

Bylaws For Lee Coast Chapter Military Officers Association of America

[proposed Rev 1/2018 as approved 3/12/18 & amended 11/12/18 & 12/10/18]

Article I – Name

The name of this organization shall be the Lee Coast Chapter of the Military Officers Association of America (Lee Coast Chapter, MOAA), hereinafter referred to as “the chapter.”

Article II – Purpose

The purpose of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA). MOAA is an independent, national, nonprofit, politically nonpartisan veterans’ organization dedicated to maintaining a strong national defense and preserving the earned entitlements of members of the uniformed services and their families and survivors. In addition, the Chapter shall foster fraternal relations among retired, active and former officers of the uniformed services and their National Guard or Reserve components, and serve the community and nation.

Article III – Status

Section 1. The Chapter shall be a non-profit organization operated exclusively for the purposes specified in Article II above. The Chapter’s fiscal year shall be January 1st through December 31st.

Section 2. Officers, directors, and appointed officials shall not receive any compensation for their services, but the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Nothing herein shall constitute members of the Chapter as partners for any purpose. No member, officer, or agent of the Chapter shall be liable for acts or failures to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for acts or failures to act under these Bylaws, excepting only acts or failures to act arising out of willful malfeasance or intentional misfeasance.

Section 4. The Chapter shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure to or be distributed to members.

Section 5. In the event of dissolution of the Chapter and after the discharge of all liabilities, the remaining assets shall be transferred to the National MOAA organization.

Article IV – Membership

Section 1. The regular membership of the chapter shall be composed of men and women who are serving or who have served on active duty or in one of the reserve components as a commissioned or warrant officer in one of the seven U.S. uniformed services (Air Force, Army, Coast Guard, Marine Corps, Navy, NOAA, and Public Health Service). Surviving Spouse membership is open to widows/widowers of deceased individuals who were members or who, if living, would be eligible for regular membership.

Section 2. Subject to the provisions of Section 1 above, membership shall be of three classes: Regular, Surviving Spouse, and Honorary.

Section 3. Applications for regular or surviving spouse membership shall be submitted in writing to the Board of Directors. Applications for membership can be found on the Chapter website. Regular and Surviving Spouse members may submit recommendations for any honorary memberships in writing to the Board of Directors. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership.

Section 4. The Board of Directors may withdraw membership from any member for good cause (adequate or substantial grounds or reason to take a certain action) after that member has been given an opportunity to be heard.

Section 5. Regular members are strongly encouraged to hold and maintain membership in national MOAA. Surviving Spouse members holding chapter offices are also strongly encouraged to hold and maintain membership in national MOAA.

Article V – Elected Officers

Section 1. Officers. The elected officers shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be a Regular, spouse of a regular annual or life member, or Surviving Spouse member of the Chapter and elected by a majority of the voting members at the November meeting, as long as a quorum has been reached.

Section 2. The officers shall be elected by the voting members for two-year terms at the November meeting. Officers shall be sworn into office at the December meeting.

Section 3. No member shall be eligible to serve more than two (2) consecutive two-year terms as President. No member shall be eligible to serve more than (2) consecutive two-year terms as Vice-President. The other elected officers may succeed themselves for continuous successive terms.

Section 4. The Vice-President shall fill a vacancy in the office of the President automatically. Vacancies in the other elected offices shall be filled as the Board of Directors may decide.

Section 5. The President shall preside over business meetings of the Chapter and Board of Directors meetings, shall appoint all committee chairpersons, and be a member, *ex officio*, with right to vote, of all committees, except the nominating committee. The President shall perform such other duties as are necessarily related to the office of the President and keep the chapter informed of activities pursuant to the goals of Article II.

Section 6. In the event of the President's disability or absence, the Vice President shall perform the duties of the President. In the event of the disability or absence of the President and Vice-President, the Recording Secretary shall perform the duties of the President.

Section 7. The Secretary shall provide for timely notification of all Chapter meetings and record and publish a record of all proceeding of Board Meetings. The Secretary shall produce, proofread and distribute meeting agendas, as directed by the President. The Secretary also shall be responsible for updating the Chapter Bylaws, as directed by the Board. The Secretary shall also produce special certificates as are required. Further, the Secretary shall perform such other duties as are commensurate with the office, or as might be assigned by the Board of Directors or President.

Section 8. The Treasurer shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, and make such disbursements as are authorized by the Bylaws, Chapter or Board of Directors. The Treasurer shall make payment of dues to the state organization, deposit all sums received into a financial institution approved by the Board of Directors, and make a financial report at the monthly membership meetings. At the April meeting, the Treasurer shall present an annual written financial report that has been reviewed by three (3) chapter members, two (2) of whom shall NOT be Board members. The Treasurer shall prepare and present a budget to the membership at the annual meeting.

Article VI – Board of Directors

Section 1. The Board of Directors shall be composed of the four elected officers and the immediate past president. Additional Board members may be the appointed chairs of Membership, Personal Affairs, Website, Legislative Affairs, and Programs. Former or current Flag Officers may also be appointed to the Board as desired or needed. The Board of Directors shall not exceed fifteen (15) Directors. The President, subject to the approval of the Board of Directors, shall present the proposed slate of Directors for the next fiscal year to the Secretary in writing at least fourteen (14) days prior to the November meeting for posting on the website and for approval by the membership at the November meeting. The Directors will be recognized and take office at the December meeting, concurrent with the newly elected officers.

Section 2. The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of these Bylaws; shall actively prosecute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of business as may be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. In the event of a tie vote of the Board of Directors present, the President may call for a special Board meeting to be conducted within ten (10) days to reconsider the matter receiving the tie vote of the board. If the item receives a second tie vote, then the item shall be referred to the general membership for resolution.

Section 3. The President has the discretion to call a Board of Directors meeting and responsibility to notify the Directors, giving them seven (7) days advance notice, or selecting a time to accommodate the majority of the Board. The meetings shall be open to the general membership and efforts shall be made to notify all members on the Chapter website prior to the Board meeting. Website posting shall be deemed adequate notification for members and email adequate notification for Board members

Section 4. Minutes of the Board meetings shall be recorded and disseminated on the Chapter website prior to the next regular membership meeting. If an emergent item of business that cannot await a normally scheduled Board meeting comes to the attention of the President, he/she may poll the Board members by email regarding its disposition. The Secretary shall be a “copy to” addressee on all emails and shall formulate minutes of the business and actions taken, which shall be disseminated on the Chapter website prior to the next regular membership meeting. Website posting shall be deemed adequate notification for members and email adequate notification for Board members.

Section 5. Appointed Directors may be removed at any time for any legitimate reason (e.g. unexcused absence from meetings) by Board vote.

Article VII – Non-Elected Officials

The President may appoint one or more non-elected officials to serve as committee chairs and/or representatives. Such positions may be, but are not limited to, Membership, Legislative Affairs, Programs, Personal Affairs, Web Master and Chaplain. Such officials shall serve in office at the pleasure of the president and also may be asked to serve on the Board of Directors.

Article VIII — Meetings

Section 1. There shall be an annual meeting of the chapter during the month of December for the receipt of annual reports, the installation of officers, the recognition of the Board of Directors,

the presentation of the budget and the transaction of other business, as needed. Notice of the meeting shall be sent to each member at least fifteen (15) days in advance, electronically or by the postal service and/or news media.

Section 2. Regular dinner meetings of the Chapter shall be held during the months of November through April, unless otherwise directed by the Board of Directors. Notice of each such meeting shall be provided to each member at least fifteen (15) days in advance as outlined in Section 1 above or on the chapter website.

Article IX – Voting

Section 1. All questions coming before the membership shall be decided by a majority vote of the voting members present.

Section 2. Only Regular and Surviving Spouse members in good standing and present at a meeting of the Chapter shall be entitled to vote.

Section 3. Proxy voting shall be permitted at any meeting of the Chapter in which a scheduled vote is to take place. Proxy materials shall be provided on the Chapter website.

Article X -- Quorums

Section 1. Chapter Business Meetings. A quorum exists at a scheduled Chapter meeting when two (2) or more elected officers, plus ten (10) Regular or Surviving Spouse members are present.

Section 2. Board of Directors Meetings. A quorum exists when a majority of the board members are present, provided one (1) is the President or Vice President.

Article XI – Committees

Section 1. The President shall, subject to the approval of the Board of Directors, appoint standing and special committees as might be advisable or as required by the Bylaws.

Section 2. The standing committees of the Chapter shall be Membership, Legislative Affairs, Programs and Personal Affairs. Special committees shall be Website and Fundraiser/Activities. A committee chairperson may also serve simultaneously in an elective office.

Section 3. At least thirty (30) days before the November meeting, the Board of Directors shall appoint a Nominating Committee of three (3) Regular or Surviving Spouse members, not currently holding an elective office, to nominate candidates for the elective offices. The committee shall notify the Secretary in writing, at least fourteen (14) days prior to the November

meeting, of its proposed slate of officers for the next fiscal year, which shall then be listed on the Chapter website. The election will take place at the November meeting with the elected officers sworn in at the December meeting.

Article XII – Dues

Section 1. The annual dues for each member for the next fiscal year shall be determined by the Board of Directors.

Section 2. Dues for the fiscal year shall be announced to all members via email and the Chapter website, and shall be payable anytime after January 1st of that fiscal year. On March 15th non-paid members shall be dropped from the roll without further notice.

Section 3. Any Regular or Surviving Spouse member who announces they have reached their 90th birthday, or older, and is verified by some form of ID (Drivers' License, Birth Certificate, Passport, State ID, etc.) may have their Chapter dues suspended by the Board of Directors for the remainder of their lives and they shall remain a member of the Chapter as long as they wish.

Section 4. Any member who has been dropped for non-payment of dues may be reinstated upon reapplication and payment of the annual dues for the current fiscal year.

Section 5. Additionally, upon joining, a chapter nametag shall be ordered, at the member's expense, for wear at all meetings. Spouse nametags are available and are recommended. Tags are to be sold at or close to Chapter cost.

Article XIII – Amendments

The Bylaws may be amended, repealed, or altered in whole, or in part, by two-thirds vote of the membership present at any duly-organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been made available on the Chapter website at least fifteen (15) days prior to said vote. Any proposed changes to the Bylaws shall be submitted to the Board of Directors for review and vote by the Board. The action and recommendation(s) of the Board shall be submitted to the membership along with the proposed amendment.

Article XIV – The Flag

The American Flag shall be displayed and honored at all meeting of the Chapter. The POW Flag shall be displayed at all the dinner meetings of the Chapter. The absence of either flag shall not preclude holding a Chapter meeting.

Approved as amended and adopted at the Meeting of the Lee Coast Chapter, held at Crown Colony in Ft Myers on December 10, 2018.

Marilyn Leehan, Secretary

Brigitte Belanger, President