

COPY

By-Laws
Palm Beach - Martin Counties Chapter
of the
Military Officers Association of America

Last revised 06/18/2015

Article I - Name

The name of this organization shall be the "Palm Beach - Martin Counties Chapter of the Military Officers Association of America," hereafter referred to as "the chapter."

Article II - Purposes

The purposes of the chapter shall be as follows:

1. Promote the purposes and objectives of the Military Officers Association of America.
2. Foster fraternal relations among retired, active, and former officers of the uniformed services and the reserve components thereof.
3. Protect the rights and interests of personnel of the uniformed services and their dependents and survivors.
4. Provide useful services for members and their dependents and survivors and to serve the community and nation.

Article III - Status

Section 1. The chapter shall be a non-profit organization, operated exclusively for the purposes specified in Article II.

Section 2. Officers, Directors, and appointed officials shall not receive any stated compensation for their services, but the Board of Directors will 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 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 a non-profit organization whose purposes and objectives are similar to those of the chapter. This organization is to be designated by a majority vote of the Board of Directors.

Article IV - Membership

Section 1. 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 seven US uniformed services (Air Force, Army, Coast Guard, Marine Corps, National Oceanographic and Atmospheric Administration, Navy, and Public Health Service), spouses 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 seven US uniformed services (Air Force, Army, Coast Guard, Marine Corps, National Oceanographic and Atmospheric Administration, Navy, and Public Health Service), surviving spouses of any deceased individuals who would, if living, be eligible for membership, and men and women offered honorary membership.

Section 2. Subject to the provisions of Article IV, Section 1, Membership shall be of four classes: regular, auxiliary, honorary, and emeritus.

1. **Regular members** shall be current, former, or retired members of the seven uniformed services.
2. **Auxiliary members** shall be spouses of either living or deceased regular members or former officers of the uniformed services eligible for membership.
3. **Honorary members** shall be such members offered membership by the chapter Board of Directors based on their service with the uniformed services or current service to the nation. Officers of allied nations and elected officials would normally be honorary members.
4. **Emeritus members** shall be such members as designated by a vote of two thirds of the members of the Board of Directors and is granted in honor of that member's exemplary service to the chapter. An emeritus member is eligible for all benefits of a regular member for the rest of the person's life and that person shall no longer pay annual dues to be a member.

Section 3. Applications for regular, auxiliary, or honorary membership shall be submitted 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 4. The Board of Directors may drop any member for good and sufficient cause after that member has been given opportunity to be heard.

Section 5. **Regular members** (current or former officers as defined in Article IV, section 1) are required to hold and maintain membership in National MOAA.

Section 6. **Auxiliary members**, who are survivors of officers eligible for membership, holding chapter offices, are required to hold and maintain membership in National MOAA. Auxiliary members whose membership is based on their spouses' membership may also hold chapter offices. All auxiliary members are encouraged to acquire and maintain national membership.

Section 7. **Honorary members**, as well as other classes of members, may serve on committees.

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, auxiliary, and emeritus members in good standing present at a meeting of the chapter may 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 as follows:

1. The dues for any year shall be the same as for the previous year with the following exceptions.
2. By vote of a majority of the members of the Board of Directors, the annual dues may be increased by either up to ten percent or ten dollars, whichever is greater.
3. Should the Board of Directors decide to increase the dues by an amount greater than in paragraph 2 above, then a majority of the members at a chapter meeting must approve the increase. The proposed increase must be advertised in the announcement for that chapter meeting.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year. The chapter directory shall be published with the names of all members who have paid their dues by January 31.

Section 3. The Board of Directors may, without further notice or hearing, drop any member from the rolls for failure to pay dues. Any member who has not paid their dues by March 31 will normally be considered to be dropped from the rolls. The member shall thereupon forfeit all rights and privileges of membership.

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

Section 5. If a chapter member converts his or her MOAA National Membership to a Life Membership, the chapter member is relieved of paying the next two year's chapter dues.

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 if the board of directors is proposing an increase under Article VI, Section 1.3, the election of officers and directors (if during the second year of the two year term of office), and the transaction of any other business. Notice of the meeting shall be mailed or emailed to each member at least five days in advance. A quorum, necessary to conduct business, is a minimum of thirty members or thirty percent of the membership, whichever is less, present at the meeting.

Section 2. **Regular meetings** of the chapter shall be held during the months of January, February, March, April, May, June, (no meetings in July or August), September, October, (November is the Annual Meeting) and December unless otherwise decided by the Board of Directors. Notice of each meeting shall be mailed or emailed to each member in advance.

Section 3. Robert's Rules of Order (Latest Edition) shall govern the conduct of chapter and board meetings.

Article VIII - Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers (president, first vice president, second vice president, secretary, and treasurer), the immediate past president, and the six elected directors as described in Article X, Section 9.

Section 2. The elected officers and directors shall be elected for a two year term by the membership at the Annual Meeting in the second year of the two year term. Each elected officer and director shall begin the two year term on the subsequent January 1. The elected officers and directors shall take the oath of office at the first chapter meeting after the beginning of the two year term.

Section 3. The Board shall have the supervision, control, and direction of the affairs of the chapter, shall determine its policies or changes therein within 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 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 meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of the members of the board. Notice of each meeting of the Board of Directors shall be mailed or emailed to each member of the board in advance.

Section 6. A majority of the filled positions of the 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 entitled to one vote. Proxy voting shall not be authorized.

Section 8. All Board of Directors members shall serve for a term of two years but may continue serve until a successor is elected and installed. Should an officer or director miss two or more Board of Directors meetings in a calendar year without prior notification to the president, it will be presumed that the officer or director has submitted his or her resignation from the Board, which the President may accept without further action.

Section 9. All Board of Directors meetings are open to all members of the chapter. Whenever possible, the date, time, and location of all board meetings shall be published in the monthly newsletter.

Article IX - Officers

Section 1. The elected officers shall be a president, a first vice president, a second vice president, a secretary, and a treasurer, each of whom shall be a regular, auxiliary, or emeritus member of the chapter.

Section 2. The membership shall elect officers at the Annual Meeting held in the second year of the two year term. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall serve for term of two years but may serve 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 president automatically. The second vice president shall fill a vacancy in the office of first vice president automatically. If an individual cannot serve as president or first vice president, then an election will be held. The president shall recommend and the board of directors may approve members to serve in vacancies in the second vice president, secretary, treasurer, and directors.

Section 5. The **president** shall be the chief elected officer of the chapter, shall preside at meetings of the chapter and the Board of Directors, and shall be a member ex officio, with right to vote, of all committees except the nominating committee. The president's duties include the following:

1. Communicate to the chapter and the Board of Directors information or proposals to help achieve the purposes of the chapter.
2. Choose the date, time, and location of all Board of Directors meetings. Notify via mail or email all members of the board of directors of such meetings.

3. Serve as point-of-contact for all matters dealing with MOAA National or local Council.
4. Every September, appoint an audit committee of at least two members not serving as officers to audit the chapter's financial records.
5. Appoint members to all committees, either standing or temporary.
6. In the event that the second vice president, secretary, treasurer, or any director is incapable of completing the term or does not complete the term of office, the president shall recommend a replacement subject to approval by majority vote of the remainder of the board of directors.
7. Sign any amended or updated versions of these bylaws.

Section 6. In the event of the president's temporary disability or absence, the **first vice president** shall perform the duties of president. The first vice president's duties include the following:

1. Serve as the **membership chairman**. In this role, the first vice president is responsible for recruiting new members. The first vice president serves as the chairman of the membership committee.
2. Serve as point-of-contact for potential new members. As such, the first vice president shall maintain a supply of new member applications and ensure that the new member application forms are current.
3. Whenever an application to join the chapter is received, the first vice president shall present the application to the board of directors for consideration.
4. Arrange for the new member to get a name tag and any other item provided to new members.

Section 7. In the event of the first vice president's temporary disability or absence, the **second vice president** shall perform the duties of first vice president. The second vice president's duties include the following:

1. Serve as the **program chairman**. In this role the second vice president is responsible for the programs offered at chapter meetings and events. In the event that there is a program committee, the second vice president serves as the chairman of the program committee.
2. Serve as point-of-contact for all guest speakers. In this role, the second vice president is responsible for ensuring that guest speakers know the date, time, and location of events.

Section 8. The **secretary** shall maintain a record of all meetings of the chapter and Board of Directors, and shall maintain a record of all proceedings. The secretary's duties include the following:

1. Maintain the membership records. This includes keeping a copy of the chapter newsletter.
2. Notify MOAA National of the death of any members. The secretary shall also notify the director - personal affairs of the death of any member.
3. Prepare such correspondence as is required.
4. Safeguard all important documents and valuable equipment belonging to the chapter.

5. Maintain the signed copy of these bylaws and have photo-copies available at all chapter meetings and board of directors meetings. Deliver a copy of the bylaws to any member who so asks.
6. During February of a new term of office, at the board of directors meeting, present copies of the entire Bylaws for review and discussion of possible updates.
7. In the event that a proposed amendment to these bylaws is submitted, the secretary shall review the National MOAA rules and regulations to ensure that the proposed amendment does not violate any National MOAA standard and advise the membership of such findings. The secretary shall maintain a current copy of the National MOAA Council and Chapter Policies and Procedures Guide.
8. Sign any amendments or updated versions of these bylaws.
9. At the end of the term of office, ensure that all records are delivered to the incoming secretary.
10. The Secretary shall serve as the Registered Agent for the corporation and file all documents with required government agencies.

Section 9. The treasurer shall maintain a record of all sums received and expended by the chapter. The treasurer's duties include the following:

1. Be responsible for the collection of member's dues, funds for all chapter events, and all funds from fund raising events.
2. Make such disbursements as are authorized by the board of directors.
3. Deposit all sums received in a financial institution approved by the board of directors.
4. Maintain the chapter's checking account. This includes maintaining with the financial institution a current list of members authorized to sign checks on behalf of the chapter. Check signers shall include the president, first vice president, second vice president, and treasurer. All checks must be signed by at least two authorized check signers.
5. Make a financial report at the annual meeting.
6. Make a financial report at all board of directors meetings. This report is to include current balance of all accounts, and receipts and expenditures year-to-date.
7. Have the latest bank statement available at all board of directors meetings for their inspection.

Section 10. The directors shall attend all board of directors meetings and vote on chapter matters. Directors shall maintain a current copy of the bylaws and refer to it from time to time as is necessary. Directors' duties include the following and any additional duties as assigned by the President:

1. **Director - Editor of the Newsletter:** The editor of the newsletter is responsible for publishing the chapter's newsletter. The distribution may be either via mail or email. As the newsletter serves as the official notification to members of chapter meetings, it is to be treated as official correspondence of the chapter.
2. **Director - Junior ROTC Liaison:** This director is responsible for coordinating the chapter's program of support with local JROTC units. This director either serves as the point-of-contact with each JROTC unit or coordinates a JROTC committee whose members serve as point-of-contact for individual JROTC units.

3. **Director - Veterans Administration Hospital Liaison:** This director is responsible for the chapter's contact with the local VA Hospital. As such, this director will serve as point-of-contact for events in which the chapter provides support to the hospital.
4. **Director - Legislative Affairs:** This director is responsible for educating chapter members on events on a national and local level in Congress and local legislative bodies that have an effect on or are of interest to members. This director serves as the point-of-contact for the offices of local Representatives to Congress. Should there ever be an occasion in which the chapter decides to communicate as a whole with any representative, the president of the chapter shall sign on behalf of the chapter.
5. **Director - Personal Affairs and Auxiliary:** This director is responsible for assisting members, if needed, in contacting the various agencies of the government. In the event of the death of a member, this director is responsible for expressing the condolences of the chapter to the spouse and family, and offering any assistance that would be appropriate. This director shall notify the secretary of any deaths of members. This director is also responsible for coordinating any events specifically designed for auxiliary members.
6. **Director - Communications:** This director is the point-of-contact for the chapter with the local media and is responsible for generating publicity for the chapter. This includes delivering press releases to the local media whenever the chapter accomplishes anything of newsworthy interest and attempting to generate media interest in chapter activities. This director will also serve as the chapter's internal communications coordinator. This includes managing the internet functions for contact management, distribution, and website.
7. **Immediate Past President:** The immediate past president shall serve on the Board of Directors as a voting member. The immediate past president shall also chair the nominating committee to fill all elected positions.

Article X - Committees

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

Section 2. The **standing committees** shall include **membership** (chaired by the first vice president), **legislative** (chaired by the director - legislative affairs), and **personal affairs** (chaired by the director - personal affairs).

Section 3. By June 1 of the second year of the normal two year terms of office, the president shall appoint two members currently not serving as an officer to serve on the **nominating committee** with the immediate past president. This nominating committee is responsible for compiling a list of nominees for the officers and Board of Directors. This list must be published in the October chapter newsletter. Note that this list of nominees does not preclude the nomination from the floor of any member for any office up to the time of the actual election.

Section 4. In September of each year, the **audit committee** shall audit the financial records of the chapter. The audit committee shall publish the following statement in the October monthly newsletter: "We, the undersigned members of the chapter audit committee have audited the financial records of the chapter. We find the records to be in good order -- or -- not in good order." In the event that the records are found to be not in good order, the audit committee is to immediately report their findings to the president, who will immediately begin an investigation of the matter. One member of the audit committee is to also verbally report the finding of the committee to the chapter during the Annual Meeting in November.

Article XI - Amendments

Section 1. These bylaws may be amended, repealed or altered in whole or in part by two-thirds vote of the membership present at a duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been mailed or emailed to each member qualified to vote at least fifteen days before the meeting.

Section 2. Any member in good standing may propose a change to these bylaws.

Section 3. These bylaws should be in concert with the suggested bylaws offered by MOAA National to MOAA chapters. They must meet any requirements of MOAA National though they may contain additional items.

Article XII - The Flag

Section 1. The American Flag shall be displayed and honored at all meetings of the chapter.

Article XIII - Certification

These bylaws are in concert with the National MOAA Council and Chapter Policies and Procedures Guide published in 2009.

This is to certify that these bylaws were approved and adopted at the organizing meeting of the Palm Beach - Martin Counties Chapter of MOAA on **June 18, 2015**.



Paul Loschiavo, Colonel, USMCR (Ret), President



George Perry, Master Warrant Officer, US Army (Ret), Secretary