

MILITARY OFFICERS ASSOCIATION
OF AMERICA

GREATER CINCINNATI CHAPTER

BYLAWS

ARTICLE I NAME

The name of this organization shall be the Greater Cincinnati Chapter, Military Officers Association of America, hereinafter referred to as the chapter.

ARTICLE II PURPOSE

The purposes 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 reserve components; protect the rights and interests of active duty, retired, and reserve component personnel of the uniformed services, their dependents and surviving spouses, provide useful services for members, their dependents and surviving spouses, 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 inure or be distributed to members.

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, such organization to be designated by a majority vote of the board of directors.

ARTICLE IV MEMBERSHIP

Section 1. Membership shall be of three classes: regular, surviving spouse, and honorary. Regular members are those who are serving or have served on active duty or in one of the reserve components as a commissioned or warrant officer in one of the seven U.S. uniformed services (Air Force, Army, Coast Guard, Marine Corps, National Oceanic and Atmospheric Administration, Navy, and Public Health Service). Surviving spouse members are the surviving spouses of deceased individuals who would, if living, be eligible for membership.

Section 2. Applications for regular or surviving spouse membership shall be submitted in writing to the board of directors. Regular and surviving spouse 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 3. 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 4. Regular and surviving spouse members are required to hold and maintain membership in national MOAA.

Section 5. Any chapter affiliated with MOAA is expected, upon application to and approval by the council, 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.

Section 2. Only regular and surviving spouse members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote.

Section 3. Proxy voting is *not* 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, after receiving the board of directors' recommendation in the matter.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year.

Section 3. The board of directors may, after notice as required by Article IV, *Section 3*, drop any member from the rolls. 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 annual dues for the current year.

ARTICLE VII MEETINGS

Section 1. There shall be an annual meeting of the chapter during the last quarter of each calendar year for the receipt of annual reports, the determination of annual dues for the next calendar year, the election of officers, and the transaction of other business. Notice of the meeting shall be given to the membership at least 20 days in advance. Notice may be by ordinary mail to each member's address of record, by email to those members who have registered their email address, by publication in the chapter newsletter or the chapter website.

Section 2. Regular meetings of the chapter shall be held at least once during each of the first three quarters of the calendar year unless otherwise decided by the board of directors. Notice of each meeting shall be given to members as provided in *Section 1*, above, 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, first vice president, second vice president, secretary, and treasurer), the immediate past president and the chairperson of each of the standing committees as defined by Article X,

Section 2. The officers shall be elected annually by the membership at the annual meeting. Each member of the board of directors shall take office at the first regular or special meeting of the board of directors in the calendar year following election and shall serve for a term of one year, or until their successors have been duly elected or appointed.

Section 3. The board shall have supervision, control and direction of the affairs of the chapter, shall determine its policies or changes therein within these 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 of directors shall meet upon the call of the president at such times and places as he may designate and may also be called upon demand of a majority

of its members. Notice of each meeting of the board of directors shall be given to each member thereof as provided in Article VII, *Section 1*, at least 10 days in advance. Such meeting may be conducted by telephone or other electronic means; and a written waiver of notice may, when necessary because of time constraints, be appended to the minutes of the meeting.

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 is not permitted.

ARTICLE IX 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 or surviving spouse member of the chapter. Auxiliary members must also be a national MOAA member in good standing.

Section 2. The membership shall elect officers at the annual meeting. 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 year, or until a successor is duly elected and installed.

Section 3. A member shall not serve more than two consecutive terms as president; however, this provision may be waived by the board of directors if no other member has volunteered to accept the office, and the member agrees, and the board of directors concurs in having the member serve another term.

Section 4. The first vice president shall fill a vacancy in the office of the president automatically. The second vice president shall then become the first vice president. The vacancy created and vacancies in other offices shall be filled as the board of directors may direct.

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 temporary disability or absence of the president, the first vice president shall perform the duties of the president. In the event of the disability of both the president and the first vice president, the second vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president, the first vice president and the second vice president, the board of directors shall choose a temporary chairperson from among their members in attendance. Further, the first vice president and the second vice president 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 7. The secretary shall provide timely 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: 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. The secretary may, with the approval of the board of directors, delegate specified tasks to other members selected by him or her. 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 the membership records and 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 financial institutions 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 president or the first vice president. The funds, books, and vouchers in the custody of the treasurer shall be subject to inspection and verification by the board of directors upon reasonable notice. The treasurer may, with the approval of the board of directors, delegate specified tasks to other members selected by him or her. Further, the treasurer 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.

ARTICLE X COMMITTEES

Section 1. The standing committees of the chapter shall include membership, legislative, and personal affairs. The president, with the advice and consent of the board of directors, shall appoint the members of each standing committee, designate their chairperson and define their duties and responsibilities. The chairpersons of the standing committees are voting members of the board of directors.

Section 2. At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee of three regular members to nominate candidates for the elective offices. The committee shall notify the secretary in writing at least 30 days before the annual meeting of its proposed slate of officers for the next calendar year, and the secretary shall list in the notice of the meeting the name, rank and service of each candidate for the elected offices.

Section 3. The president may, with the advice and consent of the elected members of the board of directors as defined above, establish ad hoc committees, appoint their members, designate their chairperson and define their duties and responsibilities. These ad hoc committees continue to serve at the pleasure of the president and the board of directors.

Section 4. The president may, with the advice and consent of the elected members of the board of directors as defined above, appoint a qualified member to serve as chaplain and define his or her duties and responsibilities. The chaplain serves at the pleasure of the president and the board of directors.

ARTICLE XI AMENDMENTS

These 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 was included in the notice to each member qualified to vote at least 30 days before the meeting.

ARTICLE XII FLAG

The American flag shall be displayed and honored at all meetings of the chapter.

ARTICLE XIII EFFECTIVE DATE

These bylaws shall become effective immediately upon their adoption. All previously adopted bylaws and any amendments thereto are rescinded and repealed effective immediately.

This is to certify that these bylaws were approved and adopted at the annual meeting of the Chapter at Mapleknoll in Springdale, Ohio on _____, 2017

STEVE P. DREFAHL, CAPT USN (Ret.)

President

ALAN ECHT, CAPT USPHS

Secretary