

Proposed amendment to the chapter's bylaws (Board approved – October 9, 2019)

THE SUN CITY CENTER CHAPTER OF THE MILITARY OFFICERS ASSOCIATION OF AMERICA  
BYLAWS

As revised 28 March 1990, 8 November 1991, 5 August 1992, 4 November 1998, 1 April 2009, 3 March 2010, 6 February 2013, 4 November 2015, 12 December 2016, November 14, 2018, October 9, 2019, and date of membership approval.

ARTICLE 1 - NAME

Section 1. The name of this organization shall be the Sun City Center Chapter, Military Officers Association of America, hereafter referred to as the Chapter.

ARTICLE II - PURPOSES

Section 1. The purposes of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America; 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 non-profit organization, operated exclusively for the purposes specified in Article II above.

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 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, except as provided in Section 2 above.

Section 5. In the event of dissolution of the Chapter and after the discharge of all its liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the Chapter, such organization to be designated by a simple majority vote of the board of directors.

ARTICLE IV - MEMBERSHIP

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 of the eight U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard,

National Guard, National Oceanic and Atmospheric Administration and Public Health Service) as well as survivors 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 four classes: regular, auxiliary, honorary, and special members. Special members are past members who are now unable to attend any function of the Chapter and shall be awarded free membership. The designation of both honorary and special membership shall be determined by the Board of Directors.

Section 3. Application for regular or auxiliary membership shall be submitted in writing to the secretary. The secretary shall keep the board of directors informed of the status of members. The names of members in question shall be submitted to the board of directors for action. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section 4. Removal of a Member. Any member may be removed from the membership in the Chapter for cause which a majority of the members consider sufficient. The following process must be pursued to accomplish the removal of a member.

A. The Chapter member who recommends the removal of another member must submit the request in writing to the Board of Directors.

1. The letter must clearly state the reason(s) for the proposed action.
2. The letter must be signed by the member bringing the action.
3. The letter must be endorsed and signed by at least two (2) other members of the Chapter.

B. A member of the Chapter may be removed from membership for cause by a simple majority vote of the members present at a duly constituted meeting of the Chapter. The member under consideration for removal must be notified of the time, place, and purpose of the meeting and must be allowed time to be present and appeal to the members present prior to the vote. A removed member of the Chapter may, within 30 days of removal, request an appeal hearing to the Chapter Board of Directors for reinstatement of membership.

C. After one year from the date of removal, the removed member may apply by letter to the Board of Directors for reinstatement. If approved by a majority vote of the Board of Directors, the reinstatement must also be approved by a majority of the members present at a duly constituted meeting of the Chapter. Any reinstatement of this nature shall be as new members.

Section 5. Regular members are urged to hold and maintain membership in the national Military Officers Association of America. Auxiliary members are encouraged to acquire and maintain such membership.

## ARTICLE V - VOTING

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a simple majority vote of the members present at a duly constituted membership meeting.

Section 2. Only regular and auxiliary members in good standing present at a meeting of the Chapter shall be entitled to vote.

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

## ARTICLE VI - DUES

Section 1. 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 on the matter.

Section 2. The Annual Chapter dues for a calendar year shall become due and payable by January 1 of that year.

Section 3. Annual dues shall be considered delinquent if unpaid by January 1 of each calendar year. Delinquent members shall be notified in writing within 10 days thereafter. If payment is not made on or before February 1, the membership of any such delinquent member will be removed from the Chapter rolls on February 2<sup>nd</sup> and will not receive any further Chapter newsletters.

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

## ARTICLE VII – MEMBERSHIP MEETINGS

Section 1. Whenever written notice is required by these Bylaws or by law, such notice shall be deemed to be delivered when published in the Chapter's newsletter which is e-mailed or deposited in the United States mail addressed to the member at the address as it appears on the membership records of the Chapter

Section 2. 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 annual meeting shall be published no later than in the Chapter's October newsletter.

Section 3. Regular meetings of the chapter shall normally be held on the first Wednesday *of* each month unless otherwise decided by the Board of Directors. Notice of each meeting shall be in the Chapter's newsletter. A general membership meeting will have quorum of five percent of the membership.

## 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, assistant secretary, treasurer, and assistant treasurer treasurer), the immediate past president, and a minimum of five and maximum of ten directors.

Section 2. The directors shall be elected annually by the membership at the annual meeting. Each elected director shall take office at the first regular or special meeting following the installation and shall serve for a term of one year and there are no term limits.

Section 3. The board of directors 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 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 on the second Wednesday of each month and/or 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 its members. Notice of each special meeting of the board of directors shall be mailed, telephoned, or e-mailed to each board\_member at least 48 hours\_in advance.

Section 6. A simple 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 simple majority vote of those present, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

Section 8. An Executive Committee of the Board consisting of the elected officers is delegated the power to act for the board to act on emergency matters or on recurring matters that must be disposed of promptly. An approval of three (3) members of the committee are required for any action taken. The executive committee reports to the board at its next meeting or by e-mail, and its actions are reviewed and included in the minutes of the board.

Section 9. a. Directors may, by majority vote, fill a vacancy on the board caused of the death, resignation, or departure of the member from the locality. The appointee shall serve for the unexpired term of his predecessor in office.

b. If uncertainty of a vacancy exists by reason of discovery of the ineligibility of a member after having been elected, or when there is an abandonment of the office, an implied resignation, or prolonged neglect or inability to act, directors may, by majority vote, declare the office vacant to clear the record before a member is appointed to fill the vacancy. Declaring a vacancy is not the means of removing a member from Chapter membership. The appointee shall serve for the unexpired term of his predecessor in office.

## ARTICLE IX - OFFICERS

Section 1. The elected officers shall be a president, a first vice president, a second vice president, a secretary, assistant secretary, treasurer, and an assistant treasurer, each of whom shall be a regular or auxiliary member of the Chapter. At least one\_of the Clubs Officers must be\_a member in good standing of the Sun City Center Community Association (SCCCA).

Section 2. The elected officers shall be elected annually by the membership at the annual meeting. Each elected officer shall take office at the first regular or special meeting following the Installation. and shall serve for a term of one year or until a successor is duly elected and installed. A member shall not serve more than two consecutive terms as president.

Section 3. A vacancy in the office of president shall be filled automatically by the first vice president. A vacancy in the office of first vice president shall be filled automatically by the second vice president. Directors may, by a simple majority vote of those present at a duly constituted meeting, fill a vacancy in other offices due to a resigning or deceased officer. The appointee shall serve for the unexpired term of his predecessor in office.

Section 4. The president shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and on the board of directors, and shall be a member ex officio with right to vote, on 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 to 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 5. In the event of the president's temporary disability or absence, the first vice president shall perform the duties of the president. In the event of the temporary disability or absence both the president and first vice president, the second vice president shall perform the duties of president. The vice presidents shall perform such other duties as the president might assign.

Section 6. The secretary shall provide timely written notification of all annual and special meetings of the Chapter and of the board of directors and shall maintain a record of all proceedings. The secretary also shall carry out the following duties: maintain the membership records, collect dues money and forward the money to the treasurer as soon as possible, prepare such correspondence as might be required, maintain the chapter's correspondence files and safeguard all important records, documents and valuable equipment belonging to the chapter. 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. A membership list shall be sent to SCCCA by January 31 each year, with their names, addresses, and CA/KP numbers. Chapter members who are not residing in Sun City Center or Kings Point should have their home residence listed.

Section 7. The assistant secretary shall have all the powers, prerogatives, and duties of the secretary in his or her absence or disability. He or she shall be a general assistant to the secretary, performing such duties as the secretary may assign.

Section 8. The treasurer shall maintain a record of all sums received and expended by the Chapter, deposit memberships' annual dues, make such disbursements as are authorized by the Chapter or the board of directors, and file such reports as required by governmental agencies, deposit all sums received in a financial institution approved by the board of directors and make a written financial monthly report to the board of directors and an oral report at the annual meeting or when called upon by the president. Funds may be drawn from the account in the financial institution only upon the signature of the treasurer, or in his/her absence, by the president, or first vice president. The funds, books and vouchers in the custody of the treasurer shall at all times be subject to inspection and verification by the board of directors.

Section 9. The assistant treasurer shall have all the powers, prerogatives, and duties of the treasurer in his or her absence or disability. He or she shall be a general assistant to the treasurer, performing such duties as the treasurer may assign.

Section 10. The appointed recording secretary shall take the minutes of all board of director's meetings and membership meetings. Also, maintain record of all the meetings. He/she shall assist the secretary as needed.

## 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 membership, legislative, and personal affairs.

Section 3. At least 90 days before the annual meeting, the board of directors shall appoint a nominating committee of three regular or auxiliary members, not currently holding elective office, to nominate candidates for the elective offices. The committee shall notify the secretary in writing at least 45 days before the annual membership meeting, of its proposed slate of elected officers and directors for the next calendar year, and shall publish the slate no later than in the Chapter's October newsletter before the annual meeting.

#### ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be amended, repealed or altered in whole or part by a two-thirds vote of those members present at any duly constituted meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been published in the Chapter's newsletter prior to the meeting.

#### ARTICLE XII - CONDUCT OF BUSINESS

Section 1. All business will be conducted in accordance with these bylaws. In the event situations develop that the bylaws do not cover, the latest edition of The Standard Code of Parliamentary Procedure by Alice Sturgis will apply. If such situation appears to be of a recurring nature, changes to the bylaws may be in order.

#### ARTICLE XIII - THE FLAG

Section 1. The American flag shall be displayed and honored at all meetings of the Chapter. The Chapter flag shall also be displayed.

#### ARTICLE XIV - INSTRUCTIONS

Section 1. A copy of the Chapter new or revised bylaws shall be submitted to the SCCCA Club Liaison Director (CLD) to be approved, signed and dated; the original to be put on file with a signed copy to the Chapter for their records. The Chapter must operate under the approved bylaws.

Section 2. Any club hiring an employee/consultant must sign a contract stating the time, duties, compensation/salary, Social Security number and method of payment with a copy sent to the CLD.

Section 3. The Chapter shall ensure the lights and music are turned off when closing room.

Section 4. No sale of liquor may be permitted.

Section 5. The Chapter will adhere to all SCCCA rules and procedures approved and adopted at the organization meeting of the Sun City Center Chapter at Sun City Center, Florida 28 March 1990, as from time to time amended.

Section 6. Amendments to these bylaws were approved and adopted by a majority of members attending the annual membership meeting 8 November 1991. These amendments are included herein.

Amendments to these bylaws were approved and adopted by a majority of members attending the membership meeting on August 5, 1992. Amendments are included herein.

Amendments to these bylaws were approved and adopted by a majority of members attending the annual membership meeting November 4, 1998. The amendments are included herein.

Amendments of these bylaws were approved March 12, 2009 by the board of directors. These amendments reflect current deletions and/or omissions thru March 12, 2009. Amendments to these bylaws were approved and adopted by a majority of members attending the membership meeting on April 1, 2009.

Amendments of these bylaws were approved and adopted by a majority of members attending the membership meeting on March 3, 2010. The amendments are included herein.

Amendments of these bylaws were approved and adopted by a two-thirds vote of members attending the membership meeting on February 6, 2013. The amendments are included herein.

Amendments of these bylaws were approved and adopted by a two-thirds vote of members attending the membership meeting on November 4, 2015. The amendments are included herein.

Amendments of these bylaws were approved and adopted by a two-thirds vote of members attending the membership meeting on November 1, 2016. The amendments are included herein.

Amendments of these bylaws were approved and adopted by a majority of the members attending the membership meeting on March 6, 2019. The amendments are included herein.

Amendments of these bylaws were approved and adopted by a majority of the members attending the membership meeting on January 2, 2020. The amendment is included herein.

/s/ \_\_\_\_\_

Received Approved: \_\_\_\_\_

Club Liaison Director

Date:

Sun City Center Community Association

Revised amendments approved at the Membership Meeting held on (January 2, 2020).