

Bylaws of the Army Strategist Association



As Approved by the Board of Directors
Ratified: 14 October 2015
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Bylaws of the Army Strategist Association

ARTICLE I: TITLE, PURPOSE, AUTHORITY

Section 1. Name and Principal Office.

The title of this association is “Army Strategist Association,” hereafter referred to as the Association or by its abbreviated title, ASA. The principal office and postal address of the ASA shall be located in Fairfax County, Virginia.

Section 2. Purpose.

- A. To support the proponent office for Functional Area 59 (FA59: U.S. Army Strategist) and Career Program 60 (CP60: Foreign Affairs/Strategic Planning Civilian) by advocating programs and activities in support of each.
- B. To preserve and foster a spirit of mentorship and fellowship among military and civilian persons whose past or current duties affiliate them with strategic art.
- C. To strengthen the community of strategists, enhance the study and practice of strategic art, and provide a forum to recognize excellence and the contributions of those in the community.

Section 3. Authority.

The Association is established in the Commonwealth of Virginia as a nonprofit corporation without capital stock.

Members are not personally liable if the assets of the Association are insufficient to discharge all liabilities in the event of bankruptcy, insolvency, or dissolution.

ARTICLE II: MEMBERSHIP, DUES, VOTING, PRIVILEGES, AND RESPONSIBILITIES

Section 1.

Membership in the Association shall be voluntary and open to all eligible persons regardless of race, color, sex, religion, age, or national origin. Membership shall consist of six classes, as follows: Regular Member, Life Member, Legacy Member, Associate Member, Honorary Member, and Corporate Member.

- A. **REGULAR AND REGULAR LIFE MEMBER:** Those Army officers or civilians, both currently serving and retired, whose past or present duties have included honorable service as a FA59 or CP60. An applicant for such membership shall first file with the secretary of the Association an application on such forms as shall, from time to time, be prescribed by the Board. This application shall be accompanied by payment in full of the current dues for the level of membership desired. No applicant, having made proper application and possessing the requisite qualifications shall be denied membership in the Association by the secretary; however, a vote of 2/3 of all Board members may refuse membership to any applicant who, at any time during service, has brought discredit upon the United States Army, the FA59 and CP60 career fields, or the Association.
- B. **LEGACY MEMBER:** Any former member in good standing of the United States Military Strategist Association who does not meet the eligibility requirements as outlined above but whose ongoing work and contributions significantly support the Association in the accomplishment of its aims and purpose. The transfer of membership is not automatic and is contingent on the submission of a complete application and payment of dues. Approval of applications for Legacy Membership will be in accordance with the provisions outlined for Life and Regular Membership.
- C. **ASSOCIATE AND ASSOCIATE LIFE MEMBER:** Any current or former U.S. government employee whose past or current duties contribute significantly to the development of U.S. security strategy or U.S. Army strategists. Approval of applications for Associate Membership will be in accordance with the provisions outlined for Life and Regular Membership.
- D. **HONORARY MEMBER:** Any person whose life and activities have embodied the ideals of the Association and whose professional contributions have advanced the field of strategic study and practice. Any member of the Association may nominate a candidate for Honorary Membership by written recommendation to the Board, outlining detailed qualifications of the candidate. Appointment of Honorary Membership is subject to the approval of the Board by two-thirds vote. Honorary members will be non-voting members.
- E. **CORPORATE MEMBER:** Those corporations, industries, businesses, or entities having an affiliation with the U.S. Army and desiring to promote the aims of the Association. Application of Corporate Membership is subject to the approval of the Board by two-thirds vote. Corporate members will be non- voting members.

Section 2. Termination of Membership.

- A. The name of any member may be stricken from the roll of members:
 - a. Upon written resignation of a member with the acknowledgment of forfeiture of dues for the remaining member term, or
 - b. Upon direction of the Board based on non-payment of dues, or
 - c. Upon direction of the Board, based on cause that would warrant refusal of membership to a new applicant.
- B. The Board may direct the termination of membership for such cause upon a two-thirds vote and after holding a hearing to which the member is invited, and at which time the member and witnesses chosen by the member may present oral and written testimony. Notification of the hearing must be by certified mail, be made at least sixty days prior to the hearing, and include the specific allegations of cause.

Section 3. Dues.

- A. Dues for all membership shall be such amount as shall from time to time be fixed by the Board and approved by two-thirds vote of the members at a general membership meeting. A member shall be in good standing if his or her dues are paid.
- B. Annual dues shall be set by the Board. For the purposes of defining the membership term of a member of the Association, the term shall commence the day of the month in which dues are paid and shall continue until the last day of the same month at the end of the period for which paid.
- C. Any Regular, Legacy, or Associate Member can obtain Life Membership by paying the amount set by the Board. Life Membership dues may be paid in installments according to the schedule published by the Association.

Section 4. Voting.

Regular, Life, and Legacy Members of the Association shall be entitled to one vote on each matter submitted to the vote of the membership.

Section 5. Privileges of Membership.

- A. All members may attend any meeting of the Association, except that a majority of the governing Board of any activity may vote for a closed portion of the session for specific actions requiring privacy for the protection of individuals or business dealings. Examples are discussions dealing with personnel, contract negotiation or litigation issues.
- B. Members are entitled to all other privileges as set forth in the bylaws of the Association, and as provided by the Association.

- C. Corporate members may participate as corporations in Association functions, to include conventions, symposia, and product exhibits. Industry non-members will not be accorded these privileges unless approved as an exception with conditions by the Board.

Section 6. Responsibilities of Membership.

Members are encouraged to read and be familiar with these bylaws. Copies are on file with chapter secretaries and are obtainable from the National Office upon request. At chapter and nationally sponsored activities, members will conduct themselves in a manner which brings credit to the Association and to the communities in which the activities are sponsored.

ARTICLE III: STRUCTURE AND GOVERNANCE

Section 1. Governance.

The Association shall, in all of its activities, programs, and policies, be governed by its bylaws.

Section 2. Organizational Structure.

- A. The Association organization shall include a National Headquarters (also referred to as the National Office) and chapters.
- B. The National Headquarters is established to serve the entire Association membership and to coordinate and support the functions, programs, and activities of the Association as directed by the Board. The National Headquarters shall operate under the direction of the Association president.
- C. The Association supports the formation of local chapters. Such chapters may be organized by a minimum of five Association members in good standing. Chapters are established by applying for a charter from the National Headquarters in order to promote the activities, programs, and policies of the Association at the local level.
 - a. Members will inform the Association secretary or other member of the Board of their intent to form a local chapter and provide the names of members who will belong to the chapter, including a Chapter president. Within 30 days of this application, the Association president will approve or disapprove formation of the chapter.
 - b. A chapter may adopt the name of a prominent strategist or regional feature but will always include in its proper name the full title of the Association. A chapter of the Association is specifically prohibited from organizing as a separate corporation. If a chapter is required to report separately to the

Internal Revenue Service, they must first submit relevant reports to the National Headquarters for review prior to filing.

- c. A Chapter is governed by their Executive Council in accordance with local bylaws. Local bylaws will be in sound accord with the policies prescribed herein and will be approved by the National Headquarters.
- d. Chapters may elect officers and develop policies, procedures, or bylaws as required. All policies, procedures, or bylaws must be consistent with these bylaws and are subject to review and approval by the Executive Council.

Section 3. Boards and Committees.

- A. The National Board of Directors (BOD) shall consist of eleven voting members, who will include, at a minimum, 1) president, 2) vice president, 3) secretary, and 4) treasurer. The BOD may also include *ex officio* (nonvoting) members approved by a two-thirds BOD vote. The FA 59 Proponent Manager and Career Program 60 Manager, or a designee from within the Strategic Leadership Division on the Army Staff, will each hold a nonvoting, *ex officio* seat.
 - a. The Association BOD will manage the business of the Association consistent with law and these bylaws. This responsibility may entail developing policies, procedures, and bylaws for Association business consistent with these bylaws or the formation of special committees. If, in the opinion of the president, Association-wide approval is warranted, these policies, procedures, bylaws, or committees may be voted upon during the annual meeting of the Association or by electronic proxy referendum.
- B. The National Executive Committee shall consist of the Association: 1) president, 2) vice president, 3) secretary 4) treasurer. When convened by the president, the Executive Committee shall have the power to act for the full Board on matters specially selected by the president, with subsequent approval by the full Board.
- C. Chapter Executive Council shall consist of the Chapter: 1) president, 2) senior vice president, 3) secretary, 4) treasurer, and 5) other vice presidents as the chapter may wish to elect. The offices of secretary and treasurer or secretary and vice president may be combined into one of secretary/treasurer or vice president/treasurer.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1. President.

The president shall be the principal executive officer of the Association and shall in general, supervise and control all of the business meetings. The president shall:

- A. Chair Board of Director meetings and preside at all annual and special meetings of the Association. Call special meetings as required.
- B. Appoint officers to fill vacancies on the Board. Officers appointed to elected positions require ratification by a majority of the Board within 90 days.
- C. Appoint members to non-elected positions as required for the effective conduct of Association business.
- D. Decide on proposals for local chapters of the Association.
- E. Vote on Board measures as prescribed in these bylaws.
- F. Participate in activities that will enhance the status of the Association and its members.

Section 2. Vice President(s).

The first and second vice presidents, in said order, shall assume the duties of the president in the absence or incapacity of the president and shall perform such other duties as the president may assign. The first and second vice presidents will:

- A. Advise the president on Association matters and perform Association duties as requested or delegated by the president.
- B. Temporarily assume the duties of the next higher officer if the incumbent is unavailable or unable to perform them.
- C. Vote on Board measures as prescribed in these bylaws.

Section 3. Secretary.

- A. Advise the president on Association matters and perform Association duties as requested or delegated by the president.
- B. Receive and process applications for membership in the Association. Maintain a record of members, to include an email distribution list for correspondence.
- C. Prepare minutes of annual and special meetings and distribute to all members.
- D. Maintain all records and documents of the Association.
- E. Serve as election committee chairman and appoint such members to that committee as deemed necessary to support the election of Association leadership.

- F. Vote on Board measures and perform other duties as prescribed in this document or by the president.

Section 4. Appointed Officers and Board Members.

- A. The appointed officer positions herein described, unless otherwise stipulated, are made by the president, subject to ratification by the Board.
 - a. All appointed officers must be members of the Association in good standing.
 - b. Each incumbent appointed officer at the time a new president assumes office remains in the appointed position unless the incoming president names a new person, or, in those cases where ongoing approval by the Board is required, the Board withdraws approval.
 - c. Appointed officers sit with the Board without vote unless they are also duly elected members of the Board, in which case they are also voting members of the Board.
- B. Treasurer. The treasurer shall be appointed by the president for an unspecified term, subject to the ongoing approval of the Board. The treasurer shall:
 - a. Give bond for faithful discharge of such duties in such sum and with such surety or sureties as the Board shall determine.
 - b. Have charge of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such bank, trust companies or other depositories as shall be designated from time to time by the Board.
 - c. Disburse Association monies in discharge of such obligations incurred in accordance with these Bylaws, and those established by local, state, or federal governments.
 - d. Account for membership dues collected and expenses incurred.
 - e. Establish an annual budget for Board approval.
 - f. Coordinate corporate sponsorship and fund-raising activities.
 - g. Prepare and file taxes in accordance with local, state, and national tax laws governing 501(c)(3) corporations.
- C. Webmaster. The webmaster shall be appointed by the president for an unspecified term, subject to the ongoing approval of the Board. The webmaster shall:

- a. Advise the president on Association matters and perform Association duties as requested or delegated by the president.
 - b. Manage all aspects of the Association website, including posting announcements and ensuring the content is kept current.
 - c. Serve as chairman for the strategic communication committee and appoint such members to that committee as deemed necessary.
- D. Historian. A historian may be appointed by the president for an unspecified term, subject to the ongoing approval of the Board.
- a. The historian shall be responsible for maintaining on behalf of the Association custody of all historical records, documents, and memorabilia acquired by the Association.
 - b. He shall annually compile from those records or other authentic sources a written historical narrative of the history of the Association and its activities and accomplishments and provide it to the Board.
- E. Counsel. The immediate past president, upon leaving office, may be appointed counsel to the president. Such appointment shall be for a term of not less than one year, but not longer than the total term(s) of the newly elected president. Counsel shall serve as advisor to the president in matters which may or may not come before the Board.
- F. Awards Director. The Awards Director may be appointed by the president for an unspecified term, subject to the ongoing approval of the Board, and shall manage the process of nominations and approvals for Awarding the Order of Saint Gabriel and other Board voted awards and store and mail medals and certificates.
- G. Senior Advisor(s). A member of the Association who holds or has held a prominent and influential role in the Army strategy community. The service and duties of these individuals will be established by the President.
- H. The President may remove appointed officers at his/her discretion. Appointed officers may appeal their removal to the Board. A removal decision may be overridden by a 2/3 vote of the Board. Any board member may propose the removal of a Board member to the executive committee or full board. Board members may be removed by a unanimous vote of the executive committee or majority vote of all board members. A removal decision of a Board member may be overridden by a 2/3 vote of the Board.

ARTICLE V: ADMINISTRATION

Section 1. Supervision.

- A. The Association shall be administered in accordance with these bylaws, and by policies, procedures and other directives approved by the Board, under the supervision of the Board.
- B. The treasurer shall submit a current financial report to the Board at each regular Board meeting.
- C. The Secretary shall submit a draft copy of the minutes of the previous Board meeting for correction, amendment and approval at each regular Board meeting.
- D. The Board and appointed officers shall carry out the aims and purposes of the Association by conducting Association business in accordance with these bylaws and approved policies, procedures and directives.

Section 2. Policies.

The Board shall establish and maintain such policies and directives as necessary to regularize operational tasks and procedures.

ARTICLE VI: MEETINGS

Section 1. Membership Meetings.

- A. An annual membership meeting convening as an Association body shall be held at least once each year and shall be at the call of the National Board of Directors.
- B. Membership meetings of chapters shall be held at least once during each membership quarter.

Section 2. Board of Directors Meetings.

Meetings of the Board of Directors shall be held at least twice during each membership year and, if held only twice, shall be supplemented by at least one separate meeting of the National Executive Committee.

Section 3. Chapter Executive Council Meetings.

Chapter executive council meetings shall be held at least once during the membership year and shall be at the call of the chapter president.

Section 4. Quorum.

Three-fifths of the voting members of the Board of Directors shall constitute a quorum for the transaction of routine business. In the event of decisions (votes) on motions by the Board of Directors or executive committee, a plurality of the votes cast for or against must also equal three-fifths of all voting members whether present or absent. When all voting members of the Board of Directors or executive committee shall be present, the vote of the majority shall govern, except where otherwise stipulated in these Bylaws.

Section 5. Proxies.

- A. Voting at any meeting may be accomplished by proxy, said member holding such a proxy to present written proof of the proxy upon request of the president of the activity concerned.
- B. A member shall not hold or vote more than two proxies at any one meeting.
- C. When practicable and at the discretion of the president of the activity concerned, a Board or membership activity may vote on Association matters by mail, email, or other form of written communication.

ARTICLE VII: FINANCE

Section 1. Dues.

- A. The primary source of Association revenue is membership dues; individual, corporate, associate and life. From time to time the Association may hold other revenue producing activities as approved by the Board.
- B. All members shall pay dues to the Association in the amount as specified by the National Board of Directors.
- C. Members shall not be entitled to any return of annual dues upon severance of their membership in the Association.
- D. Chapters are specifically prohibited from establishing chapter dues of any kind without approval of the Board of Directors, but they may collect funds for specific events.
- E. The Association may pursue other non-profit fund-raising programs as approved by the Board of Directors.
- F. Chapters are authorized to conduct other fundraisers with Board approval.
- G. The National Board will support chapters and facilitate financial transactions when feasible and in accordance with applicable policy memorandums.

Section 2. Annual Budget.

- A. The Treasurer shall present to the Board at its first meeting of the fiscal year a draft annual budget for its consideration. The Board, at the first meeting of the fiscal year, shall approve an annual budget (the Budget). This Budget shall be retroactively effective to the first day of the fiscal year.
- B. The Board may restrict for a time the amount in any Budget category that may be obligated. Such restriction does not change the Budget and may be subsequently altered or rescinded.
- C. The Board may, from time to time change both the categories and amounts of the Budget. Approval of such changes creates a new Budget, to which all relevant parts of these Bylaws apply.

Section 3. Chapter Report.

- A. An annual chapter financial statement showing total chapter receipts and disbursement shall be prepared by the chapter treasurer, countersigned by the chapter president, and forwarded to the National Office as soon after each December 31 as practicable, but no later than the 31st day of March.
- B. In accordance with Article VI, Section 1c above, to remain active chapters must prepare and submit quarterly expense reports and chapter meeting minutes to the National Office.
- C. The National Office shall provide each chapter activity with suitable forms so as to standardize the submission of chapter reports.

Section 4. Reimbursable Expenses and Salary.

- A. No compensation shall be authorized for any officer, director, or other member of the Association.
- B. At such time as the Association revenues permit, the Board of Directors may vote to authorize reimbursement for out-of-pocket expenses incurred by members of the Board of Directors. Reasonable reimbursement may be made for pre-approved costs incurred in support of Association business such as travel to Board meetings, postage, purchases for Association awards program, etc.
- C. Administrative Support. The president, with approval of the Board of Directors, may authorize the hiring or contracting of administrative assistance to support the Association.

Section 5. Authorization for Incurring Liabilities and Obligations.

- D. No liabilities or obligations shall be incurred against the Association by any member, person, or agent, unless authorized by the Board as described in this section.
- E. The approved Budget conveys authorization for members tasked by the Board with taking actions whose costs are covered in Budget categories to obligate Association funds up to the yearly amount established in the Budget.
- F. Any director, appointed officer, member of staff, or member tasked with making expenditures in specified Budget categories may petition the Board to change Budget categories and/or to change the amount in any Budget category as described in Section 2c, above. The treasurer shall determine and report to the Board the financial implications of any change to the Budget prior to the Board's vote.
- G. Any proposed transaction involving a donation, loan, or expenditure may be challenged by one or more Association members upon submission of a written complaint to the Board.
- H. The Board shall not incur any liabilities or obligations in excess of net capital on hand unless authorized by two-thirds vote of the Board.
- I. The Board may approve the obligation of funds or the expenditure of funds for items not included in the Budget. The treasurer shall include this approval and its subsequent outcome in the annual financial report.

ARTICLE VIII: ELECTIONS

Section 1. Election and Term.

- A. Elections to the National Board of Directors shall be so conducted as to provide for the annual election of approximately one half of its members under a two-year staggered election system. Members may run for re-election, but no member may serve in any capacity on the Board for more than four consecutive years. Generally, members will run for board-member-at-large positions and the board will self-organize. When possible, the Vice-President and Treasurer will stand for election in the same year and the President will stand for election in the opposite year. The winners will be the individuals with the most votes for the number of board positions available, but the Treasurer has special rules.
- B. Due to the unique responsibilities of the Treasurer, those willing to fulfill the Treasurer position will identify themselves as Treasurer nominees. The winning slate of board members must include one Treasurer nominee in years where there will be a Treasurer vacancy.

- C. National Board of Directors elections are held at the annual Association meeting or by electronic proxy. The Association President or appointed officer of the election committee shall solicit nominations at least 30 days prior to each election.
- D. Elected members of chapter executive councils will serve for a term of two years. Members may run for re-election, but no member may serve in any capacity on an executive council for more than four consecutive years.
- E. Any Legacy, Regular or Life Member of the Association may nominate themselves or any other person of same qualification for election.
- F. In the event of a tie, the sitting Association president will render a tie-breaking vote.
- G. The terms of all officers shall begin on the first day of the month following their election or appointment and shall continue for two years or until their successors have been duly elected or appointed.

Section 2. Vacancies and Succession.

- A. If a vacancy occurs in the office of the president, the unexpired term shall be filled by the first, or second vice president in that order.
- B. Any vacancy in the position of director or appointed officer may be filled by the Board upon majority vote for the unexpired portion of the term. One or more Board vacancies do not invalidate the Board. A vacancy shall be considered to exist upon either of the following conditions:
 - a. Resignation from office or termination of membership of the elected officer.
 - b. Prolonged absences of the officer or director from scheduled meetings and declaration of a vacancy by a majority of the other members of Board.

Section 3. Removal.

- A. Any officer, committee chairman, committee member, or agent elected or appointed by the Board, may be removed by the Board whenever, in the opinion of the Board, the best interest of the Association would be served thereby.
- B. The aforementioned representatives or agents may be relieved for cause upon concurrence of three-fifths of the Board, but only after the individual concerned has been advised by written notice of said proposed action and given an opportunity to explain him or herself within 30 days.

ARTICLE IX: AWARDS PROGRAM

Section 1. Overview.

Consistent with the Association's goal to recognize the contributions of those in the community of strategists, the Association sponsors and administers the Order of Saint Gabriel the Archangel and other awards as the Board shall deem necessary and appropriate. The Order is competitively awarded to those individuals who have served with distinction in military strategic capacities or who, through either military or non-military efforts, have advanced the goals of the Association or made significant contributions to the study, teaching, or practice of strategy. The Order may be awarded in degrees as the Board shall deem appropriate. Changes to award degrees and criterion must be passed by unanimous vote of the Board.

Section 2. Nominations Process and Conferment Criteria.

- A. Nominees for the Order of Saint Gabriel must be active Association members.
- B. Individual Association members may nominate two awardees per calendar quarter; active ASA Chapters may nominate an unlimited number of awardees.
- C. Award nominations submitted to the Association are processed by the National Office and considered for approval, upgrade or downgrade by the Board of Directors or an appointed awards board composed of a minimum of two Board of Directors Members and other officers. Should the Board of Directors choose to appoint an awards board its membership must be confirmed by unanimous vote of the Board of Directors. Appropriate amounts are charged to cover award and shipping costs. Approved awards are returned to the nominator for presentation at an appropriate ceremony.

Section 3. Wear.

Awards may be worn on all appropriate occasions where strategists gather in the furtherance of customs and traditions in support of the career field, the Army, and the Nation. Appropriate occasions include when the Dress/Mess uniform or civilian formal attire is worn, or on other occasions which the commander or awardee deems to be appropriate.

ARTICLE X: AMENDMENTS

Section 1. Amendments Process.

- A. These bylaws may be amended or repealed by the Association president, with concurrence of a majority of the Board. Members of the Board may, alternatively, submit specific amendment proposals for Association-wide vote at general meeting, a specially called meeting, or by electronic proxy.

- B. Any member of the Association may propose an amendment to the Bylaws of the Association by securing the signatures of twenty-five members on a petition in which the proposed amendment is set forth. If the member also belongs to a chapter, the proposed amendment must be approved by the chapter executive council. The proposed amendment must show the appropriate portion of the bylaws, and the recommended revision. Those initiating an amendment must also provide a rationale for the proposed change.
- C. Proposed amendments must be delivered to the secretary at least thirty days prior to the Board meeting at which the amendments are to be voted.
 - a. The secretary shall ensure such amendments are put into proper wording or format. He shall then deliver the proposed amendment to all Directors at least ten days prior to the Board meeting at which the amendments are to be discussed and voted.
 - b. The Board may make changes to the proposed amendment during their deliberations. Board members may participate in the deliberations and vote via telephone or email if necessary.
- D. The webmaster shall put amendments approved by the Board on the Association webpage at least thirty days prior to the next annual membership meeting at which the amendments are to be ratified.

ARTICLE XI: DISSOLUTION

Section 1. Dissolution Process.

- A. Upon the dissolution by initiative of the membership, disposition of remaining assets after all debts and obligations have been liquidated shall be in accordance with the majority vote of the Board.
- B. The assets accruing to the Association shall not accrue to any individual officer or any member of the Association but shall be dispossessed in their entirety.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Association coincides with the calendar year, beginning on the first day of January and ending on the thirty-first day of December.