

**CAPE CORAL CHAPTER
MILITARY OFFICERS ASSOCIATION OF AMERICA, INC.**

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CAPE CORAL CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA, INC. BYLAWS

Article I – Name

The name of this organization shall be the Cape Coral Chapter of the Military Officers Association of America 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: to foster fraternal relations among retired, active and former officers of the uniformed services and their National Guard or Reserve components; to protect the rights and interests of active duty, retired, Reserve, and National Guard personnel of the uniformed services and their dependents and survivors; to provide useful services for members, their dependents and survivors; and to serve the community and the nation.

Article III – Operation

Section 1 The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

Section 2 The Chapter shall maintain a scholarship fund account separate from its general operating funds for the receipt and disbursement of monies to be used solely in service to the community and nation in accordance with Article II of these Bylaws. Community service shall include charitable donations to further the advanced educations of deserving Junior ROTC graduating seniors of Lee County and the financial support of certain JROTC or other youth leadership training programs. The Board of Directors shall determine the number and amount of scholarship awards and all related financial support donations; the President shall report the Board’s decisions to the members present at the next regular Chapter meeting; the Secretary shall record and publish the Board’s actions; and the Treasurer shall disburse said funds as directed by the Board. Expenditures from the scholarship fund may not be used for any purpose that does not directly support its charitable purposes or fund-raising activities. Scholarship funds may, however, be loaned without interest to the general operating fund for non-charitable purposes, provided they are repaid in a timely manner and do not adversely affect the disbursement of obligated payments from the scholarship fund. The general membership shall be notified prior to the board action.

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. The Chapter shall obtain and maintain in force liability insurance to protect the Chapter from any claims of liability arising from an accident or injury. The cost of such insurance must be determined by the insurance company and approved by the general membership prior to purchase.

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 insure or be distributed to members or to any other organizations or individuals for any purpose that is not in accord with Article II.

Section 5 In the 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.

Article IV – Membership

Section 1 Membership shall be of three classes: Regular, Associate, and Honorary.

Section 2 Regular membership of the Chapter shall be composed of men and women who are presently serving or who have served on active duty as a commissioned or warrant officer in one of the U.S. uniformed services--Army, Navy, Air Force, Marine Corps, Coast Guard, Space Force, National Oceanic and Atmospheric Administration, and Public Health Services--or in one of the National Guard or Reserve components; their current living spouses; and the surviving spouses of deceased uniformed service members.

Section 3 Associate membership status may be conferred by the Board of Directors upon any person desirous of joining the Cape Coral Chapter who does not qualify for Regular membership in accordance with Section 2 of this Article. In particular, Associate membership is open to all Senior Non-Commissioned Officers (E7- E8 - E9) of all service branches. Associate members are added to the Chapter roster upon submission of a chapter membership form approved by the Board of Directors and are considered in every respect to be full members of the Chapter, with the exception that they are not permitted to vote in any matters that may come before the membership and they may not serve on the Board of Directors.

Section 4 Honorary membership status may be conferred by the Board of Directors upon any person whom the Board deems worthy of our association and wish to add to our membership roster. Honorary members typically are occasional attendees who do not qualify for Regular membership under Section 2 of this Article, or who are already members of another chapter but wish to be included in the Cape Coral Chapter's social events, and who materially support our Chapter's purposes and objectives. Honorary members are not permitted to vote in any matters that may come before the membership or to serve on the Board.

Section 5 Applications for Associate or Honorary membership shall be submitted 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 6 The Board of Directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard by the board.

Section 7 Regular members are encouraged to hold and maintain membership in the Military Officers Association of America national organization.

Article V – Elected Officers

Section 1 The elected officers shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, each of whom shall be a Regular member of the Chapter and must have been a member for at least one full year before standing for office. The election of the officers plus a Member-at-Large of the Board of Directors shall be conducted in accordance with Standing Rule 3: Election Procedures.

Section 2 The officers shall be elected by the voting members for one-year terms at the November meeting. Officers shall be sworn into office at the December meeting for terms to run from January 1 through December 31 of the following year.

Section 3 No elected member shall be eligible to serve more than three consecutive one-year terms in the same office. Exceptions to term limits may be granted by a two-thirds majority vote of members present at the November election meeting only in the absence of a qualified candidate for office.

Section 4 The 1st or 2nd Vice President shall fill a vacancy in the office of the President automatically. Vacancies in the other elected offices shall be filled as the Board of Directors may decide.

Section 5 The President shall preside over Chapter business meetings and Board of Directors meetings, shall appoint all committee chairs and the non-elected officers of the Chapter, and shall be an *ex officio* member with the right to vote on all committees except the nominating committee. He shall perform such other duties as are necessarily incident to the office of the President and keep the Chapter informed of activities pursuant to the goals of Article II.

Section 6 In the event of the President's disability or absence, and for certain ceremonial duties at the request of the President, the First Vice-President shall perform the duties of the President. In the event of the disability or absence of the President and the First Vice President, the Second Vice-President shall perform the duties of the President.

Section 7 The Secretary shall provide for timely notification of all meetings to the Chapter and shall record and publish, or provide to the chapter Newsletter Editor/Publisher, a record of all proceedings of Board or membership meetings in sufficient detail to inform the members absent from those events. The Secretary shall maintain membership records, as provided by the Membership Chair, and send required annual membership reports to the state and national organizations. The Secretary shall provide to the Webmaster in a timely manner and usable format, the recorded minutes of all general membership and board meetings. 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 Bylaws, Chapter or the Board of Directors; pay assessed dues to the state; deposit all sums received in a financial institution approved by the Board of Directors; and present balance statements at monthly membership meetings. The Treasurer shall prepare a budget for the coming calendar year and submit it to the Board of Directors for concurrence in October. At the November general membership meeting the Treasurer shall present the recommended budget for general membership approval and an annual written financial report, which has been audited by three members appointed by the President in September in accordance with Section 1 of this Article.

Article VI – Board of Directors

Section 1 The Board of Directors shall be composed of the six elected members—President, First Vice-President, Second Vice-President, Secretary, Treasurer, and a Member at Large.

Section 2 The Board of Directors shall have supervision, control and direction of the affairs of the Chapter; and shall determine its policies or changes therein within the limits of the Bylaws; shall actively prosecute its objectives

and purposes; and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of the business as may be deemed necessary or advisable and may, in the execution of the powers granted, appoint such agents as it may consider appropriate. In the event of a non-majority vote of the Board of Directors present, the issue in question may be tabled for later consideration by the Board or referred to the general membership for resolution.

Section 3 The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter that would favor any political cause or candidate over another, nor to espouse or to participate in any political or religious activity as representatives of MOAA.

Section 4 The President has the discretion to convene Board of Directors meetings and the responsibility to notify all Board members with at least seven (7) days advance notice or to select a time and location to accommodate the majority of the Board. All Board meetings are open to attendance by the general membership; however, the President has sole discretion whether to allow non-board members to officially participate in the meeting. Regular Board meetings normally will be scheduled to be conducted prior to the monthly general membership meeting but may be waived at the discretion of the President. Efforts will be made to notify all Chapter members of the time and place of Board meetings not held in conjunction with a regular membership meeting. In any case, the Board of Directors shall convene during September and at least every two months thereafter until May.

Section 5 Minutes of the Board meetings will be recorded by the Secretary and disseminated at the next membership meeting and in the next edition of the monthly newsletter. Additionally, the Secretary will forward to the Webmaster and to the Newsletter Publisher in a timely manner the minutes of all Board meetings. If an urgent item of business comes to the attention of the President, prior to the next scheduled Board meeting, 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 which will be disseminated at the next regular membership meeting and in the next newsletter. Routine or non-time critical issues will not be handled in this manner.

Article VII – Appointed Officers and Committees

Section 1 The President shall appoint individual members to serve in various capacities and positions as the Chapter might require. Appointed Officers and Committee Chairs, along with a description of the duties and responsibilities of those offices are listed in Standing Rule 4.

Section 2 Appointed Officers and Committee Chairs shall have an unfixed term and shall serve in office at the pleasure of the President.

Section 3 The President shall request reports from the Committee Chairs and Chapter Officers at each regular business meeting of the general membership. Additionally, he/she may direct any Chapter Officer or Committee Chair to appear before the Board of Directors at a scheduled Board meeting to present information for review or to receive instructions or approvals of planned actions.

Section 4 The President, with concurrence of the Board of Directors, shall appoint a nominating committee consisting of a chairman and at least two other members no later than September. Not later than the start of the regular October business meeting, the nominating committee chair shall provide a list of all candidates for the four (4) elected offices plus one (1) Member-at-Large to the Secretary. The Secretary shall then report the roster of nominees to the members present at the October meeting and provide them to the Newsletter Publisher to be published in the October edition of *the Cape Coral Communicator*.

Article VIII – 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. This meeting shall be the regularly scheduled business meeting for the month unless convened separately by agreement of the Board of Directors, in which case notification to members shall be made in accordance with Section 2 of this Article.

Section 2 Regular meetings of the Chapter shall be held during the months of January through May and September through December unless otherwise decided by the Board of Directors. Notice of each such meeting shall be provided to each member at least seven (7) days in advance or by notice appearing in the Chapter Newsletter. Regular meetings are normally scheduled for the second Saturday of each month, except for December and June through August, at a location to be determined and published by the President. Exceptions to the regular schedule will be published in the Chapter Newsletter, time permitting, or transmitted by e-mail and/or telephonically to all members if the change is short-notice.

Section 3 The President shall conduct the regular business meetings and Board of Directors meetings in accordance with Robert's Rules of Order (Revised) and the Bylaws of this organization. The agenda shall be in accordance with that published in Standing Rule 6. Meeting Agenda.

Article IX – Voting

Section 1 All questions coming before the membership, except for those concerning the Chapter Bylaws, shall be decided by a majority vote of the voting members present. Ratification of Bylaws and amendments thereto shall require a two-thirds majority approval in accordance with Article X. The Secretary shall record and report the results of all votes.

Section 2 Only Regular members in good standing as determined by the Board of Directors shall be entitled to vote.

Section 3 Proxy voting and absentee ballots shall not be accepted at any meeting of the Chapter.

Article X – Quorums

Section 1 Chapter Business Meetings. A quorum exists at a scheduled Chapter meeting when two (2) or more elected officers plus at least twenty (20) percent of the total Regular member(s) are present.

Section 2 Board of Directors Meetings. A quorum exists when four (4) or more Board members are present provided one of them is the President or First or Second Vice President.

Article XI – Dues

Section 1 The Board of Directors and Membership voted to suspend annual dues for each Regular and Associate member. Any reinstatement of annual dues for the following calendar year shall be determined by the Board of Directors, and approved by the members present at the November business meeting, after receiving the Board of Director's recommendation in the matter.

Article XII – Article of Dissolution

Section 1 In the event of dissolution, final liquidation, or closure of the chapter for any reason whatsoever. All the assets, after paying or making provision for the payments of its liabilities and expenses, as approved by vote of the Board of Directors, shall be distributed to such organization(s) that support a similar purpose as stated in Article II, chartered exclusively for charitable purposes and qualify under the IRS Code Section 501(c)(3) or any future similar tax code specific to charitable organizations. In no event shall any assets or property be distributed to anu member, Director, or Officer, or any other private individual.

Article XIII – Amendments

Section 1 The Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the members present at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been made available to each member qualified to vote at least fifteen (15) days prior to said vote.

Article XIV – The Flag

The Flag of the United States of America shall be displayed and honored at all meetings of the Chapter. The Cape Coral Chapter flag shall be displayed to the right and slightly to the rear of the US Flag.

Approved and adopted at the Regular Chapter meeting in Cape Coral, Florida on _____

Secretary

President