

BYLAWS

OF
THE INDIAN RIVER CHAPTER
VERO BEACH, FLORIDA
OF

THE MILITARY OFFICERS ASSOCIATION
OF AMERICA
MOAA

FORMERLY THE RETIRED OFFICERS
ASSOCIATION
(TROA)

LAST REVISED
December 2016

ARTICLE I - NAME

Section 1. The name of this organization shall be The Indian River Chapter, (MOAA) Inc., The Military Officers Association of America.

ARTICLE II - PURPOSES

Section 1. The purposes of this organization shall be:

- (a) To promote the aims of The Military Officers Association of America as stated in the preamble to the Bylaws of that Association.
- (b) To further the legislative and other objectives of The Military Officers Association of America.
- (c) To encourage and facilitate camaraderie among retired, active, and former officers of the uniformed services.
- (d) To provide useful services for, and to protect the interests of Members and their dependents and survivors.

ARTICLE III- STATUS

Section 1. This organization shall be a nonprofit organization, operated exclusively for the purposes specified in ARTICLE II above.

Section 2, Officers and Directors shall not receive any stated 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 organization as partners for any purpose. No Member, Officer, Director or agent of this organization shall be liable for the acts or failure to act on the part of any other individual, or for acting or failure to act under these bylaws, excepting only acts or omissions to act arising out of willful misfeasance.

Section 4. The organization shall use its funds only to accomplish the purposes specified in ARTICLE II above, and not part of such funds shall inure or be distributed to Members.

Section 5. In the event of dissolution of the organization, and after the discharge of all of its liabilities, the remaining assets shall be given to the national scholarship fund of The Military Officers Association of America.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

Section 1. The membership of this organization shall be composed of:

- (a) Men and women who are or have been commissioned and warrant officers of the seven US uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) and the reserve and other components of these services, and
- (b) Widows and widowers of any deceased individuals, who would, if living, are eligible for membership.
- (c) Spouses of living MEMBERS.

Section 2. Subject to the provisions of Section 1 above, membership shall be of four Member classes, plus Affiliate, viz.:

(a) MEMBERS - Officers who are on the retired lists (whether drawing retired pay or not). Officers who are not retired. Former officers separated under conditions acceptable to the Board of Directors. Officers joining must provide proof (i.e., DD214, U.S. Uniformed Services Retired Identification Card) that they served in the US uniformed services.

(b) Surviving Spouse Members - Widows and widowers of any deceased individuals who would, if living, be eligible for membership.

(c) Associate Members - Spouses of MEMBERS.

(d) Member Emeritus - Granted to all living founding members of the Indian River Chapter and over the age of 90, as well as any living member who has been a member in good standing for 20 consecutive years and over the age of 90.

Section 3. Affiliates:

(a) The Board of Directors may grant Honorary Affiliate status to certain individuals in recognition of their services to the nation, the retired officer community, or the chapter. Normally, an individual eligible for MEMBER or Surviving Spouse Member or Associate Member is not eligible for Honorary Affiliate status. However, an individual who holds an elective or appointive office at the national, state, or local level may be extended Honorary Affiliate status during tenure of office. This status shall not convey any voting rights and shall not entail any requirement for the payment of dues.

(b) The Board of Directors may also grant status as an Allied Military Affiliate (AMA) to any officer or former officer of a friendly nation who otherwise meets the criteria for membership. An Allied Military Affiliate shall have the same status as a MEMBER, except shall not have the right to vote.

Section 4. Application for MEMBER, Surviving Spouse Member, Associate Member, Member Emeritus and Allied Military Affiliate, and recommendations for Honorary Affiliate shall be submitted in writing to the Board of Directors by MEMBERS and Surviving Spouse Members. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership or affiliation.

Section 5. Any Member may be dropped for good and sufficient cause by the Board of Directors after being given an opportunity to be heard.

Section 6. MEMBERS and Surviving Spouse Members joining after January 1991 are required to hold and maintain membership in MOAA.

Section 7. MEMBERS, Surviving Spouse Members, Associate Members and Member Emeritus, shall be entitled to vote on any matter submitted to the membership for vote.

ARTICLE V - DUES

Section 1. The annual dues, for the next calendar year, shall be determined by the membership at the October meeting, after receiving the Board of Directors recommendation in the matter.

Section 2. The annual dues for a calendar year shall become due on I January.
Section 3. Members who fail to pay their dues within 30 days from the time they become due shall be notified by the Secretary, and if payment is not made within the next succeeding 30 days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges as Members.

Section 4. Members who have been dropped for nonpayment of dues may be reinstated upon re-application for membership and payment of the full annual dues for the current year.

Section 5. Member Emeritus status are not required to pay annual dues.

ARTICLE VI - MEETINGS

Section 1. There shall be an annual meeting of the organization, normally during the month of December, for the election of Officers and Directors, determination of annual dues, the receipt of annual reports and the transaction of other business. Notice of such meeting, signed by the Secretary, shall be mailed to the last recorded address of each Member at least 20 days before the time appointed for the meeting. Voting Members shall be provided a ballot by which they can vote for Directors and Officers, vote for or against proposed resolutions, and vote for or against Bylaw changes. They shall also be provided a form for assignment of proxy. To be valid, proxies and absentee ballots must be received for verification and recording at least 5 days prior to the hour of the meeting. The validity of such proxies and ballots shall be determined by the Secretary, subject to the right of appeal to the Board of Directors.

Section 2. Other meetings of the organization shall be held throughout the year as announced.

Section 3. Special meetings of the organization may be called by the president with 15 days notice, including time, place and subject matter.

Section 4. The voting Members present at any meeting, in person or by proxy, shall constitute a quorum. A majority of the membership voting, in person or by proxy, at any meeting shall govern in all matters properly brought before the meeting. Absentees desiring consideration of matters at a meeting of voting Members shall submit those matters in writing to the President so as to be received at least 10 days prior to the meeting date.

Section 5. The rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elective Officers (President, first and second Vice Presidents, Secretary and Treasurer) the immediate Past President, and seven elective Directors.

Section 2. Each elective Director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year. Any vacancy of an elective Director may be filled by a majority vote of the remaining Officers and elective Directors.

Section 3. The Board of Directors shall have supervision, control and direction of the affairs of the organization, shall determine its policies or changes therein within the limits of the 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 its business as may be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4. The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the organization. Such matters shall be decided by a majority vote of Members present at any meeting of the organization, in person or by proxy.

Section 5. The Board of Directors shall meet upon call of the President at such times and places as designated, and be called to meet upon demand of a majority of its Members. Notice of all meetings of the Board of Directors shall be delivered directly or sent by mail to the last recorded address of each member of the Board of Directors at a reasonable time in advance of the meetings.

Section 6. A majority of the entire Board of Directors shall continue a quorum at any meeting of the Board of Directors.

Section 7. Each member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted.

ARTICLE VIII - OFFICERS

Section 1. The elective Officers shall be a President, a first Vice-President, a second Vice-President, a Secretary and a Treasurer, each of whom shall be a Member of the organization.

Section 2. Each elective Officer shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of two years and until a successor is duly elected and installed. The immediate Past President shall also serve a two year term.

Section 3. No Member shall be eligible to serve more than two consecutive terms as President.

Section 4. A vacancy in the office of first Vice President shall be filled automatically by the second Vice President. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 5. The President shall be the principal elective Officer of the organization; shall preside at meetings of the organization and of the Board of Directors; shall be a member ex officio, with a right to vote, of all committees except the nominating committee; shall at the annual meeting and at such other times as deemed proper, communicate to the organization or the Board of Directors, such information of such proposals as would tend to promote the welfare and increase the usefulness of the organization; and shall perform such other duties as are necessarily incident to the office of President.

Section 6. In the event of the President's temporary disability or absence, the first Vice President shall perform the duties of President. In the event of the temporary disability or absence of both the President and first Vice President the second Vice President shall perform such other duties as the President may assign.

Section 7. The Secretary shall give notice of and attend all meetings of the organization and of the Board of Directors and keep a record of all proceedings; maintain the membership records; collect the annual dues; maintain the organization correspondence files; provide safe keeping for all important documents and records (except Treasurer's records) belonging to the organization; and perform such other duties as are commensurate with the office or as may be assigned by the Board of Directors or the President.

Section 8. The Treasurer shall maintain a record of all sums received and expended for the use of the organization and shall make disbursements authorized by the organization or the Board of Directors. All sums received shall be deposited in a financial institution approved by the Board of Directors. Funds may be drawn there from only upon the signature of the Treasurer. The Treasurer shall make a report at the annual meeting or when called upon by the President, and the funds, books and vouchers shall at all times be subject to inspection and verification by the Board of Directors.

ARTICLE IX - COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint such standing and special committees as may be required by the Bylaws or as found advisable, except that the President shall not appoint the nominating committee.

Section 2. The standing committees of the organization shall include a membership committee, a program committee, a legislative committee, and a personal affairs committee.

Section 3. The Board of Directors shall activate a nominating committee at least 75 days before the annual meeting to nominate candidates for elective Officers and Directors. The Board of Directors shall request the most recent Past President available for the assignment, to select four additional members, preferably from different service and not currently holding elective or appointive office, and to call the initial meeting at which a chairman shall be selected by the committee members. The committee shall notify the Secretary, in writing, at least 45 days before the date of the annual meeting of the names of the candidates it proposes. The Secretary shall mail a copy thereof to the last recorded address of each voting Member at least 20 days before the annual meeting.

ARTICLE X - AMENDMENTS

Section 1. These Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote at any duly organized meeting of the organization, provided that a copy of any amendment proposed for consideration has been mail to the last recorded address of each voting Member at least 15 days prior to the date of the meeting.

ARTICLE XI - THE FLAG

Section 1. The American Flag shall be displayed and honored at all meetings of this organization.

This is to certify that these bylaws were approved and adopted at the organizational meeting of the Indian River Chapter at Vero Beach, Florida on 22 February 1983. LtCol William Lochrie USA Ret, President; Col B.L. Hambleton USAF Ret, First Vice President; and AUX Doreen Koch (USA) Secretary.

These Bylaws have been amended at the annual meetings on:

- November 11, 1986 and
- November 16, 1987 and
- December 14, 1988 and
- December 12, 1990 and
- December 20, 2000 and
- June 19, 2003 Name Change to MOAA and
- December 16, 2009 and
- December 16, 2016

Note: As used in the text of the Bylaws:

- Member is a member of a subordinate unit, such as a committee.
- Member is inclusive of all classifications defined in ARTICLE IV.
- MEMBER refers only to MEMBERS as defined in Section 2(a) of ARTICLE IV.