

**NORTHEAST FLORIDA
CHAPTER INC.**

CHAPTER BYLAWS

**SERVICE TO OUR COUNTRY AND OUR
MEMBERS**

Chapter Bylaws of the MOAA Northeast Florida Chapter Inc.

ARTICLE I — NAME

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

ARTICLE II — PURPOSE & OBJECTIVE

The purposes and objectives of the chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA) to include but not limited to:

- 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.
- Continue to serve the community and the nation.
- To inculcate and stimulate the love of country and flag.
- To defend the honor and integrity of our national government and the Constitution of the United States.
- To advocate adequate military forces for the defense of our Nation.
- To foster the integrity and prestige of the uniformed services and represent their rights and interest.

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. Such registration shall be renewed annually by the treasurer.

Section 2. The chapter is affiliated with, but autonomous from, The Military Officers Association of America, National, headquartered in Alexandria, Virginia.

Section 3. 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 4. 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 5. 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 6. In the event of dissolution of the chapter and after the discharge of all 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 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 in one of the seven U.S. uniformed services (Air Force, Army, Coast Guard, Marine Corps, National Oceanic and Atmospheric Administration, Navy, 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 three classes: regular, surviving spouse, and honorary.

Section 3. Applications for regular or surviving spouse membership shall be submitted in writing or by electronic means, via the internet or email, to the board of directors. Regular and Surviving Spouse 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 4. The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard.

Section 5. All regular members are required to hold and maintain membership in national MOAA. Surviving Spouse members holding chapter offices are required to hold and maintain membership in national MOAA. All surviving spouse members are encouraged to acquire and maintain national MOAA membership.

Due to the recent decision of the board of directors to start enforcing this requirement the following accommodations shall be made:

- Existing regular members who currently (as of July 2017) are not members of national MOAA will be given one calendar year (until December 31, 2018) to obtain national MOAA membership.
- New regular and members joining the chapter (if they are not already national members) are expected to sign up for national MOAA membership at the time of application for Chapter membership but not later than within three months of becoming a Chapter member.

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 directors' recommendation in the matter, normally as part of the budget determination.

Section 2. The annual dues for a calendar year shall become due on Jan. 1 of that year.

Section 3. After April 1 of that year, the board of directors may, without further notice and further hearing, drop any member from the rolls who have not paid their annual 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 after July 1 shall have his/her dues credited for the following year.

Section 6. No assessment shall be made against any member other than the prescribed annual dues.

ARTICLE VI — 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 by postal or electronic means, including the chapter newsletter, to each member at least 15 days in advance.

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

ARTICLE VII — 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 and surviving spouse 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 also national MOAA members in good standing, serving in a chapter officer position should be afforded the right to vote.

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

ARTICLE VIII — BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (president, 1st vice president, 2nd Vice President, secretary, and treasurer), the immediate past president, and up to four elected directors.

Section 2. All the officers and half of the directors shall be elected at terms end by the membership at the Annual Meeting. Each elected officer and director shall take office at the first regular or special meeting of the new calendar year following the election and shall serve for a term of two years, or until a successor is duly elected and installed.

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. The Board 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 shall not be authorized to adopt resolutions nor to establish positions in the name of the Chapter.

Section 5. The Board shall meet as follows: (1) on the day after the monthly Business/Social Meeting, (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 under Sections (2.) and (3.) shall be by postal or electronic means to each member of the Board at least 5 days in advance.

Section 6. A majority of the Board Members present at a Business/Social Meeting or at a duly authorized Board Meeting, as described in Section 5 above, 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.

Section 8. Meetings of the Board are open to all members.

Section 9. All meetings of the Chapter and the Board shall be conducted pursuant to "Robert's Rules of Order".

ARTICLE IX — OFFICERS

Section 1. Board of Directors Chair: The Immediate Past President is a voting member of the Board of Directors and functions in an advisory intermediary parliamentary and legalities role. Authority for this position is vested in the Immediate Past President by previous election to Chapter President. The Immediate Past President shall chair three recurring committees, the Finance Committee, the Nominating Committee and the Bylaws Committee. The Immediate Past President shall coordinate with the President the appointment of members to these committees.

Section 2. The elected officers shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary and a Treasurer, each of whom shall be a regular or surviving spouse member of the Chapter.

If a regular or surviving spouse member is not available to fill the position of Secretary or Treasurer, a spouse of a member may be elected.

Section 3. As indicated in Article VIII, Section 2, the Officers shall be elected at terms end by the membership at the Annual Meeting. Each elected officer shall take office at the first regular or special meeting of the new calendar year following election and shall serve for a term of two years or until a successor is duly elected and installed.

Section 4. A vacancy in the Office of the President shall be filled automatically by the 1st Vice President. Nominations for other vacated offices and board members shall be taken to the membership for approval following Board acceptance.

Section 5. The President shall be the chief elected officer of the Chapter and shall preside at meetings of the Chapter and of the Board. Except for the Nominating Committee, the President shall be a member ex-officio of all committees, with right to vote only in the event of a tie. 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 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 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. In the event of the absence of both the President and 1st Vice President, the duties of President shall be assumed by the Immediate Past President. The 2nd Vice President shall perform the duties of the Reservations Chair and other duties as the President may assign.

Section 7. The Secretary shall provide timely notification by postal mail, electronic mail, the newsletter or by phone of all meetings of the Chapter and of the Board, and shall maintain a record of all proceedings. The Secretary shall also carry out the following duties: maintain the membership records; 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 or by the President.

Section 8. The Treasurer shall 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 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 Treasurer shall provide comment on audit results to the Board as appropriate. The Treasurer shall annually file for and maintain the Chapter's Incorporation and Not for Profit status with the State of Florida; Article III, Section 1. Refers: The Treasurer shall annually file for and maintain the Chapter's Tax Exempt status with the Internal Revenue Service as a Veterans Organization under IRS Code 501(c)(19); Article X, Section 6. Refers.

Section 9. Chapter Chaplain: 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. (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 prior to presenting them at the annual meeting. Prior to the Annual Meeting, the President shall direct the Finance Committee to conduct the end of fiscal year audit of the chapter's financial records and present its findings to the President. 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 chapter works.

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

ARTICLE XI — FINANCE

Section 1. The Treasurer shall have general oversight of the financial operation of the Chapter, as directed by the Board. See Article IX, Section 8, for the duties of the Treasurer.

Section 2. The fiscal year of the Chapter shall be 1 January to 31 December.

Section 3. It shall be the policy of the Chapter to operate within the projected annual revenues.

Section 4. The Board is prohibited from encumbering the Chapter for more funds than are available.

Section 5. Refer to Article X. Section 3, concerning an audit of the books and records of the Treasurer.

Section 6. As a veterans organization, the Chapter shall maintain a federal tax-exempt status under Section 501(c)(19) of the IRS Code annually filing IRS Tax Exempt postcard form 990N.

ARTICLE XII — 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 has been mailed to each member qualified to vote at least 15 days before the meeting.

ARTICLE XIII — 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 (or annual or regular or special) meeting of the Northeast Florida Chapter at NAS Jacksonville on October 18, 2017.

X  10/18/2017

COL William (Wally) Bransford, USA (RET)
President MOAA Northeast Florida Chapter

X  10/18/17

Johnnie Walsh
Secretary MOAA Northeast Florida Chapter