

The Military Order of the World Wars

National Constitution And Bylaws



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Revised August 2009 (See red italics)

THE MILITARY ORDER OF THE WORLD WARS NATIONAL CONSTITUTION AND BYLAWS

AS ADOPTED AT ORGANIZATION
CONVENTION, DETROIT, MICHIGAN,
1920
AND REVISED AT SUBSEQUENT
CONVENTIONS INCLUDING,
BALTIMORE, MARYLAND
AUGUST 2009

CONSTITUTION

ARTICLE I

Name

The name of the organization shall be "The Military Order of the World Wars."

ARTICLE II

Membership

Sec. 1. Members shall be classified as Regular; Perpetual; Senior; Hereditary; Dual (which includes multiple); and Memorial. The first five classifications shall comprise the active membership of the Order as hereinafter set forth in this Constitution and Bylaws:

(a). **Regular Membership** is open to a citizen of the United States of America of good moral character and repute who has served honorably on Active Duty, to include Active Duty for Training, in the Armed Forces of the United States of America, (Active, Guard, Reserve), National Oceanographic and Atmospheric Administration (NOAA) or Public Health Service (USPHS) as a Federally recognized Commissioned, flight or Warrant Officer during the period April 6, 1917 to present or to such later date as may be determined by the Order in Convention.

(b). **Perpetual Membership** is open to Regular, Hereditary and Senior members, and former members in the first two classes or to qualified new members desiring to join the Order, upon contributing the sum prescribed in the bylaws to the Perpetual and Memorial Membership Fund through National Headquarters. New members shall be exempt from any and all annual dues for the fiscal year in which they join the Order through Perpetual Membership, and all Perpetual Members shall be exempt from future annual dues in perpetuity.

(c). **Senior Membership** shall be those members who have attained the age of seventy years and whose membership in the Order has been in good standing for thirty years. Individuals with memberships in more than one chapter must possess the aforementioned qualifications within each chapter in order to be eligible for Senior Membership status. Senior Members shall be exempt from any and all further payment of dues whatsoever. Since Perpetual Membership in this Order is a higher classification than Senior Membership, and exempt from any and all dues

payment as such, nominations of Perpetual Members for senior status will not be considered.

(d). Hereditary Membership is open to a citizen of the United States of good moral character and repute who is (1) the spouse of a present or former member; (2) the surviving spouse of a deceased or former member; (3) the spouse, a descendant, or adopted child of an Officer who is, if living, or who would have been, if deceased, eligible as a member; (4) the descendant or adopted child of a member; or (5) in case of failure of lineal issue or adopted child, a descendant or adopted child of a sister or brother of a member.

(e). Memorial Perpetual Membership may be conferred upon a deceased Officer who was a member of the Order at the time of their death, upon a deceased Officer who was eligible for such membership but was not a member at the time of their death, or upon a citizen eligible for Hereditary Membership at the time of their death. Upon nomination by a chapter of the Order and upon contribution to the Perpetual and Memorial Membership Fund, through National Headquarters of the sum prescribed in the bylaws, the name of such member shall be inscribed in the records of the Order as a Memorial Perpetual Member.

(f). Dual Memberships (which includes multiple) in two or more chapters are authorized to individual members, provided that such individual members meet annual National dues requirements or Perpetual Membership contributions for each membership, plus annual dues for each chapter involved.

(g). Honorary Membership in the Order may not be conferred upon any person. The foregoing shall not affect the status of Honorary Members duly elected prior to 1957.

Sec. 2. Admission to membership is by election to a chapter in the manner pre-scribed in its bylaws. An applicant shall pledge himself to conform to the Order's Constitution and Bylaws and use his best endeavors to promote the purposes and interests of the Order. Membership becomes effective upon receipt and verification of the application by National Headquarters.

Sec. 3. Each chapter shall be the judge of its individual members with respects to election, resignation, expulsion and conduct unbecoming an Officer or other behavior not in conformity with the National Constitution and Bylaws, provided that any action by a chapter may be appealed by the affected member to the General Staff for adjudication. Nothing herein stated or implied shall preclude initiation of similar action by the General Staff whenever a chapter fails to take action, which the General Staff considers, warranted. No resignation shall be accepted from a member indebted to the Order.

Sec. 4. An applicant for membership rejected by one chapter shall not be admitted to another chapter except by the written permission of the Commander-in-Chief. Transfer of membership from one chapter to another shall be in accordance with the procedure determined by National Headquarters.

Sec. 5. Reinstatement in membership may be effected as provided in chapter Constitutions or Bylaws and in the National Bylaws.

ARTICLE III

Organization

Sec. 1 (a). The Order shall be organized into Regions, States, Departments, and Chapters. No Region may be organized with fewer than five chapters. No Department may be organized with fewer than two chapters. ***No Chapter may be organized with fewer than ten (10) living members.***

(b). Whenever a Region, Department, or Chapter falls below the minimum standards required for designation or charter, as specified above, the General Staff at its next meeting shall

revoke such designation or charter, unless in the collective opinion expressed by a majority vote of those present, extenuating circumstances warrant the temporary continuance of such designation or charter until the next meeting. In the event of revocation of designation of a Region as such, the General Staff shall reassign the geographical area involved to another Region. Upon revocation of the charter of a Department for the reason cited above, the Commander-in-Chief may, subject to confirmation by the General Staff at its next meeting, appoint a commander for the State or Territory concerned. In case of revocation of a Chapter charter under the same circumstances, the Commander-in-Chief may, in his discretion, appoint a commander pending reorganization or reactivation of such Chapter.

Sec. 2. Supreme authority and direction of the Order are vested in the Order in convention, subject only to the Order's Constitution and Bylaws.

Sec. 3. Resolutions and regulations of an administrative nature adopted by the General Staff or Order in convention shall be retained on file in National Headquarters and remain in effect until rescinded.

Sec. 4. The *MOWW Handbook* is the policy for the operation of The Military Order of the World Wars. The National Headquarters shall be responsible for all changes to the *MOWW Handbook*, coordinating with the appropriate committees.

ARTICLE IV

National Convention

Sec. 1 (a). The legislative body of the Order shall be the National Convention, which shall meet annually at such places and date as approved by the General Staff. Each chapter shall be entitled to two (2) delegates-at-large and one additional delegate for every twenty-five (25) members or major fraction thereof, in good standing as of the preceding 30th day of June, in addition to the General Staff members. A member may represent but one chapter. Proxies shall not be allowed. A duly accredited alternate may attend and vote in the absence of a delegate.

(b). Members of the General Staff shall also be delegates.

(c). A quorum shall consist of a majority of the accredited delegates in attendance at the convention, but not less than twenty-five (25).

Sec. 2. The Pledge of Allegiance to the Flag of the United States of America shall be recited at the opening of all National Conventions, meetings of the General Staff, at all Region, Department and chapter meetings and assemblies, and whenever it can be done appropriately at other gatherings and ceremonies of the Order.

ARTICLE V

Officers

Sec. 1 (a). The Officers of the Order, who constitute the General Staff, shall consist of the following: the Commander-in-Chief, the Past Commanders-in-Chief, the Senior Vice Commander-in-Chief, the four Vice Commanders-in-Chief, the Treasurer General, and Assistant Treasurer General, the Judge Advocate General, and Assistant Judge Advocate General, the Surgeon General, and Assistant Surgeon General, the Chaplain General, and Assistant Chaplain General, the Historian General, and Assistant Historian General, the member of the Board of Trustees of the funds of the Order, the Region State, Department, and Chapter Commanders, the General Staff Emeritus members, and the ten General Staff Members-at-Large (appointed and elected). The Chairmen of all National Committees and the Directors of the Youth Leadership Conferences sanctioned by the Order, if not otherwise members of the General Staff, are also

members of the General Staff while serving in those capacities. The Chief of Staff is a member as an *ex officio* without a vote.”

Sec. 2 (a). The National Convention shall elect the following officers each year: the Commander-in-Chief, the Senior Vice Commander-in-Chief, four Vice Commanders-in-chief (no two of whom shall come from any one region), the Treasurer General, the Judge Advocate General, the Surgeon General, the Chaplain General, the Historian General, and five of the ten General Staff Members-at-Large. Members already properly designated as Emeritus members of the General Staff shall not be eligible for election as General Staff Members-at-Large. Each of the foregoing shall hold office for one year or until his successor has been duly elected and qualified.

(b). The Commander-in-Chief shall appoint five of the ten General Staff Members-at-Large.

(c). The members of the Board of Trustees of the funds shall be elected to three-year terms by the by the General Staff at the post-convention meeting of the General Staff, with one member’s being nominated by the Commander-in-Chief and elected by the General Staff in each year. In addition, one of the three members of the Board of Trustees should be nominated by the Commander-in-Chief and elected by the General Staff to be Chair of the Board of Trustees for the following year.

(d). The newly elected CINC shall nominate to the General Staff, at the post-convention meeting of the General Staff, candidates for the positions of Assistant Treasurer General, Assistant Judge Advocate General, Assistant Surgeon General, Assistant Chaplain General, and Assistant Historian General, who will be elected each year by the General Staff at its annual Post- Convention meeting and shall serve until the following Convention.

Sec. 3 (a). The Order shall have a Chief of Staff, selected and recommended by a search committee consisting of the Commander-in-Chief (presiding), the Senior Vice Commander-in-Chief, the four Vice Commanders-in-Chief, and the Chair of the Council of Past Commanders-in-Chief. The search committee will nominate its selectee to the full Executive Committee of the General Staff for confirmation and subsequent election by the full General Staff for an indefinite term. The Chief of Staff shall receive such compensation as may be determined by the General Staff.

(b). The Chief of Staff shall be an *ex officio* member of the General Staff and its Executive Committee without vote. In order to secure continuance in office, the termination of appointment of the Chief of Staff may be accomplished only by a majority vote of the full General Staff.

Sec. 4. A State Commander shall be appointed by the Region Commander and assume duties on July 1st each year. In the event an appointment is not made, the Vice Commander-in-Chief with the State within their area of responsibility will appoint a State Commander. The Region Commander may remove an appointee State Commander who neglects or fails to perform the duties of the office properly with concurrence of the Vice Commander-in-Chief with this area responsibility. The Region Commander will be responsible for notifying National Headquarters prior to 30 June of their appointments to State Commanders. In those States having a Departmental organization, the Department Commanders shall be elected by the chapters and take office prior to July 1st of each year.

Sec. 5. Vacancies in any elective office or in the Executive Committee of the GS may be filled for the unexpired term at the request of the Commander-in-Chief with approval of the General Staff by the most expeditious means of mail, telephone, fax, email, or other means of

communication.

Sec. 6. Any member of the General Staff or appointee of the Commander-in-Chief, who shall neglect or fail to perform the duties of their office properly, may be removed by a vote of the General Staff.

ARTICLE VI

The General Staff

Sec. 1. The General Staff shall administer the affairs of the Order between National Conventions.

Sec. 2. The General Staff shall hold an annual Post-Convention General Staff meeting, plus any other meetings during the year, as may be needed, at such places and dates, as may be determined by the Executive Committee of the General Staff. A special meeting of the General Staff may be called by the Commander-in-Chief, as needed. A notice of this special meeting shall be sent to all members of the General Staff by email/mail within one week of the request for the meeting.

Sec. 3. The Chief of Staff shall receive such compensation as may be determined by the General Staff. The Chief of Staff shall be an *ex officio* member of the General Staff without vote.

Sec. 4 (a). The Executive Committee of the General Staff shall consist of the Commander-in-Chief as Chair, the immediate Past living Commander-in-Chief, the Senior Vice Commander-in-Chief, the four Vice Commanders-in-Chief, the Treasurer General, and the Judge Advocate General, the Chair of the Council of Past Commanders-in-Chief, the Chair of the Council of Region Commanders, and three General Staff members appointed by the Commander-in-Chief and the Chief of Staff as an ex-official without a vote.

This Executive Committee shall have full power and authority to manage the business of the General Staff between its meetings. There shall be two (2) or more meetings of the Executive Committee each year.

Special meetings of the Executive Committee may be called by the Commander-in-Chief, and shall be called by him upon written request from three (3) members of the Committee. A quorum of the Executive Committee shall consist of a majority of the voting members. The Commander-in-Chief may direct that a telephone ballot, confirmed by mail, or an email vote may be taken on any question that he considers to be of an emergency or time sensitive nature.

Sec. 5 (a). A National Officer having served ten (10) years as such may be elected by the General Staff as an Emeritus Member thereof, with all the courtesies and privileges of members of the General Staff (attendance at General Staff meetings, wearing decorations and insignia of office, and exercising voting privileges), provided such Officers shall have attended at least a combination of ten (10) National Conventions and Midwinter General Staff meetings. Provided further that at least five of the ten years must have been served as a General Staff Officer as defined in Article V, Section 1(a) (above), service not to exceed one year in each of the following offices may be substituted for one year of service as a General Staff Officer: the senior staff officer of a Department, or any elected chapter officer. Companions who serve in more than one office concurrently will receive credit for only one of those offices toward qualification for General Staff Emeritus status.

(b). In light of the life membership on the General Staff of all Past Commanders-in-Chief, they are ineligible for election by the General Staff as Emeritus members thereof.

ARTICLE VII

Prohibited Matters

Sec. 1. The introduction or discussion of sectarian matters or partisan politics is prohibited in any meeting, assemblies, or convention of the Order, its Regions, States, Departments or Chapters; and the name, insignia, emblem or records of the Order, its Regions, States, Departments or Chapters, shall not be used for any sectarian, business or partisan political purpose, without specific authorization by the General Staff.

Sec. 2 (a). No Region, State, Department, Chapter, or National Officer, or member of the Order shall obligate the Order financially, either directly or by implication, without specific authorization by the General Staff in any and every case.

(b). No loan may be accepted and made an obligation of the Order except by a two-thirds affirmative vote of the entire General Staff. The vote in such cases may be taken by mail or email ballot.

Sec. 3. The names (Military Order of the World Wars, MOWW and *Officer Review*) and the insignia or emblem of the Order shall not be used in any way outside of the normal business of the Order, without authority of the General Staff. The specific policy for use of these items is published in the *MOWW Handbook*.

Sec. 4 (a). No Chapter, Department, State, or National Officer or member of the Order shall solicit funds in the name of the Order without first securing the approval of the General Staff.

(b). No restricted gift may be accepted and made an obligation of the Order except by a two-thirds affirmative vote of the entire General Staff. The vote in such cases may be taken by mail or email ballot.

Sec. 5. No member of the Order shall use a military title for personal identification, official written or verbal communications within the Order, or for external public events while representing the Order, other than the highest Federally-recognized earned rank in the Armed Forces of the United States, or other federal service as specified in Article II of this constitution.

ARTICLE VIII

Amendments

Sec. 1. Any member or subdivision of the Order may submit a proposal to amend the constitution of the Order by submitting such proposals to the Chair of the Constitution and Bylaws Committee at the address listed in the current National Directory of the Order no later than February 15. Proposals submitted after that date but no later than March 15 may be considered, if a majority of the Constitution and Bylaws Committee finds that the subject of the proposal is an emergency matter.

Sec. 2. The Executive Committee of the GS shall designate standard form requirements for the drafting of proposals submitted to amend the Constitution and Bylaws of the Order, which shall be published in the *MOWW Handbook*.

Sec. 3. The MOWW Constitution may be amended by the Order in convention by a three-fourths vote of the delegates voting, provided that the chapters and members of the General Staff are given notice of such proposed amendment at least sixty days prior to the first convention session of the Convention at which they are to be presented for adoption.

Sec. 4. The National Headquarters shall be responsible for maintaining, publishing and distributing a booklet containing the Constitution and Bylaws of the Order, and may name, re-name, title, re-title, number, re-number, and/or letter or re-letter any article, section, and/or subsection in a uniform manner, provided that the title, subtitle, heading, numbering and/or

lettering system adopted for differentiating the articles, sections, and subsections shall not be considered as substantive in the interpretation of the constitution.

ARTICLE IX

Distribution of Assets

Upon dissolution of the Order, the Executive Committee of the GS shall, after paying or making provision for the payment of all the liabilities of the Order, dispose of all of the assets of the Order to such organization or organizations that conduct established National or regional patriotic and leadership educational programs that shall qualify as an exempt organization or organizations under Section 501(c)(3) or Section 501(c)(19) of the Internal Revenue Code, as the Executive Committee of the GS shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State in which the principal office of the Order is then located, exclusively to such organization or organizations, as such court shall determine, which conduct established National or regional patriotic and leadership education programs.

BYLAWS

ARTICLE I

Finances

Sec. 1. *The fiscal year of the Order shall begin on the first day of July.*

Sec. 2 (a). *Each Regular and Hereditary Member shall, on or before the anniversary date of his joining, pay through the Treasurer General National dues in an annual amount to be established by the National Convention upon recommendation of the Executive Committee of the General Staff, and published in the Handbook of the Order.*

(b). Ten dollars (\$10.00) shall be remitted to a cadre organized under the provisions of Article II, Section 6 of the Bylaws for each new Regular or Hereditary annual dues paying member. The period of eligibility for such rebate shall expire one year after the cadre has attained 15 living members, the minimum number necessary to receive a chapter charter.

Sec. 3 (a). *The amounts of the one-time contributions of Perpetual Members (including Hereditary Perpetual Members) shall be established by the National Convention upon recommendation of the Executive Committee of the General Staff, and published in the Handbook of the Order.*

(b). *A special schedule of one-time contributions for Perpetual Members may be established to recognize the applicant's age, or the period of time elapsed between his initial commissioning as second lieutenant or ensign, or his initial appointment as a warrant officer in any eligible service.*

(c). National Headquarters may accept an installment contribution plan of four equal payments within one year of the application for Perpetual Membership. However, until such time as the full contribution has been received at National Headquarters, the Companion concerned will be carried on the rolls as a Regular Membership, but shall not be liable for the payment of annual dues.

Sec. 4. The contribution for a Memorial Membership in Perpetuity shall be two hundred dollars (\$200.00), payable to the Military Order of the World Wars.

Sec. 5. An individual who directly joins the Order as a Regular or Hereditary Perpetual Membership and remits the full Perpetual Membership contribution at the time of application shall be exempt from any and all National and local dues. New members and current annual dues-paying members converting to Perpetual Membership, using the installment payment plan, will be carried on the National rolls as Regular Membership until the full amount of the Perpetual Membership contribution has been received at National Headquarters. Members using the installment payment plan will not be liable for the payment of National and local dues during this period, but are required to remit the total Perpetual Membership contribution within one (1) year of application.

Sec. 6. *Within any policy guidance established by the General Staff or the Order in convention, the Board of Trustees of the Order shall administer the Order's funds by investing and reinvesting all monies committed to its charge in the appropriate funds: (1) The Perpetual and Memorial Membership Fund; (2) The Endowment Fund, (3) The Vice Admiral George C. Dyer Memorial Magazine Will Fund; (4) The Vice Admiral George C. Dyer Memorial Magazine Trust Fund; (5) The Vice Admiral George C. Dyer Memorial Executive Committee Discretionary Fund; (6) The Captain Charles Avery Satterlee (USCG) Fund; and (7) The Gist Blair Fund...*

(a). The Perpetual and Memorial Membership Fund is made up of all contributions

received to record members as Perpetual or Memorial Memberships. This fund is irrevocable and no withdrawals of corpus may be made for any purpose. The Trustees shall forward the net income from the Perpetual and Memorial Membership Fund in installments as requested by the Treasurer General. The Treasurer General shall retain one-half of the income for the use of National Organization and distribute the other half to the chapters, pro rata to their rolls of Perpetual or Memorial memberships. Such chapter share of the income shall be remitted to the chapter on whose rolls a membership is carried, provided that: (1) when a Perpetual Membership has been conferred by a chapter as an honor, that share shall go to that chapter in perpetuity regardless of the member's transfer to another chapter during his lifetime; (2) when a Perpetual Membership has been bestowed from outside the Order, the deceased share shall be remitted to the chapter through which such membership was created, unless that member, exercising in writing the right vested in them at the outset by the donor, had designated some other chapter; (3) when a Perpetual Membership who has contributed the sum for his own membership desires to transfer to another chapter, they shall notify National Headquarters in writing, which shall advise the two chapters, and such membership and funds shall be so transferred, with consent of the receiving chapter.

(b). The Endowment Fund is made up of unrestricted gifts received from time to time from members and friends of the Order; the investment of surplus funds accumulated at the National Organization; and past appropriations for a purpose no longer existent, plus accumulations of income on such appropriations. The provisions of this paragraph shall not preclude the use of surplus funds of a preceding year as operating capital for the succeeding year. The Trustees shall forward the annual net income as of 30 June of each year from this Fund as requested by the Treasurer General for deposit in the general operating fund to assist in meeting the operating budget of National Organization. Withdrawals above and beyond the annual net income from this Fund may be authorized only by the Order in National Convention.

(c). The Vice Admiral George C. Dyer Memorial Will Fund was established by the terms of VADM Dyer's Will to enhance the cash awards already being awarded for excellence in writing to members of the Order whose articles are published in the *Officer Review*. Five cash awards are made annually consisting of first prize, a second prize, and three honorable mention prizes. Winners shall be selected by the Trustees who are the Chair of the Magazine Sub-Committee of the Information, Publicity, and Magazine Committee, the Editor of *Officer Review*, and the Immediate (latest living) Past Commander-in-Chief. The Trustees shall forward the annual net income as of 30 June of each year from this Fund as requested by the Treasurer General in order to fund these prizes. No withdrawals from the corpus of this fund shall be allowed.

(d). The Vice Admiral George C. Dyer Memorial Magazine Trust Fund was established by VADM Dyer Trust to provide cash awards for excellence in writing to members of the Order whose articles are published in the *Officer Review*. Five cash awards are made consisting of first prize, a second prize, and three honorable mention prizes. The winners shall be selected by the Trustees who are the Chair of the Magazine Sub-Committee of the Information, Publicity, and Magazine Committee, the Editor of *Officer Review*, and the Immediate (latest living) Past Commander-in-Chief. The Trustees shall forward the annual net income as of 30 June of each year from this Fund as requested by the Treasurer General in order to fund these prizes. No withdrawals from the corpus of this fund shall be allowed.

(e). The Vice Admiral George C. Dyer Executive Committee Discretionary Trust Fund was established to provide a perpetual trust for those purposes selected annually by the Executive

Committee of the GS at their sole discretion. The Trustees shall forward the annual net income as of 30 June each year from this Fund as requested by the Treasurer General in order to fund these purposes. No withdrawals from the corpus of this fund shall be allowed.

(f). The Captain Charles Avery Satterlee (USCG) Fund is a fund established to use the annual interest to present an award to a USCG Academy graduate each year. The Board of Trustees of the Order will administer (invest and reinvest) the Captain Charles Avery Satterlee (USCG) Fund. The Trustees shall forward the annual net income as of 30 June of each year from this Fund as requested by the Treasurer General in order to fund this award. No withdrawals from the corpus of this fund shall be allowed.

(g). The Gist Blair Fund was established as a testamentary trust to finance certain limited and specified historical purposes for the benefit of the Order, as spelled out in the trust document. It is controlled within the limits of its provisions by three (3) trustees, one of who shall be the Historian General; and the other two of which shall be nominated by the Commander-in-Chief and elected by the General Staff at its annual post-convention meetings with one being designated Chair. The General Staff may also interim replace any such elected trustee as necessary who is unable or unwilling to complete his term of office.

Sec 7. The Board of Trustees shall submit a report to the National Convention and the General Staff, upon request, listing the investments held in each of the funds (and their parts) entrusted to their care. The report shall provide such additional data as may be directed from time to time by the General Staff. The Trustees shall also report on the amount of the corpus for the Perpetual and Memorial Membership Fund at each National Convention meeting. At any scheduled meeting, any two members of the Board of Trustees shall constitute a quorum.

Sec. 8 (a). Chapter bylaws may provide for local dues payable to such chapters by their own members in addition to the National dues as provided in Section 2 of this Article. Perpetual Members and Senior Members shall not be so assessed local dues.

(b). Region and Department Bylaws may provide for annual financial support from chapters assigned to them in such amounts and using such formulae as may be concurred in by those chapters.

Sec. 9 (a). Members (except as indicated in Section 10(b) below) who have failed to pay their dues for six months shall thereupon be dropped from the rolls of chapters, provided that there shall have been sent to their recorded last address at least three notices of their delinquency. Members so dropped shall be eligible for reinstatement or election to another chapter of the Order upon payment of full dues for the current fiscal year only.

(b). Annual dues paying Companions whose return address is indicated as APO or FPO will be forwarded a notice commending them for their service overseas in serving Our Country and will be advised that they are exempt from National and Chapter dues until the Companion returns to CONUS. When the address of the Companion changes to one in CONUS, Headquarters will advise the Companion that the exception of dues has expired and annual dues are now required to be paid. If they fail to pay their annual dues the procedures shown in Section 10(a) to collect late dues will begin.

Sec. 10. A chapter may exempt any worthy member from chapter dues for such period, as it may desire.

Sec. 11. Each chapter shall conform to the requirements for tax-exempt status under the provisions of Internal Revenue Code 501(c) (19) and shall report its compliance to National Headquarters *in accordance with MOWW Policy* on or before September 30th each year. National Headquarters will remit no funds to any chapter until receipt of its annual certification.

Failure to file before September 30 each year will result in the forfeiture of all funds due and payable in the current fiscal year, to the delinquent chapter. In certain circumstances, such as, severe medical illnesses, death, or the resignation or transfer of the parties concerned (Chapter Commander and Treasurer), an extension requested in writing to the Treasurer General, may be granted, by the Treasurer General, on a case-by-case basis. ***However, no payment can be made after June 30th of the fiscal year that the payment was due.*** The non- distributed funds will be deposited into the MOWW Endowment Fund.

ARTICLE II

Charters

Sec. 1. A Region, State, Department, or Chapter charter may be granted, revoked, surrendered or, if applicable, merged with the consent of the General Staff, providing the administrative procedures contained in Chapter XV (Charters) of the *MOWW Handbook* are followed.

Sec. 2. No Region, State, Department, or Chapter, at any Region, State, Department, or Chapter Convention, meeting or assembly, may take any action committing the Order in matters of policy affecting the Order as a whole, since the National Convention is the only body with such authority and is the body representative of all the Chapters and Companions of the Order.

Sec. 3. Region, Department and Chapter Constitutions and Bylaws must at all times be consistent with the National Constitution and Bylaws of the Order.

Sec. 4. Organized Region, Department and Chapter Officers shall be elected and installed during the second quarter of the calendar year, and assume their duties at that time. The results of such elections shall be reported to National Headquarters on or before June 30th of each year. Failure to so elect and report such officers shall be cause for the Commander-in-Chief either to order an election to be held, or to appoint officers to conduct the business of the organized Region, Department or Chapter.

Sec. 5. The text of a Region, State, Department, or Chapter charter shall be as determined by the General Staff.

Sec. 6. A letter of authorization to recruit a new chapter may be issued by the Executive Committee of the GS to a group of five or more Companions, upon application. It may be sponsored by a National Officer or by another chapter for a period of one year. The granting of this authorization will be for one year and permit the applicants to establish a recruiting cadre. Authorization may be extended to an additional year, if five (5) or more Companions have been added during the original 12-month period. Cadres will have all the privileges of a chapter except a charter and the right to send voting delegates to the National Convention.

Sec. 7. ***Companions not affiliated with local chapters shall be grouped into the Headquarters Chapter, where they will enjoy the same rights and privileges of membership as those Companions affiliated with local chapters.*** [See Article IV (Duties of Officers), Section 3.

Local commanders and appropriate committees are authorized to encourage members-at-large to participate in local activities and to organize as cadres and chapters, when sufficient numbers for those purposes exist in any particular area.

ARTICLE III

Insignia

The insignia of the Order shall be a red enameled Formee cross surmounted by a bronze eagle with spread pinions and surrounded by a bronze wreath. On the cross is superimposed a bronze medallion having on it in low relief a figure of Justice and the name of the Order.

ARTICLE IV

Duties of Officers

Sec. 1. The Commander-in-Chief shall preside at the National Convention and meetings of the General Staff and the Executive Committee of the GS. He shall enforce a strict observance of the Constitution and Bylaws and perform such other duties as custom and parliamentary usage may require, or which the General Staff may prescribe.

Sec. 2. *The Senior Vice Commander-in-Chief (Sr VCINC) and the four Vice Commanders-in-Chief (VCINCs) shall assist the Commander-in-Chief (CINC) when called upon. In case of the CINC's absence or disability the SR VCINC followed by one of the four VCINCs (as determined by the General Staff) shall act in his stead. In the event of the CINC's resignation or death, the CINC shall be succeeded to his office by the SR VCINC or if he is not able to serve, by one of the four VCINCs, as determined by the General Staff. If the CINC is replaced by the SR VCINC, a VCINC will be selected by the General Staff to fill the SR VCINC position and the vacant VCINC position will be filled by one of the five At-Large (Elected) General Staff Officers, as determined by the General Staff."*

Sec. 3. The Chief of Staff is responsible for conducting the Order's affairs pursuant to the Resolutions and Directives of the National Convention, the General Staff and the National Constitution and Bylaws. The Chief of Staff is responsible for the routine business correspondence of National Headquarters with Commanders of the Order and individual Companions. He shall maintain close liaison with Regions, States, Departments, and Chapters. He shall implement the policies of the Order and is the custodian of records and files, as well as the seal of the Order. He is responsible for recording and reporting all meetings of Conventions, the General Staff and the Executive Committee of the GS, and shall transmit copies of minutes of such meetings to members of the General Staff and Chapter Commanders by mail or email and on the Order's web site, as prescribed by actions of the Order. He is a member of the Magazine Sub-Committee and editor-in-chief of *Officer Review* magazine. He is a member *ex officio* without vote of the General Staff and Executive Committee of the GS. He is a member *ex officio* without vote of the Budget, Legislative and Resolutions, Information and Publicity and National Convention Committees and serves as a Trustee of the VADM Dyer Magazine Trust Fund. The Chief of Staff shall also serve as both Commander and Adjutant of the National Headquarters Chapter for the purpose of providing appropriate administrative support to the members of that chapter to the extent that they would be entitled to such support as any other chapter of the Order. Such support will include the designation of the appropriate number of members of the National Headquarters Chapter as delegates to the National Convention, as described by the rules of the Order in the *MOWW Handbook*. Notwithstanding his status as Commander of the National Headquarters Chapter, the Chief of Staff does not in consequence enjoy the right to serve as, or to be considered as, a voting delegate to any meetings of the General Staff or to the National Convention.

Sec. 4. The Treasurer General is responsible for all money paid into National Headquarters, for

its proper allocation, safe custody, and disbursement as authorized by the approved budget or by the General Staff. His account books shall be open to members of the General Staff at all times, and they shall annually submit to the General Staff and National Convention a certified public accountant's audit of the receipts, disbursements, permanent funds, assets, and liabilities of the Order and at the end of each fiscal year publish the financial statement of the Order in *Officer Review*. They shall give a corporate surety bond, satisfactory to the General Staff, in such sum as the General Staff may direct, the premium thereon paid by the Order. They shall be a member *ex officio* without vote of the Board of Trustees.

Sec. 5. The Judge Advocate General shall give legal advice on matters pertaining to the Order upon request by a National Officer, the General Staff, or any Companion of the Order. They shall report to the General Staff and National Convention on all matters referred to him.

Sec. 6. The Surgeon General shall report at National Conventions on such matters in the physical welfare field as may be of timely interest to the Order, and shall perform such other duties as may be prescribed by the General Staff.

Sec. 7. The Chaplain General shall lead National Conventions and General Staff meetings with prayer and perform such other duties customary to his office, as directed by the General Staff.

Sec. 8 The Historian General shall acquire and preserve records of historical interest relating to the Order or its members, and arrange for safe custody and accessibility of such records, subject to General Staff approval.

Sec. 9 (a). The Ten General Staff-at-Large: Two of the ten General Staff members-at-large shall be assigned by the Commander-in-Chief to each of the five Vice Commanders-in-Chief, and they shall constitute a staff to assist the respective Vice Commanders-in-Chief by: (1) Preparation, processing and presentation of staff studies, as directed by the Commander-in-Chief or assigned Vice Commander-in-Chief. Assignment of preparation, processing, and presentation of a staff study shall include designation of the General Staff Member-at-Large who shall be responsible for carrying through the study to completed action. This shall include necessary coordination with other Vice Commanders-in-Chief, National Officers, and Chairmen of Committees, to include in every case the Policy Planning Committee, prior to submission to the assigning officer. The Commander-in-Chief shall be consulted as necessary and appropriate. (2) Monitoring the activities of standing and ad hoc committees assigned to the Vice Commanders-in-Chief by the Commander-in-Chief. Exempted from such assignments shall be committees chaired by the Commander-in-Chief, Vice Commanders-in-Chief, Past Commanders-in-Chief, or others specifically designated by the Commander-in-Chief. (3) Representing, as requested, the Commander-in-Chief or a Vice Commander-in-Chief at designated functions within the Order. (4) Such other duties as may be assigned by the General Staff.

(b). The Chief of Staff shall be kept informed of the activities of these General Staff officers and provide such assistance as may be feasible to carrying out their duties.

Sec. 10. *The duties of the members of the Board of Trustees of the funds of the Order are as prescribed in Article I, Sections 6 and 7 of these Bylaws.*

Sec. 11(a). A Region Commander shall promote activity and cooperation among existing chapters of his Region, and shall encourage the formation of new chapters and the increase of membership through improving and broadening the Order's public standing in their Region. They shall engage the support of his State or Department Commanders. They shall make regular reports to the Commander-in-Chief, and report to the General Staff and the National Convention.

(b). State and Department Commanders shall promote the activity of and cooperation among existing chapters of their respective State and Departments, and shall encourage the

formation of new chapters, the increase of membership, and the improving and widening of the Order's public standing in their respective States and Departments. They shall support their respective Regional Commanders, making such reports as necessary or required to their Regional Commanders, the Vice Commanders-in-Chief, Commander-in-Chief, and the General Staff.

Sec. 12. Each elected additional member of the General Staff from a Region shall, as possible, assist the Commander of the Region, and, in case of necessity, acts as relief of the Regional Commander.

Sec. 13. In those States having one or more organized Departments, each Department Commander shall, during the second quarter of the calendar year, call a convention of the delegates of the chapters within the Department for the purpose of electing Department officers and for such other business as may properly be considered.

Sec. 14. In the absence of any officer or their failure to perform their duties satisfactorily, these duties may be assigned to another Companion by the General Staff.

ARTICLE V

Region and Department Organization

Sec 1. There shall be a maximum of fourteen Regions in the United States and its territories, designated by Roman numerals.

Sec. 2. The composition of the Regions may be adjusted, and the States and Territories in any Region may be combined by order of the Commander-in-Chief, with approval of the General Staff.

Sec. 3. All geographical areas that have been organized into Regions/Departments, as provided for in these bylaws, and have elected Region/Department Commanders and staff, shall have the opportunity to present and discuss matters relating to the Region's/Department's internal governance with their elected officers and staff, prior to submission to the General Staff.

ARTICLE VI

Standing Committees and Councils

Sec. 1. The Standing Committees of the Order, which (with the exception of the Executive Committee of the General Staff) shall also serve as Standing Committees of the General Staff and of the National Convention, shall be as follows:

- Boy and Girl Scouts
- Budget
- Chapter Activities and Awards
- Constitution and Bylaws
- Ethics
- Financial Development
- Historical and Archives
- Homeland Security
- Honors and Protocol
- Information, Publicity & Magazine
- Law and Order
- Legislative and Resolutions
- Membership
- Memorials

- National Convention & Seminars
- National Security
- Nominating
- Patriotic Education
- Policy Planning
- ROTC

The advisory Councils of the Order shall be as follows:

- Council of Past CINCs
- Council of Region Commanders
- Council of State and Department Commanders

Sec. 2. During the same period of time, a member of the Military Order shall not be Chair of more than one regular Standing Committee unless so designated by the bylaws.

Sec. 3. Except as required by the provisions of the Constitution and Bylaws, the Commander-in-Chief shall appoint the Chairmen of each National Committee, both Standing and Ad Hoc, and as many committee members as he may desire. The remaining committee members shall be appointed by the respective committee chairmen, within any limits set by the Constitution and Bylaws or the Commander-in-Chief. The chairmen and members of such committees shall be announced by the Commander-in-Chief, so far as possible, at the Post-Convention meeting of the General Staff.

Sec. 4. Except with the express consent of the Commander-in-Chief, a member of the Order may not be a member of more than two Standing Committees at the same time, and may not, in any case, be a member of more than three Standing Committees, except for those cases where, by reason of National Officer status or Past National Officer status an assignment to more than one Standing Committee is mandatory under provisions of the Constitution and/or Bylaws. In such instances, a Companion may be a member of one additional, non-mandatory, Standing Committee.

Sec. 5. Nothing in these bylaws shall preclude formation of Ad Hoc Committees by the Commander-in-Chief, the General Staff, or the National Convention. The Commander-in-Chief shall appoint the members of such committees, unless the motion at the National Convention or GS meeting to form an Ad Hoc Committee names its Chair and/or members.

Each such committee shall be formed for a specific purpose, and shall be dissolved when its purpose has been accomplished and a report made to the Commander-in-Chief, General Staff, or National Convention, as required. At the Post-Convention meeting of the General Staff, the Commander-in-Chief shall recommend the retention or discontinuance of Ad Hoc Committees formed in previous years.

Sec. 6. Committees shall report their proceedings and progress at each National Convention, and at such other times as may be requested by the General Staff or the Commander-in-Chief.

ARTICLE VII

Order of Business

Sec. 1. Robert's Rules of Order shall govern parliamentary procedure in all meetings, assemblies, and conventions of the Order. If any nominee or candidate for office fails to receive a plurality vote, they shall not be considered elected to such office.

Sec. 2. (a) The order of business at General Staff meetings shall be in accordance with an agenda prepared by the Chief of Staff, pursuant to the direction of the Commander-in Chief. In the

absence of an agenda directed by the Commander-in Chief, the order of business at General Staff meetings shall be:

- Call to order.
- Invocation.
- Pledge of Allegiance.
- Reading of the Preamble.
- Roll call.
- Approval of minutes of preceding meeting and action thereon.
- Reports by the Commander-in-Chief, Chief of Staff, Treasurer General and other Officers.
- Reports of Committees.
- Unfinished business.
- New business.
- Benediction and adjournment.

(b). The National ensign and the flag of the Order shall be displayed at all times when the General Staff or the Executive Committee of the GS is in session.

Sec 3. The order of business at National Conventions shall be in accordance with an agenda prepared by the Chief of Staff, pursuant to direction of the Commander-in-Chief. In the absence of an agenda directed by the Commander-in-Chief, the order of business at National Conventions shall be:

- Opening ceremonies, to include the call to order, invocation, Pledge of Allegiance, reading of the Preamble, Welcome, Commander-in-Chief's address, and first day resolution.
- Minutes of the previous convention.
- Reports of rules, credentials and registration committees.
- Reports of National Officers.
- Report of Board of Trustees.
- Report of General Staff.
- Report of Executive Committee of the General Staff.
- Reports of Standing Committees, except Legislative and Resolutions and Constitution and Bylaws Committees.
- Reports of Ad Hoc Committees.
- Report of Legislative and Resolutions Committee.
- Report of Constitution and Bylaws Committee.
- Report of Nominating Committee and election of National officers.
- Unfinished business, to include citations and installation of officers not to be installed at banquet.
- New business.
- Annual banquet, to include installation of certain officers.
- Benediction and adjournment.

Sec. 4 (a). National Conventions shall include an ecumenical memorial service, including presentation of the Colors. Any specific religious faith group of persons in attendance at a National Convention that desires to participate in an additional worship or celebration service during the Convention should contact the Chaplain General in advance for arrangements.

(b). The National ensign and the flag of the Order shall be displayed at all times when the Convention is in session.

ARTICLE VIII

Definitions

Sec. 1. The following definitions specifically apply to funds listed in Bylaws Article I- Finance, Section 7:

(a). **Corpus:** the total amount of initial and subsequent gifts and contributions received by the Order and deposited in a designated Fund. If records are inadequate, the Board of Trustees shall use its best judgment in establishing the corpus amount.

(b). **Earned Income:** earnings from the investment of the corpus and retained earnings, including gains or losses from the sale of securities.

(c). **Principal:** the total of the corpus plus accrued income not distributed, sometimes referred to as net assets.

(d). **Surplus Funds:** all assets of a Fund, other than corpus, including undistributed profits or retained earnings.

(e). **Net Assets:** corpus, plus interest and income of the Fund not distributed.

ARTICLE IX

Amendments

Sec. 1. Any member or subdivision of the Order may submit a proposal to amend the Bylaws of the Order by submitting such proposals to the Chair of the Constitution and Bylaws Committee at the address listed in the current National Directory of the Order no later than February 15th, provided that proposals submitted after that date but no later than March 15th, may be considered if a majority of the Constitution and Bylaws Committee finds that the subject of the proposal is of an emergency matter.

Sec. 2. The Executive Committee of the GS shall designate standard form requirements for the drafting of proposals submitted to amend the Bylaws of the Order, which shall be published in the *MOWW Handbook*.

Sec. 3. These Bylaws may be amended by the Order in convention by two-thirds of the delegates voting, provided that the chapters and members of the General Staff are given notice of such proposed amendment at least sixty days prior to the first convention session of the Convention at which they are to be presented for adoption.

Sec. 4. The Chief of Staff shall be responsible for maintaining, publishing, and distributing a booklet containing the Constitution and Bylaws of the Order, and may name, re-name, title, re-title, number, re-number, and/or letter or re-letter any article, section and/or subsection in a uniform manner, provided that, the title, sub-title, heading, numbering and/or lettering system adopted for differentiating the articles, section and subsections shall not be considered as substantive in the interpretation of the bylaws.

ARTICLE X

Indemnification

General Staff members, trustees or other official party: The indemnification herein provided for shall apply also in respect of any amount reasonably paid in compromise of any such action, suit, proceeding or claim asserted against such General Staff member, or Trustee or other official

designated above (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided that the General Staff shall first have approved such proposed compromise settlement and determined that the General Staff member or other such designated person involved was not guilty of gross negligence or willful misconduct; but in taking such General Staff action any such person involved shall not be qualified to vote thereon, and if for this reason a quorum of the General Staff cannot be obtained to vote thereon, the above determinations shall be made by a committee of three persons appointed by the members of the General Staff or other such designated official may be lawfully entitled.

Each member or former member of the General Staff, or Trustee, or National Committee Chair of the Order, legally authorized to act in the name of the organization, and his or her legal representatives shall be indemnified by the organization against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or their estate in connection with, or arising out of, any action, suit, proceeding or claim in which he or she is made a party by reason of his or her being, of having been, such General Staff member or official; and any person who, at the request of this organization, served as an Officer, Trustee, or National Committee Chair or in any other decision-making position and with which this organization conducted a duly authorized activity, and his or her legal representatives, shall in like manner be indemnified by this organization; provided that in either case this organization shall indemnify such General Staff member, Trustee, or such designated person with respect to any matters as to which he or she shall be finally adjudged to have acted in any performance of his or her duties as such members of the General Staff at a duly called special meeting or at a regular meeting. In determining whether or not a General Staff member, Trustee, or such other person designated above was guilty of gross negligence or willful misconduct in relation to any such matter, the General Staff or Committee appointed by its members as above, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by the General Staff or the said Committee.

The right to indemnification herein provided shall not be exclusive of any other rights to which such General Staff member or Trustee.