made, except by approval of the Board of Directors.

ARTICLE XI - PAST NATIONAL PRESIDENTS COUNCIL

A council of Past National Presidents may provide advice and assistance to the current President and Board of Directors. The immediate Past National President shall normally chair the council except that in his absence, one of his predecessors (in reverse order) shall serve as chair. The council shall compile and maintain the history of TREA, supervise the installation of national officers, and perform other duties as requested.

ARTICLE XII - COMMITTEES

Section 1 (Standing Committees)

The standing committees of TREA shall be: Awards, Bylaws and Rules, Chapter Start-Up & Assistance (CSU&A), Convention, Finance, Five-Year Planning, Legislative Affairs, Membership, Public Relations and Scholarship. Except as prescribed in these bylaws, the standing rules, or as may be prescribed by the Board of Directors, the President shall appoint all standing committee chairmen and the chairmen shall appoint all other committee members. Only the Chairman or Vice Chairman shall chair a committee. Each committee shall operate within its customary area of interest and any jurisdictional disputes shall be resolved by the President. Committee duties shall be promulgated in standing rules. The President shall be an ex officio (*voting*) member of all standing committees, TREA's Memorial Foundation and TREA's Senior Citizens League.

Section 2 (Special Committees)

The President shall appoint all special committees except the Nominating Committee. The Chairman of the Nominating Committee shall be elected by the National Board of Directors and he or she shall appoint all other members of the committee unless otherwise prescribed in standing rules. Recurrent duties of the Athletic, Credentials, and Nominating Committees shall be promulgated in TREA Procedures Guides. The duties of all other special committees shall be provided at time of appointment, which must be sufficiently in advance of a function or deadline to allow for preparation and necessary action. The President shall be an ex officio (*voting*) member of all special committees except the Nominating Committee and may attend other

committee meetings except when a committee convenes to consider an action that may be favorable or unfavorable to him or her.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The Rules contained in 'Robert's Rules of Order Newly Revised' shall govern the proceedings of TREA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order or standing rules that TREA may adopt.

ARTICLE XIV - AMENDMENT OF BYLAWS AND RULES

Section I (Bylaws)

These bylaws may be amended at any annual session as long as such amendments are not inconsistent with the TREA national charter, the articles of incorporation, or the corporate laws of the State of Colorado. Proposed amendments shall be submitted on TREA Form 100-16. Adopted amendments shall become effective upon adjournment of the Convention. The following voting requirements shall apply:

- a. Two-thirds vote when proposed amendments are received at National Headquarters by March 31 in the year of the convention, providing notice has been given to the membership with the official call of the session (Article X, Section 2), or when TREA Board or Committee proposals are provided to chapters at least 30 days prior to the convention.
- b. Nine-tenths vote when proposed amendments are received at National Headquarters between March 31 and July 31, in the year of the Convention.
- c. Unanimous vote (or consent) when received after July 31, but no later than 10 days prior to the first business session of the convention. Without previous notice as indicated herein, no motion from the floor to amend these bylaws shall be in order. However, a motion to amend a proposed change that is being debated shall be in order.

Section 2 (Standing Rules)

The National Board of Directors may write, adopt and implement Standing Rules necessary for the operation and administration of TREA; but they become null and void if not ratified at the next Convention:

- a. By majority vote when proposals are received as indicated in Section 1a above.
- b. By two-thirds vote when proposals are received as indicated in Section 1b above, and
- c. By unanimous vote (or consent) when received as indicated in Section 1c above.

Section 3 (Proposed Amendments)

Any regular member may propose amendments to the bylaws or standing rules. However, the Bylaws and Rules Committee shall have the right to edit and make corrections for clarity, grammar, punctuation, etc. When two or more proposals are submitted to change the same Article, Section or paragraph (or similar wording in other articles or paragraphs), the committee will consolidate the proposals, if appropriate, and submit them in the name of all parties concerned. TREA Committees and the Board of Directors may submit proposals at any time for processing under Sections 1 a. and 2 a. above. All adopted amendments shall become effective upon adjournment of the Convention unless otherwise prescribed.

Section 4 (Corrections)

The Parliamentarian, with the consent of the National President and Chairman of the Bylaws and Rules Committee, shall be authorized to make corrections in composition, grammar, punctuation, cross-references, and such other technical and conforming changes as may be necessary to reflect the intent of the assembly as long as the policy is not changed. Adopted amendments to the bylaws shall constitute full authority to make appropriate changes elsewhere herein and in the standing rules to eliminate conflicting guidance and ensure conformity of these publications.

ARTICLE XV - PUBLICATIONS

Official TREA publications shall consist of the national bylaws, standing rules, and *The VOICE*. *The VOICE* shall be the official news document and shall be furnished to all members and certain interested persons or organizations without charge. The Board of Directors may also publish in-house procedures guides.

ARTICLE XVI - COLORS, SEAL AND LOGO

The official colors of TREA and all its chapters shall be red and gold. The TREA Logo will be in accordance with standing rules. The corporate seal for TREA shall be two concentric circles with the words "The Retired Enlisted Association" between the outer and inner circles. The seal of an incorporated chapter shall contain like wording plus the word "Chapter" and the chapter number.

ARTICLE XVII - CHAPTERS

Section 1 (Purpose)

The purpose of a TREA chapter is to promote and support the aims and objectives of TREA; to cultivate and maintain good relations with community leaders and active and reserve component members of the armed forces; and to assist its own members in fortune and distress. A chapter shall foster patriotism, civic duty, fraternity, camaraderie, and a sense of belonging for its members. It is a field extension of TREA, and as such, must uphold the ideals, principles and traditions of TREA.

Section 2 (Affiliation)

A group of as few as 24 regular members (as described in Article III, Section 1) whose objectives coincide with the purposes stated in Section 1 above, may form a constituent unit of and become affiliated with TREA by making petition for a chapter charter, signing an affiliation agreement (if the charter is granted), and agreeing to abide by applicable TREA directives. The group shall have met at least three times within a three month period preceding the date of the petition and at least ten TREA members must have been present at each meeting. Once chartered, membership meetings must be held at least once during each calendar quarter and must not fall and remain below 15 for more than three months.

Section 3 (Certification)

Upon receipt of a petition to charter a new TREA chapter, the Chapter Start-Up & Assistance Committee (CSU&A) shall review the request, determine eligibility for certification, and advise the National Board of Directors. If approved, the committee shall ensure that a chapter charter is issued, that an affiliation agreement is signed, that copies of informational documents and TREA directives are provided, and that necessary administrative support is available to the new chapters.

Section 4 (Chapter Bylaws)

The bylaws of a newly formed chapter must be written and adopted within four months following receipt of the chapter charter unless extenuating circumstances prevent such action. The initial bylaws shall be prepared in accordance with the “Model” Bylaws and the adopted parliamentary authority. The chapter bylaws may deviate from the “Model” in order to meet the needs of the chapter but must not be radically inconsistent with the “model” bylaws nor in direct conflict with the national bylaws. For example, all persons accepted for membership must be fully qualified and classified into the proper category shown in Article III herein. The National Parliamentarian shall provide guidance and assistance as necessary and shall review all new chapter bylaws and amendments thereto. The National Bylaws and Standing Rules Committee must approve new bylaws and amendments before they become effective unless authority is delegated to the Parliamentarian (Article VI, Section 6). Chapters will forward two copies of all new or amended bylaws to TREA National Headquarters.

Section 5 (Revocation of Charter)

A chapter charter may be revoked by two-thirds vote of the TREA National Board of Directors. Due notice shall be given to the chapter by certified mail with return receipt requested. A period of six months from date of receipt shall be allowed for the chapter to meet TREA requirements before final revocation action is taken (unless a chapter dissolves itself). The waiting period shall not be required when there is evidence of flagrant wrongdoing by chapter officers, with no obvious attempt to make corrections, and a vote by the National Board of Directors to revoke the charter at a earlier date is unanimous. In lieu of revocation, the National Board may, by majority vote, suspend the chapter charter for a period not to exceed one year when notification as shown

herein is given. Section 7 below will be complied with upon revocation of charter. See Section 8, Chapter Auxiliary below.

Section 6 (Incorporation)

Although not required, a TREA chapter may apply to the Secretary of State in the state where located, to be incorporated as a nonprofit corporation. This is recommended when a chapter owns property of significant value. Until the articles of incorporation are approved and/or a corporate charter is issued, a chapter may not use the word "incorporated" following its name.

Section 7 (Chapter Dissolution)

Upon dissolution, the chapter colors, charter and all financial records will be forwarded to TREA Headquarters. Chapter assets will be converted to cash if possible, all debts will be paid, and unless state or local laws dictate otherwise, all remaining funds will be forwarded to TREA and held in escrow for one year. If the chapter is not reactivated within one year, funds will be transferred to TREA's general fund account.

Section 8 (Chapter Auxiliary)

A TREA chapter may petition the TREA National Auxiliary to form a Chapter Auxiliary as a constituent unit of the chapter. Chapter auxiliary members shall enjoy the same privileges as associate members. A Chapter auxiliary may adopt its own bylaws to govern its internal operations providing such bylaws are not in conflict with the bylaws of the chapter. Auxiliary members shall have the right to make motions, vote, and hold office within the auxiliary structure.

ARTICLE XVIII - NATIONAL AUXILIARY

Section 1 (Organization)

TREA's National Auxiliary (an affiliate of TREA) was organized on June 26, 1972, at TREA's National Convention in Junction City, Kansas. The National Auxiliary is subject to TREA policies; but shall adopt separate bylaws and rules to govern its internal operations and provide Chapter Auxiliary guidance. These bylaws must conform to TREA's bylaws only on clearly requisite points. A TREA chapter may petition the National Auxiliary for authorization to organize a Chapter Auxiliary. If approved, a Chapter Auxiliary Charter will be issued.

Section 2 (Auxiliary Members-At-Large)

Any person authorized membership in the National Auxiliary may join as an auxiliary member-at-large. Such members shall not be assigned to a chapter auxiliary except upon written request by the gaining chapter auxiliary. The completion and forwarding of a membership application or other suitable document shall satisfy this requirement.

Section 3 (Dissolution)

The National Auxiliary shall adopt guidelines for the dissolution of Chapter Auxiliaries which shall adhere to the requirements of TREA, state and local laws, and the requirements of the U. S. Internal Revenue Services. Dissolution of a Chapter Auxiliary must be approved by the TREA Chapter and the National Auxiliary Board of Directors. Dissolution of the National Auxiliary shall be in accordance with its bylaws but shall require a two-thirds vote by TREA's National Board of Directors.

ARTICLE XIX - TREA MEMORIAL FOUNDATION

Section 1 (Organization and Purpose)

TREA's Memorial Foundation (an affiliate of TREA) was organized and incorporated on May 14, 1990. It was recognized as a non-profit charitable and educational organization under IRS Code 501(c)(3) on May 15, 1992. The purpose of the Foundation is to receive, manage, and disburse gifts, restricted and unrestricted, for the enlargement and supplementation of TREA's educational and benevolent programs and to enhance the purposes for which TREA was established. The internal operations of the Foundation shall be governed by its own articles of incorporation and bylaws; but amendments to these documents must be ratified by majority vote of TREA's National Board of Directors.

Section 2 (Board of Trustees)

Control and management of the Foundation shall be vested in a Board of Trustees elected or appointed by TREA's National Board of Directors in accordance with the Foundation Bylaws. TREA's Board of Directors retains the right to suspend or remove any Trustee from office but the period of suspension shall not extend beyond the next face-to-face TREA Board meeting. Removal of a Trustee shall not be effective until he or she has been given the opportunity to appear before TREA's Board of Directors. TREA's Treasurer may be appointed by the National President to serve concurrently as Treasurer of the Foundation but no other elected member of TREA or National Auxiliary Boards of Directors shall serve concurrently as a Foundation Trustee. TREA's National President shall serve as an ex-officio (voting) member as prescribed in Article XII, Section 1 above. The Chairman of the Memorial Foundation Board of Trustees shall not serve on any TREA Committee.

Section 3 (Process Evaluation)

The TREA National Board of Directors shall conduct an annual process evaluation of the Foundation to ensure compliance with established policies and to measure comparable demonstrated need among qualified applicants for grants and scholarships. The Foundation will chart the progress of the benevolent and scholarship programs and provide statistical data, applications for grant and/or other pertinent data for the evaluation.

Section 4 (Dissolution)

Dissolution may be accomplished in accordance with the Foundation Bylaws; but shall require a two-thirds vote by TREA's National Board of Directors.

ARTICLE XX - TREA SENIOR CITIZENS LEAGUE

Section 1 (Organization and Purpose)

TREA Senior Citizens League (TSCL) was organized and incorporated on September 8, 1994, as an affiliate of TREA. It was recognized as a non-profit social welfare organization under IRS Code 501(c)(4) on June 28, 1995. The purpose of TSCL is to promote the education and social welfare of senior citizens as stated in its articles of incorporation. The internal operations of TSCL shall be governed by its own articles of incorporation and bylaws; but amendments to these documents must be ratified by majority vote of TREA's Board of Directors.

Section 2 (Board of Trustees)

Control and management of TSCL shall be vested in a Board of Trustees elected or appointed by TREA's National Board of Directors in accordance with TSCL's bylaws. TREA's Board of Directors retains the right to suspend or remove any Trustee from office but any period of suspension will not extend beyond the next TREA Board meeting. Removal of a Trustee shall not be effective until he or she has been given the opportunity to appear before TREA's Board. No elected member of TREA or Auxiliary National Boards of Directors, except TREA's Treasurer, shall serve concurrently as a TSCL Trustee, although TREA's National President shall serve as an ex-officio (voting) TSCL Board member, as prescribed in Article XII, Section 1, above.

Section 3 (Dissolution)

Dissolution may be accomplished in accordance with TSCL's Bylaws; but shall require a two-thirds vote by TREA's National Board of Directors.

ARTICLE XXI - INDEMNIFICATION

TREA shall indemnify all its officers, past and present, and all employees, agents or other persons who, at its request, have performed or are performing duties at the national level and are subject to possible personal liability. Indemnification shall be against all losses, expenses or liabilities incurred as a result of such duties, except for breach of duty or loyalty, acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, and any transactions in which such person derives an improper personal benefit. Indemnification shall extend to TREA's affiliate organizations such as the Memorial Foundation, National Auxiliary and Senior Citizens League unless the affiliate provides for its own indemnification. However, full indemnification shall be conditioned on the premise that TREA receive advance notification if legal costs are to be incurred and that TREA or its indemnity company have the right to provide a defense for the insured.

ARTICLE XXII - DISSOLUTION

In the event TREA must be dissolved, the assets, after all debts have been paid, shall be donated to one or more charitable organizations. The members present at the final meeting shall decide the recipients of the assets. State and local laws and the requirements of the U. S. Internal Revenue Service shall be adhered to during dissolution proceedings.

Initial bylaws adopted February 27, 1963; revised September 1994, August 2002, August 2003; September 2007; September 2008; September 2009