

**BYLAWS
OF
The Greenville Chapter
Military Officers Association of America**

Preamble

- To inculcate and stimulate love of our country and our flag;
- To defend the honor, integrity and supremacy of our National Government and the Constitution of the United States;
- To advocate military forces adequate to the defense of our country and foster the integrity and prestige of uniformed service;
- To foster fraternal relations *among* all branches of the ***seven uniformed services of the Military Officers Association of America*** from which our members are drawn;
- To promote and support the education of children of Service personnel;
- To aid ***all of our members***, their dependents and survivors, in every proper and legitimate manner when Service matters are under consideration.

Article I—Name

Section 1. The name of this organization shall be the Greenville Chapter of the Military Officers Association of America (MOAA), hereinafter referred to as "the Chapter."

Article II—Purposes

Section 1. To promote the purposes, objectives, and legislative aims of The Military Officers Association of America; to protect the rights and interests of retired, active, and former personnel of the uniformed services and their National Guard or Reserve components and their dependents or survivors; and to provide useful services for members and their dependents and survivors;

Section 2. To foster fraternal relations among commissioned and warrant officers, active, retired and former, of the United States Army, Navy, Air Force, Marine Corps, Coast Guard, Public Health Service, the National Oceanic and Atmospheric Administration, and their National Guard or Reserve components; and to serve the community and the nation and such other worthy causes as may be determined by the Chapter.

Article III—Status

Section 1. The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article H above.

Section 2. Officers, directors, and appointed officials shall not receive any stated compensation for their services, but the Board of Directors (*also referred to herein as the "Board"*) 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 one or more nonprofit organizations whose purposes and objectives are similar to those of the Chapter. Such organizations shall 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:

Regular: 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).

Auxiliary: Widows and widowers of any deceased individual (s) who would, if living, be eligible for regular membership.

Honorary: The Board may grant honorary membership to selected individuals.

Supporting: Spouses of active duty members.

Section 2. Applications for regular or auxiliary membership shall be submitted in writing to the Board. Regular and auxiliary members shall submit recommendations for honorary membership in writing to the Board. The Board shall be empowered to accept or reject any application or recommendation for membership for good and sufficient cause; however, no person otherwise qualified for membership may be denied membership solely on the basis of race, creed, color, sex, or religion.

Section 3. Rejected applicants or the Chapter member(s) who sponsored them will be notified of the rejection and the reason therefor, and be provided an opportunity to be heard by the Board.

Section 4. The Board 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 (the national organization). Auxiliary and Supporting members holding Chapter offices are also required to hold and maintain membership. ~~in The Military Officers Association of America.~~ All auxiliary and Supporting members are also encouraged to acquire and maintain such membership.

Article V—Voting

Section 1. Voting by Chapter Membership

Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote of those present. Only regular and auxiliary members in good standing present at a meeting of the Chapter shall be entitled to vote. Proxy voting shall not be permitted at any meeting of the Chapter, unless approved by the Board in specific and exceptional circumstances.

Section 2. Voting by Board of Directors

Except as otherwise provided in these bylaws, all questions coming before the Board of Directors shall be decided by a majority vote of those present, so long as a quorum of a majority of the Board members is present. Only Board members in good standing present at a meeting of the Board shall be entitled to vote. Proxy voting shall not be permitted at any meeting of the Board, unless approved by the Board in specific and special circumstances.

Article VI—Dues

Section 1. *An application fee for each new member may be needed to cover administrative costs and shall be determined by the membership at the annual meeting, after receiving the recommendation of the Board of Directors in the matter. Application fees, when in effect, are due at the time membership applications are submitted.*

Section 2. The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the recommendations of the Board in the matter.

Section 3. The annual dues for a calendar year shall become due on January 1 of that year.

Auxiliary and Supporting members holding office shall be required to pay chapter dues. All other Auxiliary and Honorary and Supporting members shall not be required to pay dues (but are encouraged to do so).

Section 4. Members who fail to pay their dues within thirty (30) days after the due date shall be notified by the secretary or the Chairman of the Membership Committee, as appropriate, of the delinquency. If payment is not made *by March 1 of that year*, without further notice and without hearing, the member shall be dropped from the rolls. The delinquent member shall then forfeit all rights and privileges of membership.

Section 5. Any member who has been dropped for nonpayment 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 business meeting of the Chapter during the month of December 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 annual meeting shall be mailed to each member at least twenty (20) days in advance.

Section 2. Regular meetings of the Chapter shall be held as determined by the Board and the Program Committee, but at least quarterly including the annual business meeting in December. Notice of each such meeting shall be mailed to each member at least fifteen (15) days in advance.

Section 3. Special meetings of the Chapter may be called at any time by the Board. Notice of such a meeting shall be mailed to each member at least seven (7) 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, 2nd vice president, secretary, and treasurer), the immediate past president, and six (6) elected directors: **Webmaster, News Letter, Personal Affairs, Awards, Public Affairs, Legislative Affairs and The Officer Placement Service (TOPS)**. The president may make other appointments to positions of responsibility, such as Chaplain and Judge Advocate, with the approval of the Board.

Section 2. The officers and directors shall be elected **biennially** by the membership at the annual meeting (**every other year**). Each elected officer or 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~~ **two** years. **Auxiliary and Support members may be elected to the Board, provided they meet the requirements outlined in ~~Section 5, Article IV~~ Article IV, Section 5 above.**

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. **Only the President, Vice Presidents, Secretary and Treasurer shall have fiduciary responsibility and therefore obligate chapter funds.**

Section 5. The Board shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. Such resolutions and positions must be presented to the membership for approval at a meeting of the Chapter.

Section 56. The Board shall meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the Board shall be mailed to each member at least ten (10) days in advance.

Section 67. A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board.

Section 78. The Board shall meet upon demand of twenty (20) members of the Chapter. The issue(s) for which the meeting is called, and which will constrain the scope of the meeting, must be submitted in writing at least thirty-five (35) days prior to the desired date of the meeting.

Section 89. All questions coming before the Board shall be decided by a majority vote, with each member of the Board present being entitled to one (1) vote. Proxy voting shall not be permitted except as provided in Section 2, Article V, above.

Article IX—Officers

Section 1. 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 member of the Chapter.

Section 2. The elected officers shall be elected ~~annually~~ **biennially** 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~~ **two years** or until a successor is duly elected and installed. Elected officers or directors may serve an additional **two year term**, if they desire, and if approved by the membership.

Section 3. No member shall be eligible to serve more than two consecutive terms (**four years**) as president, unless unusual circumstances dictate a longer term and approved by the membership.

Section 4. A vacancy in the office of the president shall be filled automatically by the 1st vice president. A vacancy in the office of the 1st vice president shall be filled automatically by the 2nd vice 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 an ex-officio member of all committees, except the Nominating Committee, with right to vote. 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. 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 2nd vice president shall perform the duties of the president.

Section 6. The 1st Vice President duties include but are not limited to developing and promoting operational issues and chairing the Operations Committee.

Section 7. The 2nd Vice Presidents duties include but are not limited to developing and promoting membership and retention and chairing the Membership Committee.

The vice presidents shall **also** perform other duties such as the president might assign.

Section 7(8). The secretary shall provide timely written notification of all business 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 provide safekeeping for 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(9). 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 or another member of the Board designated to disburse funds in the absence 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.

Article X—Committees

Section 1. The president shall appoint standing and special committees annually as required by the bylaws or when advisable to achieve Chapter objectives. All such committees shall be subject to the approval of the Board of Directors.

Section 2. The standing committees of the Chapter shall include: Membership, Legislative, Program Planning and Personal Affairs. Additional committees shall be formed as Chapter activities dictate.

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.**

Article XI—Amendments

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the membership in attendance at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been mailed at least 15 days before the meeting to each member qualified to vote.

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 were amended and approved at the annual meeting of the Greenville Chapter, Military Officers Association of America on 10 December 2015.

President and 1st Vice Presidents signatures and typed names
