

# ASSOCIATION OF MARINE CORPS LOGISTICIANS CHARTER & BYLAWS

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## ARTICLE I: GENERAL

### SECTION 1: Name and Location.

- a) The name of the organization is the Association of Marine Corps Logisticians LLC, hereinafter referred to as "AMCL". The headquarters of the organization shall be in the Metropolitan Washington, D.C./Northern Virginia (NoVa) region. The first AMCL Chapter herein has been established as the Washington D.C./NoVa Chapter.

### SECTION 2: Mission.

- a) The mission of AMCL is to enhance and cultivate the logistics and supply chain professional community of the United States Marine Corps through concerted efforts to promote quality professional development of Marine Corps logisticians, to identify and share Department of Defense (DoD) and industry best practices, and by providing an open forum for the development and exchange of ideas.

### SECTION 3: Limitations.

- a) The organization shall be nonprofit, nonpartisan, and nonsectarian. No compensation (salary) shall be paid to any elected officer. No part of the net earnings of AMCL shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that AMCL shall be authorized and empowered to pay reasonable compensation for services rendered.
- b) No substantial part of the activities of AMCL shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and AMCL shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c) AMCL shall not carry on any activities inconsistent with the requirements for associations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

### SECTION 4: Programs.

- a) Each chapter will support these stakeholders through targeted programs that may include but are not limited to:
  - a. Informational and networking meetings for members and interested parties,
  - b. Professional development lectures from experts and mentors in logistics fields,
  - c. Site visits and tours of DoD and commercial logistics organizations,
  - d. Recognition of outstanding contributions to the field or chapter in the form of awards,
  - e. Community outreach events in keeping with the mission of AMCL

## ARTICLE II: MEMBERSHIP

### SECTION 1: Qualifications.

- a) Professionals shall be eligible for membership in AMCL who meets at least one of the following criteria:
  - a. Military, DOD Civilian, or contractor currently or previously serving within the Marine Corps logistics community.
  - b. Currently or previously serving as a Commander, Director, or equivalent who commands, directs, supervises, and/or manages professionals from the Marine Corps logistics community, military and civilian.
  - c. Any former DOD logistics/supply chain professional who is currently/or has served in a commercial company in direct or indirect support to the company's supply chain management or logistics operations.
  - d. Currently or previously serving as a professional in the logistics community of another Branch of Service under the DoD or in the Military Service of partnered and/or allied nations.
  - e. Any logistics professional from a military-related civilian organization.

### SECTION 2: Types of Membership.

- a) Active Member. Those members qualifying and properly registered under Section 1 of Article II will be known as Active Members with authority to vote and hold office. It is the members' responsibility to ensure AMCL has current contact information to exercise their rights as members.
- b) Honorary Member. Membership conferred upon an individual as a compliment and approved by the AMCL Executive Committee (EXCO). Such membership confers no rights or privileges and Honorary Members may not vote or hold an elected office.

### SECTION 3: Dues.

- a) The EXCO will establish a dues structure. Membership dues shall be at a rate or rates, and payable at such intervals, as prescribed by the EXCO. Membership in AMCL may remain so long as the member maintains current status by payment of dues and meets such additional requirements of the AMCL EXCO. Local AMCL Chapter dues may be established by the officers and members per Chapter leadership.

### SECTION 4: Termination.

- a) Any member may resign from the organization upon written notice to the EXCO. In such an event, dues, in whole or in part, are not refundable.
- b) Membership will be terminated for nonpayment of dues after ninety (90) days from the due date, unless otherwise extended by the EXCO. The board will consider extensions for member setting forth cause upon written request.

- c) Membership may be terminated by a two-thirds vote of the EXCO for conduct unbecoming a member or prejudicial to the aims or reputation of the organization after notice and opportunity for a hearing by the EXCO is afforded the member. In the event of termination, dues, in whole or in part, are not refundable.
- d) Members who have been terminated by vote of the EXCO must requalify for membership by applying to the EXCO. Final approval shall rest with the EXCO.

## ARTICLE III: EXECUTIVE COMMITTEE (EXCO)

### SECTION 1: Composition.

- a) The EXCO shall consist of: The President, President Elect, the Vice President of Operations, the Vice President of Membership & Comptroller, Vice President of Communications, and the Immediate Past President. This Committee shall have the power to act in the Chapter's name in situations requiring decisions before the next scheduled chapter meeting and will meet at the call of the President.
- b) Other appointed officers, such as additional vice presidents, recording secretary, or corresponding secretary, may be established by a majority vote of the EXCO, as needed, without requiring a vote by the general membership.
- c) The order of secession id President, Vice President of Operations, Vice President of Membership & Comptroller, Vice President of Communications.

### SECTION 2: Responsibilities.

- a) The EXCO shall handle the normal business of the organization and carry out specific responsibilities outlined in these Charter.
- b) The President shall preside at all meetings of the organization, and at any special meetings; shall appoint the committee heads; make interim and ad hoc committee appointments as needed; may appoint additional non-voting members of the EXCO as approved by the voting members; shall sign all contracts; sign all membership cards; serve as an ex-officio member of all committees except the nominating and election committees.
- c) The Vice President shall perform the duties of an absent president and perform such duties as are assigned by the president.
- d) The Vice President of Membership and Comptroller shall have charge of all the funds of the organization; make annual financial reports to the membership; sign all checks; maintain the financial records; and prepare required financial returns.
- e) The Vice President of Communications shall perform administrative related duties, to include information and communications dissemination and perform such duties as assigned by the President.
- f) The President Elect will be established TBD.
- g) The Immediate Past President will be established TBD.

### SECTION 3: Quorum.

- a) A Quorum for conducting the business of the EXCO shall not be less than one-half of the members of the Committee empowered to vote. Voting members of the EXCO shall consist of the elected officers.

## ARTICLE V: ELECTION OF OFFICERS

### SECTION 1: Election Cycle.

- a) Elections for the President and Vice President of Membership & Comptroller will be held in odd years. Elections for the Vice President of Operations and Vice President of Communications are held on even years.

### SECTION 2: Term.

- a) All elected officers shall serve a term of two (2) years or until their successor assumes the duties of the office. An elected officer may not serve two consecutive terms in the same position. There must be an interval of at least one administration between each term.

### SECTION 3: Nomination.

- a) The President, with the approval of the EXCO, shall appoint a Nominating Committee consisting of a chairperson and two members. The President will appoint the Nominating Committee the first week in April of the election year. The chairperson's name will be posted on the AMCL web page and e-mailed to all chapter presidents. Members should contact the chairperson with nominations for President, Vice President, Vice President of Membership and Comptroller, and Vice President of Communications. The Nominating Committee shall select at least two candidates for each elected office.
- b) Prior to the election, biographies and photos of each candidate selected by the nominating committee will be provided to the membership.

### SECTION 4: Elections.

- a) The President shall appoint an Elections Committee consisting of a chairperson and two members. b) The EXCO will determine the time and method of balloting to ensure results are available prior to the annual conference. The balloting period shall not be less than 1 month. Only active members as defined in Article II, Section 2, Paragraph a) above with paid dues are eligible to vote.
- b) Members of the Election Committee will monitor the balloting. The Chairperson of the Elections Committee shall make an elections report to the EXCO prior to the annual conference. The EXCO shall declare the candidates with the greatest number of votes elected and notify the winners. Election results will be posted on the AMCL web page.

### SECTION 5: Voting.

- a) Each member shall be entitled to cast one vote. Voting methods and deadlines will be established by the appointed Elections Committee.

### SECTION 6: Induction of New Officers.

- a) Incoming officers will normally be installed at the conclusion of the outgoing officer's term. Temporary officer appointments may be made by majority vote of the EXCO in order to fill vacant positions until a general election can be held.

### SECTION 7: Removal from Office.

- a) Any elected officer who does not comply with assigned responsibilities may be relieved of office by two-thirds vote of the EXCO voting.

- b) Removal of the appointed officers will be either through resignation of the incumbent, or removal for cause and voted for by a majority of the EXCO. Officers to fill any newly established positions, which will be voting members of the EXCO, will be elected at the earliest general election by the membership under the same procedures outlined in Article V.

## ARTICLE VI: COMMITTEES

### SECTION 1: Appointment and Authority.

- a) Unless otherwise stated in the Charter, the President, with the approval of the EXCO, shall appoint all committees and committee chairmen. Committee appointments shall be at the will and pleasure of the President and in no event exceed the term of the appointing President.

### SECTION 2: Responsibilities.

- a) It shall be the responsibility of the committee to make investigations, conduct studies and hearings, and make recommendations to the EXCO and to carry on such activities as may be delegated to them by the EXCO

## ARTICLE VII: CHAPTERS

### SECTION 1: Chapters.

- a) With the approval of the EXCO, members may establish local chapters for the furtherance of AMCL goals. Approval process entails a one-page application for consideration.

### SECTION 2: Chapter Membership.

- a) Any AMCL member in good standing may apply for chapter membership to the Washington DC/NoVa Chapter. Minimum requirement for chapter establishment is six (6) individuals or wavier approval for less than six individuals from the EXCO Chapter Membership.

### SECTION 3: Chapter Charter.

- a) Chapter Charter may not conflict with provisions in the AMCL Charter.

### SECTION4: Approval.

- a) Chapter approval requests, with proposed Charter and a list of members, will be submitted to the EXCO for approval. Approval requests will also include identification of proposed chapter officers.

### SECTION 5: Grants and Distributions

- a) As additional chapters of AMCL are established as separate 501(c) 3 organizations at Marine Corps installations, AMCL reserves the right to provide start-up funds not to exceed \$1000 to assist in covering costs associated with establishment of the chapter.
- b) AMCL also reserves the right to provide funding for other outlying chapter activities in keeping with the purpose of AMCL and as deemed appropriate by the AMCL executive committee.

SECTION 6: National Endorsement.

- a) Chapters shall not commit the Washington DC/NoVa AMCL or EXCO to any programs, activity, or endorsement without the prior written approval of the EXCO.

SECTION 7: Revocation.

- a) Chapter approval may be revoked by the EXCO for conduct prejudicial to the aims of goals of the organization.

SECTION 8: Chapter Officers.

- a) Chapter Officers must be AMCL members and affirm they will follow AMCL's ethics guidelines.

ARTICLE VIII: MEETINGS

SECTION 1: Annual Meeting.

- a) An annual meeting of AMCL will be held each year, the exact time, date, and place to be established by the EXCO. Notice thereof shall be posted on the AMCL web page at least forty-five (45) days before said meeting.

SECTION 2: Executive Committee Meetings.

- a) There shall be meetings, as needed, either in person, by mail, or electronic mail to address to the administrative business, chapter Charter review (e.g., amendments) of AMCL.

SECTION 3: Special Meetings.

- a) The President or the EXCO may call special meetings. Notice of the date, time, location, and business of special meetings shall be given to the members at least 30 days in advance.

SECTION 4: Quorum.

- a) A quorum for conducting business of a regular or special meeting of the membership shall be not less than fifty percent of members empowered to vote, including proxy votes.

ARTICLE IX: AMENDMENTS

SECTION 1: Amendments.

- a) The Charter may be amended or revised by an affirmative vote of two-thirds of all the members either present or voting at a meeting designed for that purpose, voting by mail ballot, or by voting electronically as directed by the EXCO.
- b) Copies of proposed amendments shall be given to members in writing at least 45 days prior to the meeting. Any proposed amendment shall be submitted to the EXCO by petition bearing the genuine signatures of at least twenty-five (25) qualified members of AMCL. Such petition shall require a two-thirds vote by the EXCO in order to be voted on by the general membership.
- c) The EXCO can propose amendments or revisions by a two-thirds vote.

## ARTICLE X: RULES OF ORDER

### SECTION1: Rules of Order.

- a) The rules contained in Robert's Rules of Order, revised shall govern the parliamentary procedure of all meetings of AMCL in all cases to which they are applicable, and in which they are consistent with these Charter.

## ARTICLE XI: DISSOLUTION

### SECTION1: Dissolution.

- a) Upon the dissolution of AMCL, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose.
- b) Section 501(c)(3) states that the assets of the organization may not go to the elected officers at the time of dissolution but must be equally divided among the membership or donated to any charity or other cause as chosen by the membership.
- c) Any such assets not so disposed of shall be disposed of by the Circuit Court of the county (city) in which the principal office of AMCL is then located. The funds will be disposed of exclusively for such purposes, or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## Appendix A: AMCL Conflict of Interest Policy

### ARTICLE I: PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### ARTICLE II: DEFINITIONS

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ARTICLE III: PROCEDURES

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.



b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### ARTICLE IV: RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### ARTICLE V: COMPENSATION

a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### ARTICLE VI: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a) Has received a copy of the conflicts of interest policy,

b) Has read and understands the policy,

c) Has agreed to comply with the policy, and

d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE VII: PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

## ARTICLE VIII: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted