

BYLAWS OF THE RICHMOND AREA CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Article I – Name

Section 1. The name of this organization shall be the Richmond Area Chapter, Military Officers Association of America, hereinafter referred to as “the chapter.”

Article II - Purpose

Section 1. The purposes of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA); to instill and stimulate love of country and the flag; to support the honor and integrity of our country and advocate for a strong national defense; to advocate military forces adequate to the defense of our country; to foster the integrity and prestige of uniformed service; to foster fraternal relations between all branches of the various Services from which our members are drawn; to further the education of children of Service personnel; to aid personnel of the Services from which our members are drawn, and their family members and survivors, in every proper and legitimate manner, to represent their rights and interests when Service matters are under consideration; and to 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 chapters as partners for any purpose. No member, officer, or agent of the Chapter shall be liable for acts or failures 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 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 as a commissioned or warrant officer on active duty, in one of the reserve or National Guard components of the seven uniformed services (Army, Marine Corps, Navy, Air Force, Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration), 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, auxiliary, and honorary.

Section 3. Applications for regular or auxiliary membership shall be submitted to the Chapter using the membership application forms currently in force in either print or electronic format. Granting of honorary membership shall be determined by the Board of Directors for persons qualified for such membership. The Board of Directors shall be empowered to accept or reject any application for membership.

Section 4. The Board of Directors may drop any member for good and sufficient cause, including the non-payment of membership dues, after that member has been provided notice of the Board of Directors' intent to remove said member from the membership roll.

Section 5. Regular members are required to hold and maintain membership in national MOAA. Auxiliary members holding chapter offices are also required to hold and maintain membership in national MOAA. All other auxiliary members are encouraged to acquire and maintain such membership, but such concurrent membership is not mandatory.

Article V – Voting

Section 1. All issues coming before the membership shall be decided by majority vote of members submitting mail or electronic ballots, on or before the due date specified by the Board of Directors for such voting. Members will be given at least 20 days' advance notice of the issues for which votes are solicited. The ballot forms provided will instruct members on the procedures for ballot submission. Five percent of the membership shall constitute a quorum.

Section 2. Only regular and auxiliary members in good standing shall be entitled to vote.

Section 3. Proxy voting shall not be permitted. Ballots submitted to the Chapter by mail or electronic means will only be accepted if they contain the name and/or the e-mail address of the voting member.

Section 4. Tabulation of votes submitted on issues brought before the membership will be conducted as follows: when all valid and timely mail or electronic ballots have been received by the Chapter, the Secretary will tally the results of the ballots submitted and report the results to the membership at the next scheduled meeting of the Chapter membership.

Article VI – Dues

Section 1. The dues for members of the chapter shall be determined annually by majority vote of the Board of Directors not later than the 1st of November of each calendar year. The Board of Directors may also approve and institute multi-year membership dues discounts deemed necessary to promote membership longevity, provided such discounts are based on the annual dues rates established by the Board.

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

Section 3. Notwithstanding the right to notice in Article IV, Section 4, the Board of Directors may, without further notice, drop any member from the rolls for non-payment of dues. The member shall thereupon forfeit all rights and privileges of Chapter 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.

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, and in every odd-numbered year, for the installation of elected officers and directors. Notice of such meeting will be provided to Chapter members at least 20 days in advance of the meeting.

Section 2. Regular meetings of the Chapter will be held during the months of January, March, May, September, November and December, unless otherwise decided by the Board of Directors. Notice of each meeting will be provided to the membership at least 20 days in advance of the meeting dates.

Article VIII – Board of Directors

Section 1. The Board of Directors shall be composed of the following officers: President, First and Second Vice-Presidents, Secretary, Treasurer, the Immediate Past President, and one Director-at-Large for each 150 members (or fraction thereof). In addition, the President (with the concurrence of a majority of the Board of Directors), may appoint additional Directors to attend to the functions of Legislative Affairs, Member Services, Communication, Personal Affairs, Transition Services, Publicity, Community Relations and Auxiliary Affairs. The President may also appoint a qualified chapter member to serve as Chaplain. The President may also appoint additional directors as deemed necessary by majority vote of the Board. All elected and appointed officers and directors shall be voting members of the Board of Directors.

Section 2. The elected officers and directors shall be elected in every odd-numbered year prior to the annual meeting in November. The elected officers and directors shall be installed at the annual meeting and will serve a term of two years, or until a successor is duly elected and installed.

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 establish positions which contravene the bylaws, mission or purposes of the national MOAA or the Virginia Council of Chapters (VCOC).

Section 5. The Board shall meet upon call of the President and at such times and places 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 provided to each member of the Board at least 10 days in advance.

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

Section 8. The rules contained in Robert's Rules of Order (Newly revised) shall guide the conduct of Chapter meetings in all applicable cases except when the Robert's Rules are not consistent with these By-laws.

Article IX – Officers

Section 1. The elected Officers of the Chapter shall be a President, First and Second Vice-presidents, Secretary and Treasurer, plus the requisite number of Directors-at-Large, all of whom must be a member of the chapter and a member in good standing of the national MOAA. All appointed directors of the Chapter must also be chapter members and members in good standing of the national MOAA, and if appointed by the President, the Director of Auxiliary Affairs (usually an auxiliary member), must also be a member in good standing of the national MOAA.

Section 2. In each odd-numbered year, by the due date established by the Board of Directors, the members shall elect the chapter's officers and Directors-at-Large. Each such elected officer and director shall be installed at the annual meeting in November, will take office on the first day of January of the following calendar year and shall serve a term of 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 concurs in having the member serve another term.

Section 4. In the event of the President's death, resignation, or disability, the First Vice-President shall assume the responsibilities and perform the duties of the President. 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, or at such other times as might be deemed proper, communicate to the Chapter or the Board of Directors, information or proposals to help achieve the purposes of the Chapter. Further, the President shall perform such other duties incident to the office of the President.

Section 6. In the event of the President's temporary disability or absence, the First Vice- President shall perform the duties of the President. The First Vice-President shall be the Program Chairman and perform such other duties such as the President might assign. In the event of the temporary disability or absence of both the President and First Vice-President, the Second Vice-President shall perform the duties of the President, and, as necessary, the Board of Directors shall appoint a member to each vacant position to temporarily fulfill said duties and perform such other duties as the Board may direct.

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 carry out these duties: prepare such correspondence as might be required; maintain the Chapter's correspondence and document 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 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 or the 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. The Treasurer shall also coordinate with the Secretary and maintain a separate but duplicate set of records and documents and will at least twice a year consult with the Secretary to ensure both have identical records.

Section 8. The elected Directors will serve as the representatives of the membership-at-large and will perform other duties as assigned by the President.

Section 9. The document specifying in detail the duties of the elected and appointed officers and directors of the Chapter will be the “Register of Duties and Responsibilities” which will be maintained and updated by the Secretary and approved by the Board of Directors. This document is included with these bylaws as Appendix I, but is not subject to review or approval by the membership.

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 Affairs; Community Relations; and Personal Affairs.

Section 3. At least 120 days prior to the annual meeting in November in every odd-numbered year, the President will appoint by letter, a Nominating Committee of five regular members in good standing, to identify and nominate candidates for elective and appointive offices. The committee will notify the Secretary in writing at least 30 days prior to the annual meeting of the proposed slate of elective officers and directors recommended for election. The Secretary shall then ensure that the slate of nominated officers and directors be published in the print and electronic copies of the chapter newsletter at least 20 days prior to the annual meeting, along with a suitable ballot form to permit their election.

Article XI – Amendments

Section 1. These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds vote of the Board of Directors, provided that a copy of any proposed amendment, repeal or alteration is provided to the Board of Directors at least 20 days prior to the next organized meeting of the Board. Voting procedures specified in Article V of these By-Laws will apply as appropriate, with the exception that the super-majority specified above will be required to approve such changes. Any changes to these By-Laws will be provided to the Membership by publication in the Chapter Newsletter and/or posted on the Chapter Website for their review and comment.

Section 2. Notwithstanding specific proposals for amendment, repeal or alteration as set forth in Section 1 of this Article, the President or his designee will review these By-Laws in total every two years and, as appropriate, make recommendations for change or alteration.

Article XII – The Flags

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

- - END OF BY-LAWS - -

This is to certify that these bylaws were approved and adopted at the annual meeting of the Richmond Area Chapter, Military Officers Association of America, at Richmond, Virginia on **1 December 2016**.

(signed) Hardy Josephson
CAPT USN (Ret)

President

(signed) Terrence Moore
LTC USA (Ret)

Secretary