

Marine Corps Reserve Association Bylaws

Approved: ~~October 19, 2019~~

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Marine Corps Reserve Association Bylaws

Approved:

BACKGROUND

The Marine Corps Reserve Officers' Association (MCROA) was originally established in 1926 by Marine Reserve officers to further the interests of our country and to preserve our national security through the most effective United States Marine Corps possible. In 1993, the MCROA was incorporated as a Virginia non-stock corporation. In 2003 the bylaws were amended to include reserve enlisted members and the organization's name was changed to The Marine Corps Reserve Association (MCRA) and remains incorporated as a Virginia non-stock corporation and is governed in accordance with the following by-laws:

ARTICLE I

NAME

The name of this organization as provided for the Articles of Incorporation is The Marine Corps Reserve Association, Inc. which does business as The Marine Corps Reserve Association, and is hereby referred to as the Association.

ARTICLE II

OBJECTIVES AND PURPOSES

The objectives and purposes of the Association as stated in the Articles of Incorporation are: to foster the advancement of the professional knowledge of members of the United States Marine Corps Reserve; to act as a legislative advocate on Reserve personnel and equipment issues; to promote the interest of the members of the Marine Corps Reserve in the Marine Corps and the interest of the Marine Corps in its Reserve; to represent and assist individual members; and, at all times, to promote the interests of the United States Marine Corps in the broadest and most liberal manner to the end that it may best advance the welfare of and serve to preserve the security of the United States.

ARTICLE III

MEMBERSHIP

SECTION 1

CLASSES OF MEMBERSHIP

The Association shall have five (5) classes of membership, to wit: Green, Red, Gold, Benefactor and Corporate.

SECTION 2

QUALIFICATIONS FOR MEMBERSHIP

Membership within the Association is open to any member of the Marine Corps Reserve who is or was on active duty, inactive duty, retired or who served honorably and received an honorable discharge; or any regular officer or enlisted member of the United States Marine Corps in a retired status; shall be eligible for one of the levels of active membership. Membership, once established, will not be changed if the member's status changes from reserve to regular.

The Association will have Five (5) classes of membership as established by the Board of Directors. Membership benefits are listed on the Association's Website and will be based upon class level, which are:

- a) Green Class. This is a free membership level.
- b) Red Class: This is a paid membership level, cost will be listed on the MCRA website.
- c) Gold Class: This is a paid membership level, cost will be listed on the MCRA website.
- d) Benefactor Class: This is a paid membership level, cost will be listed on the MCRA website.
- e) Corporate Membership: A corporation or business shall be eligible for Corporate Membership if in the opinion of the Board of Directors the corporation or business:
 - has the same values and supports the mission of the Association
 - would add value to the Association mission
 - has made a financial contribution to the Association as delineated on the Association's website.

Corporate membership members shall have rights and privileges as established by the Board of Directors, except that they shall not be eligible to hold office or vote for officers or be delegates to a conference. The Corporate members may set up a booth at any conference or meeting the Association conducts.

SECTION 3

ADMISSION TO MEMBERSHIP

a) An applicant for Red, Gold or Benefactor membership shall, upon payment of the dues, either monthly or annually, as set by the Board of Directors, shall become a member of the Association and be eligible for membership in the chapter of his/her choice. All Red, Gold, Benefactor members may hold membership in only one chapter.

- b) An applicant for Green membership shall be admitted, upon receipt of a valid email and be eligible for membership in the chapter of his/her choice. All Green members may hold membership in one chapter.
- c) If no choice of chapter is expressed, the applicant shall become a member of the chapter closest to his/her residence.
- d) The records of the national headquarters shall constitute the official membership roll of the Association and shall be the final authority in all questions pertaining to the computation of membership

SECTION 4

VOTING RIGHTS AND PRIVILEGES

- a) Green, Red, Gold and Benefactor Members shall have the privilege of membership to include representation of the Association in any and all professional and legislative matters.
- b) Red, Gold and Benefactor Members shall have the right to vote for officers, by law change resolutions or other Association business.
- c) Gold and Benefactor Members will have the right to hold office.
- d) Corporate Members will have all the rights and privileges of membership but will be excluded from holding office, voting for officers, by law changes, resolutions or other association business.

SECTION 5

EXPULSION AND DISCIPLINE

- a) Each chapter shall be the judge of its own membership, subject to the restrictions of the Association's Articles of Incorporation and bylaws. A member may be suspended or expelled from the Association for conduct detrimental to the Association, or for non-payment of dues.
- b) All charges which could lead to suspension or expulsion must be made under oath in writing by the complainant. No member in good standing shall lose his/her membership until given a full hearing. Any member suspended or expelled after a full and fair hearing by his/her chapter shall have the right to appeal to the Board of Directors.

SECTION 6

NON-TRANSFERABILITY OF MEMBERSHIP

Membership shall not be transferred from one individual to another.

**ARTICLE IV
ORGANIZATION**

**SECTION 1
CHAPTERS**

The membership of the Association shall be organized into chapters. Fifteen (15) or more members, eligible to vote, may apply for a charter for a local chapter. The Board of Directors may waive this requirement and designate a lesser number where circumstances warrant it.

**SECTION 2
NAMES**

Each chapter shall bear such name as the members may designate, not to be in conflict with the name of an existing chapter. All chapter names are subject to approval of the Board of Directors.

**SECTION 3
CHAPTER CHARTERS**

a) The national president shall issue a charter to the new chapter upon approval by the Board of Directors and:

b) Receipt of a petition signed by at least fifteen (15) members or persons eligible to be voting members (or such lesser number as may be designated by the Board of Directors), accompanied by required applications for membership and appropriate dues, and

c) Approval of proposed chapter bylaws by the national Judge Advocate General.

**SECTION 4
ELECTION OF CHAPTER OFFICERS**

Each chapter in the Association shall hold an election of chapter officers.

**SECTION 5
BYLAWS**

Each chapter shall adopt a set of bylaws, not in conflict with the Association's Articles of Incorporation and bylaws.

**SECTION 6
AMENDMENTS TO CHAPTER CHARTERS AND BYLAWS**

Amendments to or revisions of chapters' charters and bylaws shall be submitted to the national headquarters for review by the judge advocate general and approval by the Board of Directors. In the event that any portion of the local charter and bylaws, as amended or revised, shall be determined by the judge advocate general and the Board of Directors to be in conflict with, or not conforming to, the provisions of the Association's Articles of Incorporation and bylaws, such portion shall

become invalid without affecting the validity of the remaining portions of such charter and bylaws.

SECTION 7

SUSPENSION AND REVOCATION OF LOCAL CHARTER

a) Chapter charters may be suspended or revoked by the Board of Directors for violation of the Articles of Incorporation or bylaws of the Association. However, before the suspension or revocation of any charter, notice in writing, setting forth the alleged violation or violations, shall be sent to the president and secretary of the chapter in question at least thirty (30) days prior to the proposed suspension or revocation. Such notice shall provide an opportunity for the chapter to be heard by the Board of Directors.

b) A chapter whose charter has been suspended or revoked may be reinstated by the Board of Directors when the cause for such suspension or revocation has been removed. A chapter shall have the right to appeal to the Board of Directors, but in case no appeal is filed within thirty (30) days of the date of suspension or revocation, the matter will be referred automatically to the next Board of Directors meeting, and the Board shall have the power to revoke or reinstate the charter. A chapter whose charter has been revoked shall immediately surrender its books, records and funds to the Board of Directors.

c) Any chapter seeking to merge with another chapter, or for other good cause, may request to the Board of Directors to have their chapter dissolved.

SECTION 8

DEBTS OF LOCAL CHAPTERS

The Marine Corps Reserve Association, Inc. will not assume liability for debts incurred by local chapters.

SECTION 9

MEMBERSHIP

Members of the Association may join their local chapter, or a chapter of their choice, within one year of becoming a member of the Association. Only members of the Association, excluding Corporate level, may be members of a chapter.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1

BOARD OF DIRECTORS

The governing body of the Association shall be the Board of Directors, comprised of its officers, six

(6) District Advisors and six (6) Members-at-Large. All members of the board shall be elected by vote of the Association membership. All members of the board must be eligible to hold office and vote as provided for in Article III, above.

**SECTION 2
ASSOCIATION OFFICERS**

The Association's officers shall be a president, secretary, treasurer, the judge advocate general. and up to six (6) vice presidents to include but not limited to: Membership Engagement, Professional Development and Development Director, Communications, and Legislative Affairs.

**SECTION 3
CHAIRMAN OF THE BOARD AND ADVISORS TO THE BOARD**

The Board of Directors shall be advised by a chairman and such advisors as may be nominated by the Chairman and approved by the Board of Directors. The Chairman shall be the immediate past-president. The chairman and advisors shall serve as ex-officio members with full rights of participation, but shall not have voting privileges.

**SECTION 4
BOARD OF DIRECTORS AUTHORITY AND RESPONSIBILITY**

a) All executive authority shall be vested in the Board of Directors. The Board shall have general supervision of the affairs of the Association; shall cause the bylaws of the Association to be properly executed and administered; shall exercise all executive authority, either directly or through its committees; shall have full control and management of all matters as to disputes, discipline, funds or property of the Association, other than funds or property of the chapters, except when otherwise provided by these bylaws; and shall have full power and authority to interpret the bylaws of the Association. The determination of the Board after hearing an appeal as provided in these bylaws shall be final, except as provided in Article IV, Section 7, sub-section (b).

b) The Board shall approve each and every place of deposit of the funds of the Association and fix the maximum amount that may be deposited in each depository. The Board shall examine all reports of chapters and officers, and take such action thereon as may be necessary from time to time and consistent with these bylaws.

**SECTION 5
MEETING OF THE BOARD OF DIRECTORS**

Regular meetings of the Board of Directors shall be held at such time and place as the Chairman shall determine. A majority of members of the Board of Directors, either present in person or by proxy, and eligible to vote, shall constitute a quorum for the transaction of Association business.

**ARTICLE VI
BOARD OF DIRECTORS—TERMS OF OFFICE**

**SECTION 1
STAGGERED TERMS**

The Association shall stagger the terms of its voting officers and board members-at-large to ensure continuity and to maintain a cadre of experienced individuals. All association officers and members of the Board of Directors, with the exception of the president, shall serve for terms of three (3) years, or until their successors are elected. The president shall serve for two (2) years, or until his/her successor is elected. Terms shall be as outlined below:

**SECTION 2
ADVISORS TO THE BOARD OF DIRECTORS**

- a) **Chairman of the Board:** The Chairman of the Board shall normally be the immediate past president. His/her term of office shall be two (2) years.
- b) **Advisors to the Board of Directors:** The Advisors to the Board of Directors shall be nominated by the chairman and approved by the Board of Directors and must be eligible to hold office and vote as outlined in Article III, above. Their terms of office shall be one year.

**ARTICLE VII
NOMINATIONS, ELECTIONS, VOTING, PROXIES AND INSTALLATION**

**SECTION 1
NOMINATIONS**

- a) Any Association member eligible to hold office and vote as provided for in Article III, above, may nominate any like qualified member for election to national office. Any Association member eligible to hold office and vote as provided for in Article III, above, may be nominated for election to national office.
- b) A call for nominations shall be either listed on the Association's Website, or published in either "The E-Word" or a special e-mail communication to the voting membership **not later than three (3) months prior** to the annual meeting.
- c) A **Nominations Committee** comprised of at least three Association members eligible to hold office and vote as provided for in Article III, above, shall be appointed by the national president. All nominations shall be forwarded to this committee in writing **not later than two (2) months prior to the event**. The **Committee** shall screen all nominees for eligibility and forward the list of all eligible nominees to the national president for

his review. The list shall then be forwarded to the national headquarters for inclusion on the ballot.

**SECTION 2
ELECTIONS**

a) The names and brief biographies of the nominees shall be listed on the Association's Website and distributed in a special electronic email sent for membership viewing not **later than thirty (30) days** prior to the annual meeting.

b) Concurrently, a ballot shall be communicated to all eligible voting members, by the "E" Word or a special communication, by which the voting membership can vote for the listed nominees, or for any other Association member of their choice who is eligible to hold office and vote.

c) At its first meeting, the board shall elect the first vice president from the group of four vice presidents. The first vice president shall serve in this office for a period of one year, unless re-elected. The first vice president shall act for the president in the president's absence. Officers shall be elected by vote of the Association membership.

**SECTION 3
VOTING**

a) Voting shall be by those members eligible to vote and hold office as provided for in Article III, above.

b) Voting may be done in person at the annual meeting or electronically via ballots listed on the Association's website published in either the "E" Word or a special communication. The Board of Directors shall determine the ballot form.

c) Electronic ballots must be received not later than five (5) days prior to the convening of the annual meeting. Ballots received less than five (5) days prior to the convening of the annual meeting shall be considered invalid and shall not be counted.

d) All ballots shall be counted by the Credentials Committee prior to the conduct of Association business at the annual meeting. Nominees shall be elected by a plurality of the votes cast, and the results of all voting shall be announced at the annual meeting of the membership.

**SECTION 4
INSTALLATION OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS**

Newly elected officers and board members shall be announced and installed at the Annual meeting.

ARTICLE VIII

OFFICERS, ADVISORS AND THE EXECUTIVE DIRECTOR—RESPONSIBILITIES AND DUTIES

SECTION 1

PRESIDENT

The President shall be the Chief Executive Officer of the Association and represent the Association in all matters pertaining to its affairs. The president or first vice president shall preside at the meetings of the Board. He/she shall perform such duties as are consistent with his/her office and the laws of the Association.

SECTION 2

VICE PRESIDENTS

The duties of the six (6) vice presidents will be assigned by the President and/or the Board as deemed necessary to include: Communications and Legislative Affairs. Other positions may include but not be limited to: Membership Engagement and Association Development Director.

SECTION 3

SECRETARY

a) The secretary, or in his absence his designee, shall keep a true and faithful record of the proceedings of the annual meeting and Board of Director's meetings.

b) The secretary shall report at the annual meeting the general condition of the Association; and perform such other duties as are imposed or consistent with the laws of the Association and as may be determined and required by the Board.

SECRETARY 4

TREASURER

a) The treasurer shall supervise the administration of all funds of the Association. He/she shall coordinate all matters of finance between the Executive Director and the Board and shall periodically report the fiscal condition of the Association to the President and the Board. He/she shall perform such advisory functions as are incidental to the office. He/she shall submit to the Board at the annual meeting an Annual Budget and such financial projections as may be required. The treasurer shall share equal responsibility with the Executive Director as custodian of all bonds, notes, mortgages, deeds, contracts, insurance policies and other papers of the Association.

b) The treasurer shall report at the annual meeting and at the regular meetings of the Board, or more often if required by the Board, the amount of receipts and disbursements, in such form as shall be approved by the Board.

c) At the expiration of his/her term of office or in case of resignation or removal, the treasurer shall pay and deliver to his/her successor in office all monies, books and property in his possession belonging to the Association. He /she shall perform such other duties as may be directed by the Board.

SECTION 5

THE JUDGE ADVOCATE GENERAL

The judge advocate general is the legal advisor to the Board of Directors and the president of the Association in all legal matters pertaining to the Association. The judge advocate general shall also act on such other matters of a legal nature referred by individual members or chapters as affect the Association and perform such other duties as shall be assigned to him from time to time by the Board or the President.

SECTION 6

DISTRICT ADVISORS

The six (6) District Advisors shall perform such duties as may be assigned by the President and/or the Board.

SECTION 7

MEMBERS-AT-LARGE

The six (6) Members-at-Large shall perform such duties as may be assigned by the President and/or the Board.

SECTION 8

CHAIRMAN OF THE BOARD

The Chairman of the Board of Directors shall serve as an ex-officio member of the Board and solely in an advisory capacity. He shall attend meetings of the Board, the Executive Committee and the annual meeting and in cooperation with the president shall assume duties assigned by the president and the Board.

SECTION 9

ADVISORS TO THE BOARD OF DIRECTORS

The advisors to the Board of Directors shall perform such duties as may be assigned in cooperation with the president and the Board.

SECTION 10

EXECUTIVE DIRECTOR

a) The Executive Director shall be the chief administrative officer of the Association.

b) The Executive Director shall be responsible for the management and supervision of the national headquarters and the fiscal and secretarial matters thereof. The Executive Director shall be charged with the administration of the policies and mandates established by the Board and

the Association. The Executive Director shall keep a record of all proceedings and of all matters essential to the administration of the national headquarters and perform such other duties as are incidental to his office, or as may be directed by the Board or the president.

c) The Executive Director shall account to the treasurer for all monies received by him or her belonging to the Association, and shall be the custodian of all bonds, notes, mortgages, deeds, contracts, insurance policies and other papers of the Association, for which custody is not otherwise provided.

**ARTICLE IX
REMOVAL AND EXPULSION**

**SECTION 1
REMOVAL OF ELECTED OFFICIALS**

Any elected or appointed officer or member of the Board of Directors may be removed from office for failure to perform or for conduct detrimental to the Association. Removal shall require a two-thirds (2/3) vote of the Board members present and voting. Any elected or appointed officer or member who is subject to removal from office shall be given (30) day's notice and an opportunity for a hearing before the board.

**SECTION 2
EXPULSION OF MEMBERS**

a) Upon obtaining membership at the Green tier or higher, an individual will be maintained as a member of the organization until which time as they request to have their membership deactivated. Non-payment of monthly dues will result in reducing an individual to the Green tier. The exception being the Benefactor tier, which has the requirement of a monthly fee vs. the monthly dues.

b) A member may be dropped from the membership by a two-thirds (2/3) vote of the Board for conduct detrimental to the Association. Any member who is subject to loss of membership for conduct detrimental to the Association shall be given thirty (30) days' notice and an opportunity for a hearing before the Board.

**ARTICLE X
VACANCIES IN OFFICE**

Vacancies among elected members of the Board of Directors shall be filled for the unexpired portion of the term by appointment by the national president with the approval of the Board. In the case of a vacancy arising in the office of the president, the order of succession shall be the first vice president followed by any vice president elected by a majority of the board members present and eligible to vote. A vice president so elevated

or elected shall serve as president for the remainder of the unexpired term.

**ARTICLE XI
ANNUAL MEETING**

**SECTION 1
MEETINGS**

a) A general meeting of the membership of the Association shall be held annually at a place and time to be designated by the Board of Directors. A quorum of an assembled annual meeting shall be constituted by a majority of those members present in person or by proxy and eligible to vote. Any active or life member shall be entitled to vote at the National Conference in person or by proxy.

b) Special meetings of the Association may be called by the president upon a two-thirds (2/3) vote of the Board of Directors.

**SECTION 2
ORDER OF BUSINESS**

The order of business of the National Conference shall be determined by the Board of Directors.

**SECTION 3
ANNUAL MEETING COMMITTEES**

The president, with the approval of the Board of Directors, shall appoint all conference committee chairmen. The chairman of each conference committee shall appoint the members of his/her respective committee. Committee business shall be conducted at the direction of the committee chairman and in accordance with the Rules of Procedure as set forth in Article XVI of the bylaws, but subject to such procedures as may be promulgated from time to time by the Board of Directors. Such appointment shall be made not later than five (5) days prior to the date of the annual meeting.

**SECTION 4
CREDENTIALS COMMITTEE**

The credentials committee shall validate the membership of those persons desiring to vote on issues raised at the annual meeting.

**SECTION 5
RESOLUTIONS COMMITTEE**

The resolutions committee shall consider resolutions submitted by the membership and submit a list of recommended resolutions to be voted upon by the membership present at the annual meeting.

SECTION 6

OTHER COMMITTEES

The president may appoint other committees as deemed appropriate for the conduct of the annual meeting.

ARTICLE XII

DUES

a) National Dues: The annual national dues of each member of the association shall be set by the Board of Directors the details of which will be posted on the

b) Local Dues: Chapters may levy and collect dues from their members.

c) Dues collected at the Benefactor level will be distributed to the MCRA Life Trust.

ARTICLE XIII

SEAL AND INSIGNIA

The Board of Directors may adopt a seal and a distinctive insignia.

ARTICLE XIV

NATIONAL EMERGENCY

a) In the event of war or national emergency requiring the general mobilization of the Reserve that renders the officers and Board of Directors unable to perform their Association duties, the Association shall vest its entire affairs, with complete powers, in the hands of one or more members to be designated by the Board of Directors and to be known as Trustee(s).

b) The Trustee(s) shall maintain the Association in an appropriate status with authority to suspend any or all activities during the period of the emergency. The Trustee(s) shall be responsible for reactivating the Association upon termination of the war or emergency, or when at least one-third of the officers have been demobilized.

c) The reactivation shall be accomplished in such manner as the Trustee(s) may deem appropriate, but in any event not later than one year after at least one-third of the officers have been demobilized. Upon the declaration by the Trustee(s) that the officers and board members who were in office at the time the Association was suspended are available, they shall resume the positions held by them until successors have been elected and installed.

d) All vacancies created by said national emergency shall be filled by temporary appointment by the Trustee(s), and the Trustee (or senior ranking Trustee if there be more than one Trustee) shall serve as acting president if the president immediately preceding the suspension of the

Association is not available. The acting president and the acting Board of Directors shall make such rules as are necessary for the interim government and management of the affairs until replaced by the procedures outlined in this paragraph above.

**ARTICLE XV
BYLAWS AND RESOLUTIONS**

**SECTION 1
AMENDMENTS TO THE BYLAWS**

a) Any eligible voting member may submit a proposed amendment of the Bylaws to the Board of Directors.

b) All proposed amendments shall be submitted to the national headquarters electronically not later than three (3) months prior to the national conference. Upon receipt of a proposed amendment(s) to the bylaws, the national president shall appoint a bylaws committee of at least three Association members to review the proposed amendment(s) and put it/them in form for consideration by the Board of Directors.

c) All proposed amendments to the bylaws shall be published in either The "E" Word a special communication to the voting membership and or via the Association's website, with a Board of Directors recommended position not later than 10 days prior to the annual meeting.

d) A ballot shall be included in the above method of publication, by which the voting membership shall vote for or against the proposed amendment(s). Such proposed amendments shall be approved by a two-thirds (2/3) vote of the members eligible to vote and voting.

e) Electronic Ballots must be received at least 5 days prior to the convening of the annual meeting. Ballots received less than 5 days prior to the convening of the annual meeting shall be considered invalid and will not be counted. The results of the balloting shall be validated by the credentials committee and announced at the annual meeting.

**SECTION 2
RESOLUTIONS**

Prior to consideration of any proposed resolutions by the Association members, any such resolutions shall be submitted to, and processed by, the resolutions committee in a manner prescribed by the Board of Directors.

**ARTICLE XVI
RULES OF PROCEDURE**

The proceedings and deliberations of the Association, including the annual meeting and the Board of Directors, shall be in accordance with rules adopted and amended from time to time to govern these proceedings and

deliberations. All matters not governed by such rules shall be governed by the parliamentary practices established by Robert's Rules of Order Newly Revised.

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