

MILITARY OFFICERS ASSOCIATION OF AMERICA
BYLAWS
OF
THE MIDDLE GEORGIA CHAPTER

Article I - Name

The name of this organization shall be the Middle Georgia Chapter, hereinafter referred to as “the Chapter”.

Article II - Purpose

The purpose of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA); foster fraternal relations among retired, active duty, and former officers of the uniformed services and their National Guard or reserve components; protect the rights and interests of active duty, retired, reserve component 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.

Officers, directors, and appointed officials shall not receive any stated compensation for their services, but the 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 benefit or be distributed to members.

Section 5.

Upon a recommendation by the Board of Directors, any motion to dissolve the Chapter shall be brought to a vote before the membership at a regularly scheduled meeting.

Section 6.

In the event of dissolution of the Chapter and after the discharge of all its 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 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), as well as survivors 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 three classes: regular, auxiliary, and honorary.

a. Regular

Men and women who are or have been commissioned or warrant officers of the seven U.S. uniformed services or their reserve components or the National Guard. Currently recognized service components are: Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and the Public Health Service.

b. Auxiliary

Survivors of any deceased individuals who would, if living, be eligible for membership.

c. Honorary

Worthy persons not eligible for membership, according to a. and b. above, whose military or public service, or whose devotion to the aims of this Chapter are so remarkable as to reflect distinction upon this Chapter may be elected to honorary membership when approved by two-thirds (2/3) vote of the Board of Directors. Nominations can be made by any regular or auxiliary member. Honorary members shall enjoy all the privileges of the Chapter except voting and holding office, and shall pay no dues.

Section 3.

Applications for regular or auxiliary membership shall be submitted in writing to the Board of Directors. 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 be heard.

Section 5.

Regular members are required to hold and maintain membership in the Military Officers Association of America (MOAA). All Auxiliary members, especially those holding Chapter offices, are encouraged to hold and maintain membership in MOAA.

Section 6.

Any Chapter affiliated with MOAA is expected, upon application to and approval by the council, to become affiliated with its state council. Such affiliation does not authorize the council to participate in the organizational or managerial affairs of the Chapter unless requested by the Chapter.

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 of the members present.

Section 2.

Only Regular and Auxiliary members in good standing, or as determined by the Board of Directors, who are present at a meeting of the Chapter shall be entitled to vote. Spouses of Chapter members, who are also national MOAA members in good standing, are afforded the right to vote.

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 held in November, after receiving the Board of Directors' recommendation in the matter.

Section 2.

The annual dues for a calendar year shall become due on January first of that year.

Section 3.

Members whose dues remain unpaid as of March 31 will be so notified. The Board of Directors may, without further notice and further hearing, drop any member from the roll. The member shall thereupon forfeit all rights and privileges of membership.

Section 4.

Any Chapter 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 meeting of the Chapter during the month of 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 communicated to each member at least 20 days in advance. (Note: If a chapter is incorporated, it must conform to any notice requirements of relevant state laws.)

Section 2.

Regular meetings of the Chapter shall be held during the months of September through June unless otherwise decided by the Board of Directors. Notice of each such meeting shall be communicated 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 and Treasurer), the immediate past president, and up to five elected directors.

Section 2.

The elected officers/directors shall be elected annually or biennially by the membership at the annual meeting. Each elected officer/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 year or, if elected biennially, for a two-year term.

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 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 of Directors shall be communicated to each member of the Board at least 10 days in advance.

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.

Articles 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 or auxiliary member of the Chapter (or the spouse of a Chapter member who is also a national MOAA member in good standing). For purposes of clarity, Directors will be required to meet the same qualifications for office as elected officers.

Section 2.

The membership shall elect officers at the annual meeting for either an annual or biennial term. 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 or two years or until a successor is duly elected and installed.

Section 3.

Normally, a member shall not serve more than two consecutive terms as President; however, this provision may be waived if there are no volunteers to assume the office and the member agrees and the Board of Directors concurs in having the member serve another term.

Section 4.

The 1st Vice President shall fill a vacancy in the office of the President automatically. The 2nd Vice President shall fill a vacancy in the office of the 1st Vice President automatically. 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. 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 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. The 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 also shall carry out these duties: maintain the membership records; 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. 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, 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 might be advisable.

Section 2.

The standing committees of the Chapter shall include membership, legislative, and personal affairs.

Section 3.

At least 60 days before the annual meeting, the Board of Directors shall appoint a nominating committee of five members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the Secretary in writing (or email), 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 email a copy thereof to each regular member at least 20 days before the annual meeting. Nominations from the floor, if any, at the annual meeting will be included in the election of officers and directors.

Article XI - Amendments

Section 1.

The Bylaws may be amended, repealed, or altered in whole or in part by a two-

thirds vote of the membership present at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been published in the Chapter's newsletter or otherwise communicated to each member qualified to vote at least 15 days before the meeting.

Section 2.

Any member or group of members may request that these Bylaws be amended in whole or in part by submitting the recommended change(s) to the Board of Directors, with rationale for such changes. Upon approval of the Board of Directors, the changes will be communicated to the membership for discussion and vote at a subsequent membership meeting.

Section 3.

Approved amendments shall be incorporated into the body of the amended Bylaws with the date of the amended and updated Bylaws being the date the amendments were approved by the membership.

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 approved and adopted at the annual meeting of the Middle Georgia Chapter on 17 November 2017.



Richard H. McKee
Major, USAF (Ret)
President



William S. Goodwin
Colonel, USAF (Ret)
Secretary