



# **BLUE STAR MOTHERS OF AMERICA, INC.**

## **CONSTITUTION**

**Effective August 17, 2013**

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# CONSTITUTION



## ARTICLE I. ORGANIZATION

**Section 1.** Federal Charter. Blue Star Mothers of America, Inc., the “Corporation,” is a federally chartered Corporation.

**Section 2.** Place of Incorporation and Domicile. The Corporation is declared to be [incorporated] and domicile[d] in the District of Columbia.

**Section 3.** Perpetual Existence. Except as otherwise provided, the Corporation has perpetual existence.

**Section 4.** Landmarks. The Corporation shall be a non-political, nonsectarian, non-discriminatory, and non-profit organization, and shall not be used for personal or partisan purposes.

## ARTICLE II. OBJECT

The mission of the Corporation shall be:

- a) to support the Armed Forces of the United States of America and its Veterans;
- b) to advocate for America’s Armed Forces and those men and women who have served their country with honor;
- c) to maintain allegiance to the United States;
- d) to educate our members and others not to divulge military or other government information;
- e) to assist and participate in ceremonies which honor, remember and support our military men and women, and Veterans;
- f) to honor those families whose children have died in service to our country;
- g) to assist in the care of unsupported mothers who gave their children to the service of the Nation;
- h) to foster true democracy;
- i) to assist in Homeland Security;
- j) to uphold the American principles of freedom, justice and equal rights, and to defend the United States from all enemies, foreign and domestic.

## ARTICLE III. PERMITTED ACTIVITIES

**Section 1.** The Corporation shall not issue stock or pay a dividend.

**Section 2.** Distribution of Income or Assets. The income or assets of the Corporation may not inure to the benefit of, or be distributed to, an officer, member, or other private person during the life of the Corporation or on its dissolution or final liquidation. This subsection does not prevent the payment of compensation to an officer or reimbursement for actual necessary expenses in amounts approved by the NEB<sup>1</sup>, which is charged with administering the vote of the annual National Convention Body.

**Section 3.** The Corporation may not make a loan or advance to an officer, director or employee.

**Section 4.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Internal Revenue Code of 2008, as amended<sup>2</sup>, and in any corresponding laws of the District of Columbia, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. Furthermore, no member or officer of the Corporation may make political statements or lobby in her capacity and on behalf of the Corporation. She may only engage in such activities as a private citizen or on behalf of another organization.

**Section 5.** Notwithstanding any other provision of this Constitution, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 2008, as amended<sup>3</sup>, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code.

**Section 6.** In the event of dissolution or final liquidation of the Corporation, all of its remaining assets and property shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed as the NEB shall determine for one or more exempt purposes within the meaning of the IRC, including distribution to such organization or organizations organized and operated exclusively for religious, charitable, scientific, or educational purposes as shall at that time qualify as an exempt organization or organizations described in IRC, or distribution to the U.S. Federal Government for a public purpose.

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<sup>1</sup> National Executive Board, (*hereafter known as the "NEB"*)

<sup>2</sup> Section 501(h) of the Internal Revenue Code of 1986, as amended (*hereafter known as the "Code"*) *changed to 2008.*

<sup>3</sup> Section 501(c)(3) of the Internal Revenue Code of 1986 (*hereafter known as the "IRC"*) *changed to 2008.*

## ARTICLE IV ELIGIBILITY

An individual is eligible for membership in the corporation if –

(1) She is a mother specifically defined as “any woman who filled the role of birthmother, adoptive mother, Step-mother, Foster-mother, Grandmother, or Legal Guardian of a service member at any time in that service members’ life” who

(A) is currently serving in any branch of the Armed Forces of the United States; or

(B) has served and been discharged from the Armed Forces of the United States; and

(2) She is citizen or legal resident alien (a permanent resident is someone who has been granted authorization to live and work in the United States on a permanent basis) living in the United States or Citizen living outside the United States (stationed or living outside the United States).

### **REVISION: Submitted by Bylaws Chairman, Cheryl Miller**

An individual is eligible for membership in the corporation if –

(1) She is a mother specifically defined as “any woman (**meaning a woman** who filled the role of birthmother, adoptive mother, step-mother, foster-mother, grandmother, or legal guardian) ~~of a service member at any time in that service members’ life~~ ) **of a person** who

(A) is currently serving in any branch of the Armed Forces of the United States; or

(B) has served or been **honorably** discharged from the Armed Forces of the United States; and

(2) She is citizen or legal resident alien (a permanent resident is someone who has been granted authorization to live and work in the United States on a permanent basis) living in the United States or **is a citizen of the United States** living outside the United States (~~stationed or living outside the United States~~).

Explanation: To bring the language in the BSMA Constitution in alignment with the language in the BSMA Charter, which is the superior governing document.

## ARTICLE V. GOVERNING BODY, COMPOSITION, MEETINGS, GOVERNING DOCUMENTS

**Section 1.** The supreme governing authority of the Corporation is the National Convention Body, which is to convene annually, as determined in the Bylaws, at a National Convention.

**Section 2.** The National Convention Body is composed of National Officers and officers and/or elected representatives from the Departments and Chapters. The NP<sup>4</sup> shall preside over the Convention. The form of the government of the Corporation shall always be representative of the membership at large and shall not permit the concentration of control in the hands of a limited number of members or in a self-perpetuating group not representative of the membership at large.

<sup>4</sup> National President, (*hereafter known as* “NP”).

**Section 3.** The National Convention may be held in any state or territory, of the United States or in the District of Columbia.

**Section 4.** The Corporation's Governing Documents as that term shall be hereafter used shall be the Constitution, the Bylaws, the Code of Conduct and the Affiliation Agreement, for National, Departments, and Chapters between the NEB, Each Department, and Each Chapter.

## **ARTICLE VI. POWERS OF THE ORGANIZATION**

The Corporation may acquire by purchase, gift or otherwise, and hold or dispose of any land, buildings, or property, real and personal, capable of being used in connection with any other objects of the Corporation, and do all acts and exercise all powers and assume all obligations necessary and incidental to the accomplishments of the objects and the powers here set forth. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

## **ARTICLE VII. OFFICERS**

The officers of the Corporation shall be elected or appointed in such manner and for such terms as defined in the Bylaws of the Corporation.

## **ARTICLE VIII. NATIONAL EXECUTIVE BOARD**

The NEB shall consist of the most recently Elected National Officers, Department Presidents and the three (3) most recent Past Presidents still retaining their membership in Blue Star Mothers of America, Inc. If any of the three (3) most recent Past National Presidents still retaining their membership in Blue Star Mothers of America, Inc cannot or will not serve on the NEB, her position on the NEB will remain vacant and not be filled. All other Past NP's will serve in an advisory role only to the NEB but will retain their right to vote at National Convention. The NEB shall administer the activities and business of this Corporation in the interim between National Conventions.

## **ARTICLE IX. ASSOCIATE MEMBERS, AUXILIARY, AND BLUE STAR DADS' ASSOCIATION**

**Section 1.** Individuals who do not qualify for Membership may join as Associate Members. These Members are not required to pay dues nor do they have any rights to hold office or vote.

**Section 2.** A Blue Star Dads' Association and/or other auxiliaries may be formed in association with the Corporation subject to the terms of the Governing Documents. The articles of

incorporation and bylaws of any such association or auxiliary must be approved by the NEB to ensure that the association or auxiliary furthers the Corporation's goals, that such articles of incorporation and bylaws are consistent with this Constitution and the other Governing Documents of the Corporation, and to insure that the name and reputation of the Corporation are protected.

## **ARTICLE X. FISCAL YEAR**

The fiscal year for the Corporation, at the National, Department and Chapter levels, including all Auxiliaries and Associations, whose Federal EIN is recognized as a sub-entity by the IRS under the National Corporation's IRC tax exempt status shall be recognized as the officially assigned IRS tax reporting year for the National Corporation, September 1 through August 31. Those Departments and Chapters who hold their own IRC designation from the IRS at the opening of the 2009 National Convention shall be grandfathered in. No other Departments or Chapters are authorized to seek their own IRC designation from the IRS.