



**NORTHEAST FLORIDA CHAPTER, INC.**



# **CHAPTER BYLAWS**

# Chapter Bylaws of the MOAA Northeast Florida Chapter Inc.

## ARTICLE I — NAME

**Section 1.** The name of this organization shall be the Military Officers Association of America, Northeast Florida Chapter Inc., hereinafter referred to as the chapter.

**Section 2.** 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 interests of the Nation and its Uniformed Services personnel, their dependents, and survivors.

## ARTICLE II — PURPOSE

The chapter is organized, and shall be administered and operated, exclusively for the following purposes, within the meaning of section 501(c)(19) of the Internal Revenue Code. The purposes of the chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA); foster fraternal relations among retired, active duty, and former officers of the uniformed services and their reserve components; protect the rights and interests of active duty, retired, and reserve component personnel of the uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; and serve the community and the nation.

## ARTICLE III — STATUS

**Section 1.** The chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above, under Chapter 617, Florida Statutes and as a veteran's organization, the Chapter shall maintain a federal tax-exempt status under Section 501(c)(19) of the IRS Code, annually filing IRS Tax Exempt 990 form as appropriate for the previous tax year and renewing the chapter's tax-exempt certification as required. The fiscal year of the Chapter shall be 1 January through 31 December.

**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.** Indemnification. The chapter shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the chapter, or is or was serving at the request of the chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the state as then in effect.

Indemnification will not be made when the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The power of indemnification under state law shall not be denied or limited by the Bylaws.

**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 shall be given to MOAA National or another nonprofit organization 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**

**Section 1.** The membership (regular members) 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 U.S. uniformed services (Army, Marine Corps, Navy, Air Force, Space Force, Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration) as well as survivors of any deceased individuals who would, if living, be eligible for membership.

**Section 2.** Applications for membership shall be submitted in writing to the board of directors. Regular members shall submit recommendations for honorary membership 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 3.** The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard. The member shall thereupon forfeit all rights and privileges of membership.

**Section 4.** Regular members are required to hold and maintain membership in national MOAA.

#### **ARTICLE V — VOTING**

**Section 1.** Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote.

**Section 2.** Only regular members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote. Spouses of chapter members who are serving in a chapter officer position shall be afforded the right to vote.

**Section 3.** Proxy voting shall not be permitted at any meeting of the chapter.

#### **ARTICLE VI — DUES**

**Section 1.** The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the board of directors' recommendation on the matter, normally as part of the budget determination.

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

**Section 3.** If a member's dues are not made current prior to April 1<sup>st</sup> of the year they became due, the board of directors may, without further notice and further hearing, drop any member from the rolls for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership.

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

**Section 5.** A new member joining on/after July 1<sup>st</sup> shall have his/her dues credited for the following year.

## **ARTICLE VII — MEETINGS**

**Section 1.** There shall be an annual meeting of the chapter during the month of November for the receipt of annual reports, the determination of annual dues for the next calendar year, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be sent by postal or electronic means, including the chapter newsletter, to each member at least 15 days in advance.

**Section 2.** Regular meetings of the chapter shall be held monthly, unless otherwise directed by the board of directors. Notice of each meeting shall be sent by postal or electronic means, including the chapter newsletter, to each member at least 10 days in advance.

## **ARTICLE VIII — BOARD OF DIRECTORS**

**Section 1.** The board of directors shall be composed of the elected officers (president, vice president(s), secretary, treasurer, and surviving spouse liaison), the immediate past president, and up to four elected directors. The Immediate Past President is a voting member of the Board of Directors and functions in an advisory intermediary parliamentary and legalities role.

**Section 2.** The elected officers/directors shall be elected (annually/biennially) by the membership at the annual meeting. Each elected officer/director shall take office at the first regular or special meeting in the calendar year following election and shall normally serve for a term of two-years.

**Section 3.** The board shall have supervision, control, and direction of the affairs of the chapter, 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 shall be the policy of the Chapter to operate within the projected annual revenues. The Board is prohibited

from encumbering the Chapter for more funds than are available. 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 chapter.

**Section 5.** The Board shall normally meet as follows: (1) on the second Wednesday of the month, (2) upon the call of the President at such times and places as he/she may designate, and (3) upon the decision of a majority of the Board members. Notice of special meetings of the Board shall be sent by postal or electronic means to each member of the Board at least 5 days in advance. All meetings of the board are open to all chapter members and shall be conducted pursuant to "Roberts Rules of Order".

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

**Section 7.** 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. Proxy voting shall not be permitted.

## **ARTICLE IX — OFFICERS**

**Section 1.** The elected officers shall be a president, vice president(s), a secretary, a treasurer, and a surviving spouse liaison, each of whom shall be a regular member of the chapter. The elected positions of president or vice president shall only be filled by 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 U.S. uniformed services. If a regular member is not available to fill the position of Secretary, Treasurer or Surviving Spouse Liaison the spouse of a chapter member may be elected to that position.

**Section 2.** The membership shall elect officers at the annual meeting. Each elected 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 or until a successor is duly elected and installed.

**Section 3.** Normally, a member shall not serve more than two consecutive 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.** The first vice president shall fill a vacancy in the office of the president automatically. The second vice president shall fill a vacancy in the office of the first vice president automatically. In the event of the absence of both the President and 1<sup>st</sup> Vice President, the duties of President shall be assumed by the Immediate Past President. Vacancies in other offices shall be filled as the board of directors may decide.

**Section 5.** The Chapter President's principal duties are to:

- Serve as the chief elected officer of the chapter.

- Shall preside at meetings of the chapter and of the board of directors, and shall be a member ex officio, with right to vote only in the event of a tie, of all committees except the nominating committee.
- The president shall also, at the annual meeting and at such other times as might be deemed proper, communicate to the chapter or the board of directors' information or proposals to help in achieving the purposes of the chapter.
- Further, the president shall perform such other duties as are necessarily incident to the office of the president.

**Section 6.** The Chapter First and Second Vice President's principal duties are to:

- Each vice president must be prepared to perform the duties of the next higher office should it be vacated, either temporarily or permanently.
- Each vice president serves as a voting member of the board of directors.
- The 1st Vice President shall perform the duties of the Program Committee Chair and other duties as the President might assign.
- The 1st Vice President shall perform the duties of the President in the event of the President's temporary disability or absence.

**Section 7.** The Chapter Secretary's principal duties are to:

- Provide members with timely written notification of all annual, regular, and special chapter meetings, generally by means of a chapter newsletter. (Typically, it is not advisable for the secretary to also serve as editor of the chapter newsletter.)
- Maintain a record of all proceedings at chapter and board meetings.
- Provide board members with timely written notification of all meetings of the board of directors.
- Process membership applications.
- Maintain or oversee the maintenance of chapter membership records and ensure that the chapter roster is maintained on the MOAA committee module. In addition, the secretary will keep the list of chapter officers & directors up to date in the committee module as changes occur.
- Prepare required correspondence.
- Maintain a chapter's correspondence files.
- Prepare reports and returns.
- Maintain and safeguard all important records and legal documents and ensure they are passed on to a successor.
- Maintain and safeguard valuable equipment (such as U.S. and chapter flags) belonging to the chapter.
- Perform other duties that are commensurate with the office or as might be assigned by the board of directors or the president.

**Section 8.** The Chapter Treasurer's principal duties are to:

- Maintain a record of all sums received and expended by the Chapter.
- Collect Chapter members' annual dues.
- Make such disbursements as are authorized by the Chapter or the Board, deposit all sums received in a financial institution approved by the Board, and make a financial report at the Annual Meeting or when requested by the President.
- The Treasurer shall annually file for and maintain the chapter's incorporation status as a nonprofit organization under Chapter 617, Florida Statutes.
- The treasurer shall maintain the chapter's federal tax-exempt status under Section 501(c)(19) of the IRS Code by annually filing the appropriate IRS 990 Tax Exempt form and renewing the chapter's tax-exempt certification as required (Article III, Section 1. Refers).
- The treasurer shall maintain the funds, books, and vouchers in the custody of the treasurer up to date and available for inspection and verification by the board of directors.
- The treasurer shall provide comments on audit results to the Board as appropriate.

Note: The President may appoint an Assistant Treasurer from the membership. Funds may be drawn from the account in the financial institution only upon the signature of the Treasurer or other Board member approved by the Board and the financial institution. The

**Section 9.** The Surviving Spouse liaison's principal duties are:

- Relay information from the MOAA Surviving Spouse Advisory Committee (SSAC) via announcements at chapter meetings, chapter board meetings and/or articles in the chapter newsletter.
- Encourage surviving spouses to participate in legislative issues to protect their benefits by sending emails, signing, and mailing cards and letters, and making phone calls to Congress.
- Forward suggestions/recommendations from chapters to the SSAC regarding surviving spouse member's needs and interests.
- Help support the MOAA Northeast Florida chapter (possibly by serving on chapter Personal Affairs Committee, serving on the board of directors, setting up a surviving spouse committee, welcoming new members, etc.).
- Encourage the reprinting of Surviving Spouse Corner articles from the Affiliate in the chapter newsletter as well as other information received in the SSAC monthly memo.
- Assist chapter surviving spouses with MOAA headquarters contact if and/or when necessary.
- Remind the chapter's surviving spouses about the MOAA website at [www.moaa.org/survivors](http://www.moaa.org/survivors) and the many articles, stories, and testimonials they will find there.
- Encourage the chapter's surviving spouse members/surviving spouses to contribute articles, stories, and testimonials to the MOAA surviving spouse web site.

- Help recruit and retain surviving spouses as members of MOAA national and MOAA Northeast Florida chapter.

Note: The position of Surviving Spouse Liaison should normally be assisted by a Surviving Spouse Committee whenever possible.

**Section 10.** The President shall appoint, as Chapter Chaplain, a clergy member from within the membership or a non-clergy member who volunteers for this position. The Chaplain shall have a seat and a voice on the Board, but, as an appointed officer, he/she has no voting rights. Among the Chaplain's duties is the offering of the invocation at Chapter meetings and on other appropriate occasions.

## **ARTICLE X — COMMITTEES**

**Section 1.** The president, subject to the approval of the board of directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

**Section 2.** The standing committees of the chapter shall include Legislative Affairs, Membership, Personal Affairs, MOAA Transition Liaison, Public Affairs, ROTC/JROTC Liaison, and Scholarship.

**Section 3.** The following special committees will be appointed by the President, or the board as required by these bylaws:

- Finance Committee: Will provide the two services for the chapter (1) Formulate an Annual Budget to be approved by the Board of Directors and ratified by the membership at the annual meeting. (2) Conduct an end of fiscal year audit of the Chapter's financial records and report the findings to the Board of Directors for corroboration and approval. The Treasurer shall comment on the audit in accordance with Article IX, Section 8.
- Nominating Committee: Will solicit and publish a slate of nominees willing to serve as Officers and Directors for the Chapter. At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee consisting of the Immediate Past President, as chair, and at least two other regular members, preferably Past Presidents, to nominate candidates for the elective offices and directors. The committee shall notify the secretary in writing (or email), at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year and documentation of those who are continuing in office or committee chairs. The President shall have the proposed slate of candidates made available to the membership by publishing it in the chapter newsletter at least 15 days before the annual meeting.
- Bylaws Committee: Present proposed bylaws additions and amendments to the Board of Directors for review and approval. Advertise approved proposals to the membership by newsletter and ratify the Bylaws changes at a business meeting.



**Section 4.** Additional special committees may be appointed by the president for special needs as they arise through the year.

**Section 5.** Committee Chairs are encouraged to use additional members on their respective committees for assistance and to involve them in the work of the chapter.

**Section 6.** Committee Chairs are encouraged to render reports by attending the monthly meetings of the Board.

## **ARTICLE XI — AMENDMENTS**

The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration be published by postal or electronic means, including the chapter newsletter, to each member qualified to vote at least 15 days before the meeting.

## **ARTICLE XII — THE FLAG**

The American flag shall be displayed and honored at all meetings of the chapter.

# **Chapter Bylaws of the MOAA Northeast Florida Chapter Inc.**

## **“Certification Page”**

This is to certify that these bylaws were approved and adopted at the organizational regular meeting of the Northeast Florida Chapter at NAS Jacksonville on \_\_\_\_\_, 2024.

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CDR Paul Werring  
President MOAA Northeast Florida Chapter

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LT David L. Mosley  
Secretary MOAA Northeast Florida Chapter

