



**THE PSYCHOLOGICAL OPERATIONS VETERANS  
ASSOCIATION**

**CONSTITUTION**

***Effective In Convention 12 August 2016***

**POVA HISTORY/VISION/OBJECTIVES**

The Psychological Operations Veterans Association was formed in 1988 by five original founders who had served together in the 6<sup>th</sup> Psychological Operations Battalion in Viet-Nam. These five founded POVA for the sole purpose of providing a reunion forum for all PSYOP Viet Nam Veterans. These reunions were held once every two years in various cities over the years to bring together these PSYOP Warriors and family members. As the years went by, many members faded away or passed away, and POVA went into a deep hibernation for several years. In 2015, a small group of POVA members began the process of re-inventing POVA, believing that to adhere to the original intent of POVA would mean the Association would soon fade away as its membership of Viet-Nam veterans passed. Accordingly, POVA has adopted and will focus its organizational attention on rebuilding its current membership base and undertake aggressive efforts to attract future members to assure a vital and growing organization which is committed to achieving a powerful future vision:

**POVA's VISION**

The PSYOP Veterans Association (POVA) will be the leading organization to reconnect PSYOP veterans with their fellow soldiers, execute excellent reunion events, and provide support where needed and applicable to the soldiers, veterans, and family members of PSYOP soldiers and those of our brethren who were lost in action. The following four critical organizational constructs will be the basis for POVA's future strategic objectives:

- 1.** Expand the ability to reconnect PSYOP soldiers with former comrades and their families, and continue holding biennial reunions to bring PSYOP veterans and families together to promote camaraderie and brotherhood;
- 2.** Implement a commitment to philanthropy designed in support of PSYOP soldiers, veterans, and their families to "...defend and protect..." the interests of those fellow veterans who may require one or more forms assistance. This will include collaboration with military/civilian organizations who support active, former or retired military families requiring some form of assistance, including local efforts to assist homeless veterans who are in need;
- 3.** Implement a process to authorize the formation of individual POVA chapters, which may include acceptance of other veteran organizations as chapters of POVA. The Association will act as an organizational standard bearer for all chapters. A purposeful dedication to the principals contained in this Constitution must also be one of the focal points of both Association and chapter activities. No chapter is expected to encompass all the above, however.
- 4.** Provide the PSYOP Regiment and its constituent active and reserve components, and any other organization within US military Special Operations, with speakers to instruct

and present historical background to all PSYOP personnel. Upon request, and with advanced approval of the President, POVA members can make public presentations on their experiences in military psychological operations, but must avoid advocating any political or social positions.

## **ARTICLE I: GENERAL PROVISIONS**

1.1 This organization is formally known as the Psychological Operations Veterans' Association, and will hereinafter be referred to as the "Association" The formal name will be utilized for the conduct of any and all legitimate business and affairs by and on behalf of the Association. The acronym "POVA" shall have the same meaning as the full name of the Association, and may be used in all correspondence to refer to the Association. Similarly, the term "Association" shall refer exclusively to POVA.

1.2 At the direction of the Board, an officer or other Board-designee may commence appropriate action to register the Association as a tax-exempt charitable organization under applicable provisions of the IRS code section. Any costs for this registration will be reimbursed by the Association.

1.3 The Association exists for the purpose of providing a reunion and fellowship mechanism for persons who have served in or provided support to United States military psychological operations, for providing philanthropic assistance to PSYOP soldiers, veterans and their families, organizing and promoting formation of POVA chapters, and providing speakers to the PSYOP Regiment and its constituent organizations to promote PSYOP history and heritage.

1.4 The Association's communications channels, including its newsletter, web site, and print and electronic mailing lists shall be reserved primarily for materials relating to psychological operations and veterans issues, and other materials which may be of interest, education and benefit to veterans and POVA members. These channels shall, however, remain free of materials and messages promoting political parties, political candidates, and/or promoting specific religious denominational agenda.

## **ARTICLE II: MEMBERSHIP**

2.1 This Association encourages all individuals who meet membership requirements to join and participate in the affairs of the Association. Any person who satisfies the criteria for membership will be eligible for the benefits of Membership without regard to sex, race, creed, color, religion, national origin, marital status, handicapped status or other reason protected by any State or Federal rule, law, or regulation.

2.2 Membership in the Association is open to persons who were engaged directly or indirectly in the performance or support of military psychological operations' activities. This may include:

- a. retired and active duty military personnel who served in a psychological operations' organization
- b. former military personnel who served in special operations or other commands which included direct or indirect psychological operations activities
- c. employees and officials of civilian governmental agencies engaged directly or indirectly in psychological operations

d. such other persons as, in the opinion of the Association, have sufficient relationship to military psychological operations as to be beneficial to the Association and its members.

2.3 The following are the categories of membership in this Association:

a. A "Regular Member" is anyone who has served with or in support of psychological operations activities, either in a military or civilian capacity and who is in good standing by having paid their dues as provided herein

b. Life Members:

1. An "Honorary Life Member" is anyone who has been recognized by the Association as demonstrating superior commitment and/or leadership to the Association, and who has been voted a Life Member by the membership during a biennial reunion.

2. A "Paid Life Member" is any member in good standing who has paid a one-time life membership fee, the amount of which is in Article V Membership Dues.

3. "Honor Graduate Members" of the PSYOP Qualification Course as administered by the US Army Special Warfare Training Group will be granted an automatic Life Membership. This applies to the Distinguished Honor Graduate of each class as well as the student achieving the top of the Commandant's List of graduates in that class.

c. A "Gold Star Member" is any member of the immediate family or direct descendant of any PSYOP soldier who has been killed while deployed to a zone of hostile action.

d. An "Active Duty Member" is any PSYOP or Special Operations soldier serving in a Reserve or Active status who has expressed interest in and willingness to become a POVA member by placing on file a POVA Member Application; upon separation from active duty or from their Reserve or Guard position, this member must begin paying dues as prescribed herein; this member category includes any Army guard or reserve (USAR/USARNG AGR/TPU) officer or enlisted Soldier who has applied for membership in POVA.

e. An "Associate Member" is any other person who does not otherwise qualify for membership, but who seeks and is accepted into membership of the Association. Associate members are entitled to all benefits of membership, but are ineligible to hold elected office or vote on Association business matters.

f. A "Corporate Sponsor" is any public or private corporation which provides business, financial, or other substantial support to the Association, and which is committed to supporting and assisting those issues of particular importance to the members of the Association. Corporate sponsors are ineligible to vote on Association business matters.

2.4 Any Member who has paid in-full all required dues, and who complies with the provisions of this Constitution will be deemed to be in "good-standing." Only those Members in good-standing are entitled to participate in the Association's activities, attend biennial reunion business meetings, run for elective office, vote, or hold any office within the Association.

2.5 Any Member who is an officer or who holds any appointive position in the Association who resigns or whose Membership lapses must immediately return any Association documents, funds, equipment, and/or supplies to the President of the Association.

2.6 Any Member whose membership lapses will be entitled to resume Membership at any time in the future.

2.7 Any member who resigns his/her membership and who then wishes to re-join the organization must make application to the Vice President Finance and Member Development . Upon application for reinstatement, the Vice President Finance and Member Development must query the board to find out if there is an objection for cause. Upon receipt of an objection and written reason for an objection, the President shall poll the Board with copies of all votes to the First Vice President.

### **ARTICLE III: OFFICERS**

3.1 Any Member in good-standing may stand for election to any office provided herein, or as may subsequently be provided by the Association. Any officer who loses good-standing will no longer be eligible to hold office unless or until good-standing status is restored.

3.2 The officers of this Association will be as follows:

a. President: The President is the chief executive and administrative officer of the Association, and is responsible to the general Membership for the leadership and direction of the Association. In addition, the President serves as the chairperson of the Board of Directors, and is responsible for assuring that no action is taken by the Board which is detrimental to the interest of the Association. The President will also:

1. Represent the Association at all meetings with other civic, political, and/or veterans or other organizations where representation of the Association is requested or desired, or may designate another officer to perform these functions on a case-by-case basis;

2. Represent the Association at all regular and special meetings of the Association and its Board of Directors;

3. Provide such reports to the Membership as may be directed by the Membership;

4. Perform such other tasks as directed by the Membership.

b. Vice Presidents:

1. The membership shall elect one First Vice President and sufficient additional Vice Presidents to allow the full and proper performance of all Association goals and objectives. Sufficient vice-presidencies will be maintained to allow the elected involvement of several Members, so as to assure broad-scale participation in the affairs of the Association. In the period between Reunions, the President may appoint additional Vice Presidents, subject to approval of the Board of Directors at the next Reunion.

2. The First Vice President shall represent the Association with other organizations upon the direction of the President, and shall preside over regularly scheduled, special, and Board meetings when the President is

absent or unable to attend; and shall perform such other tasks as directed by the President, the Board of Trustees, or the membership.

3. The Vice President Finance and Member Development manages the Association's financial assets, prepares and distributes reports as requested/required to Association officers, legal counsel, and assists in preparation of all documents required to maintain the Association's tax exempt and not-for-profit incorporated status.

- c. **Trustee:** There will be up to seven (7) Trustees of the Association, whose purpose will be to serve as general members of the Board of Directors. These officers have no specific duties assigned, but are responsible for observing the general operation of the Association on behalf of all Members and noting to the Members any information which they believe, either individually or jointly, the Members may have an interest in knowing. The VP/Trustees are full voting members of the Board of Directors.

3.3 **Board of Directors:** The elected officers as described in section 3.2 above will serve as the Association's Board of Directors. The Association's immediate Past President may also serve as a full voting member of the Board for a term of two years after leaving the Presidency.

- a. The Board of Directors serves as the general secretariat and primary policy-making body of the Association. All policy decisions of the Board of Directors will be communicated to the Membership in the periodic newsletter, and will be subject to ratification at the periodic reunions to be held by the Association.

- b. In the event emergency action must be taken by the Association, the Board of Directors is empowered to take such action, subject to notice to the Membership. Under no circumstances does any officer or the Board of Directors have authority to suspend, modify, ignore, or fail to honor the provisions of this Constitution. Any and all deliberations of the Board of Directors will be recorded and maintained by the President.

- c. **Other Offices:** At anytime the membership or the President with the approval of the Board of Directors may see the need for additional elected positions. Presidential appointment except those listed will be confirmed by membership vote.

3.4 No Member or officer will ever offer or otherwise identify himself/herself as a representative of this Association for purpose of personal benefit, gain, or profit. Any representations by any officer or Member of this Association will be for the express purpose of gaining lawful and/or proper benefit for this Association exclusively.

3.5 All officers are elected at a general Membership meeting or reunion and hold office for a period of not less than two calendar years, or until a call for elections is made by a majority of the Members. In the event no periodic meeting or reunion is held for a period in excess of two years, officers will retain their offices until such time as another meeting or reunion is held.

3.6 In the event any officer vacates his/her position during the term of his/her office, the vacancy may be left unfilled, or upon approval of a majority of the officers polled by the President, a replacement may be named. The replacement will serve the remainder of the unexpired term.

## **ARTICLE IV: MEETINGS AND REUNIONS**

4.1. The Association will meet as often as the Membership desires, and will attempt to conduct a general Membership reunion at least biennially. Specific meeting dates, times, and places will be determined by the Board of Directors and will be published in writing in the periodic newsletter as far in advance as possible.

4.2. To the maximum extent possible, reunions will be held in places convenient and accessible to as many Members as is possible. Periodic meetings as may be held by the Board of Directors will be held as determined by the Board.

4.3. All meetings and reunions will be scheduled and conducted by the Board of Directors, and will be preceded by a written agenda which will establish the Association's business to be conducted. At a minimum, the following "Order of Business" will be observed:

- a. Pledge of Allegiance and Chaplain's Invocation
- b. One minute of silence for the American and Allied POW/MIA's of all wars in which the United States has participated
- c. A roll-call of all American PSYOP deaths while on deployment
- d. Financial report
- e. President's or Vice Presidents' report of minutes of the past reunion and any interim business of the Association
- f. "Old Business" from the preceding Biennium
- g. Election of officers for the next Biennium
- h. "New Business" to include the introduction of guests and new Members in attendance; discussion of Board of Directors meeting activities; and such other business as is raised by the Membership. Each item or issue requiring approval by the Membership will be voted separately by either voice vote or a showing of hands.
- i. "Good of the Order" to include additional items of interest by any Member.
- j. Chaplain's Benediction
- k. Adjournment

4.4. Meetings and reunion general business meetings will be generally governed by the Roberts' Rules of Parliamentary Procedure; questions as to procedure will be resolved by the President.

4.5. All meetings will be conducted with dignity and respect for all in attendance. There will be no alcoholic beverages served or consumed during the business meetings, and there will be no foul, vulgar, obscene, or abusive language used in any meeting by any Member, officer, or guest. Violation of provisions of this paragraph will be grounds for expulsion from the meeting.

## **ARTICLE V: MEMBERSHIP DUES**

5.1. Annual membership dues will be twenty-five (\$25.00) per year, due and payable each January 1. Members may pay discounted lump-sum advance dues in the amount of forty five (\$45.00) for a two year period. Dues payments will be paid to the Association in a manner determined by the Board of Directors. There will be no prorating of annual dues.

5.2. Life membership may be acquired by any member in good standing in exchange for a payment of \$250 (this rate may change). No further dues will be required of any Life Member, but any/all donations will be appreciated.

5.3. Although the Association will gratefully accept any contributions and donations, there will be no special assessments, levies, or other financial collections imposed on Members over and above the cost of Membership dues. Any contributions made by a Member in excess of annual dues will be accepted as a voluntary donation and applied to defer the general operational costs of the Association.

## **ARTICLE VI: VOTIVE PROCEDURES**

6.1 All paid members in good standing shall have the right to vote on all issues before the membership either in person at Membership meetings or by written or email proxy. To vote by proxy a member in good standing must provide an officer or other member of the organization with the written or e-mail authority to vote in their place. The individual holding said proxy must present such authority to the Board at the beginning of any meeting. Proxy voting instructions will be communicated to membership prior to the actual election.

6.2 Permanent provisions of this Constitution, once approved by the Membership, can only be amended by the Membership at a periodic Membership meeting or reunion. No officer or Member has any authority to amend, modify, or suspend the provisions of this Constitution unless such action constitutes an amendment as provided herein. Temporary amendments may be made by the President to achieve legitimate Association goals and objectives between biennial Reunions, but such amendments must be notified to all officers and Trustees at the time of amendment, and are subject to either confirmation or rejection at the succeeding Biennial Reunion.

6.2.1 Amendments to the Constitution may be made between reunions according to the following procedure:

**a:** Amendments may be proposed by any Member or elected officer.

**b:** Such amendments must receive at least a majority vote of all Board Members before being offered to the Membership for ratification.

**c:** All Members-In-Good-Standing must be informed of the proposed amendment by an email which must contain a full explanation of the proposed amendment and its possible ramifications, and must be clearly offered the opportunity to vote on the proposed amendment.

**d:** Eligible members must be given at least five working days to respond with their vote.

**e:** As with all other amendments, such proposals must receive a majority of those present and voting to be adopted.

6.3 Amendments to this Constitution must be made in written form in the specific language proposed, not less than 90-days prior to the meeting at which such amendments are to be considered and voted upon. The Board of Directors shall notify all paid members in good standing through the Association newsletter, e-mail, and/or web site of such proposals and /or amendments, along with their comments on the effects of such actions, not less than 60-days prior to the meeting in which such amendments are to be considered and voted upon.

6.4 Such amendments must receive majority vote of Members voting in a periodic meeting or reunion. Any approved amendment will take effect immediately upon voted approval by the Membership unless otherwise stated.

### **ARTICLE VII: CHAPTERS**

7.1 The Association may form, or approve the formation of, Association chapters, which may be organized regionally or locally. Any group of members may combine to form a chapter location, and petition the Association Board of Directors for recognition and acceptance as a chapter.

7.2 Generally, at least five members are required to form a chapter and petition by acceptance and recognition, but generally speaking should achieve a membership of ten members by the end of the first year of operation. While there is no specific petition format required, it must specify the following:

- a.** The location and geographic area to be included and represented by the Chapter;
- b.** Each Chapter will have at a minimum: a President, 1<sup>st</sup> Vice-President, Secretary and Treasurer. Additional positions may be made at the discretion of the Chapter officers.
- c.** The names of proposed Chapter officers and a roster of current members who will retain membership in the Association and the Chapter;
- d.** A specific statement that the proposed Chapter will organize itself and conduct its business in accordance with the provisions of the Association's Constitution;
- e.** A specific statement that the new chapter will at all times comply with all applicable state and Federal laws, rules, and regulations regarding financial management and reporting, collection and protection of chapter financial assets, and proper application and maintenance of its chosen level and method of legal incorporation. In addition, a copy of all incorporation documents, filings, and related materials must be provided to POVA.
- f.** A specific recognition that the proposed Chapter is at all times subordinate to and dependent on the Association, and is not a separate legal or organizational entity which is, or may be, in conflict with the Association and its Constitution and by-laws.
- g.** Attach a copy of proposed Chapter organizing document, rules, and other documents that describe how the Chapter will be organized and managed.

7.3 Chapter Finances - Chapters are not authorized to assess their members for dues. Only the Association is authorized to collect dues to support programs and activities benefiting the entire membership. Because POVA is a registered non-profit organization, any chapters must conduct their business and financial matters in a manner at all times consistent

with those of POVA.

- a. Membership dues will be shared between the national association and local chapters. The percentage of the split of membership dues will be 20% National and 80% Chapter fund. The Association Trustees will provide the chapters with their financial statements to ensure transparency. Members will pay POVA dues directly to the POVA Trustees. The Association Trustees will in-turn reimburse each chapter based on its active members quarterly.
- b. Each new petition received and approved by the Association will receive the chapter's dues allocation immediately. Chapters are authorized and encouraged to find legal means to finance their programs and activities.
- c. No Chapter has the authority to enter into any contract that imposes any liability on the Association, nor shall a chapter incur any obligation or debt that cannot be met out of the available funds and resources of the Chapter.
- d. The Association is not responsible for any liabilities that the Chapter may incur.

7.4 POVA reserves the right to take control of any chapter it deems to be insolvent or otherwise incapable of managing its affairs. Nothing in this chapter will prevent POVA from dissolving any chapter it deems incapable of competent management of its processes or finances. Upon such dissolution, all assets of the dissolved chapter will be evaluated and disposed of by POVA in accordance with applicable legal means and methods.

7.5 A separate legally-constituted membership organization or association may become a chapter of the Association by following its own approval processes. Once accepted as a chapter of POVA, any constitutional or other organizational inconsistencies must be amended, deleted, or otherwise removed from conflict with POVA's Constitution. Any remaining provisions which come in conflict with POVA's Constitution will be null and void and in all cases subordinate to POVA's provisions. Chapter can be activated only upon the approval of the POVA Board of Directors once an appropriate petition has been submitted.

7.6 Upon approval of the petitioning chapter's application, POVA will issue a formal written charter to the new Chapter, and announce its formation in the periodic Association newsletter.

7.7 All Chapter meetings will be held in accordance with Article IV, 4.3 of these by-laws.

### **ARTICLE VIII: RECOGNITIONS, HONORS AND AWARDS**

8.1 The Association may create any individual, organizational, or other program of recognitions, honors, or awards to individuals or organizations. Such activities are undertaken to recognize and show appreciation for the support and assistance such individuals or organizations have given to the PSYOP profession, to PSYOP soldiers and their families, and to the Association itself.

8.2 Any POVA member can recommend or suggest the creation of a recognition, honor, or award. Recommendations should be in writing and delivered to the President for distribution to and consideration by the Trustees of the Association. The actual recognition, honor or award will be at the discretion of the Trustees, as will any recommendation or approval criteria.

8.3 Granting any recognition, honor or award does not create a precedent for any future event. All recognitions, honors and awards are one-time events, approved on their own merits, and are only granted when approved in advance by the Trustees.

## **ARTICLE IX: PHILANTHROPIC COMMITMENT**

9.1 POVA will provide financial support to PSYOP veterans, soldiers and their families consistent with demonstrated need and the availability of funds to support the defined need. Specific procedures for application, consideration, and award of support will be developed and implemented by the officers and Board under direction of the President.

9.2 The Vice President of Corporate Relations will organize, coordinate, and execute plans to raise funds for philanthropic purposes. The plan must be approved by the President following review by the Board, and will propose potential donors, levels of support, and identify a proposed biennial giving plan to support the Association's philanthropic objectives. This plan will be defined for a biennial calendar and will be reviewed annually by the Board to measure performance to plan.

9.3 A minor portion of any donated funds will be dedicated to POVA's expense of conducting philanthropy. This may include travel expenses, postage, tokens of appreciation. The portion of funds for expenses must be reviewed and approved as an element of the biennial plan.

9.4 All donations to POVA's philanthropy will be treated as tax deductible contributions consistent with applicable provisions of the Internal Revenue Code. Appropriate receipts for donated funds will be provided by the Vice President of Finance and Member Development.

## **ARTICLE X: CONCLUSIONS**

10.1 In the event this Association is dissolved or ceases to function, and any assets remain, said assets will be liquidated and any proceeds used to discharge any financial obligations of the Association.

a. If there are any remaining funds upon discharge of all financial obligations, such funds will be donated in the name of this Association to (name and location of replacement organization to be determined).

b. As used in this section, "assets" includes any cash, equipment, supplies, property, or any other thing of value which is owned by the Association; but does not include any property loaned to or used by the Association which has not been purchased by the Association or which has not been donated to the Association. Further, "assets" will not be defined to include any personal property of any Member which is being used to support the activities or administration of the Association.

c. In the event any provision of this Constitution and By-laws is rendered null and void by a court of competent jurisdiction, all other provisions shall remain in full force and effect unless and until amended pursuant to the applicable provisions of Article VI Votive Procedures of this document.

***WHEREFORE, the provisions hereinabove are ratified and approved by the Membership of the Association at the Biennial Reunion held in Fayetteville, NC, on 12 August 2016.***

***Schedule of Amendments to this Constitution***

August 2016: delete original 2.3d, replace with new provision regarding Active and Reserve PSYOP soldiers' free membership eligibility.