

Coronado Chapter of the Military Officers Association of America

Bylaws

17 December 1998
Amended 20 February 2003
Amended 21 December 2005
Amended 21 December 2006
Amended 15 May 2008
Amended 20 November 2014
Amended 16 November 2017

ARTICLE I – PURPOSE AND STATUS

A. PURPOSE. The purpose of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America; foster cordial 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; and serve our community, Cochise County, the state of Arizona, and the nation.

B. NONPROFIT STATUS. This organization is a nonprofit affiliate of the Military Officers Association of America, Inc. (MOAA) organized under 26 U.S.C. 501(c)(19). As such, the Coronado 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.

ARTICLE II – MEMBERSHIP

A. ELIGIBILITY. Membership in the Chapter shall be composed of men and women who are or have served on active duty in one of the National Guard or Reserve components as a commissioned or warrant officers in one of the seven US 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. Regular members are required to hold and maintain memberships in the national MOAA organization. Surviving spouse members holding chapter offices must maintain a membership in the national MOAA. All surviving spouse members are also encouraged to hold and maintain memberships in the national MOAA.

B. SURVIVING SPOUSE MEMBERSHIP. Shall be extended, upon application, to widows or widowers of regular members; and to widows or widowers of individuals, who would, if living, be eligible for membership.

C. HONORARY MEMBERSHIP. This Chapter may institute honorary memberships, when approved by the Board of Directors 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 board of directors. The Board of Directors shall review honorary memberships at least annually.

D. APPLICATION FOR MEMBERSHIP. Applications for regular or surviving spouse memberships shall be submitted in writing to the Board of Directors. The Board of Directors shall be empowered to accept or reject

any application or recommendation for membership. All applications and recommendations shall be certified as valid to the Chapter President by the membership chair, specifically that all requirements have been met. Membership in Military Officers Association of America, Inc. shall not confer automatic membership in this Chapter.

E. TERMINATION OF MEMBERSHIP. The Board of Directors 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

A. COMPOSITION AND ELIGIBILITY. The elected officers shall be a President, a 1st Vice President, 2nd Vice President, Secretary, and Treasurer, each of whom shall be a regular or surviving spouse member, or a spouse of a member. As deemed appropriate and necessary, “co” officers may be elected for the Secretary and Treasurer positions, who shall be regular or surviving spouse members, or a spouse of a member. The chapter president shall have served as a member of the board of directors; however, the board may waive this requirement.

B.

B. BOARD OF DIRECTORS. The Board of Directors shall consist of the elected officers, including the president, first vice president, second vice president, secretary, and treasurer in addition to the immediate past chapter president, and 8 elected directors for a total of 14 board members. 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.

C. STATUS AND POWERS. The Board of Directors 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 Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the chapter. The board shall meet upon the call of the president and shall be called to meet upon demand of a majority of its members. Board members enumerated above shall be the governing body of the chapter and shall govern in accordance with these bylaws. Board of Director Members shall serve without compensation, but the Board of Directors 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 will 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 chapter president with the approval of the Board of Directors.

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. Chapter President. The chapter president shall:

- a. Preside at meetings of the Chapter and Board of Directors.
- 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 Board of Directors appoint chapter liaisons to local governments, other organizations, military installations and major commands, as appropriate.
- f. Communicate to the chapter or the Board of Directors information or proposals that, in his or her opinion, would help to achieve the purposes of this chapter as outlined in article I.

2. Chapter Presidential Terms of Office. A member shall not serve more than two consecutive terms as chapter president. However, the Board of Directors may waive this requirement.

3. The Vice Presidents.

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

4. The Secretary. The secretary's duties shall include:

- 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 board of directors' meetings.
- e. Acknowledge all invitations; coordinate external correspondence and prepare responses.
- f. Record and publish the minutes of all Board of Directors' 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 chapter president.

5. The 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 chapter president and the board of directors for review and approval.
- d. Prepare and submit filings with the Arizona Corporation Commission and U.S. Internal Revenue Service.

6. Directors and Deputy Directors. Directors are assigned specific duty positions by the BOD. Deputy Directors are assigned specific duty position by the President. Positions may include Legislative Affairs, Scholarship, Personal Affairs, Public Relations, JROTC, Transition Liaison/ESGR, Community Liaison, Chaplain, Data Base Manger, Newsletter Editor, TOPS, Historian and Webmaster. There are no limitations on the number of Deputy Directors.

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

G. COMMITTEES, APPOINTEES, and DEPUTY DIRECTORS. Committees may be formed at strength consistent with responsibilities assigned to accomplish the goals of the chapter. With concurrence from the BOD, the chapter president will appoint the membership to the various committees, and their chair. 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 by-laws, excepting only for acts or failures to act out of willful malfeasance or misfeasance.

I. DISBURSMENT OF 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. In January, 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 immediate past president shall serve as chair of the nominating committee. The committee shall notify the secretary, in writing, at least 60 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. An annual meeting, for the election of the chapter president, the first vice president, the second vice president, members of the board of directors, the secretary, and the treasurer (whose terms are expiring) shall be held during October and will be by written ballots mailed to the membership by the Secretary or available from the chapter website. The results will be announced at the November meeting. The committee will strive to ensure that at least one of the Board of Directors nominees is new. The committee chair shall report the committee's recommended slate to the Board of Directors in the September membership meeting. Nominations from the floor may be made during the September membership meeting for inclusion on the ballot. The ballot will contain spaces to vote for write in candidates. The deadline for receipt of completed ballots is the beginning of the October membership meeting.

B. ANNUAL BUSINESS MEETING. At least once a year, normally in November, 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 Board of Directors.

C. CHAPTER MEETINGS. Chapter meetings will be held at least once a quarter at places and times set by the President. Special meeting may be called by the President, a majority of the Board of Directors, or by at least fifteen percent of the regular membership. Ten percent of the voting membership in good standing shall constitute a quorum for the conduct of regular business at chapter meetings. 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 Chapter President shall call and chair Board of Directors' meetings. Eight members of the Board of Directors may call a meeting of the board. Matters before the Board of Directors shall be decided by majority vote of the quorum of members present

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

F. QUORUM. A majority of the entire Board of Directors shall constitute a quorum at any meeting of the board.

ARTICLE V – DUES

A. DUES. Annual membership dues of the chapter shall be determined annually in October by the Board of Directors, and shall be effective on January 1 of the following calendar year. Chapter annual dues 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. DUES AMOUNT. Chapter annual dues amount shall remain the same throughout the entire year.

D. 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 regular members present at an annual, regular, or special meeting of the chapter membership called for that purpose. This vote shall be announced in the newsletter and website prior to the meeting.

B. AMENDMENT (S) NOTICE. The secretary will provide copies of the proposed amendment(s), with rationale for change 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 appointee and approved by the board of directors before submission to the membership for vote.

D. SPECIAL MEETINGS. No special meeting may be called for this purpose without approval of a majority vote of the board of directors, or fifteen percent of the regular membership in good standing.

This is to certify that these bylaws were approved and adopted at the general membership meeting of the Coronado Chapter, on this date: 16 November 2017



Robert J. Covalucci
President 2015-2017



Joseph Puett
Secretary 2015-2017