

**Bylaws for the Lee Coast Chapter
of the
Military Officers Association of America Foundation**

[proposed 2/2018, approved 3/12/18 and amended 11/12/18 & 12/10/18]

(A not-for-profit 501(c)3 Corporation with Articles of Incorporation filed May 14, 2012 with the state of Florida and assigned document number N07000004477 and IRS Tax number 26-0156596, formed in compliance with Chapter 617.0202 of the statutes of the State of Florida)

Article I – Organization

Section A – Name

The name of the corporation shall be “Lee Coast Chapter of the Military Officers Association of America Foundation, Incorporated,” hereinafter referred to as “the Foundation.”

Section B – Name Change

The organization may, at its pleasure, change its name, provided a two-thirds (2/3) majority of the regular membership present and voting at a duly constituted dinner meeting or special meeting approves, provided a quorum has been reached.

Section C – Offices

The principal office of the Foundation shall be located within the State of Florida at Sanibel as designated in the Articles of Incorporation. The Foundation may maintain additional offices at such other places within the State of Florida as the Board of Directors may designate.

Section D – Mission and Objectives

The Foundation shall be operated exclusively for charitable purposes within the meaning of 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

- 1. Mission.** The mission of the Foundation is to identify and aid current and former United States military personnel and their families, particularly those who are serving in, or have been wounded in, current and future military conflicts involving the United States Armed Forces, and to support other activities such as scholarships for ROTC and JROTC training programs which shall positively enhance the future leadership of the United States Armed Forces.
- 2. Objectives.** The specific objectives of the Foundation are to:
 - a.** Identify active military personnel, veterans, and their families in the SW Florida area, requiring assistance through interaction with regional military or military

support organizations such as the Veterans Administration, Wounded Warriors, National Guard, and Central or Southern Command, among others.

- b. Provide interim financial support to those individuals and/or their families through mechanisms such as telephone calling cards, rent or utility vouchers, food vouchers, and/or “care packages,” or through local organizations that directly support veterans.
- c. Provide needed services such as transportation to medical facilities and shopping centers.
- d. Develop and implement other programs which shall help meet other needs of servicer personnel and their families, such as *pro bono* advice in establishing a business, job placement, and advocacy with health providers and others.
- e. Develop and implement programs that shall enhance future leadership of the United States Armed Forces through such activities as scholarship support, mentoring, informational meetings, and event support.

Section E – Policies.

1. No part of the net earnings of the Foundation shall be for the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article I, Section D.
2. Notwithstanding any provision of these articles, the Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation.

Article II – Membership and Membership Meetings

Section A – Membership

1. The Regular membership of the Foundation shall consist 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, or Public Health Service), as well as surviving spouses of any deceased individuals who would, if living, be eligible for membership. Membership in Lee Coast Chapter, MOAA constitutes membership in the Foundation.
2. Current, or former, enlisted military personnel and non-military civilians who demonstrate their interest and support for the mission and objectives of the Foundation can become members upon being nominated by three (3) members and elected by a simple majority of the members present and voting at a duly constituted meeting of the Foundation, provided a quorum has been reached. Active efforts shall

be made to recruit such individuals, particularly those with background and experiences that will enhance the mission and objectives of the Foundation.

Section B – Membership Meetings

- 1. Annual Meeting.** The Foundation’s annual membership meeting shall be held each year at a site located in Lee County in the State of Florida. The Secretary shall notify every member in good standing by email and the meeting date and location shall be posted on the Chapter website thirty (30) days prior to the annual meeting.
- 2. Regular Meetings.** Regular meetings shall be held concurrently with Chapter meetings at a location within Lee County in the State of Florida that is convenient to the membership, as determined by the Board of Directors.
- 3. Board Meetings.** Members of the Board of Directors shall normally meet concurrently with a Chapter Board of Directors Meeting.
- 4. Special Meetings.** Special meetings of the Foundation can be called by the President, as he/she deems necessary for the best interests of the organization; or by a request by either two (2) Foundation Directors, or by ten (10) percent of the active members, presented to the Secretary, in writing, at least twenty (20) days prior to the requested meeting. The request shall be emailed to the membership and posted in the Chapter website. The email and posting shall state the reasons for the meeting, who has called the meeting, and the business to be transacted. No other business may be conducted at the special meeting without three-fourths (3/4) consent of those present and voting at the meeting.

Section C – Quorums, Proxies, and Voting Procedures

- 1. Quorums.** For all meetings of the Foundation, the presence of 2 or more elected officers, plus ten (10) Regular or Surviving Spouse members shall constitute a quorum and shall be necessary to conduct the business of the organization. The Secretary shall notify all members by email and the notice shall be posted on the Chapter website.
- 2. Proxies.** At any membership meeting (Annual, Regular, Board or Special), a member in good standing may appoint a proxy in writing or by email to vote on that members behalf.
- 3. Voting Procedures.** At all meetings, votes shall be by voice, unless twenty (20) percent of the members present request a written ballot, or ten (10) percent of the entire membership requests, in writing, prior to the meeting, that a written ballot be provided. If a written ballot is requested, the Chair of the meeting shall, prior to the commencement of the balloting, appoint a committee of three (3), including the Secretary, to verify the results and report them after counting.

Article III – Board of Directors

Section A. Powers and Responsibilities

1. The business and affairs of the Foundation shall be managed under the direction of the Board of Directors.
2. The Directors shall develop a Code of Ethics, including a Conflict of Interest Policy and promulgate that Code to the membership and appointed committees.
3. The Directors shall be responsible for developing an overall Fundraising Policy, as well as monitoring appointed committees.

Section B. Number of Directors

1. The number of Directors constituting the entire Board of Directors shall be no less than seven (7) and no more than fifteen (15) members.
2. The number of Directors may be increased or decreased by amendment to the Bylaws or by action of the Board of Directors.
3. To the extent feasible, Directors shall come from each of the membership categories listed in Article II, Section A.

Section C. Election and Term of Directors

1. As a general rule, the elected officers of the Lee Coast Chapter, MOAA (President, Vice-President, Secretary, and Treasurer) will hold the same office on the Foundation Board of Directors.
2. The President, subject to the approval of the Board of Directors shall appoint other Directors.
3. -- REMOVED IN ITS ENTIRETY--
4. Newly created directorships, resulting from an increase in the number of Directors, or vacancies occurring for any reason, may be filled by a majority vote of Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy shall hold office until the next Annual Membership meeting.
5. AN APPOINTED Director may be removed from the board at any time for legitimate reason (e.g. unexcused absence from meetings by Board vote. The Board of Directors shall adopt such rules for removal, as it may, in its discretion, consider necessary for the best interests of the Foundation.
6. Any Director may resign at any time upon written notice to the President. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.
7. A simple majority of the entire Board of Directors shall constitute a quorum and the business of the Foundation can be transacted by vote of the majority present. Each member shall have one vote and voting can be done by proxy.
8. An annual meeting of the Board of Directors shall be held each year, within one (1) month of the Annual Membership meeting, at such a date as shall be fixed by the

President. Special meetings of the Board may be held at any time whenever called by the President, Vice-President or any three (3) directors.

9. The Foundation shall not pay any compensation to Directors for services rendered to the Foundation.

Article IV – Officers, Agents

Section A. Officers

1. The officers on the Board of Directors shall be the same as those of the Lee Coast Chapter MOAA (President, Vice-President, Secretary, and Treasurer). If the Board of Directors so determines, it may elect other officers and give any of them further designation or alternate titles as it considers desirable. The same person, except the President and Vice-President, may hold any two officer positions and terms of office shall be the same as those of the Lee Coast Chapter MOAA.
2. Subject to the control of the Board of Directors, all officers shall perform such duties in managing the Foundation as generally pertains to their respective offices:
 - a. **President.** The President, by virtue of his/her office, shall serve as Chair of the Board and shall preside at all Board meetings. He/she shall perform all duties and control all affairs of the Foundation, in accordance with the policies and directives approved by the Board of Directors. The President shall appoint all committees, subject to the approval of the Board.
 - b. **Vice-President.** The Vice-President shall, in the event of the absence of the President or inability of the President to exercise the office, become Acting President of the Foundation, with all the rights, privileges, powers, and restrictions of the office, as if he/she had been duly elected President.
 - c. **Secretary.** The Secretary will be responsible for maintaining the minutes and records of the Foundation in the appropriate manner, as well as notifying members of upcoming meetings. The Secretary shall also produce, proofread, and distribute meeting agendas, as directed by the President. The Secretary shall be responsible for updating the Foundation Bylaws as directed by the Board. The Secretary shall also be responsible for handling incoming and outgoing correspondence of the Foundation, including Foundation fundraising and IRS charitable donation thank-you letters. The Secretary shall also produce special certificates as are required and maintain the supply of Foundation letterhead and envelop stationary. The Secretary shall also be the Chapter Historian, recording Foundation and Chapter activities. 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.
 - d. **Treasurer.** The treasurer shall have the care and custody of all funds and securities of the Foundation. Accounts of receipts and disbursements of the Foundation shall be complete, accurate, and timely. The Treasurer shall also

deposit all Foundation monies and other valuable property in the name of and to the credit of the Foundation in such banks or depositories as the Board of Directors may designate. The Treasurer shall file any records or reports required by Federal or State statutes or required by National or State MOAA. The Treasurer also shall have custody of the Foundation seal and have authority to affix the same to any instruments requiring it and when so affixed, to attest to it by his/her signature. Whenever required by the Board of Directors, and at least once annually, the Treasurer shall present an annual written financial report that has been reviewed by three (3) foundation members, two (2) of whom shall NOT be Board members.

3. No Officer or Director shall for reason of his office be entitled to receive any salary or compensation from the Foundation for services rendered, except that Officers or Directors may be reimbursed for reasonable expenses incurred in the performance of their Foundation duties.

Section B – Agents

1. Agents may be appointed by the Board of Directors. They shall have authority to perform such duties as may be prescribed by the Board of Directors.
2. The Board may remove any agent at any time with, or without, cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contractual rights.

Article V—Committees

Section A. Committee Appointments

1. The President, subject to the approval of the Board of Directors, shall appoint all committees of the Foundation annually and their term of office shall be for one year, unless ended sooner by the Board of Directors. Pursuant to the above, the President shall designate the Chairman of each committee. In addition to the standing committees listed below, the Board of Directors may appoint other committees, if the need arises.
2. Unless the Board of Directors or these Bylaws otherwise provide, each committee may make, alter, and repeal rules for the conduct of its own business. A majority of the members of each committee shall constitute a quorum for the transaction of its business, and a majority of those present, if a quorum is reached, shall be sufficient for the conduct of its business.

Section B. Standing Committees

Missions Committee. This committee shall be responsible for assessing the needs of the various organizations, which the Foundation supports, and developing priorities for funding the annual

programs that meet the mission and objectives of the Foundation. In so doing, the committee shall develop and administer a budget to fund such programs, subject to approval by the Board of Directors. The committee shall consist of no less than (3) members, at least one (1) of which will be a Director.

- 1. Fundraising Committee.** This committee shall develop a fundraising strategy and operational plan to meet the needs of the budget provided by the Missions Committee. This committee shall consist of no less than three (3) members, at least one (1) of which will be a Director.
- 2. Audit Committee.** This committee shall be responsible for independently overseeing the financial operations of the Foundation. It shall develop a plan for a financial review and identify a reviewer. Upon receiving the reviewer's report and in conjunction with the Foundation Treasurer, the committee shall develop a "Best Practices Procedure" for submission to the Board of Directors. This committee shall consist of three (3) members and shall be chaired by a Director who is not an officer of the Foundation.

Article VI – Miscellaneous

Section A. Fiscal Year. The Foundation's fiscal year shall be the same as Lee Coast Chapter MOAA.

Section B. Dues. At the time of this document, there are no dues. The Board of Directors may from time to time set membership dues for the Foundation. Such dues shall be payable to the organization within sixty (60) days following the Annual meeting.

Section C. Foundation Seal. The Foundation seal shall be in such form as may be approved from time to time by the Board of Directors. The name of the Foundation shall be inscribed thereon, and shall contain the words "Foundation Seal," "Florida," and the year "2012," the year the Foundation was formed, at the center.

Section D. Checks, Notes and Contracts. The Board of Directors shall determine, from time to time, who shall be authorized on the Foundation's behalf to sign checks, drafts or other orders for payment of money, to sign acceptances, to enter into contract or to execute and deliver other documents and instruments.

Section E. Books and Records. The Foundation shall keep at its office correct and complete books and records of accounts, the activities and transactions of the Foundation, minutes of the proceedings of the Membership meetings, the Board of Directors meetings and minutes of any Foundation committees. In addition, also kept at its office shall be a current list of Directors and Officers of the Foundation and their residence addresses. Any of the books, minutes and records of the Foundation may be in written form or in any other form capable of being converted into

written form within a reasonable time. Where possible, certain documents shall be kept on the Chapter website at the discretion of the President.

Section F. Indemnification. The foundation shall indemnify any person who is or was a Director or Officer of the Foundation against expenses and liabilities in connection with any proceeding involving the Director or Officer, by reason of his/her being, or having been, such an Officer or Director to the fullest extent now or hereafter permitted by the laws of the State of Florida and the Internal Revenue Code. However, if the Board of Directors determines that the person was acting to advance his/her personal interest, rather than the Foundation's interest, or was otherwise in bad faith, no indemnification will be provided.

Article VII – Amendments

These Bylaws may be altered, amended, repealed, or added to, by an affirmative vote of not less than two-thirds (2/3) of the membership present and voting at a duly constituted meeting, provided a quorum has been reached. Notification of proposed changes shall be made to the membership thirty (30) days prior to the vote by email or posting on the Chapter website.

Article VIII – Dissolution

In the event of dissolution, final liquidation, or winding up of the Foundation for any reason whatsoever, all of its assets, after paying or making provision for the payments of its liabilities and expenses, shall be distributed to such organizations organized and operated exclusively for charitable purposes as are selected by the Board of Directors, provided further, however, that any transferee organization shall qualify under IRS Code Section 501(c)3 or 501(c)19, or any future Federal tax code. To the extent possible such purposes shall be among those described in Article I, section D of these Bylaws. In no event shall any assets or property be distributed to any member, Director, or Officer, or any other private individual.

Approved as amended and adopted at the regular Foundation meeting at the meeting held at Crown Colony in Fort Myers, FL on December 10, 2018.

Marilyn Leehan, Secretary

Brigitte Belanger, President