

## **BYLAWS of**

### **The Military Officers Association of America New River Chapter**

#### **ARTICLE I — NAME**

Section 1. The name of this organization shall be the New River Chapter hereinafter 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 and former officers of the uniformed services and their National Guard or Reserve components; protect the rights and interests of active duty, retired, Reserve and National Guard 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 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 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 a non-profit 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 National Guard or Reserve components as a commissioned or warrant officer in one of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) as well as 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 three classes: regular, auxiliary and honorary.

Section 3. Applications for regular or auxiliary membership shall be submitted in writing to the board of directors. Regular and auxiliary 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. Regular members are required to hold and maintain membership in the Military Officers Association of America. Auxiliary members holding Chapter offices are required to hold and maintain membership in the Military Officers Association of America. All auxiliary members are also 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 majority vote.

Section 2. Only regular and auxiliary members in good standing or, as determined by the board of directors, present at a meeting of the Chapter shall be entitled to vote.

Section 3. Proxy meetings shall not be permitted at any meeting of the Chapter. (Amend to read: 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 in the matter.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year and shall be considered delinquent if not received by January 31.

Section 3. The board of directors may, without further notice and without hearing, drop any member from the roll. The member shall thereupon forfeit all rights and privileges of membership.

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

#### ARTICLE VII — MEETINGS

Section 1. There shall be an annual meeting of the Chapter during the month of October 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 e-mailed or mailed to each member at least 20 days in advance and posted on the Chapter's web site. (Amend to read: There shall be an annual meeting of the Chapter during the month of October for the receipt of annual reports, the determination of annual dues for the next calendar

year, putting forward a slate of candidates to fill the position of officers and directors and the transaction of other business. Notice of the annual meeting shall be e-mailed or mailed to each member at least 20 days in advance and posted on the Chapter's web site.)

Section 2. Regular meetings of the Chapter shall be held in March, April, May, June, July, August (picnic social), September, October (annual meeting) and December (holiday social) unless otherwise decided by the board of directors. Notice of each such meeting shall be mailed to each member at least 15 days in advance.

## ARTICLE VIII — BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elected officers (president, 1st vice president, secretary and treasurer), the immediate past president and two "at large" directors. (Amend to read: The board of directors shall be composed of the elected officers (president, 1st vice president, secretary and treasurer), the immediate past president and two "at large" directors.)

Section 2. The elected officers/directors shall be elected annually or 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 serve for a term of one year or, if elected biennially, for a two-year term. (Amend to read: The elected officers/directors shall be elected annually or biennially by the membership as outlined in ARTICLE IX, Section 9. Each elected officer/director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year or, if elected biennially, for a two-year term.)

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 shall meet upon the 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 each meeting of the board of directors shall be e-mailed or mailed to each member of the board at least 7 days in advance.

Section 5. A majority of the entire board shall constitute a quorum at any meeting of the board.

Section 6. 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 7. The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. Such actions will require a majority vote of the Chapter membership.

## ARTICLE IX — OFFICERS

Section 1. The elected officers shall be a president, a 1st vice president, a secretary and a treasurer, each of whom shall be a regular or auxiliary member of the Chapter.

Section 2. The elected officers shall be elected by the membership 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 one or two years or until a successor is duly elected and installed. (Amend to read: **The elected officers shall be elected by the membership as outlined in Section 9 below.** 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 one or 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 concur in having the member serve another term.

Section 4. The 1st vice president shall fill a vacancy in the office of the president automatically. Vacancies in other offices shall be filled as the board of directors may decide.

Section 5. The president shall be 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, 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. In the event of the president's temporary disability or absence, the 1st vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president and the 1st vice president, the secretary shall perform the duties of the president. The officers shall perform other duties such as the president might assign.

Section 7. The secretary shall provide timely written notification of all meetings of the Chapter and of the board of directors and shall maintain a record of all proceedings. The secretary shall also carry out these 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 of directors or by the president.

Section 8. The treasurer shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, make such disbursements as are authorized by the Chapter or the board of directors, deposit all sums received in a financial institution approved by the board of directors and make a financial 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. 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.

(Add the following: **Section 9. Election of officers and board members: Members are requested to send nominations for all officer and board positions to the secretary no later than two days prior to the scheduled annual meeting. Members are requested to notify the person they are nominating to ensure the nominee is willing to serve in the position if elected. Nominations can be made via e-mail, mail or verbally. At the annual meeting, the secretary will announce the slate of candidates. The secretary will then provide a ballot that will be sent to all members via e-mail or mail. The voting period will begin upon receipt of the ballot and will end the first Friday in**

December and completed ballots must be returned to the secretary by that date. The secretary will tally the votes and announce the results at the December holiday social. Notification of the results will also be made by e-mail to all members having e-mail and posted in the next edition of the Chapter newsletter, the *New River Current*.

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 60 days before the annual meeting, the board of directors shall appoint a nominating committee of five regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the secretary in writing, at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall list in the Chapter's newsletter the nominated candidates for the elected offices or mail a copy thereof to each regular member at least 20 days before the annual meeting. (Delete ARTICLE X, Section 3.)

ARTICLE XI — AMENDMENTS

Section 1. The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the membership provided that a copy of any amendment proposed for consideration has been made available to the membership for review either publicly at an organized Chapter meeting, by e-mail, mail or posted on the Chapter's web site prior to the voting. Voting can be accomplished at an organized meeting of the Chapter, by e-mail, mail or by proxy via a chapter proxy ballot. (Amend to read: The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the membership provided that a copy of any amendment proposed for consideration has been made available to the membership for review either publicly at an organized Chapter meeting, by e-mail, mail or posted on the Chapter's web site prior to the voting. Voting can be accomplished at an organized meeting of the Chapter, by e-mail, or mail. ~~or by proxy via a chapter proxy ballot.~~)

ARTICLE XII — THE FLAG

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

This is to certify that these bylaws, approved and adopted at the organizing meeting of the New River Chapter at the Ashe County Agricultural Service Center, Government Circle, Jefferson, NC on 25 March 2009, were amended on 27 October 2009; 25 January 2011.

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Rank/Grade and Service)

\_\_\_\_\_  
(Rank/Grade and Service)

\_\_\_\_\_  
(President)

\_\_\_\_\_  
(Secretary)