



## SWOC MOAA Bylaws

### The Southwest Oklahoma Chapter of the Military Officers Association of America

As amended January 14, 2015  
Effective January 14, 2015

#### Article I - Name

**Section 1.** The name of this organization shall be the Southwest Oklahoma Chapter of the Military Officers Association of America (MOAA), 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 nonprofit organization, operated exclusively for the purposes specified in Article II above.

**Section 2.** Chapter officers, directors, and appointed officials shall not receive any stated compensation for their services, but the Chapter 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 be distributed to members.

**Section 5.** In event of 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, 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 a reserve component 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 four classes: regular, auxiliary, associate and honorary. Regular members are full members of the Military Officers Association of America and whose eligibility for Chapter membership is based on their status as active, reserve, retired or former officers. Auxiliary members are those members whose eligibility is based on membership of their deceased spouse as well as survivors of any deceased individuals who would, if living, be eligible for membership. Associate members include individuals who do not qualify but wish to participate in Chapter activities. Honorary members are those granted such status by the board of directors for their significant contributions to the interests of the Southwest Oklahoma Chapter of the Military Officers Association of America.

**Section 3.** 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 respond to the proposed action.

**Section 5.** Regular members are required to hold and maintain membership in the Military Officers Association of America.

#### **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 and present at a meeting of the Chapter shall be entitled to vote. The standing of a member shall be determined by the board of directors.

**Section 3.** 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 and are considered delinquent after March 1 of that same year.

**Section 3.** If the board of directors drops a member from the rolls, that member is not entitled to any reimbursement of paid dues and shall thereupon forfeit all rights and privileges of membership.

**Section 4.** Any member who has been dropped for nonpayment of dues may be reinstated upon re-application 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 November 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 mailed to each member at least 15 days in advance.

**Section 2.** Regular meetings of the Chapter shall be held during the months of January, March, May, September, and November, 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, 2nd vice president, secretary, treasurer and five directors) and the immediate past president. The Auxiliary current and immediate past presidents shall also be members with voting rights.

**Section 2.** The Board of Directors shall be elected by the membership at the annual meeting in November. Each elected officer or director shall take office in the calendar year following election and shall serve for a term of two years. Board members may run for reelection, but may not serve more than two consecutive two-year terms in the same position. The office of president, 1st vice president and three director positions shall take office at the first regular or special meeting in odd numbered years. The 2<sup>nd</sup> vice president, secretary, treasurer and two director positions shall take office at the first regular or special meeting in even number years.

**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 to establish positions in the name of the chapter.

**Section 5.** The board shall meet on the first Wednesday of each month at 11:30 AM; and for special meetings 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. The secretary shall provide the board members with a notice/reminder of regular or special meetings in sufficient time for planning.

**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.

### **Article IX - Officers**

**Section 1.** The elected officers shall be a president, 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president, secretary, treasurer and five directors, each of who shall be a regular or auxiliary member of the chapter. (Exception: President must be a regular member)

**Section 2.** The elected officers shall be elected/affirmed annually 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 two years, or until a successor is duly elected and installed.

**Section 3.** No member shall be eligible to serve more than two consecutive two-year terms in the same position as an officer. A member can be nominated and elected for the previous held position if said member has had a break in office of at least one two-year term.

**Section 4.** A vacancy in the office of the president shall be filled automatically by the 1<sup>st</sup> 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 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. The President will be on the Signature Card at the financial institution and can sign checks for 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 1<sup>st</sup> vice president shall perform the duties of the president. The 1<sup>st</sup> and 2<sup>nd</sup> vice presidents 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: 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 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.

**Section 9.** The five directors shall be responsible for Membership, Area Scholarships, Public Affairs, Military LNO, and the Chaplaincy. Each director will be appointed lead in one of these responsible areas as designated by the current or incoming president.

**Section 10.** Chapter officers will represent the Chapter with national, regional and state bodies of the Military Officers Association of America and conduct such business with these bodies as may be in the best interest of the Chapter and pursuant to the conditions of the Chapter's Bylaws.

## **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 to otherwise support the purposes and objectives of the Chapter.

**Section 2.** The standing committees of the Chapter shall include legislative and programs.

**Section 3.** At least 60 days prior to the annual meeting, the Board of Directors shall appoint a nominating committee of five regular members to nominate candidates for 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 mail a copy thereof to each regular member at least 20 days before the annual meeting. Nominations for elective office shall also be accepted from the floor at the annual meeting.

#### **Article XI – Finances**

**Section 1.** The Chapter may elect to conduct such fundraising as is necessary to resource Chapter programs and activities. Said fundraising will be consistent with the laws of the State of Oklahoma, as they apply to non-profit organizations.

**Section 2.** The treasurer will arrange for an annual review of Chapter finances and will present the results of this review at the membership meeting in January. This review will be accomplished using normally accepted principles of accounting and will be conducted by an independent person or firm arranged for by the treasurer, subject to approval by the board.

**Section 3.** The board is authorized to expend such funds as are necessary to conduct the normal business of the Chapter up to \$300 for a single expenditure. The members of the Chapter will approve any expenditure over \$300.

#### **Article XII - Amendments**

**Section 1.** The bylaws may be altered, amended, or changed, or new bylaws may be adopted by a two-thirds vote of the membership at any duly organized meeting of the Chapter, provided that a copy of any amendments proposed for consideration are available for each member, who is qualified to vote, at least 15 days before the meeting.

#### **Article XIII - The Flag**

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

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**EDWARD A. PETERSEN**  
**PRESIDENT**  
**LtCol, USAF, RETIRED**

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**LEIGHTON L. DUITSMAN**  
**SECRETARY**  
**MAJ, USA, RETIRED**

**Date: 14 January 2015**