

BY LAWS OF THE
HALIFAX AREA CHAPTER OF THE MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE 1- NAME

Section 1 The name of this organization shall be:

THE HALIFAX AREA CHAPTER OF THE MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE 2 – PURPOSES

The purposes of this chapter shall be:

- * To promote the aims of THE MILITARY OFFICERS ASSOCIATION OF AMERICA as stated in the preamble to the by-laws of that association.
- * To further the legislative and other objectives of The Military Officers Association of America.
- * To encourage and facilitate camaraderie among retired, active and former officers of the uniformed services.
- * To provide useful services for, and to protect the interests of, members and their dependents and survivors.
- * To support the ERAU ROTC and JROTC organizations at Spruce Creek, Atlantic, and Mainland High Schools to insure the development of quality leaders for the country, both military and civilian.
- * To serve the community and the nation, with particular emphasis on supporting local VA facilities and those veterans dependent on their services.

ARTICLE 3 – STATUS

Section 1 This chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article 2 above.

Section 2 Officers and other directors 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 the 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 his or her acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

Section 4 This chapter shall use its funds only to accomplish the purposes specified in Article 2 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 its liabilities the remaining assets shall be given to a nonprofit organization, whose purposes and objectives are similar to those of this chapter such organization to be designated by a majority vote of the Board of Directors.

ARTICLE 4 - MEMBERSHIP and VOTING RIGHTS

Section 1 The membership of the chapter shall be composed of men and women who are serving or who have served on active duty or in one of the National Guard or Reserve units as a commissioned officer 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 individual, who would, if living, be eligible for membership. Spouses of current members are also eligible.

Section 2 Subject to the provisions of Section 1 above membership shall be of three classes:

(1) **Regular members:** Officers (whether or not drawing retired pay) who are on the retired lists, active duty Officers, former officers who were separated under conditions acceptable to the Board of Directors.

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

(3) **Honorary members:** The Board of Directors may grant honorary membership to foreign officers who apply for such membership. The Board of Directors may also grant honorary membership to certain individuals in recognition of their service to the nation, the active and retired uniformed services, or the chapter.

(4) **Joint members:** Spouses of regular members who wish to join may do so.

Section 3 Applications for membership shall be submitted in writing to the Board of Directors who shall be empowered to accept or reject any application for membership.

Section 4 Any member may be dropped for good and sufficient cause by the Board of Directors after he has been given an opportunity to be heard.

Section 5 Regular, joint, and auxiliary members are entitled to vote on any matter submitted to the membership for a vote. Proxy voting will not be permitted. Honorary members will not have voting rights.

Section 6 Regular members who hold office in this chapter must hold and maintain membership in THE MILITARY OFFICERS ASSOCIATION OF AMERICA (MOAA). All regular, auxiliary and joint members are encouraged to acquire and maintain such membership if eligible. The secretary shall maintain a roster of all members to reflect membership in THE MILITARY OFFICERS ASSOCIATION OF AMERICA (MOAA).

ARTICLE 5 – DUES

Section 1 The Annual Dues for regular, joint, and auxiliary members, for the next calendar year, shall be determined by the membership at the General Membership Meeting, after receiving the recommendations of the Board of Directors.

Section 2 The Annual Dues for the calendar year become payable on 1 January of each year; dues are not prorated. New members who join after 1 October shall have their dues applied to the following year and be exempt from current year dues. Members deployed out of the area shall have dues waived for the calendar year in which the majority of the deployment takes place.

Section 3 Members who fail to pay their dues within thirty (30) days from the time they become due shall be notified by the treasurer and, if payment is not made within the next succeeding sixty (60) days shall be issued a letter of intent to drop if payment not received within fifteen (15) days of the letter date. Active duty members on deployment will have dues waived until return from that deployment.

ARTICLE 6 – MEETINGS

Section 1 There shall be an annual meeting of the chapter (usually the regular meeting in November of each year) for the election of officers and directors, the receipt of annual reports, and the transaction of other chapter business. Notice of this meeting shall be mailed to each member at his or her last recorded address at least ten (10) days prior to the meeting.

Section 2 The Regular meetings of the chapter shall be held as noted in the Officers Call and, shall be mailed to each member at the last recorded address at least ten (10) days prior to the meeting.

Section 3 Special meetings of the chapter may be called by the President.

Section 4 Three (3) officers and 15 other members eligible to vote shall constitute a quorum at any meeting of the chapter where business is conducted.

Section 5 The rules contained in the current edition of “ROBERT’S RULES OF ORDER” shall govern the chapter in cases to which they are applicable and are not inconsistent with these by-laws and any special rules of order the chapter may adopt.

Section 6 The invocation shall be delivered by the Chaplain before the start of each meeting. If the Chaplain is not present the President shall designate a Chaplain from the membership to give the invocation.

Section 7 The American Flag shall be displayed and honored with the Pledge of Allegiance to the Flag at meetings of this chapter.

ARTICLE 7 – OFFICERS

Section 1 The elective officers of the chapter shall be the President, First Vice President, Second Vice President, Secretary and a Treasurer, each of whom shall be a regular or auxiliary member of the chapter.

Section 2 (a) The elective officers shall be elected by the membership at the November meeting. Election shall be by Ballot or acclamation and a majority of the votes cast, a quorum being established, shall elect them. Each Elective Officer shall assume office upon installation and shall serve for a term of one (1) year and until his successor is duly elected & installed. The term of President will be two (2) years to ensure continuity.

(b) A Chaplain, if available within the membership, may be appointed by the President as Spiritual Advisor to the Chapter.

Section 3 No member shall be eligible to serve more than two (2) consecutive terms as President. First and Second Vice President shall be eligible to serve no more than four (4) terms. The positions of Secretary and Treasurer, once elected by the general membership,

may serve unlimited terms at the discretion of the Board of Directors.

Section 4 The President shall be the Chief Executive Officer of the chapter, and shall preside at meetings of the chapter and of the Board of Directors, and shall be a member, ex-officio, with the right to vote on all committees, except the nominating committee.

Section 5 In the event of the absence or disability of the President, on a temporary basis, the First Vice President shall perform the duties of the President pending his or her return. The First Vice President and the Second Vice President shall perform such other duties as the President may assign.

Section 6 A vacancy in the office of the President shall be filled automatically by the First Vice President. A vacancy in the office of the First Vice President shall be filled automatically by the Second Vice President. Vacancies in other offices shall be filled by the Board of Directors or a member appointed by the President to fill the term.

Section 7 The Secretary shall attend all business meetings of the Chapter and the Board of Directors and shall maintain a record of all proceedings. If the Secretary cannot attend a meeting, the Second Vice President will record the minutes and provide them to the Secretary. 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, shall 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 only upon the signature of the Treasurer and/or the President. The funds, books and vouchers in the custody of the Treasurer shall, at all times, but no less than biennially, be subject to inspection and verification by an oversight committee appointed by the president.

ARTICLE 8 - BOARD OF DIRECTORS

Section 1 The Board of Directors shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and three (3) elected directors. The First Vice President shall have a copy of Roberts Rules of Order in his possession at all meetings.

Section 2 The elective directors shall be elected by the membership at the November meeting for a three year term, one being elected each year to stagger terms for continuity. Election shall be by ballot or acclamation and a majority vote elects. The elected Director takes office upon installation and shall serve for three years.

Section 3. The Board of Directors shall have supervision, control, and direction over the affairs of the chapter; shall determine its policies or changes therein within the limits of the by-laws; shall actively prosecute its purposes and shall have discretion in the disbursement of 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 power 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 at the call of the President at such times and places and shall be called to meet upon demand by a majority of its members. Notice of each meeting of the Board of Directors shall be mailed to each member of the Board at least ten (10) days in advance

Section 6 A majority of the entire board shall constitute a quorum at any meeting.

Section 7 All questions going before the Board shall be decided by a majority vote of those eligible to vote and with each member of the Board being entitled to one vote. In urgent matters, the President shall be authorized to put questions to a vote by e-mail, mail or telephone to board Members between regularly scheduled Board Meetings. Proxy voting shall not be permitted.

ARTICLE 9-COMMITTEES

Section 1 The President, subject to the approval of the Board of Directors, shall annually appoint Standing Committees as required by the by-laws. The President may also appoint other committees as required or advisable.

Section 2 The Standing Committees of the organization shall include a Membership Committee, a Program Committee, Publicity Committee, Legislative Committee and a Personal Affairs committee.

Section 3 At least sixty (60) days before the November meeting the Nominating Committee, consisting of the Immediate Past President and three (3) members of the Board of Directors will meet and nominate candidates for the Elective Offices. The Nominating Committee shall identify the candidates at least thirty (30) days prior to the November meeting. The Officers Call containing their names shall be mailed to each member at his last recorded address at least ten (10) days prior to the November meeting.

ARTICLE 10 – AMENDMENTS

Section 1 These By-Laws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote at any duly organized meeting of the Chapter, a quorum having been established, provided that a copy of any amendment proposed for consideration has been mailed to the last recorded address of each member at least ten (10) days prior to date of the meeting.

NOTE: *These by-laws were approved and adopted at the organizational meeting of the Halifax Area Chapter of The Military Officers Association of America in the City of Daytona Beach, FL, on January 4, 1986, amended on February 27, 2003, amended on November 18, 2010, amended on November 21, 2013 and amended on November 19, 2015.*