



# DOCA BY-LAWS

## as amended September 8, 2016

### ARTICLE I Objectives

The Defense Orientation Conference Association, Incorporated, ("DOCA" or "Association") is a non-political, non-partisan and non-profit association dedicated to the cause of the defense and security of the United States of America without special advocacy of any particular military service or defense concept. Members are patriotic Americans who have evidenced a special interest in and concern for national defense, and have acquired a special knowledge thereof through participation in a Secretary of Defense Joint Civilian Orientation Conference (JCOC) program or on DOCA field trips or other meetings arranged under the auspices of the Department of Defense and the Department of State. Members educate themselves through field trips sponsored by the Association and are then encouraged to disseminate the information they obtain to others so as to reach as wide an audience as is practical.

### ARTICLE II Membership

Only members in good standing are eligible to vote, hold office and otherwise participate in the affairs of the Association. Current membership dues must be paid to remain a member in good standing. Memberships shall be limited to United States citizens who (a) were members in good standing of DOCA as of September 16, 1979, or (b) become members pursuant to Article IX of these Bylaws. Membership privileges and participation in the affairs and activities of the Association shall be confined solely to each individual member.

### ARTICLE III Meetings

An Annual Meeting of members shall be held at such time and place as may be determined by the Executive Committee. Special Meetings of the Association may be called, upon a notice of not less than thirty (30) days, at the direction of the President, a majority of the Executive Committee, or when at least sixteen (16) members of the Board of Directors so request. A member of DOCA may petition the Executive Committee and/or the Board of Directors to appear before the body to discuss whatever issue is on his/her agenda. The procedure will require the member to write a letter explaining his/her purpose after which the Executive Committee and/or Board would decide on whether to extend an invitation to that member to be present.

### ARTICLE IV Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of a maximum of twenty-four (24) regional members, elected in the manner described herein, plus the officers and past presidents of the Association. The term of office for the non-officer directors shall be three years or until their successors are elected. The term of office of all directors shall commence at the close of the Annual Meeting of the Association at which they are elected.

Section 2. The non-officer directors shall be appointed among six regions. The portion of the twenty-four directors to be elected from each region shall be in the proportion of members in the region to the overall membership, provided that each region shall always have at least two directors.

Section 3. Nominations for office as director shall be made in writing by the Nominating Committee, which shall consist of the President, the Chairperson, and at least three members nominated by the President and approved by the Board of Directors. Regional Vice Presidents shall make recommendations to the Nominating Committee concerning vacancies for the position of director. No director shall be eligible for reelection until one year after expiration of his or her term. Other nominations may be made from the floor by any member who shall specify the region or regions in which he or she makes such other nominations. Each director shall be declared elected who has received a majority of votes from members present at the Annual Meeting.

Section 4. The Nominating Committee shall determine whether the membership has undergone any change between the preceding year and that in which the particular Nominating Committee is acting, to require any reappointment in the number of directors as among regions, within the total of twenty-four (24) non-officer directors.

In the event that any such change is required, the Nominating Committee shall so state in its report, and its determination in that respect shall be final and conclusive.

Section 5. Any vacancy occurring in the Board of Directors may be filled by a majority of the remaining members of the Board of Directors, even if such majority is less than a quorum. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office for the unexpired portion of the term.

Section 6. All Past Presidents of the Association shall be ex-officio members of the Board of Directors.

Section 7. A meeting of the Board of Directors shall be held during the Annual Meeting of the Association and on at least one other occasion between Annual Meetings. Meetings of the Board of Directors other than the Annual Meeting may be held at the direction of the Chairperson, or when at least five of the directors so request in writing to the Chairperson, but no such meeting shall be held with less than thirty (30) days notice except for good cause shown.

### ARTICLE V Officers

Section 1. The officers of the Association shall be a President, a Chairperson, six Regional Vice Presidents, an Executive Vice President, three Vice Presidents-at-Large, and a Secretary-Treasurer. The Vice Presidents-at-Large may be elected from any region. The President shall be the Chief Executive Officer.

Section 2. Except for the Executive Vice President, the officers shall be elected by a majority vote of the Board of Directors at the Annual Meeting. The term of office of the President and the Chairperson shall be two (2) years; at the end of his/her term of office, the president shall automatically become the next chairperson. The term of office of the Secretary-Treasurer, Regional Vice Presidents and Vice Presidents-at-Large shall be three (3) years; they shall continue in office following the expiration of their terms until their successors are elected by the Board of Directors and have taken office. No Regional Vice President or Vice President at Large shall be eligible for reelection to the same position until one year after the expiration of his or her term. Nomination for office of President shall be made by a Presidential Nominating Committee composed of the currently serving President, the Chairperson, and the two immediate past chairpersons and a fifth member from among past or serving officers or directors selected by the Nominating Committee established in Article 4 Section 3 acting without participation by the President or the Chairperson. No member of the Presidential Nominating Committee shall be eligible for selection by that committee for the office of the President. Nominations for office as Regional Vice Presidents, Vice Presidents-at-Large and Secretary-Treasurer shall be made in writing by the Nominating Committee established in Article IV Section 3. Regional Vice Presidents shall make recommendations to the Nominating Committee for their replacements. The term of office of the Executive Vice President shall be set in the terms of his employment with DOCA.

Section 3. The President shall preside at all meetings of the Association, except that in his or her absence the Chairperson of the Board shall preside. The President may call Special Meetings of the Association and shall generally supervise its activities, fill vacancies occurring in office with the approval of a majority of the Board of Directors, appoint Special Committees to serve until the expiration of the President's term unless continued by the incoming president, appoint Standing Committees with the approval of the Board of Directors, and present at the Annual Meeting a condensed report of the work and activities of the Association for the past year. The President shall be an ex-officio member of all Committees. In the absence of the President or in the event of his or her physical or other disability or resignation, the Chairperson shall perform the duties for the President except such as shall be prescribed by these Bylaws or as the President shall have theretofore specifically delegated to be performed by another officer.

Section 4. The Chairperson of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chairman, the President or the next senior officer shall preside.

Section 5. The Executive Vice President shall assist the President in the work of the Association and shall perform such other duties as shall be requested of him or her by the President or the Chairperson of the Board. The Executive Vice President shall serve as an ex-officio member, without vote, of the Executive Committee and the Board of Directors

Section 6. The Secretary-Treasurer shall keep in permanent form the minutes of the meetings of the Association, the Board of Directors, and all committees, conduct its correspondence, and send out notices of meetings. Copies of minutes of all such meetings shall be made available to all members who request them. He or she shall receive all monies of the Association, pay bills and make disbursements as directed by the Board of Directors, and make an annual report of finances.

Section 7. The financial records of the Secretary-Treasurer shall be audited annually.

Section 8. Vacancies in any of the officer positions shall be filled by the President subject to confirmation by the Board of Directors at its next meeting. Each person so appointed and subsequently confirmed to fill a vacancy shall remain an officer for the unexpired portion of the term.

#### **ARTICLE VI Executive Committee**

Section 1. There shall be an Executive Committee composed of the President, the Chairperson, the Executive Vice President, two immediate Past Chairpersons, the six Regional Vice Presidents, the three Vice Presidents-at-Large, and the Secretary-Treasurer. The Executive Committee shall be chaired by the President and shall have the authority to act between meetings of the Board of Directors on all matters not specifically reserved to the Board of Directors by these Bylaws.

Section 2. Meetings of the Executive Committee may be called by the President or by three Officers upon three days notice except that this notice period may be reduced for good cause shown.

#### **ARTICLE VII Other Committees**

Section 1. In addition to the Executive Committee, the Nominating Committee and the Presidential Selection Committee, there shall be such Standing Committees as from time to time may be authorized by the Board of Directors. The purposes, composition, terms of office of members and other conditions of each Standing Committee shall be determined by the Board of Directors. Standing Committees shall continue in existence unless and until terminated by the Board of Directors.

Section 2. The President may appoint Special Committees and specify their functions, provided that such functions have not been previously allocated to a committee mentioned in or authorized under Section 1 of this Article. Unless made a Standing Committee by the Board of Directors, Special Committees shall terminate at the end of the term of office of the President who appointed them. They may also be modified or terminated by the Board of Directors.

#### **ARTICLE VIII Paid Officers and Employees**

Section 1. The Association shall employ such personnel as the Board of Directors shall determine and as may be appropriate to carry out the purposes of the Association.

Section 2. The principal paid corporate officer of the Association shall be the Executive Vice President who shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the provisions of any contractual relationship between the Association and the paid principal officer.

Section 3. The Executive Vice President shall be the Chief Operating Officer of the Association. The Executive Vice President shall be responsible for the day to day business of the Association and shall serve under the direction of the President and Executive Committee.

Section 4. The Association may employ such other corporate officers and employees as the Board of Directors shall determine from time to time, all of whom shall be under the direction of the Executive Vice President.

#### **ARTICLE IX New Members**

Section 1. An Association member in good standing may recommend for membership any individual or individuals who, in such member's opinion, would contribute to the objectives of the Association.

Section 2. There shall accompany each recommendation for membership pursuant to Section 1 detailed biographical material and information which in the judgment of the sponsor indicates that the nominee represents and supports the objectives of this Association and would, in his or her opinion, be acceptable to the Department of Defense using criteria similar to that used by JCOC.

Section 3. The Executive Committee shall screen all applicants for membership recommended by DOCA members in good standing. An applicant will be admitted to membership upon the approval of a majority of the members of the Executive Committee.

#### **ARTICLE X Censure, Suspension and Expulsion**

Section 1. Any member of the Association who shall have been convicted of a crime or shall have disseminated information of a nature inimical to the best interests of the Department of Defense or the Association or shall have acted in a manner such as to cast opprobrium upon the Association shall be liable to censure and suspension for a period of not more than six months, or expulsion from the Association.

Section 2. Charges against any member of the Association shall be initiated by action of any officer of the Association upon appropriate notification to the President or Chairperson. That officer shall promptly convene a meeting of the Executive Committee for the purpose of hearing and considering the charges. The member against whom charges shall have been preferred shall have the opportunity of appearing in person or presenting written statements to controvert the charges. The Executive Committee shall take action without delay either to dismiss the charges, or censure and suspend the member, or direct his or her expulsion. If the alleged offending member so desires, he or she may, within ten (10) days after receipt of notice of the action of the Executive Committee, request a hearing before the Board of Directors at its next meeting for a review of any sanction imposed. If such request is made, the sanction imposed will remain in full force and effect unless and until a contrary decision of the Board is reached.

#### **ARTICLE XI Finances**

Section 1. The Association shall be supported by annual dues, contributions and other sources of revenue as approved by the Board of Directors. Members shall pay annual dues as determined by a majority vote of the Board of Directors. The annual membership year shall be November 1 through October 31.

Section 2. Except for transactions in the normal course of business no officer, director, committee or member of this Association shall undertake any financial commitments on behalf of the Association except as authorized by the Executive Committee.

#### **ARTICLE XII Meetings and Quorums**

Section 1. Twelve (12) directors shall constitute a quorum for a meeting of the Board of Directors. The President, or at his or her designation the Chairperson, may poll the Board by written communication.

Section 2. Twenty-five (25) members shall constitute a quorum for meetings of the Association.

Section 3. Five (5) Committee members shall constitute a quorum for Executive Committee meetings.

Section 4. Ex-officio members shall not be counted for determining a quorum.

Section 5: Members of the Board of Directors, Executive Committee and other committees may participate in a meeting through the use of teleconferencing or electronic mail so long as all persons participating in such meetings can be in communication with each another simultaneously. Quorum and voting rules that apply to in-person meetings shall also apply to conference calls. Any action of the Board of Directors, the Executive Committee or any other committee may be taken without a meeting only by the unanimous written consent of its members given by postal or electronic mail.

Section 6. Notice of meetings of the membership, the Board of Directors, or the Executive Committee shall be given in writing, to include electronic communication.

#### **ARTICLE XIII Amendments**

The Bylaws may be amended by a two-thirds vote of the members present at any Annual Meeting or at a Special Meeting called by the President upon a notice of not less than thirty (30) days. Such notice shall contain a copy of the amendments to be proposed at such Special Meeting.