ASMC National Constitution and Bylaws
approved by the
National Council on 9-11-13
CONSTITUTION AND BY-LAWS OF THE AMERICAN SOCIETY OF MILITARY COMPTROLLERS

ARTICLE I – Name and Location

The name of the Society is the American Society of Military Comptrollers (hereinafter called the “Society”). The Society’s headquarters and Principal Office and other facilities will be in a location(s) designated by the National Executive Committee.

ARTICLE II – Purpose and Objectives

Section 2.1: Purpose. The purpose of the Society is to promote the education of the individual for the improvement and development of his capabilities relating to military comptrollership, pursuant to Section 501 (c)(3) of the 1954 Internal Revenue Code. More specifically, the purpose of the Society is to serve the public interest by:

a. Promoting the education and training of its members, and accordingly, supporting the development and advancement of the profession of military comptrollership,

b. Sponsoring research in military comptrollership subjects and publishing the results of such as appropriate,

c. Encouraging a free exchange of techniques, approaches, and problem solving, and

d. Providing communication facilities to keep members and other interested individuals abreast of current events in military comptrollership which can be beneficial to them, their employing organizations, and the public.

Section 2.2: Objectives. The Objectives of the Society will be to:

a. Conduct educational events and meetings;

b. Assist local chapters and members in activities to achieve the purpose of the Society:

c. Publish journals and other publications dealing with military comptrollership:

d. Cooperate with other educational and professional organizations in matters of mutual interest:

e. Give formal recognition to individuals who have made outstanding contributions to the advancement of military comptrollership;

f. Undertake any other activity that the National Council, National Executive Committee or Chapters deem appropriate and not prohibited by statute or regulation.
ARTICLE III - Membership

Section 3.1: Membership Classifications. Within the Society, there shall be the following membership classifications: Active, Life, Associate, Honorary and Corporate.

Section 3.1.1: Active Members. Active Members shall be persons who are or have been employed as professionals in the military comptrollership field and who to remain in good standing, have paid the appropriate dues and fees.

Section 3.1.2: Life Members. Life Members shall be those Active Members who have been in good standing for twenty consecutive years, or who are past National Presidents.

Section 3.1.3: Associate Members. Associate Members shall be persons who, though not qualified for Active or Life Membership, demonstrate an interest in the military comptrollership field and who to remain in good standing, have paid the appropriate dues and fees.

Section 3.1.4: Honorary Members. Honorary members are those persons who have made significant contributions to military comptrollership who are not eligible for, or who would not otherwise be expected to join, one of the other classes of membership.

Section 3.1.5: Corporate Members. Corporate Members shall be corporations and their designated employees, which demonstrate an interest in the military comptrollership field and who to remain in good standing, have paid the appropriate dues and fees.

Section 3.2: Termination of Membership. The National Executive Committee may expel any entity or individual member from the Society for conduct contrary to the objectives of the Society by a two-thirds vote.

Section 3.3: Additional Categories. The National Executive Committee, from time to time, shall have the authority to amend current classifications or establish new classifications of membership by a two-thirds vote.

ARTICLE IV – Dues and Fees

Section 4.1: Rates. Membership dues shall be at rates established by the National Executive Committee. Fees for programs and services are set by the Executive Director within the parameters of the National Executive Committee approved budget.

Section 4.2: Chapter Dues. Chapters may prescribe additional Chapter dues, fees, and surcharges for local operating expenses. Each Chapter shall file with the National Executive Committee a current schedule of additional dues, fees and surcharges and any changes thereto that are made from time to time.
ARTICLE V -- National Council

Section 5.1: Council Structure. The Legislative body of the Society shall be the National Council. National Council membership shall consist of members of the National Executive Committee and Chapter Presidents (or their proxies) of active chapters.

Section 5.2: National Council Meetings. The National Council shall meet at least once a year at a time and place set by the National President. Two-thirds (2/3's) of the members of the National Council, including proxies and excluding ex-officio members, shall constitute a quorum.

Section 5.3: Council Powers and Authority. The National Council shall have the power to establish and amend the Constitution and By-Laws of the Society and to elect the National Officers.

ARTICLE VI -- National Executive Committee

Section 6.1: Officers and Number. There shall be a National Executive Committee consisting of fifteen (15) members: the twelve (12) Officers, two Chapter Representatives without vote, and the Executive Director who serves as an officer and ex-officio member without vote. The Officers are: President, Vice President (Defense-wide Activities), Vice President (Army), Vice President (Navy), Vice President (Air Force), Vice President (Marine Corps), Vice President (Coast Guard), Vice President (Defense Finance and Accounting Service), Treasurer, Secretary, General Counsel, a Corporate Representative and the Executive Director. All officers of the Society shall be members in good standing and shall serve as members of the National Executive Committee and in accordance with the provisions of the Society’s Constitution and By-Laws.

Section 6.2: Meetings and Quorum. A majority of the voting members of the National Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The National Executive Committee shall meet once each calendar quarter. The President shall call such additional meetings of the National Executive Committee as the business of the Society may require. A meeting of the Executive Committee may be called at any time on the request of three members of the Executive Committee with fifteen (15) days notice.

Section 6.3: Terms. National Officers shall serve for a one year term, commencing 1 July. National Officers, other than the President, may serve successive terms without limit. Should any office become vacant during the one year term, the National President, with the concurrence of the National Executive Committee, may appoint a member in good standing to fill the office for the remainder of the year. Should the National Executive Committee deem it beneficial to the Society (via a majority vote), the President may serve successive terms. Should the office of the President become vacant during the year, the Vice President from the same service as the President shall fill the office for the remainder of the year.
ARTICLE VII - Duties of National Executive Committee

Section 7.1: Duties. The National Executive Committee shall: approve the annual budget and authorize expenditures in accordance with the annual program budget guidance and dues structure; grant charters to new Chapters; review and approve nominations of National Officers as submitted by the Chairman of the Nominating Committee; and, promote the purposes of the Society with any actions that are within the provisions of the Constitution and By-Laws.

Section 7.2: President. The President shall be the chief elected official of the Society and shall preside at all National Executive Committee and National Council meetings. The President shall preside at meetings of the National Council and the National Executive Committee and shall appoint such standing and special committees as may be required. The President shall designate one of the Vice Presidents to perform the duties of the President during any period of absence or incapacity.

Section 7.3: Secretary. The Secretary shall be responsible for providing notices of National Executive Committee meetings and maintaining minutes of the National Executive Committee and National Council Meetings with the assistance of staff.

Section 7.4: Treasurer. The Treasurer shall oversee the financial management activities of the Society.

Section 7.5: Vice-Presidents. Vice Presidents shall serve as liaisons for Society matters with their respective organizations.

Section 7.6: General Counsel. The General Counsel shall advise the President, the Executive Director, the National Executive Committee, and the National Council on Society legal matters.

Section 7.7: Corporate Representative. The Corporate Representative shall serve as liaison for the Society for corporate matters.

Section 7.8: Chapter Representatives. The Chapter Representatives shall represent chapter interests, ex officio on the National Executive Committee.

Section 7.9: Appointment of the Executive Director. The President, after the appropriate search, and with the concurrence of the National Executive Committee, shall appoint an Executive Director. The Executive Director is an officer of the Society and serves as an ex-officio member of all governing bodies.

Section 7.10: Compliance of Written Ballot Approval. The National Executive Committee may vote by written or electronic ballot, provided that all voting members of the National Executive Committee consent to the procedure and it is allowable by law in the state or territory of incorporation. A majority of the National Executive Committee must vote in favor of the issue presented in order for it to be approved, unless otherwise required by the Constitution and By-Laws.
Section 7.11: **Removal.** The National Executive Committee may, at its discretion, by a vote of two-thirds (2/3's) of its members, remove any officer.

Section 7.12: **Indemnification.** The Society shall indemnify officers, directors and employees to the fullest extent permitted by law in the States of incorporation and residence, for expenses such parties may incur in the defense of any action brought against them by reason of their being officers, directors or employees of the Society. This indemnification may include, upon approval of the National Executive Committee, the advancement of costs and expenses incurred with the defense of any such action. However, such indemnification will not be permitted in cases where the officer, director or employee has been adjudged by competent authority to be liable for gross negligence or is guilty of misconduct.

**ARTICLE VIII - Staff and Legal Counsel**

Section 8.1: **Executive Director.** The Executive Director shall be given such title as may be prescribed by the National Executive Committee and shall report to and assume such duties as may be assigned by the President. The Executive Director, with approval from the National Executive Committee, is empowered to retain a general association legal counsel and outside advisors as may be necessary to carry out the functions of the Society within the constraints of the approved budget.

Section 8.2: **Principal Administrative Official.** The Executive Director shall serve as the principal administrative official for the Society and shall conduct the Society's business affairs under the direction of the National President. The Executive Director shall carry out the programs of the Society as approved by the National Executive Committee. The Executive Director may hire such employees, and contract for services, as approved in the Society's budget, to carry out the Society's administrative and business affairs.

**ARTICLE IX - Nominating Committee**

Section 9.1: **Number.** At the first meeting of the National Executive Committee after the election of new officers, the President, with the approval of the National Executive Committee, shall name a Nominating Committee.

Section 9.2: **Nominating Procedures.** The Nominating Committee will nominate one member in good standing for each of the national officers.

**ARTICLE X – Committees, Boards, Commissions and Task Forces**

Section 10.1: **Committees, Boards, Commissions and Task Forces.** The President, with the approval of the National Executive Committee, may establish such committees, sub-committees, boards, commissions or task forces as needed. The Executive Director or other staff liaison of the Society shall be an ex-officio member without vote of all governance units as needed.

Section 10.2: **Standing Committees.** There will be two standing committees of the Society, The Nominating Committee, and the Audit Committee. Standing committees may only be dissolved by a change in the Constitution and By-Laws.
ARTICLE XI - Chapters

Section 11.1: Active Chapter. An active chapter of the Society shall be a chapter of fifteen (15) or more members in good standing.

Section 11.2: Chapter Duties. The Chapters of the Society shall conduct programs and activities to promote the purposes of the Society. Chapters shall abide by the provisions of these Bylaws and corresponding policies and procedures and the Chapter Handbook.

Section 11.3: New Chapters. New chapters shall be chartered with the approval of the National Executive Committee upon such terms and conditions as it may establish.

Section 11.4: Charter Withdrawal. The National Executive Committee may withdraw the charter of any chapter breaching the bylaws or policies and procedures of the Society.

Section 11.5: Chapter Fiduciary Responsibilities. Each Chapter shall be fully and solely responsible for its own legal and financial affairs and shall hold harmless the National Council, the National Executive Committee, and the National Officers and staff from any lawsuits, damages other expenses or liabilities arising out of the activities of the chapter.

Section 11.6: Chapter Member Affiliation. All members of the Society shall be affiliated with a Chapter of the Society.

Section 11.7: Dissolution of Chapters. Upon dissolution of any chapter or the withdrawal of its charter, all of its property and records shall become the property of the Society.

ARTICLE XII - Amendments

Section 12.1: Proposal of Amendments. The National Executive Committee may propose amendments on its own initiative or upon petition of five percent (5%) of Society members in good standing addressed to the NEC.

Section 12.2: Amendment Approval. These Bylaws may be amended or repealed by a two-thirds (2/3s) vote of the members of the National Council. Notice of such proposed changes must be sent in writing to the National Council thirty (30) days prior to the scheduled vote.

ARTICLE XIII – Business Rules

Section 13.1: Fiscal Year. The fiscal year of the Society shall be from 1 July through 30 June.

Section 13.2: Society Accounts. The accounts of the Society shall be audited not less frequently than annually by an independent auditor. The Society’s books of account and checkbooks shall be retained until audited and for the periods required by applicable laws, statutes and regulations.
ARTICLE XIV - Dissolution

A three quarters (3/4's) vote of those eligible to vote in the National Council is required to effect dissolution of the Society. Upon the dissolution of the organization, the National Council shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable educational religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the National Council shall determine. Any such assets not so disposed of shall be disposed of in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as a Court with jurisdiction in said country shall determine, which are organized and operated exclusively for such purposes.

\[Signature\]
Marilyn M. Thomas
ASMC National President
September 11, 2013