

BYLAWS V, VI & VII & Standing Rule 2

BYLAW ARTICLE V - NATIONAL OFFICERS

Section 1 (Elected Officers)

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

Section 2 (Appointed Officers)

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

Section 3 (Eligibility)

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

Section 4 (Terms of Office)

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

- a. President - The President shall be elected for one two-year term of office.
- b. Vice Presidents - Vice Presidents are elected to two-year terms and may serve no more than two terms in the same Vice President position.
- c. Treasurer - The Treasurer is elected to an initial two-year term and may be elected to additional terms with without limit due to the specialized experience and education required to perform the duties of this position.
- d. Directors - Two Directors shall be elected for two-year terms at each election of the National Board. Directors may serve no more than two, two-year terms in a Director position

Section 5 (Vacancies)

a. Elected Officers

A vacancy in the office of President, First Vice President or Second Vice President shall be filled by the Vice Presidents in succession. All other vacancies (except during the annual session) shall be filled by the National Board of Directors as prescribed in b below.

b. Procedures

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

c. Appointed Officers

A vacancy in an appointed office shall be filled as prescribed in Section 2 above.

Section 6 (Removal of Officers)

An elected officer may be removed by majority vote of the delegates at the annual session, even if the officer's term of office does not expire during the session. The National Board of Directors may remove any officer between sessions by two-thirds vote, only when an appointed Ad Hoc committee has investigated the situation and presented their findings to the National Board of Directors who subsequently determines that the best interests of TREA will be served by this removal. Appointed officers may also be removed by the appointing authority. Removal shall be without prejudice to the c o n t r a c t rights, if any, of the officer so removed. Election or appointment shall not of itself create contract rights.

ARTICLE VI - DUTIES OF NATIONAL OFFICERS

Section 1 (President)

The President shall be the Chief Executive Officer and Official spokesperson for TREA. He/she shall set the objectives, guide the policies and preside over Board and assembly meetings. He/she shall serve as an ex-officio member of all committees (except the nomination committee) and shall ensure that the will of the membership is faithfully reflected in the operation and management of TREA. He/she shall render evaluation reports (to the Board of Directors) on the Director of Operations and the Director of Veteran and Military Policy. He/she will ensure that a Registered Agent and the registered office of TREA is consciously maintained in the State of Colorado, and fulfill all other duties or obligations inherent to the position, or as may be assigned by these bylaws, the adopted parliamentary authority or standing rules. He/she shall attend meetings with TSCL & the Foundation. He/she shall visit with congressional leaders in support of legislation dealing with our membership and visit chapters when possible.

Section 2 (Vice Presidents)

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

Section 3 (Secretary)

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

Section 4 (Treasurer)

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

Section 5 (Directors)

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

Section 6 (Parliamentarian)

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

Section 7 (Other Officers)

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

ARTICLE VII - NATIONAL BOARD OF DIRECTORS

Section 1 (Composition and Voting Rights)

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

Section 2 (Duties)

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

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

Section 3 (Meetings of National Board of Directors)

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

- a. The first board meeting of the newly elected officers shall be the post-Annual Membership Meeting meeting, which is normally held at the Annual Membership Meeting site.
- b. The mid-term board meeting may be held by telephone conference each year during the second calendar quarter.
- c. The pre-Annual Membership Meeting board meeting shall normally be held at the Annual Membership Meeting site, prior to the opening of the annual session. Chapter delegates may attend the regular session when space is available; but not the Executive Session.

- d. The final meeting of each Board of Directors shall be the Annual Membership Meeting, which is conducted by the outgoing Board, and at which new TREA National Officers are elected.

Section 4 (Quorum)

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

Standing Rule 2 – TREA NATIONAL OFFICERS

1. **ELECTED OFFICERS:** The elected officers shall consist of the President, 1st, 2nd and 3rd Vice Presidents, Treasurer and four Directors. Only the elected officers shall have voting rights at Board of Directors meeting. The duties of elected officers are specified in the National Bylaws.
2. **APPOINTED OFFICERS:** Some National Officers serve as members of the Board of Directors by virtue of holding or having held another important office within TREA. Others, such as the Parliamentarian, Secretary, Chaplain and Veterans Service Officer are appointed annually, while the Sergeant-at-Arms is appointed as needed. In addition to the elected officers, officers shown in sub-paragraphs 2a through 2e below are entitled to vote with the Board of Directors at national conventions only. A brief summary of their duties are as follows:
 - a. Immediate Past President: The Immediate Past President serves as an advisor and counselor to the President and National Board of Directors and as Chairman of the Awards Committee.
 - b. Veterans Service Officer (VSO): The VSO arranges for TREA members to receive counseling and services from the Department of Veterans Affairs, as well as State and local Veterans Service Representatives.
 - c. Chaplain: The Chaplain conducts non-sectarian opening and closing prayers at Board and membership meetings and performs other duties as prescribed or as directed by the President.

- d. TREA Memorial Foundation Chairman: The Foundation Chairman serves as a member of the Board of Directors in the interest of the Foundation.
 - e. TREA Senior Citizens League Chairman: The Senior Citizens League Chairman serves as a member of the Board of Directors in the interest of the League.
 - f. Secretary: The Secretary (normally a member of the Headquarters Staff) performs the duties outlined in Article VI; Section 3 of the National Bylaws and such other duties as may be prescribed.
 - g. Parliamentarian: In addition to performing the duties prescribed in Article VI, Section 6 of the National Bylaws, the Parliamentarian normally serves as a member of the Bylaws and Rules Committee and may serve on other committees that require his expertise. If a qualified parliamentarian is not available from within the membership, the President may, with the concurrence of the Board of Directors, hire a qualified parliamentarian when the need arises.
 - h. Sergeant-at-Arms: The Sergeant-at-Arms and one or more assistants shall be appointed by the President when the need arises. Duties shall be to ensure that only authorized persons are admitted to Board and convention meetings. At convention meetings, the Sergeant-at-Arms shall record the names of delegates departing the convention hall (except during recess or adjournments) and shall delete the names when a delegate returns. He shall maintain order at such meetings and quell any disturbances as directed by the President. When voters are directed to stand, the Sergeant-at-Arms and one assistant will count all votes and report the results as directed by the President.
- 3. CRITERIA FOR ELECTED OFFICERS:** The criteria for election, in the general sense, is based on several years of observation of elected officers and their contributions to TREA. A candidate seeking office based solely on personality, without the proper credentials, will find it difficult to win election since TREA is a professionally recognized organization that requires strong and solid leadership in order to maintain viability and its good reputation. Each candidate for election must be a regular member, must meet the basic requirements outlined in the National Bylaws, and should meet the following additional qualifications:
- a. Have a thorough understanding of TREA, gained through participation in chapter and/or national functions.
 - b. Have background, training, appearance, and personal and leadership qualities that will enable the candidate to present a positive image to the public if elected.
 - c. Have the desire to serve in a leadership position and have the time and energy required to perform a myriad of complex and time consuming duties.
 - d. Have the desire to accept and discharge responsibilities, a willingness to work with others, and the ability to provide motivation in order to accomplish TREA's mission.

- e. Have the ability to visualize and develop methods of accomplishing goals and to see tasks through to completion.
 - f. Have the vision to accept his role as part of a total organization rather than as an individual operation.
4. **RESUME OF CANDIDATE FOR ELECTIVE OFFICE:** A resume (TREA Form 100-3) shall be submitted in accordance with Article IX, Sections 1 and 2 of the TREA National Bylaws. The names of candidates will be published in the VOICE. A resume should cover involvement in TREA activities at all levels, as well as any military assignments that reflect leadership requirements and experience that might be applicable to the position sought. Training and/or experience in business activities, together with military and civilian community involvement should not be overlooked. Neither should involvement and offices held in fraternal organizations since such involvement may contribute to improved credentials. The "Military Service" block on the resume form is not for showing units and periods of assignment, but for showing responsibilities, accomplishments and progression.
 5. **ELECTION OF OFFICERS:** Qualifications, nominations, election procedures, terms of office, filling vacancies and the duties of all officers shall be as prescribed in the TREA National Bylaws.
 6. **BOARD OF DIRECTORS:** Some specific duties of the Board of Directors are contained in Article VII of the TREA National Bylaws. In addition, thereto, the Board shall be the governing body of TREA and shall exercise complete control and supervision over all TREA operations between annual sessions. However, the delegates at any duly constituted national convention may countermand any action taken by the Board if it is not too late, as would be the case when a contract has been finalized.
 7. **CONFIDENTIALITY AGREEMENT:** Upon election or appointment to the Board of Directors, each individual Board member shall sign a Confidentiality Agreement within 30 days of assuming office. This is a two-party agreement between Board members as a whole and The Retired Enlisted Association. Thus, individual Board members may not terminate participation in the agreement. Refusal to sign the agreement or to abide by its provisions shall subject a Board member to possible removal from office by the remainder of the Board as specified in TREA Bylaws, Article V, Section 6. In lieu of removal, the Board may excuse the member from meetings when confidential or sensitive matters are to be discussed.
 8. **COMPENSATION:** TREA National Officers shall not be compensated for their services but may be reimbursed for incidental and necessary expenses incurred during the performance of official TREA business.