



**AMENDED BY-LAWS**

**INTERNATIONAL AUXILIARY**

**of the**

**NON COMMISSIONED OFFICERS ASSOCIATION**

**of the**

**UNITED STATES OF AMERICA**

**Revised 07/17/2019**

## **ARTICLE I PURPOSE**

**1.1** The International Auxiliary of the Non Commissioned Officers Association of the United States of America (NCOA) is established by the Non Commissioned Officers Association International Board of Directors to aid, assist, and promote in all matters pertaining to welfare, social, and patriotic work for the benefit of the Association, its members and their families and the noncommissioned and petty officer corps.

## **ARTICLE 2 MEMBERS**

### **Category of Members**

**2.1** The Auxiliary shall have one category of members designated as voting members. Voting members of the Auxiliary shall include spouses, former spouses, widows/widowers, and family members 18 years of age or older of enlisted service members of the Armed Forces of the United States of America, whether Active, Retired, Veteran, Reserve or National Guard in pay grades E-1 through E-9 or who are in such pay grades at the time of discharge or who honorably served in those pay grades during their service.

### **Qualifications for Voting Membership**

**2.2** Members shall be qualified for membership who meet the requirements as set forth in Section 2.1 above, and acceptance of his/her application by the Secretary of the Auxiliary, or his or her duly authorized representatives, and the entry of his/her membership upon the records of the Auxiliary at the registered office of the NCOA shall be final and conclusive proof of such membership, voting rights and privileges.

### **Voting Rights**

**2.3** Each member, described in 2.1 above, shall be entitled to one vote on each matter submitted to a vote of the members.

### **Termination of Membership**

**2.4** Membership of any member of the Auxiliary may be withdrawn or suspended for cause by the Executive Board of the International Auxiliary Board of Directors. Any member whose membership is withdrawn or suspended by the Auxiliary Executive Board shall be notified in writing of such action, the reasons therefore, and given an opportunity to meet with the Executive Board of the Auxiliary to present evidence as to why the membership should not be withdrawn. If the Auxiliary Executive Board reaffirms its previous action, such member may appeal to the full Auxiliary International Board of Directors and shall be entitled to present evidence at the next scheduled meeting of the Auxiliary International Board of Directors to show cause why the membership should not be withdrawn. Any action taken thereon by the Auxiliary International Board of Directors shall be final. Failure to pay dues will result in automatic termination of membership.

### **Conduct of Members**

**2.5** All members shall abide by the purpose of this Auxiliary, its Code of Ethics, its rules and regulations, and shall conduct themselves at all times in such a manner as to enhance the membership and reputation of the NCOA and the International Auxiliary.

## **ARTICLE 3 MEETINGS OF MEMBERS**

### **Annual Meeting**

**3.1** The Annual Meeting of the members of the International Auxiliary shall be held in conjunction with the Annual Membership Meeting of the NCOA. The election of officers shall be held on the day designated for the annual meeting.

### **Special Meeting**

**3.2** Special meeting of the members may be called by the International Auxiliary President or not less than one-tenth of the members having voting rights.

### **Place of Meeting**

**3.3** The International Auxiliary Board of Directors may designate any place, either within or outside the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the International Auxiliary Executive Board. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the NCOA in the State of Texas.

### **Notice of Meetings**

**3.4** The time, date, and location of any meeting of the general membership will be published in the official monthly publication of the NCOA not less than six (6) months in advance of the meeting.

### **Quorum**

**3.5** A quorum shall be a simple majority of voting members as described in 2.1 and registered for the annual conference/business meeting. If a quorum is not present at any meeting of members, a majority of the members present shall adjourn the meeting

### **Rules Governing Meetings**

**3.6** All substantive matters which are the subject of the meetings of the membership shall be governed by these policies and procedures. Robert's Rules of Order (latest edition) shall govern the procedural matters of the meeting. To assist in maintaining proper parliamentary procedure, a voting member shall be appointed by the presiding officer as the Parliamentarian, who shall be someone familiar with these policies and procedures and Robert's Rules of Order (latest edition).

## **ARTICLE 4 BOARD OF DIRECTORS**

### **General Powers**

**4.1** The affairs of the International Auxiliary shall be managed, with the approval of the NCOA International Board of Directors, by its Board of Directors. Directors need not be residents of Texas.

### **Number and Tenure of Directors**

**4.2** The number of Directors shall be at least six (6) but not more than nine (9). Directors shall be elected to serve for a term of three (3) years or until his or her successor shall be elected or appointed and qualified, except that Directors shall be divided into classes so that the terms of no more than one-third of the Board of Directors shall expire in any one year.

### **Qualification of Directors**

**4.3** Only qualified voting members of the Auxiliary shall be Directors and upon election remain members of the Auxiliary for at least the term of years elected to office. No member of the Auxiliary who is an agent or employee of any commercial firm doing business with the International Auxiliary or furnishing its contractual services, who receives financial compensation, commissions, or salary as a direct result of such transaction with the International Auxiliary shall serve as an Officer or Director of the Auxiliary.

### **Regular Meetings**

**4.4** A regular annual meeting of the Directors shall be held without other notice than these By-Laws, immediately after, and at the same place as, the annual meeting of members. The NCOA International Board of Directors, in coordination with the International Auxiliary Executive Board, may provide by resolution the time and place, either ~~within~~ or ~~with~~ the State of Texas, for the holding of additional regular meetings of the officers without other notice than such resolution.

### **Special Meetings**

**4.5** Special meetings of the International Auxiliary Board of Directors may be called by the International Auxiliary President or a majority of the Auxiliary Directors. The person authorized to call special meetings of the Directors may fix any place, either in or out of the State of Texas, as the place for holding any special meetings of the officers.

### **Notice**

**4.6.** A notice of 30 days shall be given for a special meeting of the International Auxiliary Board of Directors.

### **Quorum**

**4.7** A majority of the International Auxiliary Board of Directors shall constitute a quorum for the transaction of business at any meeting; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present shall adjourn the meeting.

### **Manner of Acting**

**4.8** The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the International Auxiliary Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

### **Vacancies**

**4.9** Any vacancy occurring in the International Auxiliary Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the International Auxiliary Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

### **Compensation**

**4.10** Directors as such shall not receive any stated salaries for their services, but by resolution of the International Auxiliary Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

### **Informal Action by Officers**

**4.11** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Auxiliary Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

### **Removal of Officer**

**4.12** Any Auxiliary Officer or Director may be removed from office upon the vote of two-thirds of the remaining members constituting the International Auxiliary Board of Directors at a scheduled meeting provided a quorum is present.

### **Voting by Proxy**

**4.13** The International Auxiliary Board of Directors may vote by telephonic, email, or text message. Telephonic and text message votes shall be confirmed via email (written) to the secretary, within 10 days of the vote.

### **Dissent**

**4.14** Directors desiring to record as dissenting must do so in letter form to the Secretary within twenty four hours of the action to which he or she dissents.

## **ARTICLE 5 OFFICERS**

### **Officers**

**5.1** The officers of the Auxiliary shall be an International President and Chairman of the Board, a Vice President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The International Auxiliary Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the International Auxiliary

Board of Directors. The same Director, except offices of International President and Secretary may hold no more than two offices. All officers and assistant officers shall be voting members of the Auxiliary.

#### **Term of Office**

**5.2** The elected officers of the Auxiliary shall be elected at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

#### **Removal**

**5.3** Any officer elected or appointed by the International Auxiliary or the International Auxiliary Executive Board may be removed by the NCOA International Board of Directors whenever, in its judgment, the best interests of the International Auxiliary and the NCOA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. (Reference paragraph 4.12) The International Auxiliary Executive Board, at its discretion, after due notice and on hearing sworn allegations, will forward all findings for removal to the Executive Committee of the NCOA International Board of Directors for final consideration and determination.

#### **Vacancies**

**5.4** In the event of death, inability to serve, or resignation, such vacancies shall be filled as follows:

International Auxiliary President: A vacancy in the office of the International Auxiliary President shall be filled by the Vice President for the unexpired term. Other vacancies shall be filled by appointment of the International Auxiliary Board of Directors.

#### **International Auxiliary President/Chairman of the Board**

**5.5** The International Auxiliary President shall serve as Chairman of the International Auxiliary Executive Board and the Auxiliary International Board of Directors. The International Auxiliary President shall also serve as a member, with right to vote, on all committees. The International Auxiliary President shall make all required appointments of Auxiliary standing and special committees. At the Annual International Auxiliary Convention and such other time deemed proper, the International Auxiliary President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Auxiliary. The International Auxiliary President shall perform such other duties as are necessary, incidental with the office, as prescribed by the Executive Committee of the International Auxiliary Board of Directors. The International Auxiliary President is required to maintain close contact with their appointed liaison at NCOA International Headquarters.

#### **Vice President**

**5.6** In the absence of the International Auxiliary President or in the event of his or her death, incapacitation or refusal to act, the Vice President shall perform the duties of the International Auxiliary President until his or her return to office, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the International Auxiliary

President. The Vice President shall perform such duties as from time to time may be assigned to him or her by the International Auxiliary President.

#### **Secretary**

**5.7** The Secretary, or a duly appointed representative, shall keep the membership listing, and verify by signature, the minutes of all meetings of the membership, International Auxiliary Board of Directors, and Auxiliary Executive Board. These minutes shall be kept as part of the permanent records of the NCOA. The Secretary shall be provided a secure place in the registered office to maintain a certified copy of all minutes of meetings.

#### **Treasurer**

**5.8** If required by the International Auxiliary Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the International Board of Directors shall determine. He or she shall in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the International Auxiliary President.

#### **Auxiliary Liaison Officer**

**5.9** The President of the Non Commissioned Officers Association will appoint a senior staff member to serve as the Liaison Officer to the International Auxiliary. The Liaison Officer will be an ex-officio member of all Auxiliary Committees and board meetings.

### **ARTICLE 6 COMMITTEES**

#### **Committees of Auxiliary Officers**

**6.1** The International Auxiliary Chairman of the Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors. Such committees, to the extent provided in said resolution shall have and exercise the authority of the International Auxiliary Board of Directors in the management of the Auxiliary. However, no such committee shall have the authority of the Auxiliary Executive Board in reference to electing, appointing, or removing any member of any such committee or any officer of the Auxiliary; or amending, altering, or repealing any resolution of the NCOA International Board of Directors which by its term provided that it shall not be amended, altered, or repealed by such committee. The delegation thereto of authority shall not operate to relieve the International Auxiliary Board of Directors, or any individual Director, of any responsibility imposed on it or them by law.

#### **Executive Board**

**6.2** To assist in managing the International Auxiliary's activities, the International Auxiliary shall have an Auxiliary Executive Board which shall have and exercise the authority of the Auxiliary. The Executive Board shall consist of the International President, the Vice President, Treasurer and the Secretary; provided however the appointment and creation of the Executive Board shall in no way relieve the Auxiliary Directors from any responsibility imposed on it by law.

### **Executive Board Meetings**

**6.3** The International Auxiliary President shall call all meetings of the Auxiliary Executive Board, assure that the minutes thereof are recorded in writing, and place such minutes in the permanent files of the NCOA.

### **Nominating Committee**

**6.4** The Chairman of the Board of the International Auxiliary Board of Directors shall appoint a Nominating Committee on an annual basis. These committees shall serve at the direction of the Board of Directors of the International Auxiliary.

### **Other Committees**

**6.5** All other committees not having and exercising the authority of the International Auxiliary Board of Directors in the management of the Auxiliary, shall be appointed by the International Auxiliary President and shall serve at his or her direction. Members of such committees may, but need not, be officers or directors of the Auxiliary.

## **ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### **Contracts**

**7.1** Upon recommendation of the International Auxiliary Board of Directors, the President of the Non Commissioned Officers Association may authorize any officer or officers, agent or agents of the Auxiliary, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Auxiliary. Such authority may be general or confined to specific instances.

### **Checks and Drafts**

**7.2** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Auxiliary shall be signed by such officer or officers, agent or agents of the Auxiliary and in such manner as shall from time to time be determined by resolution of the International Auxiliary Board of Directors. In the absence of such determination by the International Auxiliary Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the International President and the Vice President of the Auxiliary. The President, the Executive Vice President, or the Chief Financial Officer of the NCOA is also authorized to sign such instruments on behalf of the Auxiliary.

### **Deposits**

**7.3** All funds of the Auxiliary shall be deposited to the credit of the Auxiliary in such banks, trust companies, or other depositories as the President of the NCOA may select.

### **Gifts**

**7.4** The Auxiliary Board of Directors may accept on behalf of the Auxiliary any contribution, gift, request, or device for the general purposes, or for any special purpose, of the Auxiliary.



**ARTICLE 8  
BOOKS AND RECORDS**

**8.1** The Auxiliary Liaison Officer, on behalf of the Auxiliary shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Auxiliary Executive Board, Auxiliary Board of Directors and Committees having any of the authority of the International Auxiliary Board of Directors, and shall keep at the registered or principal office of the NCOA a record giving the names and addresses of the members.

**ARTICLE 9  
CHAPTERS**

**Procedure**

**9.1** Five (5) or more members of the Auxiliary may apply to the International Auxiliary Board of Directors to organize a Chapter of the Auxiliary.

**Chapter By-Laws and Charter**

**9.2** All Chapters shall adopt the Uniform Chapter By-Laws as directed by the International Auxiliary Board of Directors, elect chapter officials, and conduct business as a branch of this Auxiliary subject to the general supervision and regulation of the International Auxiliary Board of Directors. Any chapter charter may be withdrawn when such action is deemed in the best interests of the NCOA and/or the International Auxiliary, and at the approval of the International Auxiliary Board of Directors.

**Responsibility for use of Auxiliary's Name**

**9.3** Chapters or individual members will not use the name of the Auxiliary or its influence, directly or indirectly, in any political election or activity. Recommendations for proposed congressional action, or the action of any state or federal officer or body politic, shall be forwarded to the President of the NCOA for evaluation and action by the NCOA.

**ARTICLE 10  
FISCAL YEAR**

**10.1** The fiscal year of the Auxiliary shall begin on the first day of January and end on the last day in December in each year.

**ARTICLE 11  
DUES**

**Annual Dues**

**11.1** Upon receipt, the NCOA International Board of Directors, upon recommendation of the International Auxiliary Board of Directors, may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Auxiliary by members of each category.

**ARTICLE 12  
CREED**

**12.1** Having a keen sense of responsibility, being true Americans, and bearing in mind the creed of the Non Commissioned Officers Association, the members of the International Auxiliary do band together to aid, assist and promote in all matters pertaining to the welfare, social, and patriotic work, for the benefit of the Non Commissioned Officers Association, its members and their families. Thus, do we associate and declare these principles to be the foundation and the constitution of the International Auxiliary of the Non Commissioned Officers Association of the United States of America.

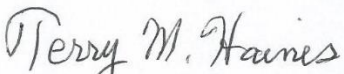
**ARTICLE 13  
AMENDMENTS**

**13.1** The power to adopt, alter, amend, or repeal these By-Laws shall be exercised by two-thirds majority of the NCOA International Board of Directors present and voting, upon recommendation of the International Auxiliary Board of Directors. Any such changes must be ratified by the Auxiliary membership at the next annual meeting.


These By-Laws will take effect immediately upon ratification by the NCOA International Board of Directors.


ADOPTED: this 17<sup>th</sup> day of July 2019

ATTEST:

  
Chairman of the Board  
Non Commissioned Officers Association

  
President,  
Non Commissioned Officers Association

  
President,  
International Auxiliary

  
International Secretary,  
Non Commissioned Officers Association