



The National Board of the ROCKS Incorporated Bylaws

Adopted 3 March 2018

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ARTICLE I – NAME, VISION AND MISSION

Section 1. The name of the organization shall be **NATIONAL BOARD OF THE ROCKS, INCORPORATED.**

Section 2. The National Headquarters of the organization is in the Washington, D.C. Metropolitan Area.

Section 3. The ROCKS Vision is to be the Army’s external organization of choice for executing premiere mentoring programs and activities that positively influence the life-long professional development of Army’s leaders embedded throughout the Total Force.

Section 4. The Mission of the ROCKS, Inc.: The ROCKS executes its vision by strengthening the United States Armed and Uniformed Services Officer Corps and senior government civilians by serving as a world class organization that provides and promotes mentorship, leader development and diversity, coaching, scholarship, networking, and professional development to maximize and leverage talent.

ARTICLE II – ORGANIZATION AND GOVERNANCE

Section 1. The ROCKS, Inc., is a tax exempt non-profit charitable organization under IRS Section 501(c)(3).

Section 2. There shall be a National Headquarters, local Chapters and Interest Groups approved by the National Board of Directors.

Section 3. The National Board provides policy guidance, supervisory control and direction of the affairs of the organization. The bylaws shall be reviewed by each chapter, annually.

Section 4. Local chapters may be established to promote the activities, programs and policies of the organization. The local chapters’ incorporation, bylaws and organization shall be approved by the National Board of Directors and will not conflict with any established national policies and or programs or state and federal laws.

Section 5. The National Board of Directors will maintain a record of every chapter approved which will verify that all prerequisites for chapter establishment have been met.

ARTICLE III – POLICY

Section 1. Policies of the Organization will be established by the Board of Directors. The ESSENTIAL companion document to the Bylaws that will drive policies, procedures and the overall focus of ROCKS Inc. efforts is the ROCKS Inc. Corporate Strategy. The current Board approved Corporate Strategy was developed in 2016 and covers 2017 – 2022. This is a “living” document. It will be amended and changed based on key organizational changes and priorities. ROCKS leaders and the membership will be kept abreast of such changes.

Section 2. The ROCKS Inc. will endeavor to align its priorities, focus and goals with those of the Army. The ROCKS Inc. will:

- Facilitate and support the accession, recruitment, training, and leader development of a culturally diverse military and civilian workforce.
- Mutually support leadership, values, policies and strategies.
- Sustain and nurture the complementary relationship between the ROCKS, Inc. and the US Army

Section 3. This Organization is non-commercial, non-profit, and politically non-partisan. Neither its name or its influence may be used directly or indirectly in the interest of any political activity.

Section 4. The ROCKS, Inc. shall not discriminate in its membership or activities because of race, color, gender, national origin, religion or disability.

ARTICLE IV – MEMBERSHIP

Section 1. Subject to the provisions hereof, persons in the following categories are eligible for membership.

a. Active duty, reserve component, National Guard and retired officers and warrant officers, ROTC Cadets and Military Academy Cadets and Midshipmen of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service.

b. Widows and widowers of deceased members.

c. Other persons who meet the criteria established for Honorary membership.

d. Former active duty or former reserve component officers and warrant officers of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service.

e. Current and former Department of Defense and other Government GS12 and above civilians.

f. The National Board may also establish a Corporate Patrons Program.

g. Senior Non-commissioned officers in the ranks of Sergeant First Class (E-7) and above may serve as advisers.

Section 2. There shall be five (5) types of membership:

a. *Regular Members* - Those who meet the membership requirements as specified in ARTICLE IV. Section 1a - e, and who meet all other membership requirements which may be specified in these bylaws or by the Board of Directors.

b. *Life Members* – Although Life Membership is no longer available for new members, members who have paid the Life Membership dues in full or are participating in an installment plan as specified in ARTICLE VI, Section 3, as of May 1, 2015 are grandfathered. Life members are still required to pay local chapter dues.

c. *Associate Members* - Widows and widowers of deceased members not otherwise eligible for Regular membership. Upon the death of an active member, the spouse will be offered the opportunity to become an Associate member.

d. *Honorary Members* - Persons recommended by any member for Honorary Membership must meet the criteria established by the National Membership Selection Committee and approved by the National Board of Directors.

e. *Corporate Members* - Private sector companies or individuals who support the goals and objectives of The ROCKS, Inc., and financially support The ROCKS, Inc., programs. Corporate Members will complete a ROCKS Corporate Membership application.

Section 3. Membership is by application only. A prospective member must be eligible for membership as provided in ARTICLE IV, Section 1. Membership applications shall be in writing utilizing the approved application form and addressed to the ROCKS National Board Vice President for Membership.

Section 4. The Vice President, Membership Development, shall receive and process applications for membership. The Board of Directors has final authority on membership issues. Upon receipt of membership dues, new members will be furnished with a membership card.

Section 5. Each Chapter will assign a Website Administrator who will be given access to National's online membership database for downloading their Chapter's roster. Each Chapter is required to report discrepancies to ROCKS National Headquarters.

ARTICLE V – MEMBERSHIP PRIVILEGES

The privileges of Regular and Life Members include: voting and holding office, attending meetings and participating in all organization social functions and activities to include complimentary mentoring assessment sessions. Similar privileges are extended to Associate, Corporate and Honorary Members as it relates to participating in meeting, and functions. Official business including making motions, voting, and holding office is reserved for Members and Life members. Additional privileges may be established by the Board of Directors and voted on by the general membership.

ARTICLE VI – DUES AND FEES

Section 1. National dues and fees shall be proposed by the Board of Directors then approved by the general membership.

Section 2. Each Regular Member shall pay dues to the National Organization and local chapters within sixty (60) days from September 1 of each year.

Section 3. Life membership is no longer available to new members as indicated in Article IV, Section 2b. The exception is also stated in Article IV, Section 2b.

Section 4. Life members are exempted from the requirement to pay national annual membership dues, but are subject to local chapter dues. The portion of the life membership dues that goes towards Scholarships is tax deductible to the fullest extent of the law.

Section 5. Associate and Honorary Members are not required to pay membership dues.

Section 6. Members who are financial at the national level and transfer their membership from one chapter to another within a calendar year will be required to only pay local chapter dues, either the full or a prorated amount, based on the time of transfer.

Section 7. Chapters may establish procedures for fixing and collecting local dues in addition to dues payable to the National Headquarters of the ROCKS Inc. Chapters will collect local dues and National dues at the same time and forward the portion earmarked for National dues commitments to the National Board no later than September 30 of each year. Careful financial records shall be maintained by each chapter for examination at any time and financial accounts will be audited annually.

Section 8. One hundred percent (100%) of a Regular Member’s National dues may be applied to the Operating Account, except that up to forty-two percent of a member’s life membership fee will be applied to the R.C. Cartwright Scholarship Fund. That portion is tax deductible to the fullest extent of the law per Section 4.

Section 9. Members who fail to pay their National dues within sixty (60) days from September 1 of each year may without further notice, be dropped from the ROCKS National membership rolls. Members are required to be financial at both the National and local levels. Exceptions are when a member is not in an area where a local Chapter exists. In that case, only National dues are required. Membership may be renewed by paying the required dues. This may be accomplished by going online to the ROCKS Inc. National website to register – www.rocksync.org. Alternately, members may renew their dues by contacting ROCKS National Headquarters to pay national dues using another method.

ARTICLE VII – OFFICERS AND MANAGEMENT

Section 1. The governance of the ROCKS Organization shall be by a Board of Directors and the General Membership.

Section 2. Board of Directors: The Board of Directors shall consist of the following with terms as indicated.

POSITION TERMS OF OFFICE

Chairman of the Board3 years
Vice Chairman of the Board2 years

VP Communications & Publications	3 years
VP Corporate Outreach/Ways and Means	3 years
VP Finance	2 years
VP Membership Development	3 years
VP Mentorship	3 years
VP Programs & Strategic Planning	3 years
VP ROTC Programs	3 years
VP Special Projects and Global Networks	3 years
VP for Civilian Affairs.....	4 years
VP for Transitioning Members and Veterans Affairs	3 years
VP for National Guard and Reserve Component Officers.....	4 years
General Counsel.....	2 years
Secretary	4 years
Historian	4 years
Executive Director (when hired)	4 years
Chair Emeritus	no term limit
Adjunct Board Member	up to 2 years

2a. Adjunct Board Members. Adjunct Board Members may be recommended for appointment by the National Board Chairman to the National Board for specialized requirements that do not fall under the auspices of an elected Board Member or a new or unique strategic level task. Adjunct Board Members may be appointed to serve on the National Board for a year with at least 50% National Board approval, which may be renewed for an additional year with at least 75% approval by the National Board. If an Adjunct Board Member must depart before their term is completed, she or he may be replaced immediately by the National Board Chairman. Additionally the National Board Chairman has the authority to appoint additional Adjunct Board Members to perform non-routine special tasks that may periodically arise.

2b. The VP for Transitioning Members and Veterans Affairs is a 3 year term ROCKS National Board Member Position. Priorities for this position include: Providing information and assistance to the membership regarding separation and retirement; providing updates from the active military and Veterans Administration on key information and changes that could impact them; and developing an interactive platform for members to receive timely information to their inquiries regarding separation and retirement.

Section 3. Chapter Representatives (5 Total) 1 year. Each Chapter may recommend a representative to be a part of the National Board for an one year appointment. The National Board Chairman may designate up to five (5) Chapter Representatives from those nominated by the Chapters. If sufficient nominations by the Chapters do not occur or the Chapter appointees are not available to consistently participate, the National Board Chairman may appoint Representatives who are willing to serve from any Chapter up to one year and may also extend Chapter Representatives beyond a year.

Section 4. Prior to the conclusion of their terms the Chairman of the Board shall appoint a Nominating Committee who will have responsibility for developing a proposed slate of officers to be elected by the General Membership.

Section 5. Any ROCKS Regular or Life Member is eligible to be nominated for and hold office.

Section 6. The term of office for all elected officers is established as indicated in Article VII, Sec 2.

Section 7. In the event an officer is unable to fulfill the term of office, the Chairman of the Board shall be authorized to appoint a successor to complete the unexpired portion of the term.

ARTICLE VIII – ELECTION OF OFFICERS

Section 1. The Chairman of the Board, the Vice Chairman of the Board, the Vice Presidents, and Historian shall be elected as required at the Biennial Conference and Membership Meeting or via other communications methods when the Biennial Conference and Membership Meeting are not held. The elected officers shall hold office until re-elected or until their successors are elected.

Section 2. No officer, except Emeritus Board members shall serve for more than two consecutive terms; however, after vacating an office for at least one year a person may be elected to any Board position. If a National Officer position is not filled during the election cycle, the Chairman of the Board may extend the term of the incumbent for another term by exception. Chapter Representatives to the National Board, the National Board Secretary, Emeritus Board Members and General Counsel are appointed by the Board Chairman.

Section 3. The newly elected/re-elected board will assume office within 60 days following election.

ARTICLE IX – NOMINATING COMMITTEE

Approximately every 12 months, the Chairman shall appoint a Nominating Committee, composed of not less than five (5) members. The notice of the appointments shall be circulated to the ROCKS Elected Officers and Chapter Presidents. The composition of the Nominating Committee shall be reflective of the demographics of the organization's membership. This notice will include a request for recommendations of nominees for consideration by the Nominating Committee. All recommendations of nominees for the offices to be filled shall be submitted to the Nominating Committee, addressed to ROCKS National Headquarters, 60 days before the announced election date. Proposals for an individual to be elected for an additional consecutive term will be referred to the Nominating Committee, which shall have authority to nominate such persons for re-election. The Committee's list of nominations will be circulated to ROCKS National Board Elected Officers and to the membership through the President of each Chapter, approximately forty-five (45) days prior to the Annual Membership Meeting or other meeting approved by the ROCKS National Board Chair. Additional nominations may be made independently of the Nominating Committee by any twelve (12) or more members. The names of such nominees and the offices for which nominated, together with the names and signatures of the twelve (12) proposers, must be filed with the ROCKS National Board Secretary not less than thirty (30) days prior to the Annual Membership Meeting or other meeting approved by the ROCKS National Board Chair. The ROCKS National Board Secretary shall, at least ten (10) days before the Annual Membership Meeting, or other meeting approved by the ROCKS National Board Chair, circulate a list of such independent nominees in the same manner as the Committee's list of nominations was circulated. Since the ROCKS Conference is held biennially, an Annual Membership Meeting may be held virtually during the off years.

ARTICLE X – VOTING

Section 1. Each appointed or elected member of the National Board of Directors in attendance either

physically, or through other technology enabled means approved by the National Chairman, will have one vote. When an individual member of the National Board of Directors is unable to attend this, or any other meeting of the National Board, the use of a proxy properly filed with the Secretary before the meeting is encouraged. At the Annual Membership Meeting, or other designated meeting by the National Board Chairman, each member of the Board of Directors and Chapter Presidents each have a vote on all matters pertaining to (a) the election of officers and (b) changes/amendments to the By-Laws. For the purposes of voting, a quorum is considered 51% of those authorized to vote. Adjunct Board members to the National Board are not authorized to vote on Board matters or during elections unless they are Chapter Presidents or designated representatives with a proxy. Additionally, Interest Group leaders are not eligible to vote until the Interest Group has met the requirements to become an official ROCKS chapter. When an Interest Group transitions to a Chapter, the Chapter President is authorized to vote. Members of the Board and Chapter Presidents who vote must be financial at the National level.

Section 2. In the event, Chapter Presidents cannot attend the Annual Meeting, or other meeting approved by the National Chair, they are encouraged to file a proxy vote with the National Board Secretary not later than 5 days prior to the Annual Meeting or other meeting where Elections and Bylaws changes will be discussed and voted upon. Chapter Presidents may appoint a representative to participate and vote on their behalf, however, all Chapter President representatives must be financial at the National level.

ARTICLE XI – VACANCIES

Any vacancy occurring on the Board of Directors shall be filled for the remaining term by appointment made by the Chairman of the Board.

Section 1. All officers of the Organization must be members in good standing financially.

Section 2. CHAIRMAN OF THE BOARD

a. The Chairman of the Board of Directors shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors and will be responsible for calling the meetings of the Board of Directors. The Chairman will also preside over the regular Annual Membership Meeting and provide oversight of the Committees except as otherwise provided for by these By-Laws.

b. Establish Councils and Standing Committees with the approval of the Board of Directors and approve the establishment of Committees by the Council Chairmen within their Councils.

c. Enter into appropriate contractual arrangements with the Executive Director. However, the terms and conditions of such contract shall be subject to approval by the Board of Directors.

Section 3. VICE CHAIRMAN

The Vice Chairman shall perform the duties and exercise the functions of the Chairman in his absence or disability, and such other duties and functions as the Chairman and/or the Board of Directors may assign.

Section 4. GENERAL COUNSEL

The General Counsel shall perform such legal duties as may be requested by either the Chairman of the Board of Directors or the Executive Director.

Section 5. THE VICE PRESIDENT – FINANCE

The Vice President - Finance shall serve as Chairman of the Finance Committee and will review annually the financial status of chapter/interest groups and provide assistance to the chapter/interest group as requested.

Section 6. THE VICE PRESIDENT – FUNCTIONAL CATEGORIES

These Vice Presidents shall have the responsibility of representing the function for which they were selected, act as liaison for the Organization with their respective groups, and do all possible to stimulate interest and encourage membership and participation by their respective groups in the affairs, activities, studies and publications of the ROCKS Organization.

Section 7. EXECUTIVE DIRECTOR

The Executive Director, when authorized to be filled by the Board, shall be the Chief Operating Officer of the organization. The appointment of the Executive Director shall remain temporary until voted on by the Membership through the Chapter Presidents. The Executive Director shall be in charge of the principal office of this Organization and shall perform his duties under the direction of the Board of Directors. The Executive Director may be removed from office in accordance with the contractual agreement. Except where any of the following duties have been assigned by the Board of Directors to other Officers appointed by the Board, the Executive Director shall perform, direct and be responsible for the following duties: The general control and management of the affairs of the The ROCKS, Inc.; custody and responsibility for all property and funds of The ROCKS, Inc.; receive and account for all monies paid as dues and for all other sums paid into the Organization; prepare an annual financial budget and cause the books of the Organization to be audited at least once a year and shall perform such other duties as the Chairman of the Board may prescribe.

Section 8. SECRETARY

The Secretary shall have the responsibility for administration, specifically Board meeting preparation and minutes distribution, Nominating Committee and The ROCKS Conference and Membership Meeting election process. Other duties may be assigned by the Board Chairman.

Section 9. BOARD EMERITUS MEMBERS.

Emeritus Board Officers may serve in a variety of capacities, at the pleasure of the sitting ROCKS Inc. Board Chair.

ARTICLE XII - THE OPERATING YEAR AND MEETINGS

Section 1. The operating year for all chapters/interest groups is established as the 12 month period commencing on 1 January each year.

Section 2. The National Board will meet a minimum of 3 times annually at the call of the Chairman with a minimum of 30 days’ notice.

Section 3. Chapters/Interests group are encouraged to meet monthly. A ROCKS Handbook provides essential requirements to assist Chapters in organizing and routinely operating. Additionally, other ROCKS Inc. priorities, policies and procedures will be disseminated by the National Board as needed.

ARTICLE XIII - FINANCE & AUDITS

Section 1. The ROCKS National Board and Chapters will establish 2 bank accounts. Operating and scholarship funds shall not be commingled.

Section 2. Start-up funds may be used from the scholarship fund for events that benefit the scholarship program.

Section 3. The National Board and Chapters will establish a process that results in a systematic and comprehensive recording of all financial transactions.

Section 4. An internal audit of National Board and chapter financial records and accounts shall be conducted on an annual basis. An independent reputable audit firm shall be engaged to conduct this audit. A copy of this audit should be forwarded to the National headquarters.

Section 5. The National Board and each chapter has a yearly responsibility to file Form 990 Return of Organization Exempt for Income Tax.

ARTICLE XIV – INTELLECTUAL PROPERTY

The ROCKS, Inc. materials are trademarks of the organization and must be controlled through the National Office.

ARTICLE XV – CENTRALLY DIRECTED PROGRAMS

The following programs are centrally managed by the national organization. Chapter participation is coordinated by the appropriate National VP for these programs

- Marketing R.C. Cartwright National Scholarship Programs
- Military Academy/ROTC Programs
- Military Academy/ROTC Committee
 - Leadership Outreach
 - Scholarship
- Strategic Plan Development & Maintenance
- Mentoring Policy Speakers Bureau
- Communications Approval of New Chapters/Interest Groups
- Corporate Patron Programs Resale Items
- Membership Development (Rosters; Member Cards)
- National Awards
 - ROCK of the Year
 - Robert B. Burke Achievement
 - Chairman's Award for Exceptional Service
 - Others as may be established by the Board.

ARTICLE XVI – PUBLICATIONS

This Organization may publish such journals, bulletins, pamphlets or papers in such form and for such distribution as may be considered appropriate. Copies of all publications by the Chapters/interest groups will be provided to The ROCKS Headquarters.

ARTICLE XVII – AMENDMENTS

These By-Laws may be amended only after the proposed Amendment or Amendments shall have been first submitted to the Board of Directors and considered and acted upon, favorably or unfavorably, by a simple majority of the Board of Directors eligible to vote; and before becoming effective, proposed Amendments shall have been subsequently approved by a simple majority of the members at the Annual Membership Meeting whether in person or conducted virtually. Notice of proposed Amendment to the By-Laws of the Organization shall consist of a copy being provided to each member of the Board of Directors, the Vice Presidents (functional categories) and the Chapter Presidents at least thirty (30) days before the Annual Membership Meeting, where such proposed Amendments will be voted on, with advice as to action taken thereon by the Board of Directors. In the event of a tie, the Presiding Officer's vote will count as two (2). Administrative changes and corrections to the Bylaws that do not substantively change the intent of the content may be made as required with approval by the National Board Chairman.

ARTICLE XVIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable or not covered by these By-Laws, any special rules of order adoption by the Organization or other proper action of the Board of Directors.

ARTICLE XIX – DISSOLUTION

Section 1. In case The ROCKS, Incorporated, is dissolved, pursuant to law, its remaining assets, if any, shall be distributed only to such organizations which have at that time qualified for and have been granted an exemption for Federal income taxation under the terms of Section 501(c)(3) of the Internal Revenue Code of 1954 as hereafter amended, and which organization shall be nonprofit and charitable in purpose. Upon dissolution, no portion of the assets of the organization shall be distributed to any member so as to accrue to his or her personal benefit.

Section 2. The Board of Directors or remaining members, shall designate an Administrator who shall be responsible for the proper disposition of records and assets.

ARTICLE XX - CHAPTER ORGANIZATIONAL AND SUSTAINMENT REQUIREMENTS

Section 1. All chapters of the ROCKS, Inc. must conduct one meeting each month either an Executive Committee or General Membership meeting, except during July or August(but not both). The meetings may be in person or accomplished virtually.

Section 2. All chapters of the ROCKS, Inc. must possess one permanent address (PO Box, retired member's address, etc.) and website address. The preferred permanent address is one where official correspondence can be retrieved on a regular basis.

Section 3. All ROCKS Inc. Chapters, must adhere to a fiscal year that mirrors the National Board's tax year, January 1 thru December 31.

Section 4. All ROCKS Inc. Chapters must maintain a minimum checking account balance of \$100.00 in the operating account and \$100 in the scholarship account.

Section 5. All ROCKS Inc. Chapters must conduct at least five (5) professional development sessions annually.

Section 6. All ROCKS Inc. Chapters. must conduct one community event semiannually.

Section 7. All ROCKS Inc. Chapters must execute one annual fund raiser.

Section 8. All ROCKS, Inc. Chapters must award one annual scholarship/grant of at least \$500 to a student, who aspires to be an officer of the U.S. Armed and Uniformed Forces.

Section 9. An Interest Group is no longer an interest group when membership falls below 10 members and the group fails to meet or maintain progress to Chapter Status.

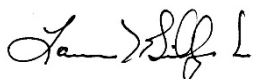
Section 10. A Chapter is subject to becoming inactive if it does not meet the requirements in this Article. Specific guidance regarding Interest Group and Chapter establishment and sustainment requirements will be provided by these ROCKS National Board of Directors representatives: the Vice President for Membership and the Chapter's or Interest Group's designated National Board Advisor.

Section 11. Given the fact that the cornerstone priority of the ROCKS Inc. is MENTORING, all chapters of the ROCKS, Inc. must establish and sustain a mentorship program in accordance with the ROCKS, Inc. Mentorship Program Policy and Procedure Manual. All Chapters are required to submit quarterly reports to the National Board in accordance with the established format.

Section 12. In the interest of working collaboratively with military installations, all ROCKS Chapters should endeavor to meet the requirements to operate on the nearest military installation. Such requirements are normally established and overseen by the Installation Commander. Exemption from this requirement may be requested in writing to the ROCKS, Inc. National Board Chairman.

We, the undersigned, are all of the initial directors or incorporators of this nonprofit corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the ROCKS, Inc. National Board of Directors on 3 March 2019



BG (R) Lawrence E. USA, Chairman The National Board of the ROCKS, Inc.