



**AMENDED BY-LAWS OF THE  
NON COMMISSIONED OFFICERS ASSOCIATION  
OF THE UNITED STATES OF AMERICA**

**A Non-Profit Corporation  
9330 Corporate Drive, Suite 708  
Selma, TX 78154**

**Adopted \_\_\_\_\_**

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**ARTICLE 1**

**OFFICES**

**Principal Office**

**1.1** The principal office of the Non Commissioned Officers Association of the United States of America (NCOA) in the State of Texas shall be located in the City of Selma, County of Guadalupe. The NCOA may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**Registered Office and Registered Agent**

**1.2** The NCOA shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the NCOA in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 2**

**MEMBERS**

**Categories of Members**

**2.1** The NCOA shall have five categories of members. The designation of such categories and the qualifications and rights of the members of such categories shall be defined by the International Board of Directors as follows:

**Regular Members:** Any individual who served in any branch of the United States Armed Forces, active duty, Reserves, National Guard, retired or separated personnel and held the rank of E-1 through E-9 at the time of separation from active duty under honorable conditions.

**Veteran Members:** Any individual who served in any branch of the United States Armed Forces, active duty, Reserves, National Guard, retired or separated personnel, who separated in other than an enlisted rank or grade.

**Associate Members:** Any individual who actively supports the aims and goals of the NCOA but are not eligible for other categories of membership.

**Honorary Members:** A category of membership awarded by the International Board of Directors to individuals who have contributed significantly to the well-being of enlisted personnel.

**International Auxiliary Members:** Any spouse/former spouse, widow/widower, and family member 18 years of age or older of enlisted members whether active duty, separated, veteran, Reserve, National Guard, in the rank or grade E-1 through E9.

A. Voting Members. Voting members of the NCOA shall be limited to enlisted personnel of the armed forces of the United States of America, active or retired, Reserve or National Guard, in pay grades E-1 through E-9 or who are honorably discharged veterans who were in such pay grades at the time of application for membership, or upon final discharge or retirement from the United States Armed Forces. Voting members shall be comprised of all regular members as defined by the International Board of Directors.

B. Non-Voting Members. Non-voting members shall be comprised of all associate, veteran, and honorary memberships as created by the International Board of Directors.

### **Qualification for Voting Membership**

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

### **Voting Rights**

**2.3** Each member, other than those members described in 2.1B above, shall be entitled to one vote on each matter submitted to a vote of the members. Presence at a meeting is required to exercise the vote.

### **Termination of Membership**

**2.4** Membership of any member of the NCOA may be withdrawn or suspended for cause by the International Board of Directors, Executive Committee at any meeting of the Committee. Any member whose membership is withdrawn or suspended by the Executive Committee shall be notified in writing of such action, the reasons therefore, and given an opportunity to meet with the Executive Committee to present evidence as to why the membership should not be withdrawn. If the Executive Committee reaffirms its previous action, such member may appeal to the full Board of Directors and shall be entitled to present evidence at the next scheduled meeting of the Board of Directors to show cause why the membership should not be withdrawn. Any action taken thereon by the 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 the NCOA, its Code of Ethics, its rules and regulations, and shall conduct themselves at all times in such a manner to enhance the membership and reputation of the NCOA.

### **Auxiliary**

**2.6** The NCOA may establish an Auxiliary which shall be an organization under directives and policies as promulgated by the Board of Directors.

## **ARTICLE 3**

### **MEETINGS OF MEMBERS**

#### **Annual Meeting**

**3.1** The Annual Meeting of the members of the NCOA shall be held at a location as designated by the International Board of Directors. If for any reason the International Executive Committee deems an annual meeting is not warranted, the membership will be notified a minimum of six (6) months in advance of the scheduled date. The election of Directors shall be held on the day designated for the annual meeting.

#### **Place of Meeting**

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

#### **Notice of Meetings**

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

#### **Quorum**

**3.4** The members holding fifty percent (50%) plus one (1) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting.

#### **Rules Governing Meetings**

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

**ARTICLE 4**  
**INTERNATIONAL BOARD OF DIRECTORS**  
**General Powers**

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

**Number and Tenure of Directors**

**4.2** The number of Directors shall not exceed eleven (11) members. A maximum of two members shall be currently serving on active or Reserve status. Directors shall be elected at the annual meeting of the members or appointed by the International Board of Directors in the case of a vacancy. Each Director 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.

**Qualification of Directors**

**4.3** Only qualified E-4 through E-9 members of the NCOA shall be Directors and upon election/appointment to the Board remain members of the NCOA for at least the term of years elected/appointed to the Board. No member shall be seated or retained as a Director whose membership terminates before the expiration of their term of office.

- A. No member of the NCOA who is an agent or employee of any commercial firm doing business with the NCOA or furnishing its contractual services, who receives financial compensation, commissions, or salary as a direct result of such transaction with the NCOA shall serve as a Director or Officer of the NCOA.
- B. No more than four (4) employees of the NCOA shall serve at any one time as Directors of the NCOA. These employees must be officers of the NCOA duly elected by the International Board of Directors.

**Regular Meetings**

**4.4** A regular annual meeting of the International Board of 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 International Board of Directors may provide by resolution the time and place, either in or out the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

**Special Meetings**

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

**Notice**

**4.6** Notice of a special meeting will be given in accordance with Section 3.3 of these By-Laws.

## **Quorum**

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

## **Manner of Acting**

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

**4.9** The election of Directors shall be held on the day designated during the annual meeting.

## **Vacancies**

**4.10** The International Board of Directors shall fill any vacancy occurring on the board and any directorship to be filled by reason of an increase in the number of Directors. A Director elected/appointed to fill a vacancy shall be elected/appointed for the unexpired term of his or her predecessor.

## **Compensation**

**4.11** Directors as such shall not receive any stated salaries for their services, but by resolution of the International 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; but nothing herein contained shall be construed to preclude any Director from serving the NCOA in any other capacity and receiving compensation therefore.

## **Action by Directors**

**4.12** Any action to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors. At such time that the International Board of Directors finds the Association to be non-compliant with existing applicable laws or regulations, the Directors are empowered to take the necessary action to bring the NCOA into compliance with such laws or regulations. This equally applies to regulations the Texas Corporation Commission may enact from time to time.

## **Removal of a Director**

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

## **Election of Chairman**

**4.14** The International Board of Directors shall elect one of their members as Chairman who shall preside at all meetings of the Board. A Chairman may be elected for any term of office not to exceed three years provided his or her tenure as a Board member equals the period elected to the Chair. The Chairman will not be an employee of the NCOA. The Chairman shall vote in the same manner as other Directors.

### **Voting by Proxy**

4.15 The International 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 ten (10) days of the vote.

4.16 The secretary will record into the minutes all conference calls of the International Board of Directors and the Executive Committee. Any motion made will be seconded, discussed, voted upon and recorded in the minutes.

### **Dissent**

4.17 Members desiring to be recorded as dissenting must do so in letter form to the Secretary of the International Board of Directors within 24 hours of the action to which he or she dissents.

## **ARTICLE 5**

### **OFFICERS**

#### **Officers**

5.1 The Officers of the NCOA shall be a Chairman of the International Board of Directors, President, an Executive Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The International Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the International Board of Directors. The same Director, except the offices of the President, Chairman and Secretary may hold no more than two offices. All officers and assistant officers shall be voting members of the NCOA.

#### **Election and Term of Office**

5.2 The International Board of Directors at the regular annual meeting of the Directors shall elect the Executive Committee of the NCOA annually for terms not to exceed three (3) years. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the International Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

#### **Removal**

5.3 Any officer elected or appointed by the International Board of Directors may be removed by the International Board of Directors whenever, in its judgment, the best interest of 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 4.13)

#### **Vacancies**

5.4 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the International Board of Directors for the unexpired portion of the term.

#### **Vacating President's Position**

5.5 Upon the vacation of the President's position in the NCOA and the International Board of Directors, succession in office shall occur as soon as feasible so as to ensure a smooth transfer of all responsibilities without disruption of the normal day-to-day operations of the NCOA.

### **Chairman of the Board**

**5.6** The Chairman of the Board shall preside at all meetings of the International Board of Directors. He or she shall perform all duties as may be prescribed by the International Board of Directors from time to time.

### **President**

**5.7** He or she shall preside at all meetings of the members. He or she may sign, with the Secretary or any other proper officer of the NCOA authorized by the International Board of Directors, other instruments which the International Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the International Board of Directors or by these By-Laws or by statute to some other officer or agent of the NCOA; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the International Board of Directors from time to time. The President shall serve as Chairman and preside at all meetings of the Executive Committee.

### **Executive Vice President**

**5.8** In the absence of the President, and/or Executive Director or in the event of his or her death, inability or refusal to act, the Executive Vice President, shall perform the duties of the President and/or Executive Director until his or her return to office, or until the position is filled otherwise, and when so acting shall have all powers of and be subject to all the restrictions upon the President and/or the Executive Director. The Executive Vice President shall be a member of the Executive Committee. The Executive Vice President shall perform such other duties as, from time to time, may be assigned to him or her by the President and/or the International Board of Directors.

### **Treasurer**

**5.9** If required by the International 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. The Treasurer shall be a member of the Executive Committee. He or she shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the International Board of Directors.

### **Secretary**

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

## **ARTICLE 6**

### **EXECUTIVE DIRECTOR**

**6.1** The International Board of Directors is responsible for acquiring, contracting and setting the compensation package for the position of the Executive Director.

**6.2** The Executive Director shall supervise and operationally control all day to day operations of the NCOA, and sign any deeds, mortgages, bonds, contracts or other instruments which the



International Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the International Board of Directors or by these By-Laws or by statute to some other officer or agent of the NCOA and in general he or she shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the International Board of Directors from time to time. The Executive Director shall serve as an ex-officio member at all meetings of the Executive Committee as required.

**6.3** Upon the vacation of the Executive Directors position in the NCOA, the Board of Directors shall cause a review, audit, or accounting to be made of the books, records, monies, official transcripts, papers, and contracts of the NCOA. Such review, audit, or accounting shall occur as soon as feasible.

**6.4** In the absence of the Executive Director or in the event of his or her death, inability or refusal to act, the Executive Vice President shall perform the duties of the Executive Director until his or her return to office, or until the position is filled otherwise, and when so acting, shall have all powers of and the subject to all the restrictions upon the Executive Director.

## **ARTICLE 7**

### **COMMITTEES**

#### **Committees of Directors**

**7.1** The Chairman of the International Board of Directors, 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 a minimum of two Directors, such committees, to the extent provided in said resolution, shall have and exercise the authority of the International Board of Directors in the management of the NCOA. However, no such committee shall have the authority of the International Board of Directors in reference to amending, altering, or repealing the By-Laws; adopting new By-Laws for the NCOA; electing, appointing, or removing any member of any such committee or any Director or officer of the NCOA; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another association; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the NCOA; authorizing the voluntary dissolution of the NCOA or revoking proceedings therefore; adopting a plan for distribution of the assets of the NCOA; or amending, altering, or repealing any resolution of the International Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee. The delegation thereto of authority shall not operate to relieve the International Board of Directors, or any individual Director, of any responsibility imposed on him or her by law.

#### **Executive Committee**

**7.2** To assist in managing the NCOA's activities, the International Board of Directors shall have an Executive Committee which shall have and exercise the authority of the Board. The voting members of the Executive Committee shall be the President, the Chairman of the Board, the Executive Vice President, the Treasurer, and the Secretary. In addition, the Executive Director shall be an ex-officio member of this committee, as required. However, the appointment and creation of the Executive Committee shall in no way relieve the International Board of Directors from any responsibility imposed on it by the law or these By-Laws.

### **Executive Committee Meetings**

**7.3** The President and/or the Chairman of the Board of the NCOA shall call all meetings of the Executive Committee, assure that the minutes thereof are recorded in writing, and place such minutes in the permanent files of the NCOA. These minutes will be presented at the next following scheduled International Board of Director's meeting. The International Board of Directors may take such action as may be deemed appropriate to approve or modify the actions of the Executive Committee. Any two members of the Executive Committee may call a special meeting of the Executive Committee.

### **Nominating Committee**

**7.4** The Chairman of the International Board of Directors shall appoint a Nominating Committee on an annual basis. This Committee shall serve at the direction of the Board of Directors.

### **Other Committees**

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

## **ARTICLE 8**

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

#### **Contracts**

**8.1** The International Board of Directors may authorize any officer or officers, agent or agents of the NCOA, 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 NCOA. Such authority may be general or confined to specific instances.

#### **Checks and Drafts**

**8.2** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the NCOA shall be signed by such officer or officers, agent or agents of the NCOA and in such manner as shall from time to time be determined by resolution of the International Board of Directors.

#### **Deposits**

**8.3** All funds of the NCOA shall be deposited to the credit of the NCOA in such banks, trusts companies, or other depositories as the Executive Director may select.

#### **Gifts**

**8.4** The International Board of Directors may accept on behalf of the NCOA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the NCOA.

## **ARTICLE 9**

### **BOOKS AND RECORDS**

**9.1** The NCOA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, International Board of Directors, and committees having any of the authority of the International Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members.

## **ARTICLE 10**

### **CHAPTERS**

#### **Procedure**

**10.1** Five (5) members of the NCOA may apply to organize a Chapter of the NCOA.

#### **Chapter By-Laws and Charter**

**10.2** All Chapters shall adopt the Uniform Chapter By-Laws as promulgated by the International Board of Directors of the NCOA, appoint Chapter officials, and conduct business as a branch of the NCOA subject to the general supervision and regulation of the International Board of Directors. Any Chapter charter may be withdrawn by the Executive Committee when such action is deemed in the best interest of the NCOA.

#### **Responsibility for Use of NCOA's Name**

##### **And Collective Membership Mark**

**10.3** Chapters or individual members shall not use the name of the NCOA or its collective membership mark 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 Secretary of the NCOA for evaluation and action by the NCOA. Further, the name "NON COMMISSIONED OFFICERS ASSOCIATION" or the collective membership "NCOA," logo or seal shall not be used by any person, firm, or corporation without written permission first granted in each case by the International Board of Directors or by the Executive Committee or by the President, except to identify one as a member of the NCOA. In the event such permission is granted, for any commercial ventures, the NCOA shall be paid a fee as determined by the International Board of Directors or by the Executive Committee or by the President for each such use, such fee being proportional to the net profit resulting there from. No liability shall ever be imposed upon the NCOA as a result of such use and indemnity may be required for the NCOA, in such cases and in such form and amount as the Executive Committee or the President or International Board of Directors may require.

## **ARTICLE 11**

### **FISCAL YEAR**

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

## **ARTICLE 12**

### **DUES**

**12.1** The International Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the NCOA by members of each category.

## **ARTICLE 13**

### **SEAL**

**13.1** The International Board of Directors shall provide the NCOA's seal, which shall be in the form of a circle and shall have inscribed thereon the name of the NCOA and the words "Corporate Seal of Non Commissioned Officers Association of the United States of America".

**ARTICLE 14**

**MOTTO AND CREED**

**14.1** Being ever mindful of this NCOA's Motto, "Strength in Unity," and the purpose for which it was organized, then therefore: "It is with the conception and full understanding that many things of great need and importance can be accomplished in unity and cooperation. Thus do the members of the Non Commissioned Officers Association of the United States of America agree to join their efforts and strength to work together for the well-being of the individual, the group, and for the greatest benefit of our beloved nation," serves as the NCOA's Creed.

**ARTICLE 15**

**WAIVER OF NOTICE**

**15.1** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the NCOA a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 16**

**AMENDMENTS TO BY-LAWS**

**16.1** The power to adopt, alter, amend, or repeal these By-Laws shall be exercised by two-thirds majority of the International Board of Directors present and voting, any such changes must be ratified by the membership at the next Annual Meeting. However, proposals to adopt, alter, amend, or repeal these By-Laws may be offered at the Annual Meeting by the membership. Such proposals must be submitted to the Secretary for consolidation and presentation at the Annual Meeting no later than 1 January preceding the regularly scheduled Annual Meeting. Any alteration, amendment, or repeal of these By-Laws shall not take effect until after adjournment of the meeting's business session at which such action was taken.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman of the Board