

Bylaws of the Albuquerque Chapter of the Military Officers Association of America

Below are the revised Bylaws for the Albuquerque Chapter of the Military Officers Association of America. The Bylaws were amended in November 2003, March 2004, November 2004, November 2008, January 2009, January 2013, and October 2016.

Article I – Name

Section 1. The name of this organization shall be The Albuquerque Chapter of the Military Officers Association of America hereinafter referred to as “Chapter.”

Article II – Purposes

Section 1. The purposes of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America; provide relief to poor, distressed, and underprivileged veterans; enhance the morale and protect the rights and interests of members of the uniformed services and their dependents and survivors; provide useful services for members, their dependents, and survivors; advance military education and science that benefit the nation; and support veterans’ memorials and monuments.

Article III – Status

Section 1. The Chapter is a 501(c)(3) nonprofit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, directors, and appointed officials shall not receive any financial remuneration or compensation for their services, but the Board of Directors (hereinafter collectively referred to as “Board”) may authorize reimbursement of reasonable expenses incurred in the performance of their duties.

Section 3. Nothing herein shall constitute members of the Chapter as partners of the organization 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.

Article IV – Membership

Section 1. The membership of the Chapter shall be composed of the following categories of membership: Regular – men and women who are serving or have served on active duty in one of the National Guard or reserve components or 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 a commissioned or warrant officer; Surviving Spouses – surviving spouses of any deceased individuals who would, if living, be eligible for Regular membership; Associate – individuals who do not qualify as Regular or Surviving Spouse members but who wish to participate in Chapter activities; Honorary – individuals who by virtue of their contributions to the nation, the military services or the chapter have earned recognition by the chapter or any individual deemed deserving of recognition by the Board.

Section 2. Applications for membership shall be submitted to the membership (directory) chairperson. Regular or Surviving Spouse members shall submit recommendations for honorary membership to the Board. The Board shall be empowered to accept or reject any application or recommendation for membership.

Section 3. The Board 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 qualified to hold membership in the Military Officers Association of America (national). They are not required to maintain such membership, but are strongly encouraged to do so.

Article V – Voting

Section 1. Except as otherwise provided in these bylaws, all questions coming before the members shall be decided by a majority vote of those members present at any properly announced regular or special meeting or, if announced in the ALBUMOAA newsletter in advance, by an e-mail to members stating the question to be addressed and soliciting an e-mail response vote by each member, a majority of such e-mail votes deciding the question.

Section 2. Only Regular and Surviving Spouse members in good standing and who are present at a meeting of the Chapter shall be entitled to vote.

Section 3. Proxy votes 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 Board. The first year's membership dues may be waived or prorated based on the month the application is approved.

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

Section 3. The Board may, without further notice and without hearing, drop any member from the roll for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for nonpayment of dues may be reinstated upon re-application for membership and payment of the annual dues for the current year.

Article VII – Communications

Section 1. The Newsletter (ALBUMOAA), e-mail, and the website (www.albumoaa.org) are the official communications media of the Chapter. The newsletter will be published every two months beginning with the first issue for February/March. The website will be updated as needed.

Section 2. The Newsletter will be published in electronic form on the website and in printed form for mailing.

Section 3. The website will provide a membership directory with access restricted to members only. The online directory will be updated monthly and printed for distribution as needed.

Article VIII – Meetings

Section 1. There shall be an annual meeting of the Chapter during the fall of the year for the election of officers and the transaction of other business. Notice of the meeting shall be published in the ALBUMOAA, sent by e-mail, or posted on the website at least 15 days before the meeting.

Section 2. Regular meetings of the Chapter shall be conducted as decided by the Board. Notice of each such meeting shall be published in the ALBUMOAA, sent by e-mail, or posted on the website at least 15 days before the meeting.

Article IX – Board of Directors

Section 1. The Board shall be composed of the elected officers (President, 1st Vice President, 2nd Vice President, and Treasurer), the immediate past President, Secretary, and the following: one representative of each of the seven uniformed services, the Surviving Spouses, and the principal representative of each of the Chapter clubs. All elected officers shall be Regular or Surviving Spouse members of the Chapter.

Section 2. The officers shall be elected biennially by the membership at the annual meeting in even-numbered years. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall serve a term of two years. Elected officers, the

Secretary, and appointed functional directors and club representatives shall serve no more than two consecutive two-year terms unless a suitable replacement cannot be selected and installed.

Section 3. The President, with the approval of a majority of the Board present at the meeting at which the agenda includes appointments, shall appoint the Secretary, functional directors (newsletter, webmaster, membership, awards, Surviving Spouse, personal affairs, chaplain, and legislative), and representatives of each of the Chapter clubs. Each chapter club may nominate its preferred representative, and the President shall appoint that nominee unless there are overriding reasons to select another representative. The Secretary and appointed directors and representatives shall serve a term of two years.

Section 4. In the case of a vacancy in the office of President, 1st Vice President, 2nd Vice President, or Treasurer, the President (or 1st Vice President if the President's office is vacated) shall, with the approval of a majority of the Board present at a meeting at which the agenda includes appointments, appoint a temporary officer. Subsequently, nominees shall be identified, their names published in the ALBUMOAA, sent by e-mail, and posted on the website. The membership shall elect a candidate for the vacant office at the next regular or special meeting, which shall be announced at least 15 days in advance of the meeting, with the agenda noting the election.

Section 5. In the case of a vacancy of the appointed Secretary, other appointed director, or club representative, the President shall appoint a replacement to serve the remainder of the vacant appointed person's term, subject to approval by a majority of the Board present at any scheduled or special Board meeting at which the agenda includes such appointment.

Section 6. The Board shall have supervision, control, and direction of the affairs of the Chapter; shall determine that its policies or changes therein are consistent with the bylaws, intent of National MOAA rules, and existing laws; 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 agent as it may consider necessary.

Section 7. The Board is authorized to adopt resolutions and establish positions in the name of the Chapter consistent with these bylaws. Proposed resolutions or positions shall be placed on the agenda of the Board in advance of any scheduled or special Board meeting or raised in an e-mail to all Board members. Resolutions or positions shall be adopted by a majority vote of Board members present at a Board meeting or of Board members responding to e-mail proposals; in either case, a quorum must address the proposal.

Section 8. 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.

Section 9. Seven members of the Board shall constitute a quorum at any meeting of the Board.

Section 10. All questions coming before the Board shall be decided by a majority vote, with each member of the Board present at the meeting being entitled to one vote. Proxy voting shall not be permitted.

Section 11. Other Chapter members may attend Board meetings but may not vote.

Section 12. The Board shall conduct an annual review of all Chapter activities and approve an annual budget at the beginning of each year.

Articles X – Officers

Section 1. The elected officers shall be a President, a 1st Vice President, a 2nd Vice President, and a Treasurer, each of whom shall be a regular or Surviving Spouse member of the Chapter.

Section 2. The elected officers shall be elected biennially by the membership at the annual meeting. Unusual circumstances may require election of officers between annual meetings; in such cases, the Board will determine procedures to solicit nominations, distribute a list of candidates, and obtain votes from the membership. These procedures may include phone calls, information published in the Chapter newsletter, personal contacts, and e-mails. 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 two years or until a successor is duly elected and installed. Filling of vacancies in elected officer positions are discussed in Section 4 of Article IX above.

Section 3. No elected officer shall be eligible to serve more than two consecutive two-year terms unless a replacement cannot be found.

Section 4. The President shall be the chief executive officer of the Chapter, shall preside at meetings of the Chapter and of the Board 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 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 5. 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 6. 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; deposit all sums received in a financial institution approved by the Board; chair the Finance Committee; prepare a proposed Annual Budget for consideration by the Board each January; 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 or by Board-approved signatories in the absence 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. The Treasurer is authorized to disburse funds for activities, expenses and awards in the Board approved Budget. Disbursements directly to Board members in excess of \$250 that exceed the budgeted activity shall be approved by the Board.”

Section 7. The elected directors will perform duties as assigned by the President or the Board.

Article XI – Committees and Appointments

Section 1. The President, subject to the approval of the Board, shall annually appoint standing and special committees and individuals as might be required by the bylaws or might be otherwise advisable.

Section 2. The standing committees of the Chapter shall include membership, legislative affairs, finance, and personal affairs.

Section 3. The President shall appoint, with the consent of a majority of the Board, a Regular or Surviving Spouse member or the spouse of a Regular member to be Secretary. The Secretary shall be a member of the Board. The Secretary shall issue timely notification of all meetings of the Chapter and of the Board and shall maintain a record of all proceedings. The Secretary shall also ensure the following tasks are accomplished: pick up the mail and distribute it as appropriate; prepare such correspondence as might be required; maintain the Chapter’s correspondence and historical files; and safeguard all important records and documents belonging to the Chapter. The Secretary shall perform such other duties as assigned by the President.

Section 4. The President shall appoint a Membership Director who may be a Regular or Surviving Spouse member or the spouse of a Regular member. The Membership Director shall collect the annual membership dues, maintain a directory of members by category of membership (Regular, Surviving Spouse, etc.) in hard copy and in the Chapter’s web site, forward the dues to the Treasurer, provide the Secretary with new member information, and provide other membership information to the Board as requested.

Section 5. At least 120 days before the annual meeting at which election of officers is an agenda item, the President shall appoint a regular or Surviving Spouse member as Nominating Committee Chairperson to form a committee to nominate candidates for the elective offices. The Committee Chairperson shall select at least two other Chapter members, identify qualified candidates, and notify the President of its proposed slate of officers and directors for the next term of office at least 60 days before the annual meeting. The proposed slate shall be published in the ALBUMOAA, posted on the Chapter’s web site, and sent to the members by e-mail at least 15 days before the annual meeting.

Article XII – Clubs

Section 1. The Board may approve the formation or incorporation of various clubs dedicated to specialized activities for the purposes of fostering membership, providing outlets of activity and enjoyment for members, and for raising funds in support of the Chapter purposes as outlined in Article II.

Section 2. Club officers shall be regular or Surviving Spouse members, or spouses of regular members.

Section 3. The clubs of the Chapter include, but are not limited to, the MOAA Ski Club, MOAA Tours, and Breakfast Club.

Section 4. Those clubs engaged in fund raising will turn over to the Treasurer of the Chapter any funds raised and the Treasurer as directed by the Board shall allocate these funds.

Section 5. The principal leader of each club shall attend the meetings of the Board, present a report of activities and finances (if any) to the Board, and be a voting member of the Board. Annually, a person appointed by the President will subject each club which has financial transactions to a review of its financial records.

Article XIII – The Flag

Section 1. The American flag shall be displayed and honored at all meetings of the Chapter. The Chapter flag should also be displayed at the annual meeting and at other Chapter meetings as determined by the President.

Article XIV – Parliamentary Authority

Section 1. Robert's Rules of Order (Newly Revised) shall guide the President, the Board, and the Chapter in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chapter may adopt, both of which are deemed definitive and directive in nature.

Article XV – Amendments

Section 1. The bylaws may be amended, repealed, or changed by a two-thirds vote of the membership in attendance at any duly organized and properly announced meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been published in the ALBUMOAA, sent by e-mail, and posted on the website at least 15 days before the meeting.

This is to certify that these bylaws were approved and adopted at a meeting of the Chapter on October 9, 2016.

_____ [Signed] _____ Walter Paul, LTC, US Army (Retired), President

_____ [Signed] _____ Jim Levesque, USCG, (Retired), 1st Vice President