

CONSTITUTION

I. NAME:

The name of this Association shall be “AMERICAN RED CROSS OVERSEAS ASSOCIATION”.

II. PURPOSE:

The purpose of the Association is to renew and continue friendships created while working overseas with the American Red Cross, to keep alive the spirit which prompted that service, to contribute to international understanding, to engage in community service, and to work for the mutual benefit of the members of the Association.

III. MEMBERSHIP:

Voting membership shall be open to anyone who served with the American Red Cross outside of the United States, including U. S. Territories and possessions.

Associate membership shall be open to anyone who supports ARCOA’s programs. Associate Membership is granted upon approval of the Board of Directors. Membership applications outside of the guidelines may be considered by the Board on a case-by-case basis, and the Board may permit exceptions.

Associate Members cannot vote.

IV. OFFICERS, DIRECTORS, COUNCIL, STANDING COMMITTEE CHAIRS, AND EXECUTIVE COMMITTEE

The Board of Directors is composed of the elected officers of President, two Vice Presidents, Secretary, and Treasurer. Officers are elected for a two-year term by the voting membership at the Annual Meeting of the Association. No Officer shall serve more than two consecutive terms in one office.

The President shall fill any vacancies of the Board of Directors by appointment of any member duly approved by the Council until the following Annual Meeting when an election can be held. Until the appointment by the President or a new election, the Executive Committee will assume the vacant officer position’s responsibilities,

The Council will be composed of the Board of Directors and Standing Committee Chairs. Standing Committee Chairs are appointed by the Board of Directors and serve at the Board’s pleasure. Standing Committee Chairs are voting members of the Council and do not have terms. If any one individual holds more than one Council position, that individual will have only one vote.

Standing Committees are: Communications (*The Overseas*’r, notices, and website postings), Archives, Nominating, Database/Website Management, Convention/Meeting Planning, and Publicity/Outreach. The Council may create, deactivate or combine Standing Committees.

In the event of a Council tie vote, the President will break the tie.

An Executive Committee of three members of the Board will govern whenever there is a vacant officer position, until the vacant position is filled.

The President presides over Board, Council, and Executive Committee meetings.

The Council may create a one-time special term length for any officer position in order to combine positions or permit a desired election timing for more efficient officer turnover.

In addition to the Officers and Chairs named above, there shall be a Director from each of the Districts of the Association. If no Director is elected within a District, the President, with Board of Directors' approval, may appoint a District Director to be voted on at the next Association meeting.

V. DUTIES OF OFFICERS/DIRECTORS/COUNCIL

The Council shall formulate and implement all policies of the Association not in conflict with the Constitution/Bylaws or the membership as set forth in the minutes of the Annual Meetings. Said Council shall supervise the operation of the Association. The Council may spend funds upon the approval of the Board of Directors.

In addition to the duties of the officers described in the Bylaws, a Supplemental Operating Procedures Manual (not part of the Constitution and Bylaws) will provide needed descriptions of duties. Such duties may be approved and modified by a majority vote of the Council.

VI. ANNUAL MEETING

The Annual Meeting of the Association shall be at the time and place designated by the Council. This meeting shall be held once each calendar year, with notice sent to all the membership not less than sixty (60) days prior to this meeting. Such notice may be via USPS, electronic means, posting on the ARCOA website, or via any means the President deems available and efficient.

The Annual Meeting may occur during a Convention, but with Council approval it may be at a time other than Convention.

If an Annual Meeting cannot physically occur due to extenuating circumstances, an electronic meeting may be conducted by the President to fulfill the meeting requirement. The means of conducting a non-physical meeting shall be at the discretion of the President.

VII. BY-LAWS:

Proposed or amended By-laws of the Association shall be mailed to the membership at least sixty (60) days prior to the Annual Meeting. A majority vote of the membership represented at the Annual Meeting, whether in person or by proxy, shall suffice to adopt the By-laws. Proxy votes as established by the By-laws will be considered.

VIII. AMENDMENTS TO CONSTITUTION:

Amendments to the Constitution shall be mailed to the membership at least sixty (60) days prior to the Annual Meeting. A majority vote of the membership represented at the Annual Meeting, whether in person or by proxy, shall suffice to adopt the proposed Amendments to the Constitution. Proxy votes as established in the Amendments will be considered.

IX. MAILINGS AND LEGAL ADDRESS

Mailing requirements to membership may be fulfilled by utilizing USPS, electronic means, or any other method selected by majority approval of the Council.

The legal address of this Association shall be established by the Board of Directors.

X. DISSOLUTION:

The AMERICAN RED CROSS OVERSEAS ASSOCIATION shall adhere to all principles and tenets of this Association, and in the event of dissolution, either voluntary or involuntary, all assets remaining after payment of all debts shall be transferred to the American National Red Cross.

BY-LAWS

I. ANNUAL CONVENTION:

The Meeting/Convention of the Association shall convene on the day designated by the Council and shall continue until officially concluded.

The President shall designate a Parliamentarian for each meeting. Meetings will be conducted using generally accepted methods of motions, seconds, discussion, and voting. The President and his/her Parliamentarian designee will consult a recognized Parliamentary Authority (e.g., *Roberts Rules of Order* or *The Standard Code of Parliamentary Procedure*) to resolve any procedural questions or issues.

Members eligible to vote at said Convention shall have paid-up membership for the current calendar year. A member in good standing may authorize in writing another member to vote at the current meeting/convention. Said proxy shall be filed with the Secretary prior to any official vote at the Meeting. Proxy votes received through electronic mail delivery are acceptable.

The Secretary of the Association shall serve as Secretary of the Annual Meeting and shall be responsible for all secretarial duties at the Annual Meeting.

A quorum for the transaction of business in the Annual Meeting shall be 25% of the members with voting rights who registered with the Secretary prior to the time the meeting convenes. This includes Meeting attendees and properly registered proxy votes.

If the Annual Meeting is not physical, but electronic or by some other means of communication, per Section VI ANNUAL MEETING in the Constitution, a quorum for the transaction of business would be 25% of the members with voting rights who responded upon receiving notification of the non-physical meeting stating that they would participate in said meeting.

II. SPECIAL MEETINGS:

Special meetings of the Association for the purpose of considering matters generally presented to the Annual Meeting/Convention may be held from time to time pursuant to a resolution of the Council. Notice shall be issued by the President and attested by the Secretary, setting out the time and place of said meeting. Said notice shall be mailed to each member at least fifteen (15) days prior to the date of said meeting, and no matter shall be presented at said meeting unless set forth in the notice.

III. COUNCIL

The members of the Council shall consist of the elected Officers (the Board of Directors) and the Standing Committee Chairs, all of whom are voting members. A voting member may vote by proxy providing notice in writing or by electronic mail is given to the Secretary before the Council meeting is convened.

Council meetings may be telephonic or electronic or by any means deemed effective by the President.

The first meeting of the Council shall be held immediately or as soon as possible after the new Officers are elected at a time, place, and method announced by the President. At least one additional regular meeting of the Council shall be held during the year at a time and place and/or method (e.g., physical, electronic) designated by the President via notice provided

electronically or by whatever effective means as determined by the President at least thirty (30) days prior to said meeting.

A quorum for the transaction of business shall consist of a majority of the members of the Council. Any four (4) members of the Board of Directors plus four (4) Standing Committee Chairs (total = 8) shall have the right to call a special meeting of the Council for specified purposes by jointly directing the Secretary to notify all Council members at least ten (10) days prior to said meeting of the time, place, and method of the meeting and the names of the Council members calling the meeting.

IV. REMOVAL OF OFFICERS AND DIRECTORS:

Any Officer may be removed for cause shown by the Board of Directors, with the consent of at least two-thirds (2/3) vote of the Officers and including proxies. Said Officer is to be given full opportunity to appear personally or in writing, with or without counsel. Vote on such removal may be at the regular meeting or at a special meeting of such Officers, upon notification at least ten (10) days prior to said meeting citing the grounds on which removal of said Officer is contemplated, at a date, time and place where said prospective Officer to be removed may appear in defense of such removal.

The President shall fill any vacancies of the Board by appointment of any member duly approved by the Council until the following Annual Meeting when elections can be held.

V. DUTIES OFF OFFICERS AND STANDING COMMITTEE CHAIRS

PRESIDENT: The President shall preside at all meeting of membership, Board of Directors, and Council. The President shall have the general executive power of the Association to appoint all committees deemed necessary and pertinent except the Nominating Committee. The President shall serve as ex-officio member on all committees except the Nominating Committee, and shall have general supervisory powers over the acts of all of the other Officers and Directors. From time to time, as cases may arise, the President advises members through the Secretary of the affairs of the Association and shall carry out the policies of the Association as determined in the Annual Meeting/Convention and by the Board of Directors.

FIRST VICE PRESIDENT: The First Vice President shall be a member of the Board of Directors, and shall be responsible for Awards and Recognition: Service to Our Own, Humanitarian Service Award, Mary Lou Dowling Fund grants, Condict Awards and Presidential Citations.

SECOND VICE PRESIDENT: The Second Vice President shall be a member of the Board of Directors and coordinate the recruiting and retention of membership and direct District Director responsibilities.

TREASURER: The Treasurer shall be a member of the Board of Directors and shall be the custodian of all funds of the Association and shall pay out said funds only on order signed by the President in accordance with a resolution adopted by the Board of Directors, which authorization shall be kept as part of the permanent records of the Treasurer. The Treasurer shall also keep a true and accurate set of books, showing all funds received, from whom received, and for what purposes, also showing all funds disbursed, to whom paid and for what purpose, and also such other records as the Board of Directors may designate. The Treasurer shall receive all funds for membership and make due record thereof. The Treasurer shall be the custodian of the official financial records of the Association.

SECRETARY: The Secretary shall be a member of the Board of Directors and shall record all minutes of the Annual Meeting and Council meetings. The Secretary shall handle all national correspondence of the Association as found necessary by the President.

VACANCIES: If an officer position is vacated during a term, the Executive Committee shall cover the appropriate duties until an appointment or a new election can be made.

STANDING COMMITTEE CHAIRS: The duties will vary according to the mission of the committee. The duties are described in the Standard Operation Procedures Manual.

VI. PUBLICATION:

The Association shall distribute at least three times yearly notices and/or publications free of charge to each member. Such publication may be via USPS, electronic notices, posting on the ARCOA website, or whatever means Council recommends.

VII. MEMBERSHIP:

Membership in this Association shall consist of Active Members, Life Members, and Associate Members. All persons eligible for voting membership under the Constitution and desiring to become Active Members or Life Members of the Association shall sign an application in writing setting forth the place and time of their overseas service with the American Red Cross and shall designate whether they desire to become regular Active Members or Life Members. The dues structure will be approved at the Annual Meeting/Convention. An Active Member in good standing is defined as having paid dues for the current year. A Life Member is someone who has paid the established fee for such membership.

All persons desiring Associate Membership under the Constitution shall submit an application in writing.

The application for membership may be submitted online via the ARCOA website. His/her application shall be subject to final approval by the Board of Directors.

All memberships may be annual or lifetime.

Dues are payable by March 1 of each calendar year.

Dues payment entitles a member to all official publications and communications, such as the American Red Cross Overseas Association (ARCOA) Directory, a newsletter, the President's Letter, and access to the "members only" section of the ARCOA website.

VIII. DISTRICTS

When a situation warrants, District Directors shall supervise the affairs of the Association in their Districts under the direction of the Second Vice President and the Board of Directors.

IX. SUPPLEMENTAL OPERATING PROCEDURES MANUAL

The Supplemental Operating Procedures (SOP) Manual supports and complies with the Constitution and Bylaws. It provides in-depth descriptions of the Board positions and their duties and responsibilities and the duties and responsibilities of each Standing Committee Chair.

The SOP serves as a Desk Manual providing administrative and funds management detail and any other key information as the Council sees fit.

The Council may modify, enhance, delete any content, or eliminate the SOP. Such modifications will comply with the amendment process to the Constitution and Bylaws when required.

Adopted June 30, 1990
Amended June 27, 1994
Amended May 21, 2011
Amended June 1, 2019