

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 may be The Albuquerque Chapter of the Military Officers Association of America, Inc. (ALBUMOAA), hereinafter referred to as “Chapter.”

Article II – Purposes

Section 1. The Chapter may be operated exclusively for the purposes beneficial to the interest of the nation, and its uniformed services personnel, their family members, and their survivors.

Article III – Status

Section 1. The Chapter is a 501(c)(3) nonprofit organization, operated exclusively for the purposes specified in Article II above. The Chapter is affiliated with National MOAA but does not participate in the organizational or managerial concerns of National MOAA (nor does National MOAA participate in the organization or managerial concerns of the Chapter).

Section 2. Officers, directors, and appointed officials may 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 may constitute members of the Chapter as partners of the organization for any purpose. No member, officer, or agent of the Chapter may be liable for acts or failures to act on the part of any other member, officer, or agent. Nor may 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 may use its funds only to accomplish the purposes specified in Article II above, and no part of said funds may insure or be distributed to members (except as noted in Section 2 in this Article).

Section 5. In the event of dissolution of the Chapter and after the discharge of all liabilities, the remaining assets may 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 may be composed of the following categories of membership:

- a. 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 U.S. uniformed services (Army, Navy, Air Force, Space Force Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) as a commissioned or warrant officer
- b. Surviving Spouses – surviving spouses of any deceased individuals who would, if living, be eligible for Regular membership
- c. Associate – individuals who do not qualify as Regular or Surviving Spouse members but who wish to participate in Chapter activities
- d. 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 may be submitted to the membership chairperson. Regular or Surviving Spouse members may submit recommendations for honorary membership to the Board. The Board may 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 required to hold membership in the National Military Officers Association of America (national).

Section 5. Associate members are not reportable to National MOAA.

Article V – Voting

Section 1. Except as otherwise provided in these bylaws, all questions coming before the members may be decided by a majority vote of those members present at any properly announced regular or special meeting or, if announced in the 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, or as stated in Article V: Section 1, of the Chapter may be entitled to vote.

Section 3. Proxy votes may 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 may 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 may be 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 may thereupon forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped off 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, e-mail, and the website (www.albumoaa.org) are the official communications media of the Chapter. The newsletter will be published once per quarter. The website will be updated as needed.

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

Section 3. The website may 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 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 may be published in the newsletter, sent by e-mail, or posted on the website at least 15 days before the meeting.

Section 2. Regular meetings of the Chapter may be conducted as decided by the Board. Notice of each such meeting may be published in the newsletter, 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 eight uniformed services, the Surviving Spouses, and the principal representative of each of the Chapter clubs. All elected officers shall Regular or Surviving Spouse members of the Chapter.

Section 2. The officers may be elected biennially by the membership at the annual meeting in even-numbered years. Each elected officer may take office at the first regular or special meeting in the calendar year following election and may serve a term of two years. Elected officers, the Secretary, and appointed functional directors and club representatives may 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, may appoint the Secretary, functional directors (i.e., 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 may appoint that nominee unless there are overriding reasons to select another representative. The Secretary and appointed directors and representatives may serve a term of two years unless a suitable replacement cannot be selected and installed.

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, shall they be identified, their names may be published in the newsletter, 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 may 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 shall, 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 may 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 may 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 may be called to meet upon demand of a majority of its members. Members may attend in person, by telephone, or electronically.

Section 9. A quorum shall consist of five members of the Board of which three shall be elected at any meeting of the Board. Once established, the quorum continues throughout the meeting regardless of the departure of one or more members.

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

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

Section 12. The Board may 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. Filling of vacancies in elected officer positions are discussed in Section 4 of Article IX above.

Section 3. 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 and clubs 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 4. In the event of the President's temporary disability or absence, the 1st Vice President may 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 may perform the duties of the President. The Vice Presidents may perform other duties such as the President might assign.

Section 5. 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 may always 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 may be approved by the Board. The Treasurer will manage any accounts established by the Chapter, as directed by the Board.

Section 6. 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 may include membership, legislative affairs, finance, and personal affairs.

Section 3. The President may 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 a timely notification of all meetings of the Chapter and of the Board and may maintain a record of all proceedings. The Secretary may 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 may 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 60 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 30 days before the annual meeting. The proposed slate shall be published in the newsletter 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 of various clubs dedicated to specialized activities for the purposes of fostering membership, providing outlets of activity and enjoyment for members, and raising funds in support of the Chapter purposes as outlined in Article II.

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

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

Section 4. Those clubs engaged in fund raising will turn over to the Treasurer of the Chapter any excess 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.

Section 6. Upon dissolution of any club, all proceeds of the club will revert to the Chapter.

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

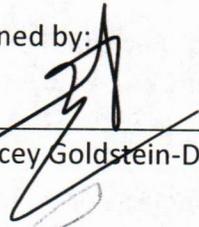
Section 1. Robert's Rules of Order (Newly Revised) shall guide the President, the Board, and the Chapter in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chapter may adopt, both of which are deemed definitive and directive in nature.

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 Newsletter, sent by e-mail, and posted on the website at least 15 days before the meeting.

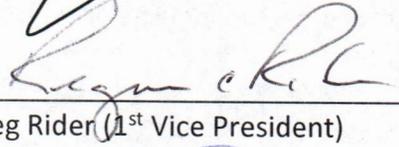
This is to certify that these bylaws were approved and adopted at a meeting of the Chapter on March 22, 2025.

Signed by:



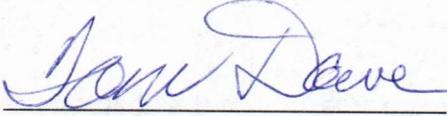
Stacey Goldstein-Dwyer (President)

Dated: March 22, 2025



Reg Rider (1st Vice President)

Dated: 3/22/25



Tom Dawe (2nd Vice President)

Dated: 3/22/25