



Military Officers Association of America Coronado Chapter



Bylaws

17 December 1998
Amended 20 February 2003
Amended 21 December 2005
Amended 21 December 2006
Amended 15 May 2008
Amended 20 November 2014

ARTICLE I – PURPOSE AND STATUS

A. **PURPOSE.** The purpose of the Coronado Chapter (Chapter) shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA); foster the integrity and prestige of uniformed service and cultivate cordial relations between all branches of the various services from which our members are drawn; protect the rights and interests of active duty, retired, Reserve and National Guard personnel of the uniformed services and their dependents and survivors; and serve our community, Cochise County, the state of Arizona, and the Nation.

B. **NONPROFIT STATUS.** This Chapter is a nonprofit affiliate of MOAA organized under 26 U.S.C. 501(c)(19). As such, the Chapter will comply with Arizona statutes governing the operation of nonprofit organizations in the state.

C. **ORGANIZATIONAL DISSOLUTION.** In the event of the 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. The organization shall be designated by a majority vote of the Board of Directors (BOD).

ARTICLE II – MEMBERSHIP

A. **REGULAR MEMBERSHIP.** Regular membership in the Chapter shall be composed of men and women who are or have been officers i.e., commissioned officers, commissioned warrant officers and warrant officers of the Regular Reserve, National Guard of the United States, and other components of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service. Regular members should also hold and maintain memberships in the national MOAA.

B. **AUXILIARY MEMBERSHIP.** Auxiliary membership shall be extended to widows or widowers of regular members; and to widows or widowers of individuals, who if living, would be eligible for regular membership. All auxiliary members should also hold and maintain memberships in the national MOAA.

C. **HONORARY MEMBERSHIP.** This Chapter may institute honorary memberships, when approved by the BOD as in the best interests of this Chapter and MOAA. Such honorary memberships do not convey voting privileges nor require payment of dues. Regular and auxiliary members shall submit recommendations for honorary memberships in writing to the BOD. The BOD shall review honorary memberships at least annually.

D. APPLICATION FOR MEMBERSHIP. Applications for regular and auxiliary memberships shall be submitted in writing to the BOD. The BOD shall be empowered to accept or reject any application or recommendation for membership. All applications and recommendations shall be certified, as valid, to the President by the Membership Chair, specifically that all requirements have been met. MOAA does not confer automatic membership in this Chapter.

E. TERMINATION OF MEMBERSHIP. The BOD may terminate membership of any regular, auxiliary, or honorary member for reasonable cause after that member has an opportunity to be heard at a fair and open hearing. Failure of a member to appear before such a hearing shall constitute grounds for membership termination unless the member has previously obtained a delay in the hearing.

F. VOTING. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote of those present at a general membership meeting. Regular and auxiliary members shall be entitled to vote on any matter submitted to the membership for vote, including changes to these bylaws. Proxy voting is not permitted.

ARTICLE III – OFFICERS AND DIRECTORS

A. COMPOSITION AND ELIGIBILITY. The officers of the Chapter include a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. Regular members, as defined herein, shall be eligible to hold any elective office in the Chapter. The President shall have served as a member of the BOD; however, the board may waive this requirement. Auxiliary members may hold the elective offices of Treasurer, Secretary, or Director.

B. BOARD OF DIRECTORS. The BOD shall consist of the elected officers as well as the Immediate Past President, and eight elected Directors for a total of 14 BOD members. Elected BOD members must maintain membership in the national MOAA. The eight elected Directors should, where possible, reflect the overall composition of the membership (by grade, branch of service, geographical residence, etc.). Elected Directors may also serve as chairs of the standing committees. At least 50 percent of the Directors shall be regular members. A Director that is absent for three consecutive BOD meetings or otherwise fails to perform the duties of the office shall be removed from that office unless retained by vote of the BOD. With the consent of the BOD, the President may appoint Deputy Directors and other appointees from the Chapter's general membership to perform specific duties, to include chairing committees. Deputy Directors and appointees are non-voting members of the BOD.

C. STATUS AND POWERS. The BOD shall direct the affairs of the Chapter, determine its policies or changes therein within the limits of the bylaws, actively prosecute its purposes, and have discretion in the disbursement of its funds. It may adopt rules for the conduct of its business and appoint agents necessary to carry out its duties. The BOD shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. The BOD shall meet upon the call of the President or at the call of a majority of its members. BOD members enumerated above shall be the governing body of the Chapter and shall govern in accordance with these bylaws. BOD members shall serve without compensation, but the BOD may authorize reimbursement of expenses incurred in the performance of official duties.

D. TERM OF OFFICE. Officers elected shall serve for two years and will take office at the January membership meeting. Directors shall be elected concurrent with officer elections for a period of two years. A vacancy in any office will be filled for the remainder of the term by appointment of the President with the approval of the BOD. The President shall not serve more than two consecutive

terms as President. However, the BOD may waive this requirement. There are no term limits for other members of the BOD.

E. **LIABILITY.** This non-profit organization operates solely and exclusively for the purposes set forth in Article I. No member shall be liable for the debts, liabilities, or other financial obligations of this organization other than in the proper exercise of their function as an officer or appointee of this organization.

F. **DUTIES.**

1. President. The President shall:

- a. Preside at meetings of the Chapter and BOD.
- b. Generally follow the latest edition of Robert's Rules of Order.
- c. Serve as the Chapter's principal delegate to the Arizona State Council of MOAA Chapters.
- d. Serve as primary point of contact to the public.
- e. With the advice and consent of the BOD appoint Chapter Liaisons to local governments, other organizations, military installations and major commands, as appropriate.
- f. Communicate to the Chapter or the BOD information or proposals that, in his or her opinion, would help to achieve the purposes of this Chapter as outlined in article I.

2. Immediate Past President. The Immediate Past President is automatically a voting member of the BOD if he or she accepts the position. Should the Immediate Past President choose not to remain on the BOD, the President shall attempt to fill that position from the ranks of past presidents.

3. Vice Presidents.

- a. The First Vice President shall preside in the absence of the President, and automatically assumes the office of the President when the incumbent President vacates it. This position normally is in charge of membership and chairs the Membership Committee, if established.
- b. The Second Vice President shall preside in the absences of the President and the First Vice President, and automatically assumes the office of First Vice President when the incumbent vacates it. This position normally is in charge of programs and chairs the Programs Committee, if established.
- c. Both vice presidents shall perform other duties as assigned by the President.

4. Secretary. The Secretary shall:

- a. Coordinate access to the Chapter U. S. Post Office box. Access is normally granted to the secretary, the President and the reservations chairperson.
- b. File copies of official external correspondence.

- c. Serve as point of contact for ordering, receiving, and issuing new Chapter name badges.
- d. Prepare and disseminate agendas for all BOD meetings.
- e. Acknowledge all invitations; coordinate external correspondence and prepare responses.
- f. Record and publish the minutes of all BOD meetings.
- g. Regularly collect Chapter mail from the U.S. Post Office box.
- h. Store and safeguard important correspondence.
- i. Provide copies of these bylaws and the membership roster to members who request them.
- j. Perform other duties as assigned by the President.

5. Treasurer. The Treasurer shall:

- a. Bill members for annual dues.
- b. Receive, deposit, expend and account for all funds received by the Chapter.
- c. Prepare an annual budget, a budget-execution plan, and forward copies of both to the President and the BOD for review and approval.
- d. Prepare and submit filings with the Arizona Corporation Commission and U.S. Internal Revenue Service.
- e. Be authorized to approve and reimburse reasonable BOD expenses incurred in the performance of official duties in amounts up to and including \$100.00.
- f. Perform other duties as assigned by the President.

6. Directors and Deputy Directors. Directors are assigned specific duty positions by the BOD. Deputy Directors are assigned specific duty positions by the President. Positions may include Legislative Affairs, Scholarships, Personal Affairs, Publicity, JROTC, AZTOPS, ESGR, Community Liaison, Chaplain, Database Manager, Newsletter Editor, TOPS, Historian, and Webmaster. There is no limitation on the number of Deputy Directors.

7. Records Backup and Retention. Officers and Directors of the Chapter shall maintain and preserve official and other relevant Chapter records for a period of five years. Records covering an entire five year period recorded in electronic formats shall be backed up and updated copies provide the Secretary in January and June of each year for preservation on standard open source media such as CD, DVD or memory stick (thumb drive).

G. COMMITTEES. Committees may be formed at strength consistent with responsibilities assigned to accomplish the goals of the Chapter. With concurrence from the BOD, the President will appoint the membership to the various committees. Appointees are not entitled to vote or count toward the quorum of BOD meetings.

1. Standing committees. Standing Committees are chaired by elected members of the BOD. This includes a Nominating Committee chaired by the Immediate Past President, a Membership Committee chaired by the First Vice President, and a Programs Committee chaired by the Second Vice President.
2. Special Committees. The President may establish special or temporary committees as desired for specific purposes.

H. LEGAL. Nothing herein shall constitute members of the Chapter as partners for any purpose. No member, officer, appointee, or representative of the Chapter shall be liable for acts or failures to act on the part of any other member, officer, appointee, agent, or representative; nor shall any member, officer, appointee, agent, or representative of the Chapter be liable for acts or failures to act under these bylaws, excepting only for acts or failures to act out of willful malfeasance or misfeasance. An audit of the Treasurer's accounts shall be made annually in January and/or on change of office, or as otherwise directed by the BOD. The President shall appoint an auditor as required.

I. FUNDS. The Chapter shall use its funds only to accomplish the purposes specified in article I, and no part of said funds shall inure or be distributed to members. Funds will be disbursed only by the Treasurer, or in the Treasurer's absence, by another signator on the Chapter checking or savings accounts. Signators on the Chapter accounts shall normally be the President, the Secretary and the Treasurer.

ARTICLE IV – MEETINGS

A. ANNUAL ELECTION MEETING. The BOD shall appoint the Immediate Past President to serve as Chair of the Nominating Committee (NC) in September. The Chair will then select four regular members, not currently holding elective or appointive office, to serve on the NC to nominate candidates for the elective offices. The NC will strive to ensure that at least one of the BOD nominees is new. 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 term. The Secretary shall list in the Chapter newsletter and website, the nominated candidates for the elected offices. The NC Chair shall report the NC's recommended slate to the BOD at the October BOD meeting. Ballots will be made available to the membership in the Chapter newsletter and the Chapter website and will contain spaces to vote for write-in candidates. The deadline for receipt of completed ballots is the beginning of the November membership meeting. Nominations from the floor may be made during the November membership meeting. At the November meeting, the election will be held, including written ballots. The results will be announced at the November meeting.

B. ANNUAL BUSINESS MEETING. At least once a year there will be a meeting for the receipt of reports, review of future plans, and the transaction of other business as deemed appropriate by the BOD.

C. CHAPTER MEETINGS. Chapter meetings will be held at least once a quarter at places and times set by the President. Only regular and auxiliary members in good standing shall be entitled to vote. The American Flag shall be displayed and honored at all meetings of the Chapter.

D. BOARD OF DIRECTORS' MEETINGS. The President shall call and chair BOD meetings. Additionally, eight members of the BOD may call a meeting of the board. Matters before the BOD shall be decided by majority vote of the quorum of members present.

E. SPECIAL MEETINGS. No special meeting may be called for any purpose without the approval of a majority vote of the BOD, or 15 percent of the general membership in good standing.

F. NOTICE OF MEETINGS. Notice shall be given to all members at least ten days before annual, regular, or special meetings. It will be accompanied by an agenda stating the purpose(s) of the meeting.

G. QUORUM. A majority of the entire BOD shall constitute a quorum at any meeting of the BOD. Ten percent of the voting membership in good standing shall constitute a quorum for the conduct of regular business at all Chapter meetings.

ARTICLE V – DUES

A. DUES. **The** annual membership dues of the Chapter shall be determined annually in October by the BOD, and shall be effective on January 1 of the following calendar year. Chapter annual dues amount shall remain the same throughout the entire year.

B. BILLING. Members will be billed as of January 1 each year. Individual members will have until March 1 of that year to remit or be declared in arrears by written notice, and removed from the rolls of the Chapter at a time deemed appropriate by the Treasurer. Those members removed from the Chapter's rolls shall thereupon forfeit all rights and privileges of Chapter membership. Once removed for non-payment of dues, a former member may be reinstated upon reapplication for membership and payment of his or her total annual dues for the current calendar year.

C. NEW MEMBERS. As a recruiting incentive, no dues will be charged to new members for their first calendar year of membership through December.

ARTICLE VI – AMENDMENTS

A. VOTING FOR AMENDMENTS. This Chapter's bylaws may be amended by a two-thirds vote of members present at any annual, regular, or special meeting at which amendments are presented. This vote shall be announced in the newsletter and website prior to the meeting.

B. AMENDMENTS NOTICE. The Secretary will provide copies of the proposed amendments, with rationale for changes to the membership with the notice of a meeting. The proposed changes will be announced to the membership at least 10 days before the meeting at which they will be voted upon.

C. AMENDMENTS PROCEDURE. Proposed changes to the bylaws will be studied by the Bylaws Committee or the bylaws appointees and approved by the BOD before submission to the general membership for vote.

This is to certify that these bylaws were approved and adopted at the general membership meeting of the Coronado Chapter on 20 November 2014.



Thomas J. Hessler
President

Ronald F. Plipsen
Secretary