

Article I - Name

Section 1. The name of this organization shall be the Washington Chapter of the American Society of Military Comptrollers, hereafter referred to as the Chapter.

Section 2. In keeping with the National Constitution, military comptrollership shall be defined as the profession of comptrollership in the Department of Defense and the Coast Guard, to include the fields of financial and general management, accounting, finance, budgeting, programming, statistics, auditing, cost analysis, management analysis, and supporting activities in management, industrial engineering, automated data processing, operations research, systems analysis, and other such fields as the National Council may designate.

Article II – Purpose

Section 1. The Chapter is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. The purpose of the Chapter is to promote and perpetuate the highest standards of performance in military comptrollership. To meet this goal, emphasis will be placed on:

- a. Promoting the education and training of the Chapter membership,
- b. Supporting the development and advancement of the profession of military comptrollership,
- c. Encouraging a free exchange of techniques, approaches and problem solving information; and,
- d. Providing a forum to keep the 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 3. To this purpose, the Chapter will:

- a. Coordinate with the National Council, as appropriate, the sponsorship of conventions, seminars, and other educational meetings;
- b. Sponsor monthly luncheon meetings, featuring speakers addressing subjects of interest to the membership;
- c. Encourage the submission of articles, papers and other research work for publication in the Armed Forces Comptroller;
- d. Publish a Chapter Newsletter, when appropriate, for the dissemination of information of general interest to the membership;

e. Sponsor for formal recognition by the National Council those individuals deemed by the Chapter membership to have made outstanding contributions to the advancement of military comptrollership; and

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

Section 4. This Chapter does not contemplate pecuniary gain or profit to the Chapter, its officers or its members.

Article III - General.

Section 1. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above.

Section 2. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Article IV - Membership

Section 1. Membership in the Chapter is voluntary and is open to: (1) all Officers, Warrant Officers, Enlisted Personnel and Civil Service Employees of the Department of Defense and the Coast Guard, who are or have been, engaged in comptrollership duties as defined above, and (2) employees of corporations affiliated with DoD or Coast Guard financial management activities. Membership shall not be denied anyone on the basis of age, race, religion, national origin or sex.

Section 2. There shall be five classes of membership:

a. 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.

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

c. 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.

d. Honorary memberships may be conferred upon persons making 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.

e. Corporate Members shall be corporations 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. Application for Active, Life, Associate and Corporate Memberships shall be tendered to the National Headquarters of the Society on application forms designated for that purpose. Honorary members shall be nominated by a Chapter President or National Executive Committee member and approved by the National President.

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Section 5. Chapter members shall be accorded all rights and privileges as provided by the National Constitution and By-Laws.

a. Active members shall legislate and guide the activities of the Chapter, fix any dues or fees in excess of the National dues, elect Chapter officers, and decide upon all matters which affect the welfare of the Chapter or any of its members.

b. Associate and Honorary members shall have the rights and privileges of Active members, except that they may neither vote nor serve as Chapter officers or delegates.

c. Corporate members shall have the rights and privileges of Active members.

d. The right to resign membership is reserved to all members

e. When appropriate, Chapter membership may be terminated for non-payment of dues.

Article V - Chapter Officers

Section 1. Chapter officers shall consist of a President, a **President-Elect**, a Vice President for each of the agencies represented in the Chapter membership to include the corporate and retired members, a Secretary, a Treasurer, and an Assistant Secretary for each of the agencies represented in the Chapter membership.

a. The President shall be the prior year's President-Elect and shall serve for a one-year term in addition to any period in which he/she fills a vacancy in the office of the President. The President-Elect, and Secretary will also serve for one year appointment.

Section 2. The Chapter President, with the Chapter Secretary, shall serve without compensation for a period of one year, commencing 1 July and ending 30 June. The offices of President, and Secretary shall be rotated among the several agencies in the Chapter membership (desired rotation: USA, USN, USAF, USMC, DoD, USCG). The Vice Presidents, Treasurer, and Assistant Secretaries for the several agencies shall serve two year terms. The term of office for the Vice Presidencies shall commence 1 July of even-numbered years. Assistant Secretaries and

Treasurer shall commence on 1 July of odd-numbered years. Should any office become vacant, the Chapter President, with the concurrence of the Executive Board, may appoint an Active member to fill the office for the remainder of the term.

a. The incoming Treasurer shall serve without compensation a two year term commencing 1 July 2013,

Section 3. The incumbent Chapter President shall appoint a Nominations Committee, consisting of one representative from each of the agencies, to nominate one eligible member for each of the following elective offices: President, Vice President (Department of Defense (includes OSD and other Defense Agencies), Vice President (Army), Vice President (Navy), Vice President (Air Force), Vice President (Marine Corps), Vice President (Coast Guard), Vice President (Corporate/Retired) and an assistant secretary for each of the agencies listed above. The Chapter Secretary shall prepare a ballot for submission to the general membership. The ballot shall provide space for additional nominations from the General membership. Nominees receiving a plurality of votes of the Chapter membership shall be elected. The incoming and outgoing officers shall determine and coordinate the orderly transfer of responsibilities and records, including an annual report of financial condition of the Chapter's financial records in accordance with National guidelines. The Chapter Secretary shall call for nominations in March and distribute ballots to the membership during April. Election results shall be announced at the May general meeting with the intention of performing an officer changeover at the June general meeting.

Section 4. The President as chief Executive, shall appoint Active members for the offices of Chapter Secretary and Treasurer, preside at all Chapter and Executive Board meetings, appoint such standing and special committees as may be required, and act as ex-officio member of all committees with the exception of the Nominating Committee. In the execution of the responsibilities of his/her office, the President shall enforce the Constitution, By-Laws, contracts, policies, and directives of the Society and the Chapter. In the performance of his/her duties, the President may as deemed appropriate, assign duties and responsibilities to the various Chapter officers and committees.

Section 5. There shall be a Vice President for each of the agencies represented in the Chapter membership and one to represent the corporate/retiree membership. The Vice Presidents shall serve as liaison points for Chapter and Society matters with their respective organizations. One of the Vice Presidents shall assume the duties of the President during any period of his/her absence or incapacity. The presiding Vice President shall be designated by the President.

Section 6. Executive Board shall authorize expenditures and the treasurer shall account for all funds in accordance with established financial management procedures.

Article VI - Committees

Section 1. With the exception of the Audit Committee, which shall be appointed by the incoming President, the incumbent President shall appoint committees as provided below. Committees shall serve at the pleasure of the President, but in no cases longer than twelve months.

Section 2. Each committee provided for below, with the exception of the Executive Board and the Symposium Committee, shall elect one of its members as chairman. The chairman shall be responsible directly to the President for the function of that committee. The chairman shall coordinate all committee work, but may only vote to break tie votes on committee affairs.

Section 3. Standing Committees, composition and duties:

a. **Executive Board** shall be a committee of the whole, consisting of all Chapter officers and Committee Chairs. The Executive Board shall carry out the Executive functions of the Chapter as provided in this and the National Constitution. The Chapter President shall be the chairman, and the Executive Board will meet at his/her pleasure, or whenever required.

b. **Audit Committee** shall consist of any three Active members considered to be qualified by the incoming President. They shall elect their own chairman who shall be directly responsible to the incoming President. This committee will audit the Secretary's records and Treasurer's accounts, review procedures, review annual financial reports and tax returns, verify bank balances, inventory Chapter property, and perform any similar functions for the President. The committee shall also report to both the incoming and outgoing Presidents any discrepancies or irregularities found to exist. An audit committee shall also be convened by an incumbent President due to a mid-term relief or removal of the Chapter Treasurer, and at any times deemed appropriate by the President. Should the Board choose to contract for the services of an independent public accountant to conduct an audit of the Chapter's financial statements, the Audit Committee will be responsible for overseeing that effort.

c. **Training and Education Committee** shall be generally responsible for advancing the training and education of the Chapter membership. Specifically this committee shall; plan, coordinate and arrange any seminars, training sessions or classes conducted by the Chapter; and receive, screen and recommend for publication by the National Society any manuscripts, papers or research performed by the Chapter membership.

d. **Regional PDI Committee** This committee will be activated as needed. It will consist of not less than five members of which at least two must be officers of the current or immediately preceding year. This committee will be chaired by an Active member selected by the President of the Chapter, and will consist of at a minimum, a Chairman, Vice Chairman, Financial Chairman, and Program Chairman. Although this committee will generally function for no longer than 12 months duration, it may span more than one Chapter administration. The committee will be dissolved by the President when its need no longer exists.

Section 4. The President may, as needed, appoint other special committees to supplement the work of the standing committees or in furtherance of Chapter business.

Article VII – Liability of Officers and Indemnification.

Section 1. Limitation on Liability The real and personal property of the Chapter officers shall not be available to satisfy any Chapter debts. Chapter officers shall include those elected and appointed officers, and elected and appointed members of the Chapter's duly constituted Committees, and members of the Executive Board.

Section 2. Indemnification.

The Chapter may indemnify any current or former officer against expenses actually and necessarily incurred by him or her in connection with the defense of any actions, suit, or proceeding in which he or she is made a party by reason of being or having been such officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

The Chapter may purchase and maintain insurance on behalf of any person who is or was an officer of the Chapter against any liability asserted against him or her and incurred acting in that capacity.

Article VIII - Dissolution.

Section 1. A two-thirds majority vote of all Chapter members eligible to vote is required to effect dissolution of the Chapter.

Section 2. Upon dissolution of the Chapter, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Chapter, dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Chapter is located, exclusively for such purposes or to such organization(s), as said Court shall determine which are organized and operated exclusively for such purposes.

Section 3. Chapter records shall be forwarded to the National Executive Committee.


Article - IX - Ratification, Amendments and By-Laws

Section 1. The ratification of the Constitution and By-Laws shall be a two-step process. First, they must receive the concurrence of two-thirds of the members of the Chapter Executive Board before they can be presented to the general membership for approval. Approval by two-thirds of the general membership voting shall be sufficient for the establishment of this Constitution and By-Laws for the Washington Chapter of the American Society of Military Comptrollers and its members.

Section 2. Amendments to this Constitution may be proposed by any Active member of the Chapter, or by a special committee appointed by the President. Proposed amendment to this Constitution shall require the concurrence of two-thirds the membership present at a regularly scheduled meeting. The specifics of proposed amendments and the intent to vote on them must be announced, either at a regularly scheduled meeting or through special mailing, to the Chapter membership at least 21 days prior any vote taken.

Section 3. Changes to the By-Laws of this Constitution shall require the concurrence of two-thirds the members of the Chapter Executive Board.

Section 4. The above Constitution and By-Laws were approved by vote of the general membership, Washington Chapter of the American Society of Military Comptrollers, on 31 March 1978.


NEIL F. KENDALL
Chapter President

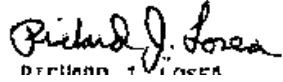

MILTON R. PETERSON


WILLIAM F. MILLS

Air Force Vice President

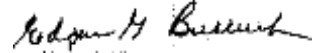


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