

**BYLAWS  
OF  
THE FLORIDA COUNCIL OF CHAPTERS  
OF  
MILITARY OFFICERS ASSOCIATION OF AMERICA, INC.**  
Web Page: <http://www.moaaf.org>

**ARTICLE I NAME**

Section A.

The name of this organization shall be the Florida Council of Chapters of Military Officers Association of America, Inc. (hereafter referred to as "Florida Council" or the "Council.")

**ARTICLE II PURPOSES**

Section A.

To support the established goals as set out in the preamble to the Bylaws of the Military Officers Association of America (hereafter referred to as MOAA or MOAA Headquarters or MOAA National)

Section B.

To support and promote legislative and other objectives of MOAA.

Section C.

To promote state and national legislation that is in the interest of retired, active, Reserve, National Guard and former members of the uniformed services and legislative activities of Chapters/Clubs in the Florida Council.

Section D.

To provide a forum for the exchange of ideas and views among Chapters/Clubs in the Florida Council, and to keep MOAA Headquarters informed of significant legislative development and other matters in Florida that could affect uniformed services retirees.

Section E.

To sponsor an annual convention/business meeting of the council.

**ARTICLE III MEMBERSHIP**

Section A.

Membership in the Florida Council is available to all Florida Chapter/Clubs that have been chartered by MOAA National.

Section B.

Membership shall not be denied for reasons of race, religion, gender, national origin or sex.

**ARTICLE IV OFFICERS**

Section A.

The elected officers of the Council shall be a President, Vice President and six Area Vice Presidents (AVPs). Each of the AVPs will represent one of the following areas in Florida: Northeast, Northwest, East Central, West Central, Southeast and Southwest.

Section B.

The President shall appoint a secretary and treasurer from the memberships of the Chapters/Clubs in the Florida Council. The appointees must be in good standing. ("Good standing" used in these bylaws means that the individual's dues are current in their Chapter/Club.)

Section C.

The Board of Directors (hereafter called the "Board") shall be composed of the President, Vice President, Secretary, Treasurer, immediate Past President and the six AVPs. The Board shall have such powers that are required to conduct business of the Council. Their specific duties are as listed in Article VI, Section A.

Section D.

Each elected officer shall serve a term of two years in that position.

Section E.

The immediate Past President shall serve as a Board member with full voting privileges.

Section F.

Officers of the Council shall have and maintain membership in MOAA National.

**ARTICLE V ELECTION OF OFFICERS**

Section A.

Officers shall be elected by the general membership at the annual meetings.

Section B.

Elected officers may not succeed themselves, except when no candidate is nominated and elected to fill the office.

### Section C.

1. At least 120 days before the annual meeting when an AVP's term of office is to expire an area nominating committee will be formed. The AVP's Chapter/Club President will chair this committee and the members of the committee will be the other area Chapter/Club Presidents. The committee shall nominate one AVP candidate and make this name known to the Council Secretary not less than 40 days before the annual meeting.
2. Any Chapter/Club in the area of an outgoing AVP may nominate a candidate other than that advanced by the area AVP nominating committee. The proposing Chapter/Club must circulate such nominations to other Chapters/Clubs in that AVP Area and to the Council Secretary not less than 40 days prior to the annual meeting.
3. Nominations presented under this provision shall include a full statement of the qualifications of the individual.
4. Any nominee must agree to serve under the terms of these bylaws.

### Section D.

1. The President and Vice President of the Council shall be elected at annual business meetings. The six AVPs shall solicit their area Chapters/Clubs for one or more nominees for the office to be filled and forward the name(s) to the Secretary not later than 120 days before the annual business meeting.
2. Any Chapter/Club or member may nominate a candidate other than those advanced under provision of this Section. However, such nominations must be circulated to all other Council members and to the Council Secretary not less than 90 days prior to the annual meeting.
3. Nominations presented under this provision shall include a full statement of the qualifications of the individual(s).
4. Any nominee must agree to serve under the terms of these bylaws.

### Section E.

Newly elected officers will assume their positions immediately following their installation and will continue in office until relieved by duly-elected or appointed successors.

### Section F.

Voting for the Council President and Vice President shall be by delegates as provided for in Article XI, Section A.

### Section G.

Voting for AVPs shall be by the Chapter/Club delegates from that particular area as provided in Article XI, Section A.

1. AVPs may not succeed themselves, except as provided in Article V, Section B.
2. The incoming AVP should be from a Chapter/Club other than that of the current AVP, unless this is not possible.

## Section H

If a member Chapter/Club finds that it is unable to provide at least one delegate to a called annual/business meeting, upon certification by the chapter president to the Council Board of Directors that such a situation exists the president may exercise an absentee vote for the President and Vice President candidates nominated in accordance with Section D. Such an absentee ballot shall be in writing and must reach the Council Secretary not less than 10 business days before the date of the membership/business meeting. Presidents of Chapters/Clubs in Council areas that are voting for an AVP may exercise an absentee vote for AVP under provisions of this Section. Such an absentee ballot shall be in writing and must reach the Council Secretary not less than 10 business days before the date of the membership/business meeting.

1. When a chapter exercises this authority to vote by absentee ballot, full consideration must have been given to alternative candidates nominated under provisions of Section C. and D. and the submitting president shall so affirm.
2. Provision for an absentee ballot under this Section shall not be applicable to any activities of the Council Board of Directors.

## **ARTICLE VI DUTIES OF THE OFFICERS**

### Section A.

1. The President shall perform the following tasks:

- a. Preside at all regular meetings of the Council and Board.
- b. Call, and preside at, all special meetings required by the bylaws
- c. Formulate agendas for all Council and Board meetings
- d. Appoint all committees as required, except the nominating committees.
- e. Follow all instructions and motions resulting from Council or Board meetings.
- f. Perform all other duties that pertain customarily to the office of president.

2. The Vice President shall perform the following:

- a. Assume the duties of the President in his/her absence.
- b. Perform such duties that may be assigned by the President.
- c. Solicit President, Vice President and AVP nominations from Chapters/Clubs through Area Vice Presidents.

3. The Area Vice Presidents shall perform the following:

- a. Assist the President in the conduct of his/her office and perform such duties as requested.
- b. Assist, advise and counsel Chapters/Clubs in their particular area.
- c. Provide liaison between the Council and Chapters/Clubs in their areas.

4. The Secretary shall perform the following:

- a. Maintain minutes of all meetings of the Council and Board.
- b. Insure that all Board members and Chapter Presidents are notified of all Council meetings and that they are provided copies of meeting agendas and any changes to the bylaws not later than 60 days before the scheduled meeting.
- c. Complete the correspondence functions of the Council.
- d. When requested, read the minutes of Council and Board meetings at the meetings of these groups.
- e. Be designated by the State of Florida as the Registered Agent of the Council. (NOTE: The Secretary's address normally will be listed as the Corporation Principal Office.)
- f. Insure that the corporate status of the Council is maintained by completing the required forms with the State of Florida.

5. The Treasurer shall perform the following:

- a. Collect all Council fees and dues.
- b. Pay all Council bills approved by the President.
- c. Present an accounting of all Council expenditures and receipts at Council and Board meetings and when requested by the Board.
- d. Be prepared for an audit of the Council's financial condition by a committee appointed by the President 30 days prior to the annual business meeting.
- e. Present a recommended budget for the next fiscal year to the Board at its winter (January-March) meeting. After Board approval insure that the Secretary sends this recommended budget to Board members and Chapter/Club Presidents not later than 60 days before the annual business meeting.
- f. Maintain a record of the Chapter/Club membership in the Council as determined by the appropriate dues being paid.

## **ARTICLE VII MEETINGS**

### Section A.

An annual business meeting shall be held at a time and place determined by the Board in order to elect officers, transact Council business and as a forum for members to present their views on Council related matters.

1. The President will formulate an agenda for the annual business meeting, and that agenda will be circulated to member Chapters and Clubs at least 60 days before the meeting.
2. Chapters/Clubs wishing to propose an agenda item for the annual business meeting must do so not later than 20 days prior to the annual Winter Board meeting to enable Board deliberation.

### Section B.

The Board shall meet prior to the annual business meeting at a time and place determined by the President. Additional meetings of the Board may be called by the

President in order to insure the proper functioning of the Council and to conduct business on a timely basis. (NOTE: The usual schedule of meetings is the required annual Board meeting before the convention begins (e.g. the day before), a short meeting on the day the Convention ends, a Fall meeting (September-November), and a Winter meeting (January-March).

Section C.

If a time-critical item of business that cannot await a normally-scheduled Board meeting comes to the attention of the President, he/she may poll the Board members by e-mail regarding its disposition. The Secretary will be a "Copy To" addressee on all e-mails and shall formulate minutes of the business and actions taken. These minutes will be disseminated at the next regular Board meeting.

Section D.

Special meetings of the Council or Board may be held upon receipt of written requests by five Chapters/Clubs in the Council.

Section E.

The Council fiscal year shall coincide with the calendar year.

## **ARTICLE VIII QUORUMS**

Section A.

For Council meetings, a quorum shall consist of a combination of at least one delegate being present, or an absentee ballot submitted under the provisions of Article V, Section H, from a majority of the Chapters/Clubs in good standing at the time of the meeting.

Section B.

For Board meetings, a quorum shall consist of a majority of the members listed in Article IV, Section C being physically present. (e.g. A quorum of the eleven officers listed is six.)

## **ARTICLE IX VACANCIES**

Section A.

If a vacancy occurs in an elected office during an annual meeting, candidates may be nominated from the floor and an election held immediately to fill the vacancy. If a vacancy occurs at any time other than at an annual meeting a replacement shall be elected by a majority vote of the Board. In either case the term of office shall be the balance of the replaced officer's term. The non-succession provisions of Article V, Sections B and G shall not apply to officers selected under this section.

Section B.

Any Council officer who fails to attend two consecutive Board meetings without prior notification to the President or Secretary may be replaced. Replacement shall be in accordance with Section A, this article.

## **ARTICLE X FEES AND DUES**

### Section A.

The Board will approve a recommended budget for the next fiscal year and send a copy of this to each Chapter/Club not later than 60 days before the annual business meeting. At this meeting the Council will consider the recommended budget and approve a final budget for the next fiscal year.

### Section B.

After approval of the budget the delegates to the annual business meeting will determine the appropriate pro-rata Chapter/Club dues to fund the anticipated expenses of the Council.

### Section C.

Chapter/Club dues are payable not later than (NLT) 1 March each year. The Chapter/Club membership used to compute the amount due will be the number reported to the Council Treasurer as of the previous 31 December. (e.g., If a Chapter/Club reports 200 members as of 31 December 2007 and the dues are \$.50/member, the Chapter/Club dues required NLT 1 March 2008 are \$100.00.)

### Section D.

Newly chartered Chapters/Clubs are not required to pay dues for the year in which they receive their charter. (e.g., The first dues of a club that is chartered in February 2001 are for 2002 and are payable NLT 1 March 2003.)

## **ARTICLE XI REPRESENTATION AND VOTING RIGHTS**

### Section A.

Each Chapter/Club is entitled to representation and voting rights according to the following:

Number of Members	Number of Delegates
1 - 100	2
101 - 250	3
251 - 500	4
501 - 700	5
701 - 900	6
901 - 1100	7
1101 - 1300	8
1301 - 1500	9
1501 - 1700	10
1701 - 1900	11
1901 - 2100	12
2010 - 2300	13
2301 - 2500	14

NOTE: The maximum number of delegates for a Chapter/Club above 2500 members will be one additional delegate for each 200 members increment.

Chapter/Club Presidents may designate other members of their organizations to represent their Chapter/Club and provide consultation to their delegates but these individuals will not have voting rights.

Section B.

Each delegate in good standing of a Chapter/Club and each Board member, other than the Council President, is entitled to one vote on all matters coming before the Council. In the event of a tie vote the Council President will cast the deciding vote.

Section C.

Chapters will make every effort to have in attendance delegates as herein authorized. However, the provisions of Article V, Section H, regarding absentee ballots apply. Collection of proxies is otherwise not permitted

**ARTICLE XII GENERAL MEMBERSHIP**

All MOAA members in good standing and all members of Chapters/Clubs in the Council may attend any meeting of the Council. The chair will recognize these attendees but only duly appointed Chapter delegates and Board members will be allowed to vote. Attendees may discuss only those matters published in the business meeting's agenda or that pertain to the purposes of the Council listed in Article II of these bylaws.

**ARTICLE XIII STATUS AND INDEMNIFICATION**

Section A.

The Council shall be a non-profit organization, functioning exclusively for the purposes listed in Article II.

Section B.

Officers and other members of the Council shall not receive compensation for their services, but may be reimbursed for expenses incurred in the performance of their duties when authorized by the Board.

Section C.

Nothing herein shall constitute that the members of the organization have been formed as partners for any purpose. No officer, member or agent of this organization shall be liable for the acts or failures-to-act on the part of any other officer, member or agent. No officer, member or agent of the organization shall be liable for his/her acts or failures-to-act under these bylaws, except for acts or failures-to-act arising out of his/her willful malfeasance.

Section D.

The organization shall use its funds only to accomplish the purposes specified in Article II, and no funds shall be distributed to any member of the Council except as provided in this Article, Section B.

Section E.

In the event of the dissolution of the Council and after the discharge of all liabilities the remaining assets shall be given to the MOAA Scholarship Fund.

Section F.

No member of this organization shall be indemnified in any manner using funds of the Council, except as provided in this Article, Section B.

**ARTICLE XIV AMENDMENTS**

The bylaws may be amended, repealed or altered by a two-thirds vote at any authorized meeting of the Council, providing that a copy of the proposed changes have been sent to the last-known address of each Chapter/Club sixty (60) days prior to the date of the Council meeting.

This is to certify these By-laws were approved as written by a vote of thirty-eight (38) of the thirty-eight (38) Chapters/Clubs represented at the May 1987 Annual Meeting of the Florida Council of Chapters. This is in keeping with the provisions of Article XIV in the previous By-laws dated 1 June 1985.

DATED 12 May 1987

/s/ Joseph Grezaffi, LTC, USA, Ret.

President, Florida Council of Chapters, TROA

The printing of the May 1987 By-Laws, authorized by the Board of Directors at their scheduled meeting on 10 June 1990, includes two (2) modifications as follows:

1. The use of "Chapter/Club" in place of "Chapter" occurs throughout as recognition that some of the states TROA affiliates are designated as "Clubs".

2. Article V, Section F and G have been written to reflect the amendments adopted by the delegates at the Annual Meeting on 9 Jun 1990.

/s/ Charles A. Baldwin, CAPT, USN, Ret.

Secretary, Florida Council of Chapters, TROA

The substitution of "The TROA Scholarship Fund" for "TROA" in Article XIII, Section E reflects amendment adopted by delegates at the 1 June 1991 Annual Meeting.

/s/ David O. Olson, Jr., CAPT, USNR, Ret.

This is to certify that the By-Laws changes to Article IV, Sections B and C; Article VI, Section A; and Article X, Section C, were adopted by delegates at the May 1992 Annual Convention in Pensacola, Florida.

/s/ Alphas R. Clark, COL, USA, Ret

Secretary, Florida Council of Chapters, TROA

This is to certify that the By-Law change of Article V, Section C reflects the amendment adopted by the delegates at the Florida Council of Chapters Annual Meeting held 5 May, 1996.

/s/ Sue Baxter, Maj USAFR, Ret

Secretary, Florida Council of Chapters, TROA

This is to certify that the By-Law changes of Article III, Sections A and Article IV Section E and the addition of Article III, Section B and Article IV, Section F were adopted by delegates at the May 1997 Annual Convention in Orlando, FL.

/s/ Sue Baxter, Maj, USAFR, Ret

Secretary, Florida Council of Chapters, TROA

This is to certify that the By-Law change of Article II, Section C was adopted by delegates at the May 2000 Annual Convention in Pensacola.

/s/ Sue Baxter, Maj, USAFR, Ret

Secretary, Florida Council of Chapters, TROA

This is to certify that a change to 8½x11 inch format was approved by the Board of Directors at their meeting on 4 Oct 2000. Changes listed above were incorporated in the revised format.

/s/ William W. Monk. CAPT, USN(Ret)

Secretary, Florida Council of Chapters, TROA

This is to certify that By-Law changes to Article VII, Section C, and Article X, Section C, were adopted by delegates on 11 May 2001 at the 2001 Convention-At-Sea aboard M/S Jubilee at sea.

/s/ William W. Monk. CAPT, USN(Ret)

Secretary, Florida Council of Chapters, TROA

"This is to certify that the By-Law change to Article XI, Section A, was adopted by delegates on 8 June 2002 at the 2002 Convention in Ocala, FL.

/s/ William W. Monk. CAPT, USN(Ret)

Secretary, Florida Council of Chapters, TROA

This is to certify that the By-Laws changes were made throughout to reflect the change of the name of the organization from affiliation with The Retired Officers Association to the Military Officers Association of America, these changes being adopted by delegates at a special meeting on February 25, 2003 in Sarasota, FL.

/s/ Donald L. Courtney, CW4, USA (Ret)  
Secretary, Florida Council of Chapters, MOAA

This is to certify that By-law changes to Articles V, VI, VII, VIII, and XI were adopted by delegates on 11 May 2007 at the 2007 Convention-At-Sea aboard M/S Celebration at sea.

/s/ William W. Monk, CAPT, USN(Ret)  
President, Florida Council of Chapters, MOAA