

BY LAWS OF THE

HALIFAX AREA CHAPTER OF THE MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE 1- NAME

Section 1 The name of this organization shall be:

THE HALIFAX AREA CHAPTER OF THE MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE 2 – PURPOSES

The purposes of this chapter shall be:

- * To promote the aims of THE MILITARY OFFICERS ASSOCIATION OF AMERICA as stated in the preamble to the by-laws of that association.
- * To further the legislative and other objectives of The Military Officers Association of America.
- * To encourage and facilitate camaraderie among retired, active and former officers of the uniformed services.
- * To provide useful services for, and to protect the interests of, members and their dependents and survivors.
- * To support the Embry-Riddle Aeronautical University, Reserve Officer Training Corps (ROTC) Units and Junior Reserve Officer Training Corps (JROTC) organizations at Spruce Creek, Atlantic, and Mainland High Schools. to insure the development of quality leaders for the country, both military and civilian.
- * To serve the community and the nation, with particular emphasis on supporting local Veterans Administration facilities and those veterans dependent on their services.

ARTICLE 3 – STATUS

Section 1 This chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article 2 above.

Section 2 Officers, directors, and appointed officials 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 chapter as partners for any purpose. No member, officer, or agent of the chapter shall be liable for the 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 his or her acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

Section 4 This chapter shall use its funds only to accomplish the purposes specified in Article 2 above and no part of said funds shall inure or be distributed to members.

Section 5 In the event of dissolution of the chapter and after the discharge of all its liabilities the remaining assets shall be given to a nonprofit organization, whose purposes and objectives are similar to those of this chapter such organization to be designated by a majority vote of the Board of Directors.

ARTICLE 4 - MEMBERSHIP and VOTING RIGHTS

Section 1 The 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 National Guard or Reserve units as a commissioned or warrant officer in one of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service), as well as survivors of any deceased individuals who would, if living, be eligible for membership.

Section 2 Subject to the provisions of Section 1 above membership shall be of three classes:

- (a) **Regular members:** Officers (whether or not drawing retired pay) who are on the retired lists, active duty Officers, former officers who were separated under conditions acceptable to the Board of Directors.
- (b) **Surviving Spouse members:** Surviving spouses of any deceased individual, who would, if living be eligible for regular membership.
- (c) **Honorary members:** The Board of Directors may grant honorary membership to foreign officers who apply for such membership. The Board of Directors may also grant honorary membership to certain individuals in recognition of their service to the nation, the active and retired uniformed services, or the chapter.

Section 3 Applications for membership shall be submitted in writing to the Board of Directors who shall be empowered to accept or reject any application for membership.

Section 4 Any member may be dropped for good and sufficient cause by the Board of Directors after he has been given an opportunity to be heard.

Section 5 Regular and Surviving Spouse members in good standing as determined by the board of directors are entitled to vote on any matter submitted to the membership for a vote. Proxy voting will not be permitted. Honorary members will not have voting rights.

Section 6 Regular and Surviving Spouse members who hold office in this chapter must hold and maintain membership in the MILITARY OFFICERS ASSOCIATION OF AMERICA. All regular and surviving spouse members are encouraged to acquire and maintain such membership if eligible. The Membership Chairman shall maintain a roster of all members to reflect membership in the MILITARY OFFICERS ASSOCIATION OF AMERICA.

Section 7 Members will be dropped from the roles (and the membership database) for failure to maintain a proper mailing/emailing address and payment of annual dues falls behind by one year as viewed on the last day of a calendar year. The membership chairman will make at least three (3) attempts to contact the individual prior to them being removed from the active roles. Contact may be by USPS letter, email or phone call.

ARTICLE 5 – DUES

Section 1 The Annual Dues for Regular, and Surviving Spouse members, for the next calendar year, shall be determined by the membership at the annual Annual Member Business Meeting, after receiving the recommendations of the Board of Directors. This applies only if there is a planned increase/decrease in the dues or in the method of payment or period covered.

Section 2 The Annual Dues for the calendar year become payable on 1 January of each year; dues are not prorated. New members who join after 1 October shall have their dues applied to the following year and be exempt from current year dues. Members deployed out of the area shall have dues waived for the calendar year in which the majority of the deployment takes place.

Section 3 Members who fail to pay their dues within thirty (30) days from the time they become due shall be notified by the treasurer and, if payment is not made within the next succeeding sixty (60) days shall be issued a letter of intent to drop if payment not received within fifteen (15) days of the letter date. Active duty members on deployment will have dues waived until return from that deployment.

ARTICLE 6 – MEETINGS

Section 1 There shall be an annual Annual Member Business Meeting of the chapter (usually in October or November of each year) for the election of officers and directors, the receipt of annual reports, and the transaction of other chapter business. Notice of this meeting shall be given communicated to each member at his or her last recorded Postal or e-mail address at least ten (10) days prior to the meeting.

Section 2 The Regular meetings of the chapter shall be held as noted in the “Officers Call”, which shall be published and communicated Postal or e-mail address at least ten (10) days prior to the meeting.

Section 3 Special meetings of the chapter may be called by the President.

Section 4 Three (3) officers and 15 other members eligible to vote shall constitute a quorum at any meeting of the chapter where business is conducted.

Section 5 The rules contained in the current edition of “ROBERT’S RULES OF ORDER” shall govern the chapter in cases to which they are applicable and are not inconsistent with these by-laws and any special rules of order the chapter may adopt.

Section 6 The invocation shall be delivered by the Chaplain before the start of each meeting. If the Chaplain is not present the President shall designate a Chaplain from the membership to give the invocation.

Section 7 The American Flag shall be displayed and honored with the Pledge of Allegiance to the Flag at meetings of this chapter.

ARTICLE 7 – OFFICERS

Section 1 The elective officers of the chapter shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and Directors, each of whom shall be a regular or surviving spouse member of the chapter.

Section 2 (a) The elective officers shall be elected by the membership at the Annual Member Business

Meeting. Election shall be by Ballot or acclamation and a majority of the votes cast, a quorum being established, shall elect them. Each Elective Officer, except for the Directors, shall assume office upon installation and shall serve for a term of two (2) years and/or until his successor is duly elected and installed.

(b) A Chaplain, if available within the membership, may be appointed by the President as Spiritual Advisor to the Chapter.

Section 3 No member shall be eligible to serve more than two years as President. First and Second Vice President shall be eligible to serve no more than four years however, this provision may be waived if there are no volunteers to assume the office and the members agree and the Board of Directors concurs in having the member serve another term. The positions of Secretary and Treasurer, once elected by the general membership, may serve unlimited terms at the discretion of the Board of Directors.

Section 4 The President shall be the Chief Executive Officer of the chapter, and shall preside at meetings of the chapter and of the Board of Directors, and shall be a member, ex-officio, with the right to vote on all committees, except the nominating committee.

Section 5 In the event of the absence or disability of the President, on a temporary basis, the First Vice President shall perform the duties of the President pending his or her return. The First Vice President and the Second Vice President shall perform such other duties as the President may assign.

Section 6 A vacancy in the office of the President shall be filled automatically by the First Vice President. A vacancy in the office of the First Vice President shall filled automatically by the Second Vice President. Vacancies in other offices shall be filled by the Board of Directors or a member appointed by the President to fill the term. For Chapter continuity purposes, not associated with an unexpected vacancy, the First Vice President, if able, should be nominated to succeed the President and the Second Vice President, if able, should be nominated to succeed the First Vice President.

Section 7 The Secretary shall attend all business meetings of the Chapter and the Board of Directors and shall maintain a record of all proceedings. If the Secretary cannot attend a meeting, the Second Vice President will record the minutes and provide them to the Secretary. 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 by the President.

Section 8 The Treasurer shall maintain a record of all sums received and expended by the Chapter, shall collect the members annual dues, make such disbursements as are authorized by the Chapter or the Board of Directors, deposit all sums received in a financial institution approved by the Board of Directors and make a financial report at the annual meeting or when called upon by the President. Funds may be drawn from the account only upon the signature of the Treasurer and/or the President. The funds, books and vouchers in the custody of the Treasurer shall, at all times, but, no less than biennially, be subject to inspection and verification by an oversight committee or by a chapter member with the appropriate financial skills appointed by the president.

ARTICLE 8 - BOARD OF DIRECTORS

Section 1 The Board of Directors shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and three (3) elected directors. The First Vice President shall have a copy of Robert's Rules of Order in his possession at all meetings.

Section 2 The elective Directors shall be elected by the membership at the annual Annual Member Business Meeting for a three year term, one being elected each year to stagger terms for continuity. Election shall be by ballot or acclamation and a majority vote elects. The elected Director takes office upon installation and shall serve for three years.

Section 3. The Board of Directors shall have supervision, control, and direction over the affairs of the chapter; shall determine its policies or changes therein within the limits of the by-laws; shall actively prosecute its purposes and shall have discretion in the disbursement of 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 power 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 chapter.

Section 5 The board shall meet at the call of the President at such times and places and shall be called to meet upon demand by a majority of its members. Notice of each meeting of the Board of Directors shall be communicated to each member of the Board at least seven (7) days in advance.

Section 6 A majority of the entire board shall constitute a quorum at any meeting.

Section 7 All questions going before the Board shall be decided by a majority vote of those eligible to vote and with each member of the Board being entitled to one vote. In urgent matters, the President shall be authorized to put questions to a vote by email, mail or telephone to board Members between regularly scheduled Board Meetings. Proxy voting shall not be permitted.

ARTICLE 9-COMMITTEES

Section 1 The President, subject to the approval of the Board of Directors, may appoint Standing Committees as required by the by-laws. The President may also appoint other committees as required or advisable.

Section 2 The Standing Committees of the organization may include a Membership Committee, a Program Committee, Publicity Committee, Legislative Committee, Officers Call Editor, and a Personal Affairs Committee. The term Committee may be comprised of one (1) person.

Section 3 At least sixty (60) days before the annual Annual Member Business Meeting, the Nominating Committee, consisting of the Immediate Past President and three (3) members of the Board of Directors, will meet and nominate candidates for the Elective Offices. The Nominating Committee shall identify the candidates at least thirty (30) days prior to the annual Annual Member Business Meeting. The "Officers Call" containing their names shall be communicated to each member at his last recorded address or e-mail address at least ten (10) days prior to the annual Annual Member Business Meeting.

ARTICLE 10 – AMENDMENTS

Section 1 These By-Laws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote at any duly organized meeting of the Chapter, a quorum having been established, provided that a copy of any amendment proposed for consideration has been communicated to the last recorded USPS/address/email address of each member at least ten (10) days prior to date of the meeting.

NOTE: These by-laws were approved and adopted at the organizational meeting of the Halifax Area Chapter of The Military Officers Association of America in the City of Daytona Beach, FL, on January 4, 1986, amended on February 27, 2003, amended on November 18, 2010, amended on November 21, 2013 and amended on November 19, 2015 and amended on November 29, 2018.