

BYLAWS

PREAMBLE

We, as retired enlisted personnel of the Armed Forces of the United States of America, being ever mindful of the glorious tradition of our duty to uphold the Constitution of the United States of America, our responsibility to support a strong defense establishment, our interest in the welfare of our fellow service men and women in fortune and distress, and with reverence to God, Country and our departed comrades, unite to further the aims and objectives of The Retired Enlisted Association, Incorporated and of Chapter 1, The Retired Enlisted Association, Incorporated.

ARTICLE I – NAME AND LOCATION

The name of this organization, by authority of and under the provision of its charter from The Retired Enlisted Association, Incorporated (hereafter referred to as “TREA”), shall be Chapter 1, The Retired Enlisted Association, Incorporated (hereafter referred to as “Chapter”). The registered office of the Chapter shall be maintained at 834 Emory Circle, Colorado Springs, CO 80915. Under the umbrella of The Retired Enlisted Association, the association may conduct business as The Enlisted Association.

ARTICLE II – OBJECTIVES

The Chapter, a not-for-profit retired military veterans’ organization shall be non-union, nonpartisan and non-sectarian. It shall function as a local affiliate of TREA to promote and assist its members professionally, culturally and socially; to uphold the Constitution of the United States of America and defend her from all enemies; to improve the relationship between military and civilian populace and to maintain liaison with the active duty personnel of the Armed Forces.

ARTICLE III – MEMBERSHIP

Section 1 (Classification and Status):

Chapter membership categories shall be as indicated in Sections 2 through 6 below. All categories shall be as prescribed in the membership standing rule. Membership shall not be denied any eligible person on the basis of race, color, creed, religious or political beliefs, sexual orientation or national origin.

Section 2 (Regular):

Any enlisted person retired or honorably discharged from any component of the Armed Forces of the United States, shall be eligible for regular membership. A retired member advanced to commissioned or warrant officer status, either through recall to active duty or on the retired list, shall remain eligible for regular membership so long as dues are kept current. Active duty Reserve and National Guard enlisted personnel with 7 or more years shall also be eligible for regular membership, but membership (including life Membership) shall be withdrawn if the person fails to retire or be honorably discharged from the Armed Forces.

Section 3 (Associate):

Surviving spouses of deceased members, and non-members who were eligible for regular membership at time of demise, shall be eligible for regular membership as long as they remained unmarried. Membership terms shall not exceed three years.

Section 4 (Courtesy):

Any veteran not eligible for regular membership as prescribed in Section 2 above, shall be eligible for courtesy membership upon presentation of proof of past or current honorable service in any branch or component of the Armed Forces. All membership dues become chapter assets.

Section 5 (Sponsored):

Non-veterans may be accepted as sponsored members by majority vote of the membership, except that the Club Manager and other employees and volunteers may be accepted by the Board of Directors. No more than 2 ½ percent of the total membership may consist of non-veterans. All Membership dues become chapter assets.

Section 6 (Honorary):

Honorary membership may be bestowed upon individuals who have greatly contributed toward the objectives of TREA and the Chapter. Bestowal shall require a recommendation of two-thirds vote by the Board of Directors and approval by two-thirds vote of the General Membership, except as may be provided in the Standing Rules governing Awards and Commemorations.

Section 7 (Member Standing):

Except as indicated below, a member shall be considered in good standing and shall not be deprived of any rights or privileges of membership. A member shall not be suspended or expelled from membership for reasons stated in b or c below, without the opportunity for a fair and impartial hearing before the Board of Directors. An expelled member may reapply for Chapter membership after one year and such application may be approved by the Board of Directors. If approved, the applicant shall become a NEW member for all benefit purposes upon payment of dues.

- a. Delinquent dues.
- b. Acts that bring discredit to or are prejudicial to the best interests of the Chapter which shall include the passing of bad checks and/or failure to pay just debts to the Chapter.
- c. Membership in or sympathy with any subversive organization that advocates the overthrow of the government of the United States.
- d. A member who has been suspended or formally charged following an investigation as outlined in Standing Rules or in Article IV, Section 11.
- e. Convicted felons sentenced to long-term confinement for periods exceeding one year shall be automatically expelled as soon as possible following denial of appeal (if applicable). Such persons are not normally confined during the appeal process. A copy of the letter advising the member of his expulsion shall be furnished to TREA.
- f. Chapter members are subject to the official directives adopted by the Chapter membership and may be disciplined for violating such directives. A Chapter member, who is aggrieved by the actions of this Chapter and who has exhausted all Chapter appeals, may appeal to the TREA National Board of Directors. As a precaution against favoritism, TREA does not allow a National Board member assigned to the same Chapter as the appellant to participate in the appeals process. The TREA National Board requires complete documentation of all actions taken, including Chapter directive(s) if any. The TREA National Board decision will be final.

Section 8 (Dues):

Chapter membership dues shall be as recommended by the Board of Directors and approved by the membership. Such dues shall be in addition to TREA dues (as shown in Article IV of the TREA National Bylaws), all of which are payable to the Chapter Treasurer. All members may join and pay dues for periods of 1 or 3 years, but only regular members may join for life. All life members assigned to Chapter 1 on July 15, 1998, are grand fathered and exempt from future Chapter dues but are encouraged to make annual donations to the membership account in whatever amount they deem appropriate. A receipt will be given to show the amount of all donations. Chapter membership shall terminate on the last day of the expiration month and no benefits shall accrue thereafter. However, at the discretion of the member only, membership may be reinstated retroactively to the date of expiration and be considered “continuous” when dues are paid within two months following the end of the expiration month (e.g., if a membership expires May 31, dues must be paid by July 31 to maintain continuous “Chapter” membership). No person shall be a bona fide member during any period in which Chapter dues have not been paid as stipulated herein.

Section 9 (Obligation):

The Chapter shall, on a timely basis, submit to TREA the TREA portion of all dues collected for regular and associate memberships. The Chapter may extend certain privileges to TREA Members-At-Large who have not paid Chapter dues, but shall not be obligated to do so.

Section 10 (Transfers):

A member in good standing may transfer to another TREA Chapter. Transfers shall be coordinated between the gaining and losing Chapters and no additional dues shall be levied against the incoming member until the current membership expiration date.

ARTICLE IV – OFFICERS AND DIRECTORS

Section 1 (Elected Officials):

Officers and directors, who shall be known as the Board of Directors, shall be elected by the membership to fill the positions indicated below, which are listed in order of precedence:

- a. President
- b. First Vice President
- c. Second Vice President
- d. Recording Secretary
- e. Treasurer
- f. Four Directors (two 2-year and two 1-year Directors)

Section 2 (Appointed Officials):

Appointments to elective positions shall be made in accordance with Section 8c below only when such positions are vacant and there are no candidates for election. Such appointments must be for the remaining term of the President. The President shall appoint the following officials, with the approval of the Board of Directors. He may also appoint the Immediate Past President as an advisor to the Board of Directors.

- a. Chaplain
- b. Sergeant-At-Arms
- c. Historian
- d. Parliamentarian
- e. Veterans Service Officer

Section 3 (Candidate Eligibility):

Any regular member in good standing, who has been a member of Chapter 1 for at least six months prior to the election, who is credited with attending at least four membership meetings within the same period (including special meetings), shall be eligible for election to any Chapter office. However, no two members from the same family (i.e., parent, spouse, child or grandchild) shall serve concurrently, one as an employee and the other as a Chapter officer in an elective position, without prior approval by the Board of Directors. Likewise, no officer serving in an elective position shall serve as a paid employee without prior approval by the Board, and no Board member shall be assigned to supervise a member of his family, except for short periods of 14 days or less when approved by the President.

Section 4 (Nominations):

The Nominating and Election Committee shall be elected at the July meeting prescribed in Article VIII, Section 1b of these Bylaws. The committee shall attempt to secure at least two well-qualified candidates for each elective position. Nominations shall also be accepted from the floor beginning in September and ending on the date of the election. Each nominee is encouraged to submit a Candidate Data Form for use by the membership.

Section 5 (Candidate Offices):

A qualified Chapter member may be a candidate for a maximum of two elective offices on the same ballot, but may not serve in two offices at the same time. If elected to two offices, the elected candidate will serve in the office with the highest precedence, as listed in Section 1 above. Only on Candidate Form, listing both offices, is desired.

Section 6 (Election Date and Procedures):

Officers and Directors shall be elected by secret ballot or by acclamation at the annual membership meeting in November. Officers shall be elected by majority vote and Directors by plurality vote (i.e., largest number of votes). Specific procedures shall be published in the Standing Rules.

Section 7 (Term):

Officers shall serve one year and directors shall serve two years or until their successors are elected or appointed. The President shall serve no more than two consecutive one-year terms, nor a total for more than four terms unless there are no other qualified candidates for President. All terms shall begin on January 1 each year. A person serving more than one-half a term shall be credited with a full term.

Section 8 (Vacancies):

Vacancies in elective positions shall be filled as follows:

- a. President/Vice President:
A vacancy in the office of the President shall be filled by the Vice Presidents in succession. In the event the Vice Presidents should decline to accept the office of President (in order of succession) they will automatically be removed from the Board of Directors and a special election will be held as prescribed in d below. In the event that both Vice Presidents decline and a special election is required, the Recording Secretary will call the meeting to order and preside until a President and two Vice Presidents are elected.
- b. Recording Secretary:
In the event there are no eligible candidates, the President may appoint any member, or hire a non-member, to fill the position subject to approval by the Board of Directors.

- c. Other Elected Officials:
In the event there are no eligible candidates, the President may appoint any member to fill the vacant position subject to approval by the Board of Directors.
- d. Special Elections:
Vacancies shall be filled not later than 60 days following the date the vacancy occurs, unless the annual election is scheduled to be held within 60 days. In the interim, the President may appoint a member, temporarily, to fill the vacancy.
- e. Replacement Term:
The term of office for replacement officials shall be only for the remaining term of the former office holder.

Section 9 (Installation):

Newly elected officers and directors, as shown in Section 1 above, members appointed to elective positions and appointed officials, as shown in Section 2 above, shall assume responsibility for their office effective January 1. Their responsibility shall include unfinished as well as new business. Prior to assuming such duties, new officials shall request and receive all books, records and Chapter property in the possession of their predecessors. Installation ceremonies for the Board of Directors will be scheduled in December. Prior to vacating office, the incumbent Chapter President will coordinate with the Auxiliary President to ensure that a person has been appointed to administer the Oath of Office to all new officials in accordance with Article XV or separate Bylaws as appropriate. Individuals elected during special elections will be sworn in and assume responsibilities immediately.

Section 10 (Dual Offices):

Any Chapter official, except the Chapter President, may serve concurrently as an officer or director of TREA. However, if the Chapter President is elected to a TREA National Office, he may concurrently complete his Chapter 1 office term.

Section 11 (Removal of Elected/Appointed Officials):

The Board of Directors shall police themselves on matters that are purely internal (i.e., accusations, disagreements, etc. between Board Members). All other accusations of misconduct or wrongdoing shall be resolved as prescribed in Grievance Procedures published in the Standing Rules. Removal from office, under provisions of a or b below, shall be as prescribed herein and removal for other reasons shall be as prescribed in the adopted Chapter XX Robert's Rules of Order, newly revised. Removal shall be without prejudice to the contract rights, if any, of the officer removed.

- a. Felony Convictions:
A Chapter official, whether elected or appointed, shall be automatically removed from office upon conviction of a felony and action shall be taken under Article III, Section 6 above.
- b. Unexcused Absences:
Elected officials, who miss a combination of three or more meetings that they were obligated to attend (without being properly excused) and those who are unable to serve or who demonstrate unwillingness to serve, may be removed from office by two-thirds vote of the other members of the Board of Directors. Appointed officials may be removed by the appointing authority at any time, with or without prejudice.

ARTICLE V – DUTIES OF OFFICERS AND DIRECTORS

Section 1 (President):

The President, as the elected leader, is the Chief Executive Officer of the Chapter. As such, he shall serve as the principle representative in all matters pertaining to the Chapter. The President shall set the objectives, guide the policies and preside over the Board of Directors and Membership meetings. He shall be responsible for the physical and financial well being of the Chapter and shall review all financial records at least once monthly, preferably prior to the regularly scheduled Board of Directors meetings. Detection of any financial problems or discrepancies will be reported in writing immediately to the Board of Directors. The President will evaluate the performance of the Club Manager, in writing on an annual basis during the month of December. A copy of the evaluation will be placed in the employee personnel file. The membership will be informed that an evaluation has been conducted and the Board of Directors will be advised of the results of the evaluation. The President shall appoint all Committee Chairmen, except for the Chairmen of the Bingo, Finance Ways and Means and the Nominating and Election Committees. He shall also serve as an ex-officio (non-voting) member of all committees except for the Nominating and Election Committee. He shall enforce the policies mandated by the Board of Directors and shall ensure that the will of the membership (within the mandate of the Bylaws) is faithfully reflected in the management and operation of all Chapter affairs. All affairs shall be conducted expeditiously and in a dignified, honest and impartial manner. The President will ensure that no Chapter funds are expended for legal services without concurrence of the Board of Directors. The President shall maintain close liaison and provide support and assistance to the Chapter Auxiliary. When the Recording Secretary, Sergeant-At-Arms or Chaplain is absent from any meeting or function requiring their presence, the President shall appoint a temporary replacement. He shall ensure that all required reports are made to TREA and the Colorado Secretary of State and shall perform such other duties as may be applicable to the office.

Section 2 (Vice Presidents):

The First Vice President shall rank next below the President and shall be empowered to assume all Presidential duties in the absence of the President, for whatever reason. In the absence of the First Vice President, such duties may be assumed by the Second Vice President. Both Vice Presidents shall assist the President in the performance of his duties and shall perform such other duties as may be assigned. Each Vice President will chair one or more committees. Duties are as prescribed by the President.

Section 3 (Recording Secretary):

The Recording Secretary shall record and keep the minutes of all Board of Directors and Membership Meetings as permanent documents as prescribed in the Standing Rules. The minutes shall reflect the absence of officers by name, the number of members in attendance and the results of all motions put to a vote. The minutes shall also contain pertinent data from committee reports and appropriate entries on each item in the Order of Business. He may be paid a nominal fee as determined by the Board of Directors.

Section 4 (Treasurer):

The Treasurer is responsible for the custody of all funds and shall manage all accounts in such order as to be able to furnish statements or be ready for an audit at any time. He shall prepare, present and maintain financial reports which, as a minimum, shall include beginning and ending balances, and receipts and disbursements. Accounts shall be maintained in accordance with Article IX, which shall be further detailed in the Standing Rules. The Treasurer will chair the Finance Ways and Means Committee. He shall ensure that all Chapter and Auxiliary members

with access to funds are bonded and that all corporation fees, taxes, insurance premiums and all other levies are promptly paid. He shall review all financial reports, to include Accounts Payable and Receivable Registers prior to the monthly meeting of the Finance Ways and Means Committee. Detection of any financial problems or discrepancies shall be promptly reported in writing to the Chapter 1 President, Finance Ways and Means Committee and the Board of Directors, in that order. The Treasurer may be paid a nominal fee as determined by the Board of Directors.

Section 5 (Directors):

The Directors shall assist the President in all special projects and shall be appointed to chair one or more standing committees. They shall act as a supervisory committee to ensure compliance with Standing Rules. Upon direction of the President, they shall perform a physical inventory of all bar lounge and kitchen supplies, as well as conduct membership card checks at entrances. Upon completion of the physical inventory, they will compare the physical inventory with the computer balances and submit a formal written report to the Board of Directors. Specific inventory procedures shall be outlined in Standing Rules or special instructions. Other duties may be assigned by the President or the Board of Directors.

Section 6 (Chaplain):

The Chaplain, an appointed official, shall conduct opening and closing non-sectarian prayers at membership meetings and such other times as may be appropriate. He shall communicate and offer condolences, provide assistance to the families of ill or deceased members, and send Get Well or Sympathy Cards, when appropriate. He shall also officiate in community affairs on behalf of the Chapter and be responsible for performing the duties prescribed in Standing Rules.

Section 7 (Sergeant-At-Arms):

The Sergeant-At-Arm, an appointed official, shall check membership cards and require each person attending general or special membership meetings to sign the register. The number of members and non-members shall be reported to the President. The Sergeant-At-Arms shall maintain order, assist the Nominating and Election Committee in conducting elections, count and report hand and standing votes at meetings, act as coordinator for the Color Guard and shall normally chair the Parades and Ceremonies Committee.

Section 8 (Historian):

The Historian, an appointed official, shall compile, or cause to be compiled annually, from the Chapter archives or other authentic sources, a narrative history of the Chapter, its activities and accomplishments and furnish a copy to each Board member. As custodian of all past and present historical documents, the Historian shall transfer such custody to his successor upon vacating the office.

Section 9 (Parliamentarian):

The Parliamentarian, an appointed official, shall provide advice and assistance to the President and Board of Directors to ensure that meetings and other matters of the Chapter are conducted in accordance with these Bylaws and Robert's Rules of Order (newly revised). When matters are not prescribed in the Bylaws, Robert's Rules of Order shall be the dominate authority.

Section 10 (Club Manager):

The Club Manager is an officer of the Chapter by virtue of his employment and shall normally be responsible to the President, who shall render annual evaluation reports as prescribed in Section 1 above. He shall be a non-voting members of the Board of Directors and shall perform the duties specified in his contract and/or such duties as may be directed by the President. He will cooperate

with the Chapter Auxiliary and all Committees that request his assistance. The manager may be required to serve on one or more committees.

Section 11 (Resignation):

It shall be the duty of any officer or director, elected or appointed, who submits a letter of resignation, to remain in office until such resignation has been accepted by the Board of Directors and written notification of acceptance has been received. These procedures shall not apply to currently serving officials who are nominated from the floor for election to another office. Letters of resignation submitted by the President, Treasurer, or Bingo Chairman will not be accepted until review and/or audit of all pertinent financial records has been completed.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 (Composition):

The Board of Directors shall be composed of all elected and appointed officers and directors listed in Article IV, Sections 1 and 2 above, plus the Club Manager, Bingo Chairman and the immediate Past President, if appointed as an advisor to the Board of Directors.

Section 2 (Function):

Subject to direction from the membership, control and management of Chapter 1 shall rest with the Board of Directors, which shall transact Chapter business between meetings, determine place and date of regular membership meetings and have exclusive control over all other responsibilities that these Bylaws may assign to it.

Section 3 (Quorum):

A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 4 (Meetings):

The Board of Directors shall meet at the call of the President, or a majority of the voting Board members. As a minimum, the Board shall meet prior to each scheduled membership meeting and such meetings shall be conducted in the Chapter Clubhouse. At the discretion of the President, any of the appointed officials may be excused from Board meetings. The President or the Board of Directors may invite any person to speak before the assembly, but only the Board of Directors may deny a Chapter member the opportunity to do so.

Section 5 (Voting Rights):

Elected members and members appointed to elective positions shall have full voting rights which shall not be delegated to another person nor exercised by absentee ballot or proxy.

Section 6 (Compensation):

Members of the Board of Directors, except as specified in Article V, Sections 3 and 4, shall not receive compensation for their services as Chapter officials. They may, however, be reimbursed for incidental and necessary expenses incurred in the performance of official Chapter business when expense reimbursement procedures have been complied with.

Section 7 (Standing Rules):

The Board of Directors shall be responsible for formulating and implementing such Standing Rules as are necessary for the operation and administration of the Chapter and its affairs. Such rules must be ratified by the Chapter membership.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1 (General Meetings):

Unless prohibited by circumstances, a General Membership Meeting shall be held each month in the Chapter Clubhouse, except during the month of December when such meetings are not normally held. The date and time shall be published monthly in the Chapter 1 News. An agenda will be provided to members in attendance. The membership meeting held each November shall be the annual meeting.

Section 2 (Special Meetings):

The President or Board of Directors may call a Special Membership Meeting only when matters that require membership attention are so urgent that delay until the next regular meeting might cause irreparable harm. In this case, an attempt shall be made to telephonically reach all members who attended the last two membership meetings and whose names are on the sign-in register. Notification shall also be conspicuously posted in the Chapter Clubhouse at least three hours before the meeting.

Section 3 (Quorum):

One percent of the voting members or a minimum of twenty Regular members, whichever is less, shall constitute a quorum. Except as specified herein, no business shall be conducted at a membership meeting unless a quorum is present. If, after giving prior notification, a quorum is still not present at the next membership meeting, the members may temporarily suspend requirements by two-thirds vote and proceed with official business. Financial matters may be conducted in accordance with Article IX, Section 1 below.

Section 4 (Presiding Officer):

The Chapter President shall normally preside over all membership meetings. If the President is absent or vacates the chair during such meetings, the Vice Presidents, in succession, shall assume the chair. If neither the President nor a Vice President is present, members of the Board of Directors shall select a temporary Chairman whose duties shall terminate when the President or Vice President returns to the chair or when the meeting adjourns.

Section 5 (Conduct of Meeting):

All Chapter meetings shall be conducted as prescribed in appropriate Standing Rules.

Section 6 (Voting):

Only regular members, who are physically present, shall have the right to vote. Voting shall normally be by voice, except during election of officers and directors, as described in Article IV, Sections 3 through 6. When the chair is in doubt about a vote, a call may be made for a show of hands. The chair shall remain impartial, but is entitled to vote when voting by ballot and in all cases where such vote would break a tie or cause a tie and defeat the motion. Adopted proposals become effective immediately unless otherwise specified. Rejected proposals are finished business unless a member who voted for the prevailing side moves for reconsideration and the motion receives a two-thirds vote.

ARTICLE VIII – COMMITTEES

Section 1 (Special Committees):

Special committees are elected or appointed to perform specific functions, after which they are automatically dissolved. Two such committees are as follows:

- a. **Convention Delegate Committee:**
The President shall appoint a special Convention Delegate Committee each February to nominate delegates to represent the Chapter at the annual TREA National Convention. The Committee will comply with Article X below and appropriate Chapter Standing Rules. The membership will elect and/or confirm the convention delegates prior to the month the discounted registration fee expires.

- b. **Nominating and Election Committee:**
This special committee, consisting of at least five members, shall be elected by the membership each year during the month of July. The committee shall nominate candidates to serve as Chapter officers and directors and shall serve as tellers themselves to distribute, collect and count election ballots at the annual election in November. The committee shall also establish procedures to ensure that only “Regular” members are permitted to vote. The Head Teller (Committee Chairman) will complete a tally sheet and present it to the President, who will announce the election results. Three alternate committee members shall be elected to replace members who may become candidates for office or who are otherwise unable to fulfill their duties. This committee shall be responsible for implementing and ensuring compliance with instructions in these Bylaws and appropriate Standing Rules.

Section 2 (Standing Committees):

As a minimum, Standing Committees, as indicated below, shall be appointed to perform duties outlined in the Standing Rules. The President shall appoint a news staff to prepare the Chapter 1 News on a monthly basis.

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| a. Entertainment | h. Military Affairs/Legislation |
| b. Bingo | i. Parades and Ceremonies |
| c. Bylaws and Standing Rules | j. Public Relations |
| d. Donations | k. Scholarships |
| e. Finance Ways and Means | l. Building/Planning |
| f. Grievance | m. Special Activities |
| g. Membership | n. Awards |

Section 3 (Appointment):

Within 30 days following the installation of officers and directors, the President shall appoint a chairman for each standing committee, except Bingo. All members of the Bingo Committee (except the Club Manager) will be nominated by the President and approved by the Board of Directors. The Chairman of the Finance Ways and Means, Entertainment and Nominating and Elections Committees shall be as shown in the Standing Rules. All Chairmen (except Bingo and the Nominating/Elections Committees) shall normally be members of the Board of Directors and shall select all other members of their respective committees, unless otherwise prescribed in the Standing Rules. The term of committee members shall not exceed the term of the President.

Section 4 (Jurisdictional Disputes):

Committee Chairmen shall endeavor to resolve jurisdictional disputes among themselves. When they cannot reconcile their differences, they will present their problem to the President, who shall decide the issue.

Section 5 (Quorum):

A majority of the members of a committee including the chair, shall constitute a quorum.

Section 6 (Meetings and Reports):

Committees shall meet monthly, as necessary, or as directed by the President. Special and Standing Committees shall make monthly reports to the Board of Directors and, if appropriate, to the general membership.

ARTICLE IX – FINANCIAL ACCOUNTS

Section 1 (Procedures):

All financial accounts shall be maintained on a fiscal year basis, which shall run from January 1 through December 31 of each year. A single financial obligation from any account (other than Club or Building Committee accounts) shall not exceed \$500, unless approved by both the Board of Directors and the membership. Such approval may be authorized on a continuing basis to cover operating expenses and other such obligations as shall be outlined in the Standing Rules. An exception may also be made for emergency expense, when approved by two-thirds vote of the Board of Directors. All such obligations shall be reported to the membership at the next general meeting. In the absence of a quorum at a General Membership Meeting, a quorum of the Board of Directors may, as an exception, approve financial matters that normally require membership approval.

Section 2 (Loans):

Neither member nor group of members may take action to initiate or to secure a loan of any type, for any purpose, in any dollar amount, in the name of the Chapter without first obtaining approval by two-thirds vote of the members in attendance at a regular meeting of the general membership. However, Colorado Revised Statute 7-128-501 (2) prohibits the making of loans to Chapter officers and directors and any officer, who assents to or participates in any such loan shall be liable to the Chapter for the amount of the loan until repaid in full.

Section 3 (Deposits):

Funds shall be deposited in interest bearing accounts to the maximum extent possible.

ARTICLE X – CONVENTION DELEGATES

Section 1 (Selection):

The convention Delegate Committee (Article VII, Section 1a) shall ensure that all delegates nominated to represent the Chapter at the annual TREA National Convention have been members of Chapter 1 for at least six months and have attended at least four membership meetings within the past 12 months, excluding the month in which elected/confirmed. The number of delegates shall not exceed the number authorized by TREA Headquarters. The Committee Chairman shall present the names of selected delegates to the general membership prior to the month the discounted registration fee expires and make a motion for confirmation or election as appropriate.

Section 2 (Expenses):

The Convention Delegate Committee and the Finance Ways and Means Committee shall determine a fair amount of “per delegate expenses” and hospitality funds. These amounts, plus delegate registration fees, shall be presented to the Board of Directors and the membership for approval prior to or during delegate election/confirmation proceedings. Delegates who fail to comply with Chapter rules or who willfully bring discredit upon the Chapter shall reimburse the Chapter for any advance payment received.

ARTICLE XI – DISSOLUTION

Upon dissolution, the Chapter colors, charter and all financial records will be forwarded to TREA Headquarters. Chapter assets will be converted to cash, if possible, all debts will be paid, and unless state or local laws dictate otherwise, all remaining funds will be forwarded to TREA and held in escrow for one year. If the Chapter is not reactivated within one year, funds will be transferred to TREA's account.

ARTICLE XII – AUXILIARY

Section 1 (Governing Documents):

As an affiliate of Chapter 1, the Chapter Auxiliary shall be governed by Chapter 1 Bylaws and Standing Rules. However, the Auxiliary may adopt its own Bylaws and Standing Rules to govern its internal operation, providing such directives are not in conflict with Chapter directives. Any deviation must be approved by the Chapter 1 Board of Directors.

Section 2 (Privileges):

Auxiliary members shall enjoy all of the privileges of Chapter membership, except the right to vote and hold office in the Chapter. They shall, however, have voting and holding office rights within the Auxiliary and may serve on Chapter committees and in liaison capacities with the Chapter Board of Directors.

Section 3 (Assistance):

Upon request, Auxiliary Officers and members shall provide prompt and courteous guidance and assistance on any matters of importance or concern. They shall be provided procedural guidance and kept informed on legislative matters of importance to them. The Chapter and Auxiliary Presidents shall maintain close liaison and freely exchange information and ideas for the betterment of the organization and to promote a more harmonious relationship.

ARTICLE XIII – AMENDMENTS

Section 1 (Procedures):

These Bylaws shall be reviewed annually and may be amended at any regular membership meeting by two-thirds vote of the members present and voting. Proposed amendments must be presented to the Board of Directors for their recommendation before being presented to the membership for approval. Notice of proposed amendments shall be given to the membership at least one month before the vote is to be taken. Notice will also be published in the Chapter 1 NEWS for the month of the vote. Presentation of proposed amendments shall normally be made verbally. The Chairman of the Bylaws and Standing Rules Committee shall be responsible for ensuring that the Chapter 1 record a copy of the Chapter 1 Bylaws and Standing Rules and all changes hereto, are maintained and filed in the Chapter Office.

Section 2 (Rewording):

Rewording, restructuring of sentences and shifting of Articles and sections shall not constitute amendments, per se, and may occur at any time for the purpose of simplification or clarification only. The Board of Directors must approve such action and the meaning and intent of the language must remain unchanged. All other changes shall be referred to the membership.

Section 3 (Conflicts):

In the event of conflict between these Bylaws and the TREA Bylaws, the TREA Bylaws shall prevail. Two copies of these Bylaws and all amendments thereto shall be forwarded to TREA Headquarters to be placed on file.

ARTICLE XIV – SEAL AND COLORS

The Corporate seal of the Chapter shall be two concentric circles with the words “The Retired Enlisted Association, Incorporated” between the outer and inner circles and “Chapter 1, Colorado Springs, Colorado” in the inner circle from top to bottom. The Chapter colors will be gold and red.

ARTICLE XV – OATH OF OFFICE

Section 1 (Application):

Elected officials and those appointed to elective positions shall take the Oath of Office. The Oath shall normally be administered by a Past National President or Chapter President and shall be conducted in a solemn and dignified manner (see Article IV, Section 9).

Section 2 (Oath):

“I (give name), having been elected or appointed to the office of (state Chapter office) do solemnly swear (or affirm) that I will faithfully execute said office to the best of my ability; that I will support and defend the Constitution of the United States against all enemies; that I will uphold the ideals and traditions of TREA; and that I will abide by all rules and regulations to which I am subject. So help me God.”

ARTICLE XVI – INDEMNIFICATION

Chapter 1 shall indemnify all of its officers and directors, past and present, and all employees, agents or other persons who, at its request, have performed or are performing Chapter duties and are subject to possible liability as provided by Colorado Revised Statutes 7-129-101. Chapter 1 shall also indemnify all Chapter 1 Auxiliary Officers, Directors and Agents. Indemnification shall be against all losses, expenses or liability incurred as a result of such duties, except for breach of loyalty, acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law and any transaction in which such persons derive an improper or personal benefit. Full indemnification shall be conditioned on the premise that Chapter 1 receive advance notification if legal expenses are to be incurred, and that the Chapter or its indemnity company (if any) have the right to provide a defense for the accused.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order Newly Revised” shall govern the proceeding of TREA Chapter 1 in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Chapter may adopt.

Adopted: February 1963

Last Amended: June 2009

PRESIDENT

RON SMITH