

**MILITARY OFFICERS ASSOCIATION OF AMERICA,
CITRUS COUNTY CHAPTER, INCORPORATED
BY-LAWS**

THIS ASSOCIATION WAS ESTABLISHED NOVEMBER 24, 1981....

To promote the purposes and objectives of The Retired Officers Association, which in 2003 was renamed: Military Officers Association of America;

To foster fraternal relations among retired, active, and former officers of the uniformed services;

To protect the rights and interests of personnel of the uniformed services and their dependents and survivors;

To provide useful services for members and their dependents and survivors; and to serve the community and the nation.

ARTICLE I – NAME

The name of this organization is Military Officers Association of America, Citrus County Chapter, Incorporated.

ARTICLE II – PURPOSES

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 By-Laws of the 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 non-profit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers and other directors shall not receive any stated compensation for their services, but the Board of Directors may, by resolution, 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, or agent of this organization shall be liable for his acts or failure to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for his acts or failure to act under these By-Laws, excepting only acts or omissions to act arising out of his willful misfeasance.

Section 4. The organization 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 organization, and after the discharge of all its

liabilities, the remaining assets shall be given to a non-profit organization whose purposes and objectives are similar to those of this organization, such organization to be designated by a majority vote of the Board of Directors.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

Section 1. The membership of this organization shall be composed of (a) men and women who are active, retired or former commissioned or warrant officers of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services) and the reserve and other components of these services, and (b) widows and widowers 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 two classes, viz.:

A Regular members: These are officers who are on the retired lists (whether drawing retired pay or not), officers who are not retired or former officers who were separated under conditions acceptable to the Board of Directors.

B Auxiliary members: These are widows and widowers of any deceased individuals who would, if living, be eligible for membership.

Section 3. The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the retired officer community, or the association. Normally, an individual eligible for regular or auxiliary membership is not eligible for honorary membership. However, if he/she holds an elective or appointive office at the national, state, or local level, he/she may be extended honorary membership during his/her tenure of office. The Board of Directors may also grant honorary membership to certain foreign officers. Honorary memberships shall not convey any voting rights and shall not entail any requirement for the payment of dues.

Section 4. Applications for regular and auxiliary membership shall be submitted in writing to the Membership Committee Chair, who shall be empowered to accept or reject any application or recommendation for membership.

Section 5. Any member may be dropped for good and sufficient cause by the Board of Directors after he/she has been given the opportunity to be heard.

Section 6. Regular members are required to hold and maintain membership in the Military Officers Association of America. Auxiliary members are encouraged but not required to hold and maintain such membership.

Section 7. Regular and Auxiliary members shall be entitled to vote on any matter submitted to the membership for vote. Proxy voting shall not be permitted.

Section 8. A ballot for the annual election of officers and members of the Board of Directors may be published in the Chapter newsletter and on the Chapter web site.

Members may use either ballot to cast their votes by mail.

ARTICLE V – 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 Director's recommendation in the matter.

Section 2. The annual dues for a calendar year shall be billed on 1 December of the prior year.

Section 3. Members who fail to pay the next year's dues within 60 days from the time of billing shall be notified by the Membership Committee Chair and, if payment is not made within the next 60 days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

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

ARTICLE VI – MEETINGS

Section 1. There shall be an Annual Meeting of the Organization during the month of November for the determination of the annual dues, the receipt of annual reports, and the transaction of other business. In lieu of mailing ballots, the new officers and members of the Board of Directors may be elected at this November meeting. Such an election is in order and is binding. Notice of such meeting, shall be emailed to the last recorded address of each member and shall be posted on the Chapter web site at least 20 days before the time appointed for the meeting.

Section 2. Regular meetings of the chapter shall be held as decided by the Board of Directors. Notice of time and place of each meeting shall be published in the chapter newsletter and on the Chapter web site to be in the hands of the members at least 15 days before the meeting.

Section 3. Special meetings of the Organization may be called by the president. Notice of any special meetings shall be emailed to each member at his/her last recorded address and shall be posted on the Chapter web site at least 15 days in advance, with a statement of time and place and information as to the subject(s) to be considered.

Section 4. Fifteen (15) percent of the regular members present at any meeting of the Organization shall constitute a quorum.

Section 5. The rules contained in the current issue 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 By-Laws and any special rules of order the Organization may adopt.

Section 6. An installation dinner shall be held during December for the purpose of installing the newly elected officers and members of the Board of Directors. This dinner may be held in lieu of the usual monthly regular meeting.

ARTICLE VII –BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elective officers (president, vice president, secretary and treasurer), the immediate past president, six elected directors, Newsletter editor and the Chairs of standing committees. The Board of Directors, officers, Newsletter Editor and standing committee Chairs shall serve without remuneration of any kind.

Section 2. Elective directors shall serve terms of two years each. At the next Annual Meeting, three directors will be elected to serve one year and three to serve for two years. Thereafter, three directors shall be elected annually. Election will be held by ballot and a majority of the votes cast shall elect. Each elective director shall take office at the Installation Dinner held in December. In the event of a vacancy occurring between annual elections, the Board of Directors will elect a member to serve the unexpired term. No director shall serve more than three (3) consecutive terms. Any sitting director that has served or will complete three consecutive terms shall not be eligible for nomination as a director.

Section 3. The Board of Directors shall have supervision, control and direction of the affairs of the Organization and shall determine its policies or changes therein within the limits of the By-Laws, shall actively pursue 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.

Section 5. Except that the board shall have a regular meeting at the time and place of the Annual Meeting, the board shall meet upon call of the president at such times and places as he may designate and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by email to each member of the board at his/her last recorded email address and shall be posted on the Chapter web site at least ten (10) days in advance of the meetings.

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

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

Section 8. Any director who is absent from three Board meetings without prior approval of the president will be considered as having resigned his position as a director. The president will then inform that director of the acceptance of his/her resignation and request the Board of Directors elect a member to serve the unexpired term.

Section 9. Past presidents of the chapter will be designated Directors Emeritus (Honorary Directors), encouraged to attend and participate in meetings of the Board of Directors, but will have no vote.

ARTICLE VIII – OFFICERS

Section 1. The elective officers shall be a president, a vice president, a secretary and a treasurer, each of whom shall be a member of the Organization.

Section 2. The elected officers shall be elected bi-annually by either a mail-in ballot that has been sent to all members or, in lieu of this, by direct election at the November Annual Meeting. Any election of officers at the Annual Meeting shall be in order and is binding. The election shall be by ballot and a majority of the votes cast shall elect. Each elected officer shall take office at the following December Installation Dinner. Terms for elective officers are two years.

Section 3. The provisions in this section are deleted.

Section 4. A vacancy in the office of the president shall be filled automatically by the vice president. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 5. The president shall be the principle elective officer of the Organization, shall preside at meetings of the Organization and of the Board of Directors, and shall be a member exofficio, with the right to vote, of all committees except the nominating committee. He shall, also, at the Annual Meeting, communicate to the Organization or to the Board of Directors such information or such proposals as would, in his/her opinion tend to promote the welfare and increase the usefulness of the Organization. Further, he/she shall perform such other duties as are necessarily incident to the office of the president.

Section 6. In the event of the president's temporary disability or absence, the vice president shall perform the duties of the president. The 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 shall keep a record of all proceedings of the Board of Directors. He/she shall maintain the Organization's correspondence files and shall provide for all important document and records belonging to the Organization. He/she shall perform such other duties as are commensurate with his/her office, or as may be assigned to him/her 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 of the Board of Directors and approved by the president. All sums received shall be deposited in a financial institution approved by the board of Directors. Funds may be drawn only upon the signature of the treasurer. In his/her anticipated absence, the treasurer may authorize the president, vice-president or secretary to disburse checks as necessary. In such case, the treasurer shall specify which checks are authorized and the dollar limit on each check. No more than three officers at one time shall have check signature authority on file at the bank. He/she shall make a report at the Annual Meeting or when called upon by the president. The funds, books and vouchers in his/her hands 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 By-Laws or as he/she may find advisable.

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. At least sixty (60) days before the Annual Meeting, the Board of Directors shall appoint a nominating committee of three (3) regular members, not currently holding elective or appointive office, to nominate candidates for elective offices. The committee shall notify the secretary, in writing, at least thirty (30) days before the date of the Annual Meeting, of the names of the candidates it proposes, and the secretary shall email a copy thereof to the last recorded email address of each member at least twenty (20) days before the Annual Meeting.

Section 4. The Membership Committee Chair shall be responsible for maintaining all records pertaining to membership and the collection of annual dues. Upon receipt and having been recorded, dues shall be transferred to the Treasurer for appropriate deposit.

Section 5. The Legislation Committee Chair shall be responsible for maintaining all records pertaining to legislative goals of both MOAA National and the Florida Council of Chapters and shall insure that the membership is regularly apprised of the status of pertinent legislation.

Section 6. The Personal Affairs Committee Chair shall be responsible for maintaining such liaison with the membership as will facilitate appropriate response to the health and welfare of the membership.

Section 7. The Program Committee shall be chaired by the vice president who shall be responsible for scheduling a speaker/presentation at each monthly meeting of the Chapter. Information regarding the scheduled speaker/presentation shall be published in the monthly newsletter preceding the meeting and on the Chapter web site at least 10 days prior to the meeting.

ARTICLE X – AMMENDMENTS

These By-Laws 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 emailed to the last recorded email address of each member and shall be posted on the Chapter web site at least fifteen (15) days prior to the date of the meeting.

ARTICLE XI – THE FLAG

The American flag shall be displayed and honored at all meeting of the Organization.