



The Civil Affairs Association Bylaws

Washington, D.C.

Restated as of 28 May 2024

ARTICLE I
NAME AND HEADQUARTERS

1. The name of this corporation (hereinafter designated The Association) is **THE CIVIL AFFAIRS ASSOCIATION**. The Association is organized under the laws of the State of Delaware.
2. The national headquarters of The Association is determined by vote of the National Board of Directors.

ARTICLE II
OBJECTIVES

1. The Association was established by its founders to advocate for a strong and ready Civil Affairs capability for the United States military. The Association was also envisioned as a military professional organization to serve as a forum for professionals from all organizations, academia, and partner countries, to present and exchange their ideas on Civil Affairs and civil-military operations/cooperation, and related activities. The Association serves as a partner to the United States Army Civil Affairs Corps and makes Association awards available for eligible Association Members.
2. The **objectives** of The Association, as set forth in the Articles of Incorporation, and amended though the Bylaws are:
 - a. To **encourage and support the capability** of the armed forces of the United States of America, partner countries and partner international organizations to prepare for and perform missions or tasks involving Civil Affairs, civil-military operations/cooperation, and related activities.
 - b. To **promote and support research, education, training, and publications** in the broad field of Civil Affairs, civil military operations/cooperation or related activities. This includes academic, educational, and literary activities designed to disseminate professional knowledge and improve skills, promote esprit de corps, and contribute to the professional development and efficiency of Civil Affairs, civil-military operations/cooperation, and related activities.
 - c. To **provide advice and assistance** to United States governmental organizations, partner military, professional and international organizations, and partner non-governmental organizations involved in Civil Affairs, civil-military operations/cooperation, and related activities, including the encouragement, fostering and development of positive and constructive dialogue with these organizations.
 - d. To **promote the legacy and history and corporate identity** of Civil Affairs and The Association.
3. In the accomplishment of these objectives, The Association has all the powers specifically set forth in the Articles of Incorporation and incidental thereto and those granted to it by Title 29, Chapter 5, 1981 Edition, District of Columbia Nonprofit Corporation Act, as from time to time amended.

ARTICLE III
MEMBERSHIP

1. In accordance with Section 501(c)(19) of the Internal Revenue Code (IRC) at least 75% of The Association's members will be present or former members of the Armed Forces of the United States (veterans) and at least 97% of The Association's members will be (i) present or former members of the Armed Forces of the United States, (ii) cadets, including students in college or university ROTC programs or at United States Armed Services academies or (iii) spouses, widows, widowers, ancestors, or lineal descendants of individuals referred to in (i) and (ii).
2. Members and Associates. There are two classes of members of The Association: active, and honorary. Additionally, there are non-member associates.
 - a. Active Members. Any person who meets the membership requirements set forth in Article III, paragraph 1.1 and has an interest in the furtherance of Civil Affairs doctrine, training, and operations and who supports the objectives of The Association will be eligible to become an active member of The Association. Any other person who has an interest in the furtherance of civil affairs doctrine, training, and operations and who supports the objectives of The Association is also eligible to become an active member of The Association, provided the total number such other persons does not exceed 3% of The Association's total membership. Only active members of The Association may vote, and only active members of The Association are eligible to hold office other than honorary office. Active members may be given further assignments as determined by the Board of Directors.
 - b. Honorary Members. The Membership Committee may set the criteria and nominate for Board of Directors vote as an Honorary Member of The Association. An Honorary Member may be any person who is or has been concerned with military government or Civil Affairs as a member or former member of the armed forces of the United States, the armed forces of any a partner country, or any civilian. Honorary Members may not vote for Civil Affairs Association officers, directors, or other Association ballot questions. There is no limitation on the number of Honorary Members.
 - c. Associates. The Membership Committee may set the criteria and accept any international partner or U.S. citizen (including State Defense Force personnel) who does not meet the criteria for Active or Honorary Member but who wishes to be involved in events and programs of The Association. Due to Section 501(c)(19) of the IRC criteria, Civil Affairs Association Associate Members are not formal members and may not vote for Civil Affairs Association officers, directors, or other Association ballot questions. There is no limitation on the number of Associate Members.
3. Membership Application. Any person desiring to become a member will make a written or online application to the Membership Committee. The application will be in the form and contain data prescribed by the Membership Committee.
 - a. An applicant will become a member upon receipt of their application by the Membership Committee unless rejected for good cause within thirty (30) days by the Membership

Committee.

4. Membership Dues.

- a. The Board of Directors will establish, from time to time, the dues to be paid by active members and fix the date or dates when dues are payable. In lieu of paying annual dues, a member may become an active member for life subject to the provisions of these bylaws by paying life membership dues as established by the Board of Directors.
- b. Any member whose dues remain unpaid will be notified of that fact. Any member five (5) months in arrears in dues may, after further formal notice of one (1) month, be dropped from the rolls of The Association by the Membership Committee. Any member six (6) months in arrears in their dues will not be entitled to vote or hold office.

5. Withdrawal and Termination.

- a. Any member may withdraw from The Association at any time by resigning in writing, but that resignation will not become effective until such member has paid all obligations due The Association at the time of such resignation. Any honorary member may resign at any time by resigning in writing. That resignation is effective when received by The Association.
- b. Any member may be terminated for cause by a vote of a majority of the members of the Membership Committee. Any member having been terminated may be reinstated by the Executive Committee on such terms as it may prescribe. Any honorary member may be terminated for cause by vote of two-thirds (2/3) of the members of the Board of Directors present at any meeting of the Board at which a quorum is present.

ARTICLE IV

BOARD OF DIRECTORS

1. Members of the Board of Directors.

- a. The management of the affairs of The Association is vested in a Board of Directors consisting of thirty-six (36) members of The Association elected to the Board, the National President, the National Vice-Presidents, the National Secretary, the National Treasurer, and any appointed Directors Emeritus. All Directors (except Emeritus) have the same voting privileges. All Directors are expected to participate on one or more committees, to represent The Association by visiting Civil Affairs units or appropriate events, and by participating in activities of The Association.
- b. The members of The Association will elect thirty-six (36) members of the Board of Directors; twelve (12) each year for a term of three (3) years each, beginning with the acceptance of the annual election results and ending 31 December, or until their resignation or death.

2. Board Vacancies. Any vacancy occurring among the thirty-six (36) members of the Board of Directors may be filled by appointment by the National President from among Active Members for

the balance of the unexpired term, or if elected at a meeting of the Board.

3. Termination of Board Membership. Membership in the Board of Directors will be terminated by death or resignation of a Director or failure to attend two (2) consecutive meetings of the Board of Directors (either in-person or virtually) unless excused by the National President. Any member of the Board may be removed from membership on the Board for cause by vote of two-thirds (2/3) of the members of the Board then serving.
4. Director Emeritus. The Executive Committee may elect, by majority vote, one or more former Directors or Officers of The Association to serve as a Director Emeritus for a one-year term providing advice and expertise in an advisory role to the Board of Directors. A Director Emeritus may not serve as an officer of The Association. A Director Emeritus is entitled to receive notice of and to attend all meetings of the Board of Directors and to speak at any meetings but is not entitled to vote on any matter coming before the Board of Directors. A Director Emeritus may be removed from the position of Director Emeritus by a majority vote of the Executive Committee. A Director Emeritus will cease to be a Director Emeritus upon the end of their elected term, their death, resignation, or failure to attend two consecutive meetings of the Board of Directors, unless such failure to attend has been excused by the National President.

ARTICLE V

EXECUTIVE COMMITTEE

1. The Executive Committee consists of 10 (ten) members, when feasible, one of whom is the National President, ex officio. The other nine (9) members are appointed by the National President from among the Board of Directors and National Vice Presidents for a one-year term, or until their successors have been appointed. The National President will appoint one member of the Executive Committee to serve as Chair. The Executive Committee will organize itself as directed by the Chair and accomplish the functions laid out in these Bylaws. The chair will advise the National President and serve as a chief of staff for The Association. The National President may appoint one (1) Director Emeritus in good standing to the Executive Committee for a one-year advisory position.
 - a. Upon notice, the Executive Committee will meet when, where, and how designated by the Chairman of the Executive Committee or the National President.
 - b. When the Board of Directors is not in session, the Executive Committee will administer the affairs of The Association at the direction of the National President.
 - c. The Executive Committee will approve standing and ad hoc committee reports. It will also submit reports of its activities at the next meeting of the Board of Directors.
 - d. The actions of the Executive Committee will be subject to revision or alteration by the Board of Directors, provided that no rights of any third parties are affected by any such revision or alteration.
 - e. The Board of Directors may delegate or assign additional general or specific duties to the Executive Committee.
 - f. The Executive Committee has no power to amend the bylaws or authority, unless

expressly delegated to it by the Board of Directors, to change the amount of the annual dues or to elect or remove honorary members of The Association.

- g. The Executive Committee may annually select one or more Emeritus Directors in good standing to serve an advisory role to the Board of Directors for one year (see Article IV, paragraph 4). It will report those appointments at the next meeting of the Board of Directors.
- 2. The Executive Committee may appoint subcommittees, boards of review and other assistants, but any action taken by these subcommittees, boards, or assistants are subject to the approval of a 2/3 majority of the whole Executive Committee.
- 3. At any meeting of the Executive Committee, a majority of its members will constitute a quorum for the transaction of business. Where a quorum is present, the vote of a majority present will govern.

ARTICLE VI

OFFICERS

1. Duties.

- a. The officers of The Association will perform the duties described under the title of their respective offices.
- b. The officers of The Association will be elected for a two-year tenure during The Association's annual election and hold office effective upon their election until the 31st of December or until their resignation or death.

2. National President.

- a. The National President is the chief executive of The Association. The National President will appoint all Standing Committee (except subcommittees) and Executive Committee members. The National President has and will exercise the usual functions of a president.
- b. The National President has general supervision of the affairs of The Association and will preside at the meetings of The Association and of the Board of Directors; and be an ex officio member of all standing and ad hoc committees and of all subcommittees, with vote.
- c. In the event of any incapacity or absence of the National President, their duties will devolve upon one of the National Vice-Presidents selected by majority vote of the Executive Committee until the incapacity or absence has ceased or for the remainder of the term of the National President and the election and qualification of a successor. In the event of a vacancy in the office of National President, a National Vice-President selected by majority vote of the Executive Committee will succeed to the office of National President and hold such office for the remainder of the term and until a successor has been elected and qualified.

3. National Vice-Presidents.

- a. There are seven (7) National Vice Presidents elected by the Board of Directors from among The Association members and appointed to a specific functional responsibility by the National President. These duties include (but are not limited to) committee oversight and engagement with individuals or organizations with interests that coincide with the objectives of The Association and their functional areas:
 - National Vice President of **Membership and Finance**.
 - National Vice President of **Publications**.
 - National Vice President of **Awards and Nominations**.
 - National Vice President of **Programs and Events**.
 - National Vice President of **Information Technology**.
 - National Vice President of **Legacy and Enlisted**.
 - National Vice President of **Communications and Outreach**.
- b. National Vice Presidents may serve as Chair of one or more Standing Committees related to their functions, if appointed by the National President.
- a. Vacancies will be appointed by National President and hold such office for the remainder of the term until a successor has been elected and qualified. See committee descriptions for more details.

4. National Secretary.

- a. Is responsible for ensuring that suitable arrangements are made for the annual and other meetings of The Association, of the Board of Directors and of the Executive Committee, the proceedings of which they will record.
- b. Has custody of correspondence and records.
- c. Notifies all board members and officers of required meetings, takes minutes, and records attendance.
- d. Coordinates with the Membership Committee to ensure that Director and Officer contact information is updated and correct.
- e. Submits reports called for at any meeting of the Board of Directors or the Executive Committee.
- f. Is responsible for the management of any executive offices.
- g. Has the power to contract in the name of The Association for services and supplies necessary for its operation.
- h. The foregoing duties may be modified or reassigned by the Executive Committee or Board of Directors.

5. National Treasurer.

- a. Collects all monies due to The Association and performs such other duties as may be incidental to the office and as the Board of Directors may direct. They will deposit all funds of The Association immediately upon receipt in the name of The Association in a bank or trust company designated by the Board of Directors and all payments will be made by

check over his or her signature or that of the National President or a National Vice-President

- b. Pays amounts justly due by The Association without limitations as to amount except as may be prescribed by the Board of Directors. This includes ensuring that any Association taxes are paid in a timely manner and maintaining accounts to support the tax status of the Association for audit.
 - c. Reports the financial accounts of The Association in writing to the Board of Directors at each regular meeting of the Board of Directors and at such other times as may be requested by the Board, to the members at each annual meeting of The Association and to the Executive Committee on request. The accounts will be audited by the Finance Committee promptly after the close of a fiscal year and at any other time determined by the Finance Committee, Board of Directors, or Executive Committee.
 - d. Distributes a copy of the National Treasurer's report on the close of the fiscal year, and of the Finance Committee's audit, promptly after the first regular meeting of the Board of Directors to each Director and any other persons as the Board of Directors or the President may direct.
 - e. The Board of Directors may authorize the payment of compensation for the services of the National Treasurer.
 - f. The foregoing duties may be modified or reassigned by the Executive Committee or Board of Directors.
6. Officer Vacancies. Any vacancy occurring among the offices of the National Vice Presidents, National Secretary or National Treasurer may be filled by appointment by the National President for the balance of the unexpired term from among the Active Members, or if elected at a meeting of the Board. If, in the opinion of the Board of Directors, any vacancies in national offices reach a point where the proper functioning of The Association is endangered, the Board of Directors may fill an unexpired term of any unfilled national office. The person so elected will hold office until their successor is elected and qualified, or until their resignation or death.

ARTICLE VII

COMMITTEES

1. There are three types of committees: Executive (see Article V), Standing, and ad Hoc.
2. Standing Committee members and chairs are appointed for a one-year term by the National President with advice of the Vice Presidents from among Directors in good standing. Chairs will serve for one year (unless they are replaced, they resign, or die) and will meet quarterly under the lead of the Executive Committee to synchronize committee actions with The Association objectives and priorities. The National President and National Vice Presidents with functional oversight of a committee have a vote on that committee. The following are the Standing

Committees:

a. Membership Committee

- i. The role of the Membership Committee is to recruit and retain members of the organization and to:
 - Grow membership.
 - Ensure compliance with Section 501(c)(19) IRC membership criteria.
 - Work with the IT Committee to maintain the membership database.
 - Provide recommendations based on The Association's demographic trends.
 - Recommend changes to and implement Article III (Membership) of the Bylaws.
- ii. Coordinate closely with other Committees in pursuit of Association objectives.

b. Finance Committee

- i. The role of the Finance Committee is to:
 - Review the annual budget and present it for adoption by the Executive Committee.
 - Advise the Executive Committee concerning the financial status of the organization.
 - Review annually the management of any invested funds of the organization.
 - Work with the National Treasurer (who is a non-voting advisory member of the committee) to prepare an appropriate Budget (Annual and 3-Year Plan) based on goals and objectives approved by the Board of Directors.
 - Provide financial recommendations to the Board of Directors based on The Association's financial trends.
 - Provide financial analysis in support of Board of Directors initiatives.
- ii. Coordinate closely with other Committees in pursuit of Association objectives.

c. Publications Committee

- i. The role of the Publications Committee is to produce and/or disseminate content relevant to Civil Affairs, professional development, and the intellectual capitalization/readiness of the Civil Affairs Corps through a variety of synchronized platforms with the intent to mainstream Civil Affairs into the larger discussions of service, joint force development, national security, and foreign policy. Platforms may include, but are not limited to:
 - Professional papers and articles.
 - A journal dedicated to Civil Affairs.
 - Podcasts and webcasts.
 - Publication of papers in military and national security publications and journals.
- ii. Coordinate closely with other Committees in pursuit of Association objectives.

d. Programs Committee

- i. The Programs Committee creates, oversees, and coordinates Association initiatives designed to:

- Promote and strengthen the capacities and capabilities of the Civil Affairs Corps, the Association, and their relationship.
 - Inform, educate, and advocate Civil Affairs with service and joint military commands and institutions, interagency, interorganizational, and multinational partners, executive and legislative leaders, and the public and media.
 - Build and maintain a multifaceted civil-military network to advance our shared enterprise.
 - Build the esprit de corps and corporate identity of Civil Affairs.
- ii. Coordinates closely with other Committees in pursuit of Association objectives.

e. Events Committee

- i. The role of the Events Committee may include, but is not limited to:
- Planning, organizing, coordinating, and executing Association events that convene the Civil Affairs Corps, the Association, and their partners to:
 - Enhance Civil Affairs force and professional development and education.
 - Strengthen multi-community dialogue and discussion among Civil Affairs stakeholders and interested parties.
 - Promote the esprit de corps and corporate identity of Civil Affairs.
 - Holding at least one on-site and in-person event each year with webcast support to enable off-site participation and observation.
 - Holding additional events (i.e. roundtable, symposium, or other) to facilitate professional development and education.
 - Ensuring appropriate Association representation at partner organization events that provide an opportunity to inform, educate, and advocate on Civil Affairs.
 - Posting all events of relevance to the Civil Affairs Corps and the Association on the Association events calendar and disseminating appropriately.
- ii. Coordinates closely with other Committees in pursuit of Association objectives.

f. Communications and Outreach Committee

- i. The role of the Communication and Outreach Committee is to lead Association efforts in telling Civil Affairs and Association stories and informing, educating, and advocating for both with a multitude of target audiences. This includes:
- Liaising with military, governmental, international, military schools, and non-governmental organizations and report.
 - Creating and disseminating media and messages that support members and publications, programs, partners, and events of the organization.
 - Promoting Civil Affairs to media outlets.
 - Managing media relations and organizational partnering and outreach.
 - Ensuring Association Directors and Officers are assigned liaison duties with Association partner organizations as well as with other organizations of interest and report the outcome.
 - Publishing upcoming Civil Affairs activities, including unit changes of

command and events.

- ii. Coordinates closely with other Committees in pursuit of Association objectives.

g. Information Technology Committee

- i. The role of the Information Technology Committee is to ensure that computer and information systems of The Association are operational and fit the organization's needs. This committee will support the Executive Committee, other committees, and the Board of Directors by researching technological solutions for the requirements of The Association and proposing options. Responsibilities may include, but are not limited to:
 - The Association website.
 - Social media platforms.
 - Webcasting and podcasting.
 - Virtual broadcasting of Association meetings and other events.
- ii. Coordinates closely with other Committees in pursuit of Association objectives.

h. Awards Committee

- i. The role of the Awards Committee is to:
 - Manage programs that recognize members and supporters for outstanding accomplishments and efforts that advance the organization.
 - Purchase and distribute awards.
 - Make Association awards available for all eligible Civil Affairs Association Members.
- ii. Coordinates closely with other Committees in pursuit of Association objectives.

i. Nominations Committee

- i. The role of the Nominations Committee is to recruit Directors and Officers and prepare those selected to serve (see Article X-Nominations).
- ii. Coordinates closely with other Committees in pursuit of Association objectives.

j. Legacy Committee

- i. The role of the Legacy Committee may include, but is not limited to:
 - Recording and archiving lessons learned and accounts of Civil Affairs history.
 - Liaising with military museums, memorials, and history offices.
 - Maintaining a research list and database.
 - Assisting with the preparation of unit histories, when requested by units.
 - Maintaining a page of unit awards on the CAA webpage.
- ii. Coordinates closely with other Committees in pursuit of Association objectives.

k. Enlisted Affairs Committee

- i. The role of the Enlisted Affairs Committee is to:
 - Communicate with current and former enlisted Civil Affairs/civil-military

operations members of the armed forces of the United States and partner military organizations.

- To recruit and retain enlisted members and gauge what The Association could do for them.
- Promote The Association to enlisted Civil Affairs personnel.

ii. Coordinates closely with other Committees in pursuit of Association objectives.

3. The National President may appoint or remove ad hoc committees and members as required by the National President or the Board of Directors.
4. All Standing and ad hoc Committee members will be appointed by the National President as soon after their election as a Director as practicable and continue in office at the pleasure of the National President, or until their successors are appointed.
5. A majority of the members of any committee constitutes a quorum. The vote of a majority of those present at any meeting at which a quorum is present will govern.

ARTICLE VIII

MEETINGS OF MEMBERS

1. Board of Directors Meetings are held at least two times each year at such time and place as determined by the Executive Committee (in consultation with the Events Committee for an in-person/virtual meeting). Any Director or Officer in good standing may vote on matters raised for vote during a Board of Directors meeting (except for bylaws issues- see Article XIV).
 - a. Notice. For a Board of Directors Meeting, directors will be given at least fifteen (15) days written notice (by email or postal mail) by the National Secretary.
 - b. Quorum. For a Board of Directors Meeting, one third of the Directors present (in-person or virtually) constitutes a quorum. For a Special Meeting of the Association, one third of Active Members present (in-person or virtually) constitutes a quorum.
 - c. Majority Vote. Unless otherwise provided by law, the Certificate of Incorporation, or these bylaws, a majority vote of the Directors present (in-person or virtually) at any meeting at which there is a quorum or of those casting votes by electronic ballot or mail govern. No member may vote by proxy. Officers (the National President, the National Vice-Presidents, the National Secretary, and National Treasurer) will not have a vote.
 - d. Agenda. The order of business will, except as modified by the Directors at the meeting, be specified by the Executive Committee, and may, but is not required to, include the following:

- Approval of the minutes of the previous meeting
- Reports of Officers
- Reports of Standing Committees
- Reports of Ad Hoc Committees
- Designation of any new ad hoc Committee
- Changes in committee membership
- Old Business
- New Business
- Other
- Adjournment

- e. Facilitation. Roberts Rules of Order are the parliamentary guide and will govern the proceedings at all meetings.
2. Special Meetings. A Special Meeting of The Association Members or Board of Directors may be called by either the National President or the Chairman of the Executive Committee on their own initiative, or by the National Secretary promptly after receipt of the written request of either four (4) members of the Executive Committee or seven (7) Directors. In the event of a special meeting for the entire Association, any Active Member in good standing may vote on matters raised for vote. A special meeting may also be requested in writing by two-thirds (2/3) of the members of the Board of Directors. At any special meeting, no business other than that specified in the notice will be transacted.
 - a. Notice. For a Special Meeting of the Board of Directors, directors will be given at least fifteen (15) days written notice by the National Secretary. For a Special Meeting of the Association Members, Members will be given at least fifteen (15) days written notice by the National Secretary.
 - b. Quorum. For a Special Meeting of the Board of Directors, one third of the Directors present (in-person or virtually) constitutes a quorum. For a Special Meeting of the Association, one third of Active Members present (in-person or virtually) constitutes a quorum.
 - c. Majority Vote. Unless otherwise provided by law, the Certificate of Incorporation, or these bylaws, a majority vote of the Active Members present (in-person or virtually) at any meeting at which there is a quorum or of those casting votes by electronic ballot or mail govern. No member may vote by proxy. Officers (the National President, the National Vice-Presidents, the National Secretary, and National Treasurer) will not have a vote.
 3. Board of Directors Requirement for a Vote. The Board of Directors, at its discretion, may submit to the members of The Association any question for vote by ballot. The Board of Directors will determine the manner and details of the balloting.
 4. Directors' Minutes. The National Secretary will record the minutes of each regular and special meeting of the Board of Directors or Association. The National Secretary will distribute a dated draft thereof marked "Subject to Directors' Approval" promptly after the meeting to each Director and to such others as the Board of Directors or the President may direct.
 5. Directors' Report to Members. On behalf of the Board of Directors, The National Secretary will submit at the annual meeting of The Association a report of the affairs of The Association, to include a summary of the financial and membership status of The Association and a review of The

Association's activities for the prior fiscal year with up-dates for the current year to the time of the meeting, together with any suggestions or recommendations, it may deem appropriate respecting past and future activities of The Association.

ARTICLE IX

LOCAL CHAPTERS

1. While there is no requirement for local chapters, members wishing to establish one are welcome to do so. Upon petition directed to the National Secretary and signed by not less than five (5) members of The Association in any locality stating their desire to form a local unit for achievement of the purposes of The Association, such unit to be known as a local chapter, the National Secretary of The Association will immediately authorize a local meeting for such inauguration.
2. When not less than fifteen (15) members have enrolled as members of such a chapter, The Association will issue a suitable charter thereto, signed by the National Secretary of The Association.
3. Where feasible, each chapter will hold an annual meeting between the first day of October and the last day of November of each year for the election of Chapter officers. Within fifteen (15) days after such elections, the Chapter Secretary will send to the National Secretary a list of Chapter Officers elected for the ensuing year along with their addresses and telephone numbers.
4. The bylaws of any local chapter will be in conformity with the bylaws of The Association. They will not become effective until submitted to, and approved by, the National President.
5. Each chapter will be designated by a chapter name and/or a chapter number as approved by the Executive Committee.
6. Where a chapter has been created, members will pay their annual national dues to The Association and such dues will be in the amount prescribed under Article III, Section 6a. Chapter dues, if charged, will be collected by the chapter, and retained in the chapter's local account.
7. Chapters will submit to the National Secretary on or before December 31st of each year, a full and complete annual report of chapter activities for such year and a listing of the names of their current members.
8. If the annual report required by Section 7 of the Article IX is not submitted to the National Secretary by April 1st of each year following the organization of the chapter, the National President is empowered to suspend the charter of such delinquent chapter. If such delinquency is not removed by the time of the next annual meeting, it will be called to the attention of the Board of Directors, which is empowered to revoke the charter of the delinquent chapter.
9. Each chapter will, through the National Secretary, keep The Association generally advised of its

activities.

ARTICLE X

NOMINATIONS

1. A Nominating Committee of three (3) members, none of whom may be candidates for office while serving on the Nominating Committee, will be appointed by the National President within the first quarter of each calendar year to hold office until December 31st of that year.
2. Pursuant to Article IV, Section 2 (Board Vacancies), each year, no less than 60 days prior to the Election Date set by the Executive Committee, the Nominations Committee will deliver to the National Secretary a list of one or more (where possible) nominees for election for each vacancy. The vacancies will include the annual twelve Directors scheduled to be elected, and may include (if terms are ending or there are vacancies):
 - National President
 - National Vice-Presidents
 - National Secretary
 - National Treasurer
3. Additional candidates may be nominated by signed petition of twenty-five (25) members of The Association. The notation "proposed by Petition" will be added to the list of nominations if the petition is received by the National Secretary after the Nominating Committee has filed its report but on or before September 20.
4. The names on the ballot will be accompanied by a biographical sketch.
5. Each candidate will provide written (including email) acceptance of nomination prior to the ballot being provided for election.
6. The names of the candidates proposed by the Nominating Committee, the names (if any) of members nominated by petition, and the respective offices for which they are candidates will be printed on the same ballot with a brief biography of each nominee.
7. In case any nominee proposed by the Nominating Committee withdraws their nomination, the National Secretary will report the withdrawal to the Nominating Committee and nominate another member for the office, if there is sufficient time.

ARTICLE XI

ELECTIONS

1. Elections are normally held annually for twelve directors and any vacant or projected vacant officer position (National President, National Vice Presidents, National Secretary, or National Treasurer). Any Active Member in good standing may vote. Elections are normally held by 15 November.
2. Ballots may be transmitted and received electronically or printed and mailed. Elections may use

either or both procedures (as determined by the Executive Committee):

a. Electronic Ballot. The National Secretary will transmit by electronic means or cause to be transmitted by electronic means to each member entitled to vote for whom the National Secretary has an email address, a ballot in the form prescribed by Article X and stating the time of the closure of the vote. Each voter will electronically complete their ballot to reflect the candidates of their choice and transmit the ballot by electronic means to the National Secretary in accordance with such instructions as may be provided by the National Secretary and approved by the Executive Committee.

b. Printed and Mailed Ballot. If necessary, the National Secretary will mail or transmit by electronic means for printing by the recipient or cause to be mailed or transmitted by electronic means for printing by the recipient to each member entitled to vote a ballot in the form prescribed by Article X and stating the time of the closure of the vote. Each voter will prepare such voter's ballot by marking the space opposite the names of the respective candidates of such voter's choice or by crossing out the name or names of the candidate or candidates rejected by such voter and may write in the name of any eligible member of The Association. In no event will the voter mark such voter's ballot for more candidates than are offices to be filled. The voter will either (i) enclose such voter's ballot in an envelope, seal the same and then print and sign such voter's name on the envelope for identification, or (ii) fold the ballot in half so the marked portion of the ballot is facing in, seal the same with tape or staples and then print and sign such voter's name in the designated place on the outside of the ballot which designated place will be positioned so that the name can be cut from the ballot before the ballot is processed for counting. The ballot thus prepared will be mailed or otherwise delivered to the National Secretary. If a ballot is mailed by a member where delivery is expected to be delayed beyond the published deadline, the member should notify the national Secretary so that the results may be delayed in the case of a close result (such as missing one or two ballots needed to reach a majority).

ARTICLE XII

SCHEDULE

1. The fiscal year for The Association ends on December 31 of each year.
2. The term of Officers (National President, National Vice Presidents, National Secretary, National Treasurer) and Directors ends on December 31 of each year.
3. Each year, the Executive Committee will set a date for the election for officer vacancies and the twelve Directors to assume their three-year duties the following year. The Nominating Committee will provide the National Secretary with its nominees no less than sixty (60) days prior to the election date. Nominations will be submitted to the National Secretary no less than sixty (60) days prior to such election date. The National Secretary will send out ballots to members no less than thirty (30) days prior to the election date. Only ballots received by the National Secretary on or before the election date will be counted for the election of officers and Directors on that election date. As soon as practicable following the election date, the Tellers of Election will certify the results of the election to the National Secretary who will, as

soon as practicable, notify members of The Association of the election results.

ARTICLE XIII
MISCELLANEOUS

1. The insignia of the Association consists of an emblem to be approved by the Board of Directors. The insignia may be used by Board Members and Officers; however, It will not be used by members, contractors, advertisers, or affiliates without the permission of the Board of Directors.
2. The corporate seal of The Association is a circular seal showing a torch, scroll, and sword on a purple background with the name of The Association around the border. The seal is kept by the National Secretary. When directed by the Board of Directors, an image of the seal may be used by designated officers or employees of The Association, or by organizations that The Association has partnered with for publication or sponsorship purposes.
3. The Board of Directors may authorize the publication of a newsletter of The Association or other academic publications and be responsible for the designation of the editor of any such newsletter.
4. The Association has and will have no shareholders and the net earnings and other assets of The Association will not inure to the benefit of any of its members or any other individual.

ARTICLE XIV
BYLAWS AMENDMENT

1. The Board of Directors has the power to make, amend, and repeal the bylaws of The Association.
2. Any proposed change of the bylaws must be submitted by the National President (unless delegated to the National Secretary) to the Board of Directors 30 days in advance of the vote. At the discretion of the National President, this vote may be conducted at a Board of Directors meeting (virtually or in-person) if two thirds (normally 24) of serving Directors are present. The vote may also be conducted by ballot without meeting (email or mail).
3. The Executive Committee has no power to change the bylaws in whole or in part. The National President, National Vice Presidents, National Secretary, and National Treasurer do not have a vote on amendment of the bylaws.
4. On its own initiative, the Board of Directors may, or when requested in writing by thirty (30) members of The Association, refer a proposed change of the bylaws to members of The Association for their vote, in which case, the change will become effective only upon the affirmative vote of a majority of the members voting and then only if there are been at least fifty (50) votes cast in favor of the proposed change.
5. If the Board of Directors chooses not to make, amend, or repeal the bylaws under its own

authority, it may submit a proposed change of the bylaws to members at an annual or a special meeting or on a ballot without meeting. If a proposed change is submitted at a meeting, the notice of the meeting will describe the proposed change in full. If a proposed change is to be submitted to members to be voted on by ballot without meeting, the Board of Directors will inform the members of the proposed change and prescribe the manner and time that the balloting will take place.

6. All changes in the bylaws will be communicated to the members of The Association as determined by the Executive Committee.

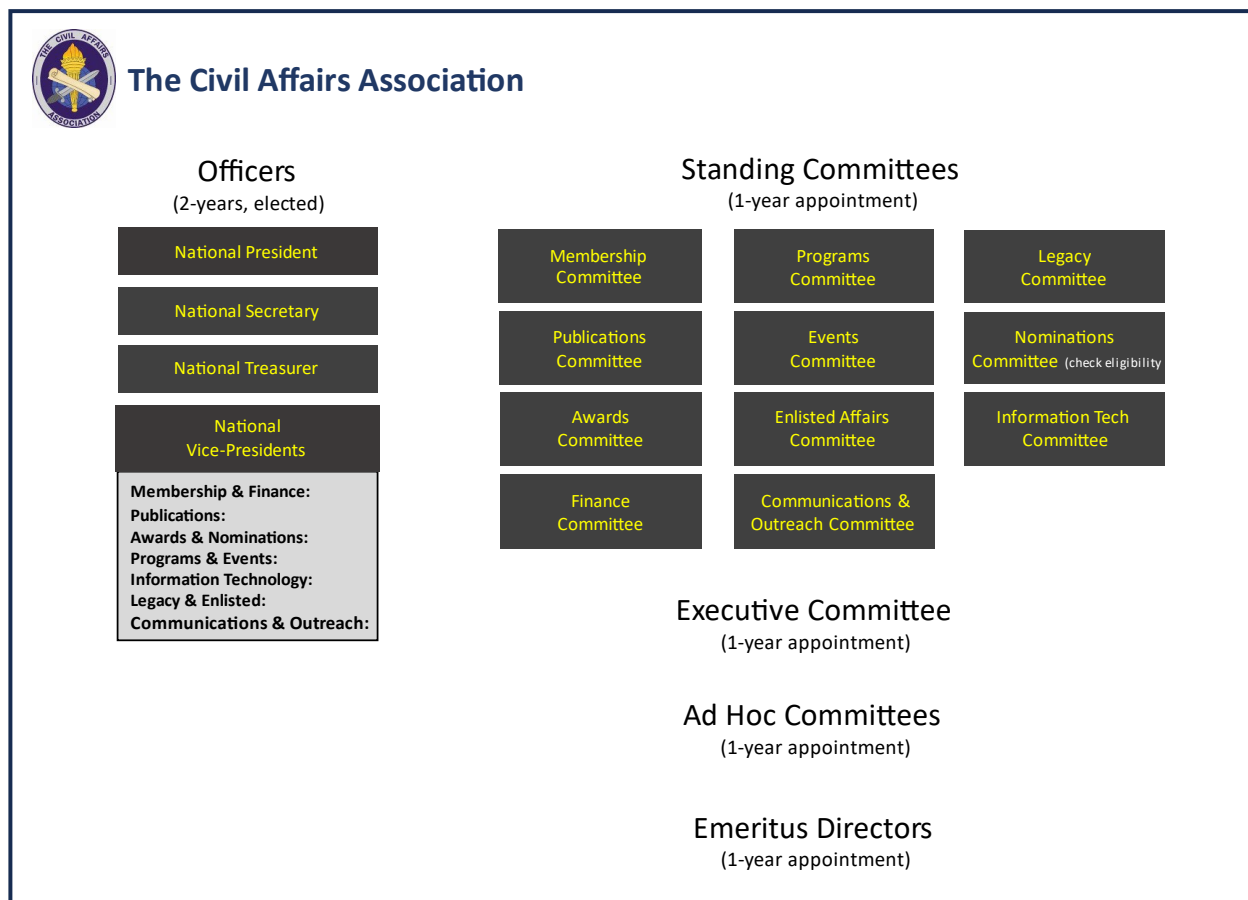
ARTICLE XV

REGISTERED OFFICE AND AGENT

The registered office and registered agent of The Association in the State of Delaware are designated by the Board of Directors.

Appendix 1

Organizational Chart



Appendix 2

Recurring Tasks

Task	Responsible Office	Due Date
Appoint personnel to all Standing Committee and ExCom vacancies	National President	By 31 Dec & as required
Withdraw Director status for 2 consecutive absences	National President	As required
Appoint three Tellers of the Election	National President	2 weeks prior to election
Set annual election date	ExCom	Any ExCom meeting
Set BoD meeting dates (not special meetings)	ExCom	2 per year
Approve standing and ad hoc committee reports	ExCom	As received
Elect Emeritus Directors and report to BoD	ExCom	Any ExCom meeting
Director's Minutes	National Secretary	Per meeting
Director's report to Members	National Secretary	At annual BoD meeting
Make suitable arrangements for meetings	National Secretary	As required
Contract for services and supplies	National Secretary	As required
Collect and pay money due and report financial status	National Treasurer	As required
Ensure Active Members do not exceed 3% other	Membership Committee	By 31 Dec
Withdraw membership of those 5 months in arrears	Membership Committee	Quarterly
Elect 12 Directors for 3 years, 10 Officers for 2 years	Nominations Committee	By 15 Nov
Ensure nominating committee members are not candidates for office	Nominations Committee	1st Qtr
Provide financial analysis and recommendations to the BoD	Finance Committee	As required
Hold 1+ Annual Association Meeting	Events Committee	Normally, 3rd Qtr
Ensure representation at partner events	Events Committee	As required
Post relevant events	Events Committee	As required
Liaise with military, governmental, international, etc. and report	Comm & Outreach Committee	As required
Create and disseminate media messages	Comm & Outreach Committee	As required
Maintain website, social media, webcasting, virtual meetings	Info Tech Committee	As required
Purchase and distribute Association awards	Awards Committee	As required
Recruit new Director and Officer candidates	Nominating Committee	Annually
Deliver annual nominee list	Nominating Committee	60 day before election
Publish election results	Nominating Committee	3 days after election
Record and archive CA lessons learned, and history	Legacy Committee	As required
Publish upcoming CA Corps events	Legacy Committee	As required
Promote The Association to enlisted CA personnel	Enlisted Affairs Committee	As required