

# Sons of the American Revolution Arizona Society

*Organized June 13, 1896*

## Constitution and Bylaws

With amendments through April 29, 2017

### PART I CONSTITUTION

#### ARTICLE I: NAME AND OBJECTS

**SECTION I:** The name of the society is THE ARIZONA SOCIETY, SONS OF THE AMERICAN REVOLUTION, hereinafter referred to as the SOCIETY. It is a state society organized in accordance with the Constitution of THE NATIONAL SOCIETY, SONS OF THE AMERICAN REVOLUTION, hereinafter referred to as the NSSAR. The NSSAR is a corporation created by a Special Act of the Congress of the United States. The objects of the SOCIETY, as a state society of the NSSAR, are those set forth in said Act of the Congress of the United States and the Constitution of the NSSAR.

**SECTION 2:** If any provisions of the Constitution and Bylaws of the SOCIETY are in conflict with the Act of Congress or the Constitution and Bylaws of the NSSAR, then the provisions of the Act of Congress and the Constitution and Bylaws of the NSSAR shall prevail.

#### ARTICLE II: MEMBERSHIP

**SECTION 1:** Membership in the SOCIETY shall be confined to members in good standing of NSSAR and any members of NSSAR shall be eligible for membership in the SOCIETY. Procedures governing the admission of members and their subsequent removal from the rolls of the SOCIETY, for any reason, shall be set forth in the Bylaws of the SOCIETY.

**SECTION II:** Local chapters may be formed in communities or designated areas, and the state society may issue a charter to each chapter upon the proper application as provided hereafter in the Bylaws.

#### ARTICLE III: OFFICERS

**SECTION 1:** The officers of the SOCIETY shall be elected from the members in good standing, and shall be President, Vice President, Secretary-Treasurer, Assistant Secretary-Treasurer, Registrar, Genealogist, Historian, Chancellor, Chaplain, and Public Affairs Officer. The President shall have been a member of the BOARD OF MANAGERS for at least one (1) year.

**SECTION 2:** The duties and powers of the officers shall be those customarily pertaining to their respective office and those specific powers and duties more fully set forth in the Bylaws of the SOCIETY. All officers shall hold office for a nominal period of one year to begin with their installation in February and continuing until their successors are duly elected (or

appointed) and installed except that the normal one year term of Secretary-Treasurer shall begin on the date of the April meeting of the BOARD OF MANAGERS, after the submission of annual reports and audits.

**SECTION 3:** The SOCIETY, at its annual meeting, shall also elect, from the members in good standing, nominees to be proposed for election as National Trustee and as Alternate Trustee for the next National Congress, and the names of these nominees shall be transmitted by the Secretary of the SOCIETY to NSSAR.

**SECTION 4:** The Bylaws of the NSSAR provide for a Vice President General of the Rocky Mountain District. At the appropriate time, the SOCIETY shall select from its members a nominee to be proposed for election as Vice President General by the next Congress of the NSSAR. This nominee shall be selected by a majority vote of the BOARD. The BOARD shall send the name of this nominee to the Rocky Mountain Council immediately following his nomination.

#### **ARTICLE IV: BOARD OF MANAGERS**

**SECTION 1:** There shall be a BOARD OF MANAGERS, hereinafter referred to as the BOARD, composed of the officers of the SOCIETY. the immediate Past President of the SOCIETY, all members of the SOCIETY who are serving or have ever served as Officers General of NSSAR (who shall be known as General Board Members), the SOCIETY National Trustee, each Chapter President, and one or more board members from each Chapter who shall be nominated and elected by their respective Chapters.

**SECTION 2:** Each chapter shall have one (1) representative on the BOARD for the first fifty (50) members or any part thereof. Each chapter shall also have one (1) representative for each additional fifty (50) members or fraction thereof over twenty-five (25) members. All members must be in "good standing" which shall be defined as paid up memberships as of the previous January 1<sup>st</sup> of that year. The chapters shall elect these board members.

**SECTION 3:** The BOARD shall exercise control over the administrative and financial affairs of the SOCIETY and perform those duties and exercise those powers more specifically set forth in the Bylaws.

#### **ARTICLE V: MEETINGS**

The annual meeting of the SOCIETY for the election and installation of officers and the transaction of any and all other business to be brought before the membership shall be held each year during the month of February on a date reasonably near Washington's Birthday, at such time and place as shall be designated by resolution of the BOARD. In addition thereto special SOCIETY and/or BOARD meetings may be directed by the President and/or the BOARD. Such other meetings shall be as set forth in the Bylaws.

#### **ARTICLE VI: AMENDMENTS**

This constitution may be amended by a two-thirds majority vote of the qualified delegates who shall vote on such amendments at any meeting of the SOCIETY, provided that such amendments shall have been proposed at a previous meeting of the SOCIETY or shall have been proposed by the BOARD, and provided further that detailed written notice of the proposed amendments shall have been sent to all members in good standing at least 30 days prior to said meeting at which said amendments are to be voted upon, or at least 30 days prior to the date set for the counting of letter ballots, whichever is applicable.

## PART II BYLAWS

### ARTICLE I: OFFICERS

Every officer of the SOCIETY, in the performance of his official duties, shall act at all times wholly within the scope and intent of the Constitution and Bylaws of NSSAR. In addition to the general duties and powers which customarily pertain to their respective offices, the officers enumerated under Article III of the Constitution of the SOCIETY shall have such duties and powers as shall be hereafter conferred on or be delegated to them from time to time by the BOARD

**SECTION 1:** The President shall be the chief executive officer of the SOCIETY and shall exercise general control over the affairs of the SOCIETY. He shall preside as chairman of all meetings of the SOCIETY and of the BOARD and shall have the right to cast his vote in their deliberations. He shall appoint all committees, unless otherwise provided for. He shall instruct the Secretary to call meetings of the SOCIETY and the BOARD. He shall make a report to the SOCIETY at its annual meeting which shall contain a summary of the more important administrative acts and decisions of the President and the BOARD during the preceding year. He shall make appointments to fill any and all vacancies in the elected offices of the SOCIETY; such appointments shall expire upon the election of a successor to the office. Upon the completion of his term in office he shall serve one additional year as a member of the BOARD.

**SECTION 2:** The Vice President shall, in case of resignation, death or disability of the President, act as President until a new President is installed. This shall not preclude him from being elected to the office of President for the succeeding year. The Vice President shall exercise such other powers and perform such other duties as may from time to time be delegated to him by the President and/or the BOARD; e.g. membership, program, publicity, or patriotic activities.

**SECTION 3:** The Secretary, at the direction of the President, shall call meeting of the SOCIETY and of the BOARD. He shall keep a fair and accurate record of all proceedings of all meetings of the SOCIETY and the BOARD, and shall turn over such records to his successor when he for any reason shall leave office. When he is absent from a meeting the President shall appoint an "Acting Secretary" to perform his duties for such meeting. Under the direction of the President the Secretary shall conduct the necessary correspondence of the SOCIETY and the BOARD. All such correspondence shall be available to all members of the BOARD upon request. He shall make such routine and special reports to the NSSAR as may be required by NSSAR. He shall write and/or maintain a Standard Operating Procedure (SOP) manual for the conduct of his office. One and the same officer may hold the office of the Secretary and the Treasurer.

**SECTION 4:** The Treasurer shall receive all monies paid into the SOCIETY funds and shall deposit same into such depository as shall be designated by the BOARD. He shall receive all monies paid in for the account of the NSSAR and shall remit the same to NSSAR. He shall make all disbursements of the SOCIETY funds, provided that he shall secure from the BOARD prior authority for all disbursements, save only routine or incidental current operating expenses. He shall keep a fair and accurate record of all funds and financial transactions of the SOCIETY and shall turn over such records to his successor when he shall for any reason leave office, and during his term of office he shall present such records to the BOARD for auditing and review when so requested by the BOARD. He may serve without bond at the discretion of the BOARD, but he shall have the privilege of being bonded at the

expense of the SOCIETY if he chooses to do so. He shall write and/or maintain a Standard Operating Procedure (SOP) manual for the conduct of his office. One and the same officer may perform the duties of the Secretary and the Treasurer.

**SECTION 5:** The Registrar shall examine all applications for membership and make appropriate recommendations thereon to the NSSAR. He shall have the care and custody of all records of membership and shall keep a complete register of the names, dates of birth, dates of admission, resignation, death, or expulsion of all members admitted together with pertinent information concerning all applicants who are refused admission, and turn over all said records when he shall for any reason leave office.

**SECTION 6:** The Genealogist shall assist the Registrar and the chapter Genealogists and Registrars in the examination and evaluation of applications for membership when so requested.

**SECTION 7:** The Historian shall compile a written record of the SOCIETY from the beginning to the end of the term of his office. It shall include a chronological list of all officers who have served the SOCIETY with their dates of service and other pertinent information, and insofar as possible, a chronological account of the more important activities of the SOCIETY. Upon completion of his term of office, he shall turn over to his successor all historical information of the SOCIETY in his possession.

**SECTION 8:** The Chancellor shall be an attorney-at-law and it shall be his duty to give opinions on legal matters affecting the SOCIETY when such questions are referred to him by the proper officer.

**SECTION 9:** The Chaplain shall be an ordained minister, provided that if there be no ordained minister available to serve from amongst the members in good standing within the SOCIETY, then a layman may serve, and providing further that in selecting such a layman, preference shall be given to a member closely identified with the affairs of his church. He shall pronounce the invocation and benediction at SOCIETY meetings and upon other occasions, and he shall perform such other religious functions as shall to him seem proper.

**SECTION 10:** The National Trustee (or Alternate National Trustee) shall represent the SOCIETY as a member of the Board of Trustees of the NSSAR. In discharging his duties as set forth in the Constitution and Bylaws of the NSSAR, he shall always endeavor to express the true consensus of the SOCIETY.

**SECTION 11:** The Assistant Secretary-Treasurer shall have general knowledge of all the duties of the Secretary (Article 1, Section 3, *supra*) and the Treasurer (Article 1, Section 4, *supra*). He shall be able to replace the Secretary-Treasurer in any temporary emergency or permanent disability. He is not expected to assist the Secretary-Treasurer on a day-to-day basis. He shall be knowledgeable of the provisions of the Standard Operating Procedures (SOP) maintained by the Secretary-Treasurer.

**SECTION 12:** The Public Affairs Officer shall be responsible for the dissemination to the public of all appropriate information concerning the affairs of the SOCIETY. This shall include the media, governmental organizations, prospective members, the NSSAR, state societies, and other interested parties. He shall act in an advisory capacity to the BOARD in all matters relating to

the public relations of the SOCIETY. He shall keep a complete record of his activities as the Public Affair Officer.

**ARTICLE II: BOARD OF MANAGERS**

The BOARD shall be composed of voting members as set forth in Article IV of the Constitution. In addition to the duties and powers set forth therein, the BOARD shall:

**SECTION 1:** Determine the amount of SOCIETY application fees, other fees and per capita dues.

**SECTION 2:** Appoint a committee of three to audit the books of the Treasurer at the end of the fiscal year before turning them over to the newly elected Treasurer.

**SECTION 3:** Approve or disapprove all recommendations of expenditures of the ARIZONA SOCIETY funds, excepting only routine or incidental current operating expenses.

**SECTION 4:** Meet promptly after the annual meeting for the purpose of preparing a budget of expected revenues and proposed expenditures for the ending year.

**SECTION 5:** In case of a vacancy in any office of the SOCIETY, other than the President, or the temporary disabling of such officer to act, the BOARD may appoint a member from the same chapter to fill the office until the disability shall cease or until the next election.

**SECTION 6:** Make proper recommendations to NSSAR that it discipline or expel any member who by conduct disloyal to the ideals or prejudicial to the interests of the NSSAR, shall render himself unworthy of membership in the SOCIETY, provided the accused shall have due notice and an opportunity to be heard.

**SECTION 7:** Meet in general or executive session upon the call of the President. However, upon the written request of eight (8) of its members, representing two (2) or more chapters, and specifying the time and place of the meeting, the BOARD may call itself into session. Such written request shall be mailed to the Secretary and he, in turn, will send notice to all members of the BOARD. Only one such written request will be honored for a meeting of the BOARD for the same time period. Meetings of the BOARD, other than those held in conjunction with the annual meeting or special meeting of the SOCIETY, shall be held on a date which falls on a Saturday at a reasonable hour, and at a place reasonably central in location with respect to the sites of the various chapters. Under emergency circumstances, when the time element is of the essence on matters requiring approval of the BOARD, the President is authorized to obtain its consensus by use of telephone communication.

**SECTION 8:** The President may convene meetings of the BOARD in emergency session by electronic procedure on the internet. Protocols of such meetings are as follows:

- A. No less than seventy-two (72) hours notice by electronic mail of said meeting must be given to all BOARD members who shall acknowledge the receipt of such notification within said time period.
- B. The notice must contain the date and time of the meeting and a synopsis of the purpose of the meeting.
- C. Failure to acknowledge receipt of said notification and/or to participate in said meeting will be noted as an abstention.
- D. Quorum, procedures and voting requirements shall be in accordance with this Constitution and Bylaws.

- E. A period of no longer than ten (10) days or no less than five (5) days shall be permitted for the discussion of such business, such time period to be determined by majority vote of the BOARD.
- F. The BOARD by majority vote may abrogate Clause E. above and call for an immediate vote on the business.
- G. The Secretary/Treasurer shall record all votes and advise all members of the BOARD as to the results of such action.
- H. Any and all business tabled or rejected at said meeting may be reintroduced as New Business at the next regularly scheduled meeting of the BOARD.

**SECTION 9:** At all times in the performance of its official duties, act wholly within the scope and intent of Constitution and Bylaws of the NSSAR.

**SECTION 10:** The BOARD, for cause and after a complete investigation by a committee of three members of the BOARD to be appointed by the President and approved by the BOARD (except in the case of the President), may remove an officer from his duties and may appoint a member of his chapter to complete his term of office. In the case of the President, the BOARD may call itself into session, under the provisions of Section 6 *supra*, elect a Chairman *Pro Tempore*, appoint a committee of three and then proceed as above.

**ARTICLE III: CONFLICT OF INTEREST / CODE OF ORGANIZATIONAL CONDUCT**

**SECTION 1: Purpose**

- A. The SOCIETY is a not for profit, tax-exempt organization. Maintenance of its tax-exempt status is important for both continued financial stability, public and member support. Therefore, the Internal Revenue Service, as well as other regulatory agencies, tax officials and other stakeholders view the policy and operations of the Sons of the American Revolution (SAR) as a public trust, which is subject to scrutiny by and accountable to such authorities as well as its constituents.
- B. Consequently, there does exist between the SOCIETY and its officers, BOARD, committee chairmen, and the general public a fiduciary duty that carries with it a broad and clear duty of fidelity and loyalty. The officers, BOARD, and committee chairmen have the responsibility to administer the affairs in an honest and prudent manner, exercising the best skill, abilities and judgment for the sole benefit of the Arizona State Society. Those persons who serve in leadership capacities shall exercise good faith in all matters and transactions, and shall refrain from practices that allow personal gain or benefit due to knowledge or influence. The interest of the SAR shall be the priority in all decisions and actions of the SOCIETY..

**SECTION 2: Persons Concerned**

This code and statement is intended for all officers, BOARD, committee chairmen, and others as so determined by the BOARD. All persons who may influence decisions of the SOCIETY may be added at any time.

**SECTION 3: Areas of Potential Conflict**

Conflicts may arise in relations to officers, BOARD, committee chairmen, and committee members, with any of the following third parties:

- A. Persons and firms supplying goods and services to the SOCIETY.
- B. Persons and firms from whom the SOCIETY leases property or equipment.
- C. Persons and firms with whom the SOCIETY is maintaining or plans to maintain a business relationship that involves the sale of real estate, securities, or other property.

- D. Other organizations.
- E. Donors and others supporting the SOCIETY.
- F. Agencies, organizations, and associations that affect the operations of the SOCIETY.
- G. Family members, close associates and other employees.

SECTION 4: Nature of Conflict Of Interest:

A conflicting interest may be defined as an interest, direct or indirect, with any person or firms mentioned in Section 3. Such interest may arise from the following activities:

- A. Owning stock or holding debt or other proprietary interest in a third party dealing with the SOCIETY.
- B. Holding office, serving on the board, participation in management, or being otherwise employed or previously employed with any third party who conducts business or intends to conduct business with the SOCIETY.
- C. Receiving remuneration for services with respect to individual transactions involving the SOCIETY.
- D. Using the time, personnel, equipment, good will or other resources of the SOCIETY for activities other than approved activities, programs, and functions.
- E. Receiving personal gifts, professional opportunities or loans from third-party vendors conducting business or intending to conduct business with the SOCIETY. Receipt of any gift of cash is prohibited. Gifts with a value of less than \$25 (twenty-five dollars) may be accepted only if the acceptance avoids a discourtesy.

SECTION 5: Interpretation of Policy:

- A. The areas of conflicting interest listed in Sections 3 and 4 are examples of potential conflicts and may be expanded as situations dictate. All persons who serve in leadership and critical areas of the SOCIETY shall use best judgment to determine any possible conflicts. The Chancellor shall be consulted on any question of this policy.
- B. Persons in leadership positions of the SOCIETY shall disclose any potential conflict before transactions are consummated. The leadership shall scrutinize all transactions and disclose any activities that are, or have the appearance of, a conflict to the BOARD immediately upon knowledge of such activities.
- C. This policy, once enacted, shall be mandatory for all affected members. Any change of the policy will require a two-thirds affirmative vote of the BOARD. Such vote will occur at a called meeting of the BOARD.

SECTION 6: Disclosure Policy and Procedure:

- A. Transactions with parties with whom a conflicting interest exists may only be undertaken when all four (4) stipulations are met:
  - 1. The conflict of interest is fully disclosed.
  - 2. The person with the conflict refrains from discussion and approval of such transaction.
  - 3. A competitive bid or comparable valuation exists.
  - 4. The leadership, BOARD, or duly constituted committee determines that the transaction serves the best interest of the SOCIETY.
- B. Disclosure shall be made to the SOCIETY President (the SOCIETY Vice-President if the President is the person in conflict) and the SOCIETY Chancellor who shall bring the matter to the BOARD for discussion and resolution.
- C. The duly constituted committee shall determine whether a conflict exists. Further, the constituted body shall determine in a fair, just, and reasonable manner if the approval of such transaction with the disclosed conflict best serves the interest and mission of the SOCIETY.

- D. The SOCIETY Conflict of Interest Statement must be signed each year by all officers, BOARD, committee chairmen, and others as so determined by the BOARD.

#### ARTICLE IV: Records Retention and Destruction Policy

##### SECTION 1: Purpose of Records

- A. The SOCIETY must maintain books and records to show that it complies with tax rules. The organization must be able to document the sources of receipts and expenditures reported on Form 990, Return of Organization Exempt from Income Tax or Form 990-EZ, Short Form Return of Organization Exempt from Income Tax, and Form 990-T, Exempt Organization Business Income Tax Return.
- B. If the SOCIETY does not keep required records, it may not be able to show that it qualifies for tax-exempt status. Thus, the SOCIETY may lose its tax-exempt status. In addition, the SOCIETY may not be able to complete its return accurately and may be subject to penalties. When good recordkeeping systems are in place, the SOCIETY can evaluate the success of its programs, monitor its budget, and prepare its financial statements and returns.

##### SECTION 2: Records to be kept

Except in a few cases, the law does not require a special kind of record. the SOCIETY should choose any recordkeeping system, suited to its activities, that clearly shows the organization's income and expenses. The SOCIETY activities should determine the type of records that should be kept for federal tax purposes. The SOCIETY should set up a recordkeeping system using an accounting method that is appropriate for proper monitoring and reporting of its financial activities for the tax year. Since the SOCIETY has more than one program, it should ensure that the records appropriately identify the income and expense items that are attributable to each program.

##### SECTION 3: Period of Retention

- A. The SOCIETY must keep records for federal tax purposes for as long as they may be needed to document evidence of compliance with provisions of the Code. The SOCIETY must keep records that support an item of income or deduction on a return until the statute of limitations for that return runs. After the statute of limitations has run the SOCIETY can no longer amend its return and the IRS can no longer assess additional tax. Generally, the statute of limitations runs three years after the date the return is due or filed, whichever is later. the SOCIETY may be required to retain records longer for other legal purposes, including state or local tax purposes.
- B. The SOCIETY record retention periods vary depending on the types of records and returns.
  1. Permanent Records – Some records should be kept permanently. These include, the application for recognition of tax-exempt status, the determination letter recognizing tax-exempt status, and organizing documents, such as articles of incorporation and by-laws, with amendments, as well as board minutes.
  2. Employment Tax Records – The SOCIETY must keep employment tax records for at least four years after the date the tax becomes due or is paid, whichever is later.
  3. Records for Non-Tax Purposes – When records are no longer needed for tax purposes, should keep them until they are no longer needed for non-tax purposes. For example, a grantor, insurance company, creditor, or state agency may require that records be kept longer than IRS requires.

SECTION 4: Policy Retention

The following table provides the minimum requirements for determining document retention policy.

<b>Type of Document</b>	<b>Minimum Requirement</b>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicated deposit slips	2 years
Employment applications	3 years
Expenses Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of product, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minutes books, bylaws, and charter	Permanently
Patents and related papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 Years

SECTION 5: Electronic

The SOCIETY Officers should follow the above guidance in Section 1 thru Section 4 in determining the electronic that should be retained and the length to be retained.

SECTION 6: Record Destruction

- A. All records (manual and electronic) should be destroyed after the expiration of the retention period unless there is a reason to retain longer.
- B. The destruction of each record should be performed by two members of the Audit Committee and must be documented. Documentation of the records destroyed must include the date destroyed, description of the record destroyed and the name of the person/persons destroying the record.

- C. Destruction of documents will be suspended when the SOCIETY is notified of an investigation by a regulatory authority.

#### ARTICLE V: Whistleblower Policy

##### SECTION 1: General

- A. The SOCIETY Code of Organization Conduct (hereinafter referred to as the Code) requires officers, BOARD, and committee chairmen to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The same high standards are expected of all members and volunteers. Officers, BOARD, committee chairmen, and committee members are representatives of the SOCIETY and must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.
- B. The objectives of the SOCIETY Whistleblower Policy are to establish policies and procedures for:
  - 1. The submission of concerns regarding questionable accounting or audit matters by officers, BOARD, committee chairmen, committee members, and other stakeholders of the SOCIETY, on a confidential and anonymous basis.
  - 2. The receipt, retention, and treatment of complaints received by the SOCIETY regarding accounting, internal controls, or auditing matters.
  - 3. The protection of officers, committee chairmen, committee members, and other stakeholders reporting concerns from retaliatory actions.

##### SECTION 2: Reporting Responsibility

Each officer, BOARD, committee chairman, committee member, and other stakeholder of the SOCIETY has an obligation to report in accordance with this Whistleblower Policy:

- A. Questionable or improper accounting or auditing matters, and
- B. Violations and suspected violations of the SOCIETY Organization's Code (hereinafter collectively referred to as Concerns).

##### SECTION 3: Authority of the SOCIETY Compliance Officer

The SOCIETY Compliance Officer is appointed by the State President and his term will end simultaneously with the term of the State President. All reported Concerns will be forwarded to the SOCIETY Compliance Officer in accordance with the procedures set forth herein. The SOCIETY Compliance Officer shall be responsible for investigating, and making appropriate recommendations to the SOCIETY Audit Committee and the SOCIETY President. If the SOCIETY Compliance Officer is the subject of the Concern, the SOCIETY Audit Committee Chairman will receive the reported Concerns, and be responsible for investigating, and making appropriate recommendations to the Audit Committee and the SOCIETY President.

##### SECTION 4: No Retaliation

This Whistleblower Policy is intended to encourage and enable officers, BOARD, committee chairmen, committee members, and other stakeholders to raise Concerns within the SOCIETY for investigation and appropriate action. With this goal in mind, no officer, BOARD, committee chairman, committee member, or other stakeholder who, in good faith, reports a Concern shall be subject to retaliation. Moreover, a member who retaliates against someone who has reported a Concern in good faith is subject to discipline consistent with the SOCIETY Constitution and Bylaws.

SECTION 5: Reporting Concerns

- A. SOCIETY Members and Other Stakeholders:  
SOCIETY members and other stakeholders should submit Concerns in writing directly to the Compliance Officer, or in the case of a Concern about the Compliance Officer, to the SOCIETY Audit Committee Chairman. Contact information for the SOCIETY Compliance Officer and AZSSAR Audit Committee Chairman may be obtained from the SOCIETY website.
- B. Acting in Good Faith:  
Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the SOCIETY Organization Code. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline consistent with the SOCIETY Constitution and Bylaws.

SECTION 6: Handling of Reported Violations

- A. The SOCIETY Compliance Officer shall address all reported Concerns. The SOCIETY Compliance Officer shall immediately notify the SOCIETY Audit Committee Chairman and SOCIETY President of any such reported Concern. The SOCIETY Compliance Officer will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.
- B. All reports will be promptly investigated by the SOCIETY Compliance Officer, and appropriate corrective action will be recommended to the SOCIETY Audit Committee Chair and the SOCIETY President, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.
- C. The SOCIETY Compliance Officer, with the concurrence of the Chairman of the SOCIETY Audit Committee or SOCIETY President, has the authority to obtain resources deemed necessary to conduct a full and complete investigation of the allegations.

SECTION 7: Confidentiality

- A. Reports of Concerns and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- B. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline consistent with the SOCIETY Constitution and Bylaws.

**ARTICLE VI: MEMBERSHIP**

**SECTION 1:** Eligibility for membership in the SOCIETY shall be in accordance with Article II of the Constitution, and in accordance with the appropriate provision of the Constitution and Bylaws of NSSAR. Applications for membership shall be processed by the chapter concerned, through the SOCIETY to NSSAR.

**SECTION 2:** Procedures and Criteria for Establishing New Chapters:

- A. When a sufficient number of members, which is hereby declared to be fifteen (15), or such number as may hereinafter be determined by the BOARD to be sufficient, desires to form a chapter, they may apply to the Secretary of the SOCIETY. (Applications are

available from NSSAR). Following application to the SOCIETY, a charter may be issued to that body after approval by the BOARD. If desired the charter may be kept open for a reasonable period of time to permit prospective members to file their applications and sign as "charter members".

- B. Upon notification of the issuance of a charter by the ARIZONA SOCIETY, an organizational meeting shall be held, at which time the new chapter officers shall be duly installed by the President of the SOCIETY, or his appointee, and the chapter formally presented. Each chapter shall elect its own officers, which should include a President, Secretary, Treasurer (or Secretary-Treasurer), and Registrar, and such other officers as may, from time to time, be needed for the proper operation of the chapter. The chapter may develop its own rules of operation and have its own constitution and bylaws, provided they are in conformity with the Constitution and Bylaws of the NSSAR and the SOCIETY.

**SECTION 3:** Any member may be disciplined or expelled from the SOCIETY in accordance with the provisions of the Bylaws of NSSAR. The BOARD may initiate action to discipline or expel on its own motion and it shall thoroughly investigate written complaints against any member which are signed by at least five (5) members in good standing. If in any case the BOARD shall find against the accused, it shall promptly so notify the Executive Committee NSSAR which from thenceforth shall have complete jurisdiction in the case. It shall require a two-thirds affirmative vote of the entire membership of the BOARD in order that any such case may be referred to NSSAR.

#### **SECTION 4: CHAPTER DEACTIVATION AND MERGER**

- A. In the event for any reason that a chapter becomes inactive, upon two-thirds majority vote of the BOARD, the chapter charter shall be recalled and the chapter shall be deactivated. All assets remaining after payment of debts (including money), records, books, papers, medals, flags, and artifacts shall be delivered to the Secretary-Treasurer of the SOCIETY and the charter deposited with the Historian of the SOCIETY.
- B. Chapter members in current year good standing shall be notified of such chapter deactivation by the Secretary-Treasurer of the SOCIETY and its members may transfer without penalty to another active chapter of the SOCIETY during the current year, provided that due prompt notice of acceptance of a member by the affiliating chapter is sent to the Secretary-Treasurer and Registrar of the SOCIETY.
- C. Reinstatement of a deactivated chapter is subject to the same procedures as set forth in Section 2 A and B *supra*. Deactivated charters deposited with the Historian of the SOCIETY shall be subject to recall by the reactivated chapter within two (2) years of deactivation, otherwise a new charter shall be issued. No charter shall be designated as "revoked".
- D. In the event of the merger of one chapter with another chapter, upon the settlement of any debts to the SOCIETY and a two-thirds majority vote of approval by the BOARD, the ascendant or surviving chapter shall act as the receiver of assets and transfer of members in good standing from the deactivated chapter. The deactivated charter shall be deposited with the Historian of the SOCIETY and not be reissued or reactivated.

### **ARTICLE VII: FEES AND DUES**

**SECTION 1:** The annual dues of the SOCIETY are calculated on the basis of a calendar year, payable in advance. On or before September 15th the SOCIETY Secretary/Treasurer will notify each CHAPTER Secretary/Treasurer the amount of per capita dues of NATIONAL and SOCIETY and the Secretary/Treasurer of each

CHAPTER shall advise the Secretary/Treasurer of the SOCIETY the amount of the per capita dues of the CHAPTER. The CHAPTER Secretary/Treasurer shall notify all CHAPTER members of their national, state and chapter dues. Said dues shall be collected by the Secretary/Treasurer of the CHAPTER on or before December 1<sup>st</sup> of each year. New members and reinstated members shall pay in advance, upon the submission of their applications for membership or reinstatement, the amount of their admission fees and per capita dues as determined by the BOARD. Junior Members shall pay annual NSSAR dues. Life Members shall pay annual SOCIETY dues. Youth Registrants shall pay no annual NSSAR or SOCIETY dues. The annual dues of members admitted or reinstated after November 1<sup>st</sup> shall be credited to the next subsequent calendar year. All members of the SOCIETY who have an Emeritus Membership in the NSSAR or fifty (50) years of membership in good standing in NSSAR shall have an Emeritus Membership in the SOCIETY and be exempt from payment of SOCIETY dues.

**SECTION 2:** Any member of the CHAPTER whose dues have not been received by the CHAPTER on or before December 31<sup>st</sup> shall cease to be a member in good standing and may be dropped from the rolls. On or before December 15<sup>th</sup> of each year the CHAPTER Secretary/Treasurer shall give written notice of nonpayment to all such members. The CHAPTER Secretary/Treasurer shall forward a CHAPTER reconciliation report to the SOCIETY Secretary, and a duplicate CHAPTER reconciliation report and payment for all National and Society dues collected from the CHAPTER members to the Society Treasurer to be received by them no later than January 10<sup>th</sup> of the dues year. All delinquent dues received after January 20<sup>st</sup> may include late fees.

**SECTION 3: Dual, Transfer, and Reinstatement Members from another Society**

- A. Applicants for dual state membership with the SOCIETY must transmit a letter of notification to the Secretary-Treasurer of the SOCIETY (NSSAR Form 0920) along with payment for the current year's SOCIETY and Chapter dues. Dual members are responsible for maintaining their current membership in their home society in order to be eligible for dual membership.
- B. Current members transferring membership from another state must submit Form 0919 through their current State Secretary to the Secretary-Treasurer of the SOCIETY along with a Record Copy of their original application, or the fee to obtain a record copy from NSSAR. Such members shall not be required to pay annual ARIZONA SOCIETY dues or Chapter dues in the calendar year in which the change becomes effective.
- C. Reinstatement members (members who are not current with their dues from another state) wishing to transfer their membership to this SOCIETY shall submit Form 0918 together with either a Record Copy of their original application, or the fee to obtain a record copy from NSSAR, together with payment of the current year's National, SOCIETY, and Chapter dues to the Secretary-Treasurer of the ARIZONA SOCIETY.

**Fees and dues changes approved 4-29-2017**

**ARTICLE VIII: NOMINATIONS AND ELECTIONS**

**SECTION 1:** The officers enumerated in Article III of the Constitution of the SOCIETY shall be elected by the qualified voting delegates at the annual meeting or any special member meeting called for the stated purposes of elections and/or amendments.

**SECTION 2:** The Nominating Committee shall be composed of one (1) member from each chapter plus a chairman who shall vote only in case of a tie.

- A.** The President of the SOCIETY shall appoint the Chairman and one (1) member from each chapter with the advice and consent of the officers or the Board of Managers of the respective chapters.
- B.** The Chairman of the committee must have served on the BOARD of the SOCIETY for at least one (1) year.
- C.** The Nominating Committee shall select a slate of nominees for the SOCIETY officers, Trustee, and Alternate Trustee. The Chairman of the Nominating Committee shall submit such slate of nominees to the secretary of the SOCIETY no later than thirty (30) days prior to the election. The secretary shall, prior to the election, apprise the secretary of each chapter of the aforesaid slate of nominees. The slate of nominees may contain the names of two (2) candidates for each office (if they are available) from which an election, held by the qualified voting delegates, is to be made.
- D.** The presidential nominee must have served on the BOARD of the SOCIETY for at least one (1) year.
- E.** In no case shall the President succeed himself more than once during the following official year (annual meeting to annual meeting).
- F.** In order to hold any office of the SOCIETY, including representation on the BOARD, dual members shall be primary members of the SOCIETY and shall only represent their primary chapter, unless such requirement is expressly waived for an individual member for good cause by a majority vote of the BOARD.

**SECTION 3:** Qualified Voting Delegates, Tellers, and Procedures.

- A.** Each chapter Board of Managers or officers shall elect three (3) official delegates from its chapter to the annual meeting of the SOCIETY for the purpose of voting in the annual elections of the SOCIETY, and for voting on amendments to the Constitution and Bylaws of the SOCIETY. These provisions shall also apply for any special member meeting called for the stated purpose of elections and/or amendments.
- B.** Each official delegate shall present his credentials to the annual or special meeting of the SOCIETY for the purpose of voting in the annual elections of the SOCIETY or Constitutional and Bylaw amendments.
- C.** The President of the SOCIETY shall appoint three (3) tellers to count the votes, designating one (1) member as Chairman. A two-thirds majority of total authorized delegate votes shall constitute election. There shall be no absentee votes or proxies.
- D.** A two-thirds majority vote of qualified delegates is required to amend the Constitution and Bylaws. There shall be no absentee votes or proxies.
- E.** The list of candidates presented by the Nominating Committee shall be read by the President and nominations entertained from the floor. If any additional nominations are made, the qualified voting delegate electors will be requested to add them to the ballot. After nominations are closed the delegates will retire as an exclusive body of electors, mark their ballots, and submit them to the Chairman of the Tellers Committee for the counting and reporting of the results to the meeting.

**SECTION 4:** The BOARD shall submit its candidate for the Vice President General to the Rocky Mountain District Council every third year on a rotating basis with the Colorado and New Mexico Societies for presentation to the NSSAR Congress for election thereby. The nominee shall be elected by a majority vote of the BOARD. The BOARD shall send the name of the nominee to the Rocky Mountain Council immediately following the nomination.

## **ARTICLE IX: MEETINGS**

**SECTION 1:** The President shall call special meetings of the membership as may be necessary or desirable provided that written notice of such meetings shall be sent to each member in good standing at least twenty (20) days prior to such meeting, and provided that the subject of the business to be acted on at such meeting be clearly set out in the notice. No other business shall be acted on at said meeting.

**SECTION 2:** The Pledge of Allegiance to the Flag of the United States of America and the SAR Pledge shall be recited by the membership at each meeting of the SOCIETY, and the invocation and the benediction shall be pronounced by the Chaplain.

## **ARTICLE X: AWARDS**

**SECTION 1:** The BOARD shall act as an Awards Committee to determine the recipients of all awards to be presented in the name of the SOCIETY. All nominations for awards by the SOCIETY shall be in the form of a letter addressed to the BOARD and sent to the Secretary. Specific reasons for the nomination must be given. All decisions of the BOARD acting as an Awards Committee shall be final. This shall not preclude the President from appointing a Medals and Awards Chairman whose duties may include the coordination of nominations for medals and awards and reporting of state and chapter activities.

**SECTION 2:** All chapters shall retain the right to make their own awards, including ROTC awards, and to conduct patriotic contests that they feel are fit and proper. Chapter awards shall be paid from Chapter funds.

## **ARTICLE XI: COMMITTEES**

The President, with the advice and consent of the BOARD, shall determine from time to time what committees are necessary for the proper implementation of the activities of the SOCIETY, and he shall then appoint the members and chairmen thereof, as may deem advisable.

## **ARTICLE XII: DELEGATES TO THE NATIONAL CONGRESS**

The President and the National Trustee of the SOCIETY are automatically delegates to the National Congress as provided for in the Constitution and Bylaws of the NSSAR. Additional delegates, up to the maximum determined by the Bylaws of the NSSAR, shall be recommended by the Chapter Presidents and reported to the Secretary of the SOCIETY to the BOARD who shall select the delegates.

## **ARTICLE XIII: ORDER OF BUSINESS**

The order of business for all meetings of the SOCIETY may be as follows, provided that the sequence and subjects may be changed at the discretion of the Presiding Officer.

1. Call to order and determination of a quorum.
2. Pledge of Allegiance to the Flag and the SAR Pledge.
3. Invocation by the Chaplain.
4. Minutes of Previous Meeting .
5. Treasurer's Report.
6. Annual reports and committee reports.
7. Address by scheduled speaker (if appropriate).
8. Old business.
9. New Business, including nomination and election of officers,

10. Benediction by Chaplain.
11. Adjournment (*sine die* if applicable).

**ARTICLE XIV: QUORUM**

At any meeting of the SOCIETY a quorum competent to transact all business properly coming before it shall be those chapter delegates in attendance representing a majority of the active chapters of the society. In order to cast a vote on any matter coming before such meeting, a delegate must be a chapter member in good standing and he must be present to cast his vote. There shall be no voting by proxy. A majority of eligible votes cast shall determine all issues except as otherwise provided for by parliamentary procedures or by provisions of this Constitution and Bylaws.

**ARTICLE XV: PARLIAMENTARY PROCEDURES**

All meetings of the SOCIETY, all meetings of the BOARD, and all committee meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order* insofar as the rules are not inconsistent with the Constitution and Bylaws of the SOCIETY.

**ARTICLE XVI: AMENDMENTS**

These Bylaws may be amended or revised by the same procedure as that prescribed for amendments to the Constitution of the SOCIETY as set forth in this Constitution, Article VI *supra*.

Revised 19 April 2014  
Approved 22 Nov 2014  
Approved 29 April 2017