



**BYLAWS**  
**SOUTHWEST OKLAHOMA CHAPTER, MOAA,**  
**SCHOLARSHIP FUND, INC.**

Approved 6 November 2019

**ARTICLE I – Name**

**Section 1.** The name of this corporation shall be SOUTHWEST OK CHAPTER, MOAA, SCHOLARSHIP FUND, INC., an Oklahoma not for profit corporation, hereinafter referred to as the Fund. The Fund is a non-profit organization separate from the Southwest Oklahoma Chapter, Military Officers Association of America (MOAA).

**Section 2.** The Fund's principal office shall be located in Lawton, Oklahoma, as such place as the Board of Directors shall designate by resolution from time to time.

**ARTICLE II – Purpose**

The Fund is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code for tax-exempt non-profit organizations:

- a. To receive, manage, administer and disburse funds in the form of scholarship grants to qualified high school seniors in Southwest Oklahoma to attend accredited educational institutions at the undergraduate level, and
- b. To support Reserve Officer Training Course (ROTC) programs in Southwest Oklahoma by providing undergraduate scholarship grants to qualified Senior ROTC cadets.

**ARTICLE III – Organization, Limitations and Dissolution**

**Section 1. Organization.** The Fund is overseen and administered by a Board of Directors who are elected by, and are members of, the Fund's membership. The Directors shall manage, supervise and control business, assets and affairs of the Fund. Officers shall be elected from within and by the Board of Directors to conduct meetings, provide and maintain records and reports, and manage and account for receipt and disbursement of funds.

**Section 2. Limitations.** The Fund's sole purpose is stated in Article II. Accordingly:

a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Board of Directors, officers, members or other private individuals or other organizations organized and operating for profit, except that the Fund is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II and in section 501(c)(3) of the Internal Revenue Code.

b. No part of the activities of the Fund shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Fund shall not participate, or intervene, in (including the publishing or distribution of statements) any political campaign on the behalf of, or in opposition to, any candidate for public office.

c. Notwithstanding any other provision of these articles, the Fund shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 3. Dissolution.** Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Fund, distribute all the assets of the Fund for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to the federal government, or to a state or local government for public purpose, or to one or more of the following, as long as they then qualify as a governmental unit under section 170(c) of the Internal Revenue Code, or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

a. Non-profit organization or organizations which may have been created to succeed the Fund, if such organization or each of such organizations shall then qualify; and/or

b. Non-profit organization or organizations having similar aims and objectives as the Fund and which may be selected as an appropriate recipient of such assets.

c. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Fund is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.



## **ARTICLE IV – Membership**

**Section 1. Membership.** Membership is composed of those who are members in good standing of the Southwest Oklahoma Chapter of MOAA. The membership shall elect all Directors of the Fund.

**Section 2. Meetings.** An annual Fund membership meeting shall be conducted each January to inform the membership of Fund activities of the previous year and to elect successor Directors to new terms.. Notice of such meeting shall be disseminated at least 15 days in advance.

**Section 3. Quorum.** A quorum for membership meetings shall consist of five percent (5%) of regular members in good standing.

## **ARTICLE V - Board of Directors**

**Section 1. Purpose.** The Board's primary responsibility is to implement the purposes of the Fund stated in Article II. This includes, but is not limited to, confirming/selecting students to receive scholarships and awards.

**Section 2. Composition.** The Board is composed of eight Directors.

**Section 3. Term of Office.** Individuals on the Board of Directors shall serve for a term of two years, and may be re-elected for a successive two-year term. An additional (third) term may be added in the event there are no volunteers to fill the position, providing both the Director and the Board of Directors concur. Half of the Director's terms expire every other year. Terms shall be coincident with the fiscal year. Election and confirmation will take place during the Fund's annual meeting.

**Section 4. Vacancies.** If a vacancy occurs in the Board, the unexpired term of that vacancy may be filled by affirmative vote of the majority of the remaining Director's, but it must be filled by election at the next membership meeting.

**Section 5. Resignation.** Any Director may resign at any time by giving written notice to the Chairman of the Board. The resignation shall take effect at the time specified therein, or if not specified, at a time determined by the Chairman. Successor Directors shall be selected in accordance with Section 4 above.

### **Section 6. Conflicts of Interest.**

a. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the Scholarship Fund." A

“responsible person” is any individual in a position to exercise substantial influence over the affairs of the Fund, and specifically includes, without limitation, directors and officers of the Fund. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the Fund” includes any interest in any contract, transaction or other financial relationship with the Fund, and any interest in an entity whose best interests may be impaired by the best interests of the Scholarship Fund including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Fund, an entity in which the Fund has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Fund.

b. If a responsible person is aware that the Fund is about to enter into any transaction or make any decision involving a conflict of interest (a “conflicting interest transaction”), such person shall (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Fund of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Fund entering into the conflicting interest transaction; and (iii) recuse oneself from voting on or influencing the outcome of the decision.

c. The Fund may enter into a conflicting interest transaction, provided either

(1) The material facts regarding the responsible person’s relationship or interest and regarding the conflicting interest transaction are disclosed or are known to the Board and the Board authorizes, approves or ratifies the conflicting interest transaction, by the affirmative vote of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum; or

(2) The material facts regarding the responsible person’s relationship or interest and regarding the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(3) The conflicting interest transaction is fair with respect to the Scholarship Fund.

**Section 7. Removal.** Any Director may be removed from office by a two-thirds (rounded up) vote of the remaining Directors for non-compliance with these Bylaws or non-performance of duties.



**Section 8. Meetings.** The Board shall convene at least two meetings each calendar year. The first meeting will be to determine the number, amount and nature of scholarships and awards to present. The other will be to provide an annual wrap-up report of the Fund's activities and general financial condition, and to install Directors to new terms at the annual membership meeting. Additional meetings may be called by the Chairman or at least three Directors when special circumstances require. Notice of such meetings shall be sent to each Director at least 15 days prior to the meeting.

**Section 9. Quorum.** A majority of the Directors serving on the Board shall constitute a quorum at meetings requiring a vote. An affirmative vote of a majority of Directors present at the meeting is required to adopt any business matter.

**Section 10. Compensation.** Directors shall not receive any compensation in money, rebates, benefits, goods or services from members, non-members or outside sources. This does not include reimbursements for authorized Fund expenses incurred in conjunction while acting on behalf of the Board.

**Section 11. Liability to Scholarship Fund or its Members.** A director or officer shall not be liable as such to the Scholarship Fund or its members for any action taken or omitted to be taken as a director or officer as the case may be, if, in connection with such action or omission, the director officer performed the duties of the position in compliance with these bylaws.

**Section 12. Disbursements.** All disbursements for scholarships, awards and administrative expenses shall be made upon approval by the Chairman or Treasurer.

## **ARTICLE VI – Officers**

**Section 1. Officers.** The officers of the Fund include a Chairman, Vice Chairman, Treasurer and Secretary or combined Treasurer/Secretary if deemed advantageous.

**Section 2. Elections.** Officers shall be elected by and from within the Board of Directors. Such elections shall take place during the first meeting of the Board of Directors following election of Directors at the Fund's annual meeting.

**Section 3. Term of Office.** Officers shall hold office for the duration of their terms as Directors unless sooner removed, resigned or otherwise disqualified.

#### **Section 4. Duties.**

a. The Chairman of the Board is the chief elected officer of the Fund. The Chairman, or in his/her absence the Vice Chairman, shall preside at all meetings of the membership and Board of Directors. The Chairman shall be a member, ex-officio, with the right to vote on all matters except the selection of interim Directors to fill the unexpired terms of former Directors. The Chairman shall communicate to the Board and/or Scholarship Fund members such information or proposals that would tend to promote the welfare and increase the potential of the Fund.

b. The Vice Chairman shall, in the event of the Chairman's temporary absence or disability, perform the duties of the Chairman. The Vice Chairman is the Fund's chief operating officer and shall also perform other duties as might be assigned by the Chairman.

c. The Secretary shall provide timely written notification of all meetings and agendas of the Fund's Board of Directors and membership and shall maintain written record all proceedings. The Secretary will prepare correspondence as may be required and maintain the Fund's correspondence files. The Secretary will also maintain the repository of all important documents and records.

d. The Treasurer shall maintain records of all financial transactions of the Scholarship Fund; collect all donations, revenue and dues if any; make disbursements as authorized by the Board of Directors, deposit all sums received in a financial institution, make a financial report at the annual meeting or when called upon by the Chairman, and prepare and file required federal and/or state tax-related documentation. Funds may be drawn from the account in the financial institution only by the Chairman or Treasurer.

#### **e. Committees.**

(1) A selection committee shall be appointed by the Chairman to produce an order of merit list based upon selection criteria to confirm and select students/cadets who will receive scholarships. If a Board Director is related to an applicant, that Director shall recuse oneself from the confirmation/selection process.

(2) The Chairman may also create other committees as may be deemed necessary to the betterment of the Fund.



## **Article VII – Fiscal Year and Financial Review**

**Section 1. Fiscal Year.** The Fund's fiscal year is the calendar year, 1 January through 31 December.

**Section 2. Financial Review.** A review of the Fund's financial records will be conducted each January for the prior year. The financial review will verify accuracy and completeness of all receipts and disbursements and their compliance with the stated purpose of the Fund.

## **Article VIII – Amendments**

These Bylaws may be amended at any meeting of the Board of Directors by majority vote. The revised Bylaws will be posted on the MOAA Chapter's website.

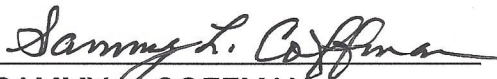
## **Article IX – The Flag**

The American Flag shall be displayed and honored at all meetings of the Scholarship Fund and the Board of Directors.

## **CERTIFICATE OF ADOPTION**

This is to certify that these Bylaws were approved and adopted at a meeting of the Board of Directors of the Southwest Oklahoma Chapter, MOAA, Scholarship Fund, Inc., at Lawton, Oklahoma on 6 November 2019.

  
DENNIS D. CLIPPINGER  
LTC USA (Retired), Director

  
SAMMY L. COFFMAN  
COL USA (Retired), Director

  
LEIGHTON L. DUITSMAN  
MAJ USA (Retired), Director