

**The Constitution and Bylaws**  
of the  
**Clearwater Chapter**  
of the  
**Military Officers Association of America**

**PREAMBLE**

- *To inculcate and stimulate love of country and flag*
- *To defend the honor, integrity, and supremacy of the Constitution of the United States*
- *To advocate military forces adequate to the defense of our country*
- *To foster the integrity and prestige of uniformed service*
- *To foster fraternal relations among all branches of the various services from which our members are drawn; to further the education of the children of our service personnel*
- *To aid active and retired personnel of the various services from which our members are drawn, and their families and survivors, in every proper and legitimate manner, and to represent their rights and interests when service matters are under consideration*

*We are united to form the Military Officers Association of America*

**ARTICLE I – Name**

The name of this organization shall be ***Clearwater Chapter, the Military Officers Association of America***, (hereinafter referred to as “the Chapter”).

The Chapter is an affiliate of the Military Officers Association of America and the Florida Council of Chapters. The Association is a non-profit organization operated exclusively for purposes beneficial to the interest of the Nation and its Uniformed Services personnel, their dependents and survivors.

**ARTICLE II – Purpose**

The purpose of the Chapter shall be:

- (a) The Chapter is organized and shall be administered and operated, exclusively for the following purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code.

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- (b) To promote the purpose and objectives of the Military Officers Association of America (MOAA).
- (c) To protect the rights and interests of currently serving, retired, and former members of the uniformed services of the United States of America, their families, and their survivors.
- (d) To provide useful services for members, their families, and their survivors.
- (e) To encourage and facilitate camaraderie among currently serving, retired, and former officers of the eight uniformed services of the United States of America and their reserve components.
- (f) To serve the community and the Nation.

### ARTICLE III – Status

**Section 1.** The Chapter shall operate as a nonprofit organization exclusively for the purposes specified in Article II above. It shall function as an affiliate of the National MOAA and of the Florida Council of Chapters of MOAA.

**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 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 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 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 must be distributed to an exempt nonprofit organization described in section 501(c)(3) whose purposes and objectives are similar to those of the Chapter, such organization to be designated by a majority vote of the Board of Directors.

### ARTICLE IV – Membership and Voting

**Section 1.** The membership of the Chapter shall be composed of men and women who are serving or have served on active duty or in one of the reserve components as a commissioned or warrant officer in one of the eight United States uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, Space Force, National Oceanic

and Atmospheric Administration, and Public Health Service), their spouses, and the surviving spouses of any deceased individuals who would, if living, be eligible for membership.

**Section 2.** Subject to the provisions of Section 1 above, the membership shall be of four classes, to wit:

- (a) **REGULAR MEMBERS** – Current, retired, or former officers as described in Section 1 above.
- (b) **SPOUSE MEMBERS** – Spouses of current, retired, or former officers as described in Section 1 above.
- (c) **SURVIVING SPOUSE (AUXILIARY) MEMBERS** – Surviving spouses as described in Section 1 above.
- (d) **ASSOCIATE MEMBERS** – Current, retired, or former officers of the U.S. Merchant Marine and of the uniformed services of any allied nation.
- (e) **HONORARY MEMBERS** – Individuals as described in the MOAA Chapter Handbook.

**Section 3.** Regular members are strongly encouraged to hold and maintain membership in National MOAA. Spouse members holding Chapter office, who are eligible for national membership, are strongly encouraged to hold and maintain membership in National MOAA; and all Surviving Spouse members are encouraged to acquire and maintain such membership.

**Section 4.** The Board of Directors, by a two-thirds vote, may drop any member for good and sufficient cause after that member had been given an opportunity to be heard.

**Section 5.** Except as otherwise provided in these Bylaws, all questions coming before the membership shall be decided by majority vote. All regular, spouse, and surviving spouse members present at a regular meeting of the Chapter shall constitute a quorum.

**Section 6.** Only regular, spouse, and surviving spouse members in good standing present at a meeting of the Chapter shall be entitled to vote.

**Section 7.** Proxy voting shall not be permitted at any meeting of the Chapter.

## **ARTICLE V – Officers**

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

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**Section 2.** The elected officers shall be elected bi-annually at the November general meeting. They shall serve for a term of two years.

**Section 3.** Normally no member shall be eligible to serve more than two consecutive two-year terms as President; however, this provision may be waived if there are no volunteers to assume the office and the member agrees and the board of directors concurs in having the member serve another term.

**Section 4.** A vacancy in the office of President shall be filled automatically by the First Vice President. A vacancy in the office of the 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 chief elected officer of the Chapter, shall preside at all meetings of the Chapter and the Board of Directors, and shall be ex officio, with the right to vote, as a member of all committees except the Nominating Committee.

**Section 6.** The First Vice President shall perform the duties of the President in the event of the President's temporary disability or absence. The Board has voted to pay for the person in the position of the First Vice President to attend the MOAA Florida Council and Chapters Leadership Training Workshop each January.

**Section 7.** The Second Vice President shall perform the duties of the President in the event of the President's and First Vice President's temporary disability or absence.

**Section 8.** The Secretary shall provide timely written notification of all meetings of the Chapter and of the Board of Directors, and shall maintain records of all proceedings. Additionally, the Secretary shall perform all duties required to administer the several administrative functions of the Chapter. This includes, but is not limited to, conducting all exchanges of routine correspondence.

**Section 9.** The Treasurer shall be responsible for receipt, safekeeping, and disbursement of all chapter funds. The Treasurer shall maintain adequate bookkeeping procedures and records for the foregoing. The funds, books, and vouchers in the custody of the Treasurer shall be subject to inspection and verification by the Board of Directors at any time.

**Section 10.** The foregoing descriptions of Chapter officers' duties and responsibilities are not all-inclusive. Where questions arise concerning officers' duties and responsibilities, the President shall be the sole resolving authority.

## **ARTICLE VI – Board of Directors**

**Section 1.** The Board of Directors shall consist of all elected officers, the immediate past president, and a minimum of three Directors elected at large from the eligible

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regular, spouse, or surviving spouse members of the Chapter. They shall serve a term of two years.

**Section 2.** The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter; shall determine its policies or changes thereto 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 businesses as may be deemed advisable and may, in the execution of the powers granted, appoint such committees as it may consider necessary.

**Section 3.** The Board shall meet upon the call of the President at such times and places as he or she may designate and may be called to meet upon demand of a majority of its members. Notice of each meeting shall be provided to each member of the Board at least seven days in advance.

**Section 4.** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting.

**Section 5.** All questions coming before the Board shall be decided by a majority vote, with each member of the Board present being entitled to one vote.

### ARTICLE VII -- Elections

**Section 1.** No later than the September general meeting in the second year of the Chapter Officers' term of office, the President shall appoint a Nominating Committee, chaired by a past Chapter President, and consisting of a total of three members not currently holding elective or appointed office, to nominate candidates for the elective offices. The Nominating Committee shall make its report at the following October general meeting, at which time the President shall also invite nominations from the floor. The slate of candidates shall be published in the following November edition of the Chapter monthly newsletter and approved by the Board of Directors at its November meeting.

**Section 2.** The election of Chapter officers shall be held every two years at the November general meeting.

**Section 3.** Installation of Chapter officers shall take place at the January general meeting.

### ARTICLE VIII – Dues

**Section 1.** The annual dues for each member for the next calendar year shall be determined by the board of Directors at their October meeting. The amount shall be announced at the October general meeting and published in the November issue of the Chapter monthly newsletter.

**Section 2.** The annual dues for a calendar year shall become due on January 1<sup>st</sup> of that year. They shall become delinquent on March 31<sup>st</sup> of that year.

**Section 3.** The Board of Directors may, without further notice and without hearing, drop any member whose dues become delinquent from the rolls of the Chapter. The dropped member shall forfeit all rights and privileges of membership.

**Section 4.** Any member who has been dropped for nonpayment of dues may be reinstated upon re-application and payment of the annual dues for the current year.

### **ARTICLE IX – Finances**

**Section 1.** No member, officer, or committee shall have authority to obligate funds by agreement, either verbal or written, except by express authority of the Board of Directors, except that arrangements for regular luncheons, dinners, or parties shall be made by the appropriate committees appointed by the President. The Treasurer shall be an ex officio member of all such committees.

**Section 2.** There shall be an annual review of the Chapter funds by a member or a committee appointed by the President. The President and Treasurer shall inform the members of the review results and the state of Chapter finances during the November general meeting.

### **ARTICLE X – 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 be advisable.

**Section 2.** The standing committees of the Chapter shall be Membership, Personal Affairs, JROTC/ROTC Support, Legislative Affairs, and Programs.

### **ARTICLE XI – Meetings**

General meetings of this Chapter shall be held monthly, except designated summer months, on the day and at the time and place selected by the Board of Directors.

### **ARTICLE XII – Amendments**

These Bylaws may be amended by a vote of three-fourths of the members present at a duly organized meeting, provided that a copy of the proposed amendment has been provided to each member qualified to vote at least fifteen (15) days before the meeting.

### **ARTICLE XIII – Procedure**

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In all procedures of the Chapter, Robert's Rules of Order Newly Revised shall govern except where suspended by these Bylaws.

**ARTICLE XIV – The Flag**

The American Flag shall be displayed and honored at all Board and general meetings of the Chapter.

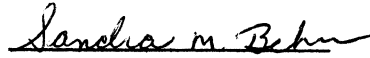
This is to certify that these bylaws were approved and adopted at the organizational (or annual or regular or special) meeting of the Clearwater Chapter (MOAA) at Clearwater Country Club on 24 March 2021.

President's Signature



President, Clearwater Chapter  
Jeffrey Doll

Secretary's Signature



Secretary, Clearwater chapter  
Sandy Behm