

BY-LAWS
of
THE NORTHERN NECK CHAPTER - MOAA

Article I

Name

Section 1. The name of this organization shall be the Northern Neck Chapter - MOAA, herein referred to as the Chapter.

Article II

Purpose

Section 1. To the extent feasible, the purpose of the Chapter shall be to:

- a. **promote** the purposes and objectives of The Military Officers Association of America;
- b. foster fraternal relations among retired, active **duty, the Reserve Component, e.g., the National Guard and Reserve, and current and former commissioned and warrant** officers of the uniformed services;
- c. protect the rights and interests of retired, active duty, National Guard and Reserve and former commissioned and warrant officers of the uniformed services and their dependents and survivors;
- d. provide useful services for members and their dependents and survivors; and
- e. serve the community and the nation.

Article III

Status

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

Section 2. Officers, Directors and Appointive officials shall not receive any stated compensation for their services; however, 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 their acts or failures to act under these By-Laws, excepting only acts or failures to act arising out of their willful misfeasance.

Section 4. The Chapter shall use its funds only to accomplish the purpose(s) specified in Article II above, and no part of said funds shall inure or be distributed to members.

Section 5. In event of dissolution of the Chapter, and after the discharge of all its liabilities, the remaining assets shall be given to a non-profit 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. The membership of the chapter shall be composed of men and women who are or have been commissioned or warrant officers of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) or the **National Guard or Reserve** or other components of these services, **as well as widows and widowers** of deceased individuals who would, if living, be eligible for membership.

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

a. Regular Members:

- (1) Officers who are currently serving on active duty.
- (2) Officers who are on the retired lists (whether drawing retired pay or not).
- (3) Former officers **of the above named services** who were **honorably** separated.

b. Auxiliary Members: Widows and widowers of any deceased individual, who would, if living, be eligible for membership.

c. Honorary Members: As granted by the Board of Directors.

Section 3. The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the active or retired officer community or the Chapter. Normally an individual eligible for regular or auxiliary membership is not eligible for honorary membership. However, if he / she holds an elective or appointive office at the national, state or local level, he / she may be granted honorary membership during his / her tenure of office. The Board of Directors may also grant honorary membership to certain foreign officers.

Honorary membership shall **accrue for the longevity of the honoree**, not convey any voting rights and shall not entail any requirement for the payment of dues.

Section 4. Application for regular or auxiliary membership shall be submitted in writing to the Board of Directors. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by regular or auxiliary members. The Board of Directors is empowered to accept or reject any application or recommendation for membership.

Section 5. The Board of Directors may **remove from the membership rolls** any member for good and sufficient cause, after he / she has been given an opportunity to be heard; however, no hearing is required for delinquency in dues payments per Article VI, Section 3 of these By-Laws.

Section 6. Northern Neck Chapter members are encouraged to also hold and maintain membership in The Military Officers Association of America –the national organization. See www.moaa.org for information.

Article V

Voting

Section 1. **All questions coming before the membership shall be decided by a majority vote of those present at a meeting of the Chapter, except when the Chapter By-laws are proposed for amendment, alteration, or repeal. For that vote, a two-thirds vote of those voting at any duly organized meeting of the Chapter membership is required. A copy of the proposed By-laws changes shall be provided to each member (newsletter, email or USPS) at the member's last recorded address at least 10 days before the meeting**

Section 2. Only regular **and auxiliary** members in good standing, present at **a meeting of the Chapter**, shall be entitled to vote. Good standing is defined to mean having no dues or other payments in arrears and not having been **removed from membership** by the Board of Directors for other reasons.

Section 3. Proxy voting shall not be permitted at any meeting of the Chapter.

Section 4. Voting shall be verbal or by a **member** show of hands unless a written ballot is called for by the President.

Article VI

Dues and Special Assessments

Section 1. The annual dues for each member, for the next calendar year, shall be determined by the membership at the annual business meeting, after receiving the Board of Directors recommendation in the matter.

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

Section 3. Any member who fails to pay dues within **45** days from the time they become due shall be notified by the **Board or Membership Chair** of the delinquency. If the member fails to make payment within the next **30** days, the Board of Directors may, without further notice and without hearing, **remove** that member from the **membership rolls** and so notify the member in writing. The member shall thereupon forfeit all rights and privileges of membership.

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

Section 5. Special assessments shall be determined by the membership after receiving the Board of Directors' recommendation in the matter at any regular meeting of the Chapter, or at any special meeting of the Chapter. Prior to such determination, a copy of any resolution proposed for consideration must be provided (newsletter, email or USPS) to each member at the last recorded address at least 10 days before the meeting.

Article VII

Meetings

Section 1. There shall be an annual business meeting of the Chapter during the month of September for the receipt of the annual reports, the determination of the annual dues for the next calendar year, the election of Officers and Directors, and the transaction of other business. Notice of the meeting shall be provided (newsletter, email or USPS) by the Secretary to each member at their last recorded address at least 10 days in advance.

Section 2. Regular meetings of the chapter shall be held during the months of January, March, May, July, September and November unless otherwise decided by the Board of Directors. Notice of each such meeting shall be provided (newsletter, email or USPS) by the Secretary to each member at their last recorded address at least 10 days in advance.

Section 3. Special meetings of the chapter may be called by the President. Notice of any special meeting shall be provided (newsletter, email or USPS) by the Secretary to each member at the member's last recorded address at least 10 days in advance, with information as to the subject or subjects to be considered.

Section 4. Ten percent of the membership (**regular and auxiliary members**) possessing voting rights shall constitute a quorum at any meeting of the chapter.

Section 5. The rules contained in the current edition of Robert's Rules of Order Newly Revised, 10th Edition, shall govern the Chapter in all cases in which they are applicable and in which they are not inconsistent with these By-Laws or any special rules or order the Chapter may adopt.

Article VIII

Board of Directors

Section 1. The Board of Directors shall be composed of the elective officers (President; First, Second and Third Vice Presidents; Secretary; and Treasurer), the immediate past President and four elective Directors. **The elective officers and directors shall be elected by the membership at the annual meeting.**

Section 2. The Board of Directors shall have supervision, control and direction of 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 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 3. The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. **Such must be referred to the membership for consideration or vote.**

Section 4. Regular meetings of the Board shall be held during the months of February, April, June, August, October and December. The Board also shall meet upon call of the President at such times and places as he may designate and shall be called to meet upon demand of a majority of its voting members. Notice of each meeting of the Board of Directors shall be provided (newsletter, email or USPS) by the Secretary to each member of the Board at the member's last recorded address at least 10 days in advance.

Section 5. A majority of the Board shall constitute a quorum at any meeting of the Board.

Section 6. All questions coming before the Board shall be decided by a majority vote, with members of the Board actually present being entitled to one vote. Proxy voting shall not be permitted.

Article IX

Terms of Service

Section 1. Terms of service for Chapter elective and appointive positions will be two years, with potential election to one additional two year term, except for the President's position which is for one, two year term. Each elected Officer, Director, Committee Chair, etc. shall take office at the first regular or special Board meeting in the month following installation and shall serve for a for a two year term.

Section 2. Position holders may resign, in writing, at will. Resignation letters or emails will be sent to the President. The President or the Board of Directors may appoint a consenting member as a replacement for the position vacated for the remainder of the unexpired term.

Section 3. The Board of Directors may dismiss an elected or appointed Board or Committee member for cause or who has unexcused absences for a combination of three (3) consecutive meetings of the Chapter and/or the Board of Directors and appoint a consenting member as a replacement for that position(s) for the remainder of the unexpired term.

Section 4. Members who were elective or Officers, Directors, or Committee Chairs, after a two year absence from those positions, may return to an elective position on the Board or as a Committee Chair through the annual Nominating Committee process.

Section 5. After a two year break in service from a member's last elective position, the member may be nominated for another elective position through the Nominating Committee process.

Article X

Officers and Directors

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

Section 2. The elective officers shall be elected by the membership at the annual meeting in September. Each elective officer shall be installed during the following November Dining Out and take office at the December Board of Directors meeting in the calendar year of his or her election and shall serve for a term as outlined in Article IX, Section 1. above.

Section 3. In the event of the President's temporary disability or the office is vacated, the position shall be filled automatically, i.e., chain of succession, by the First Vice President. A vacancy in the office of the First Vice President shall be filled automatically by the Second Vice President. A vacancy in the office of the Second Vice President shall be filled automatically by the Third Vice President. The Vice Presidents and Directors shall perform such other duties as the President may assign. Vacancies in other offices, elective or appointed, shall be filled as the Board of Directors may decide.

Section 4. The President shall be the chief elective 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 may be deemed proper, communicate to the chapter or to the Board of Directors information or proposals which, would 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. The Secretary shall: **provide timely written notice of all Chapter and Board of Director meetings and maintain written record of all proceedings**; hold the keys to the post office box; collect **and distribute the mail as necessary**; provide membership data to the Membership chair; provide annual dues payments and bimonthly luncheon receipts to the Treasurer; prepare such correspondence as may be required; maintain the Chapter's **Minute Book and** correspondence files; safeguard all important records, documents and valuable equipment belonging to the Chapter; and perform such other duties as are commensurate with the office or as may be assigned by the Board of Directors or the President.

Section 6. The Treasurer shall: maintain a record of all sums received and expended; 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; withdraw funds upon signature of the Treasurer; and make a financial report at the annual meeting or when called upon by the President. The funds, **financial records and statements** and vouchers **maintained by the Treasurer** shall at all times be subject to inspection and verification by the Board of Directors. In the event of the Treasurer's absence, temporary disability **or inability to perform assigned duties**, funds may be drawn from the financial institution upon the signature of the President or Secretary, **as authorized on the current account signature cards.**

Section 8. Directors shall be assigned Chapter duties and responsibilities as outlined in the By-laws, or as appointed or assigned by the President, to include Committee Chairs or other such appointive positions necessary to fulfill Chapter purposes and the provision of services to the membership.

Section 9. From time to time, Board members may have appointed assistants, such as an Assistant Secretary or Assistant Treasurer. That Assistant when attending a Board meeting in the capacity of the principal, who has an excused absence from the meeting, may exercise the principal's vote, as appropriate.

Article XI

Committees

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint such standing and special committees as may be required by the By-Laws, **or as necessary.**

Section 2. **The Standing Committees of the Chapter shall include Membership, Program, Legislative, and Personal Affairs , as described in the Addendum.**

Section 3. At least 60 days before the annual meeting, the **President** shall appoint a Nominating Committee to nominate candidates for the elective offices. The Nominating Committee shall consist of the immediate Past President as Chairman and four other members who are not currently holding elective or appointive office. **At least 30 days before the annual meeting, the Committee shall provide the Secretary, in writing, its proposed slate of elective Officers and Directors for the next Term of Service. The slate will be reviewed by the Board of Directors. The Secretary will then provide (newsletter, email or USPS) the membership with the slate of Officers and Directors at least 10 days in advance of the September annual meeting for the membership's vote thereon.**

Article XII

The American Flag

Section 1. The American flag, **and other such flags as deemed appropriate**, shall be displayed and honored at all meetings of the Chapter.

This is to certify that these By-Laws were amended, approved and adopted at a regular meeting of the Northern Neck Chapter – MOAA at Rappahannock-Westminster Canterbury on **May 9, 2011**.

Jackson C. Reavill
Colonel, USA (Ret)
President

Addendum: Standing and Appointed Committees

STANDING and APPOINTED COMMITTEE FUNCTIONS

Standing Committees

Program Committee

To plan and carry out a program of social and community activities, in consonance with the chapter's purposes, that will appeal to its members. Specifically, identify speakers for luncheons and other member events and institute logistic arrangements for transportation, housing, audiovisual needs and coordination of publicity. Activities of a larger scope such as the Memorial Day Service and Dining Out will have special committees assigned to assist in detailed planning and execution.

Membership Committee

To be responsible for the recruitment and retention of the Chapter membership. Plan and conduct periodic membership solicitation drives to support the Chapter's long-range business plan. Maintain and make available to the membership, a current membership directory. Provide each new member a current membership directory, the Chapter's By-Laws, and the most recent Chapter Newsletter.

Legislative Committee

To provide area coverage of national, state and local legislative trends that may be of concern to the chapter membership; to develop and submit to the membership substantive reports and recommendations concerning these matters, using appropriate chapter media such as the bi-monthly Newsletter or announcements at meetings; to ascertain and to publish to chapter members, without recommendation, the views of all candidates on important, uniformed service and retiree issues of general interest to the Chapter membership, within the limits dictated by the politically non-partisan nature of the chapter; to endeavor to develop issue-oriented positions that will have the endorsement and active support of the members. The committee will provide a legislative representative to the Virginia Council of Chapters (VCOC).

Personal Affairs Committee

When called upon: provide information to members and survivors about their uniformed service entitlements and assist in the submission of inquiries to government agencies, e.g., Veterans Administration, military personnel and finance centers. In case of serious illness or death, express sympathy to next-of-kin and offer assistance as needed. Keep members informed about uniformed service facilities and other services available in the area (e.g. commissaries, exchanges, hospitals and officers' clubs).

Appointed Committees

Communications Committee

To provide mass communications media coverage of chapter activities where desirable. Publish, at least bi-monthly, a Newsletter describing activities of Chapter committees and other items of interest to the membership. With the Webmaster, coordinate the development and maintenance of a Chapter web site, representing the Chapter identity and affording a medium for both internal and external Chapter communication. The Webmaster, as a member of the Communications Committee, be responsible for developing, populating and maintaining the Chapter website that portrays and promotes the Chapter identity and serves as a medium for both internal and external communication.

Virginia Council of Chapters Representative

To represent the chapter's interest within the statewide VCOC organization and to promulgate information of general interest from the VCOC to the chapter membership.

Auxiliary Liaison

Function as a point of contact for surviving spouse issues with Chapter counterparts; coordinate directly with national MOAA's Auxiliary Member Advisory Committee (AMAC); and provide information for dealing with questions or problems concerning surviving-spouse issues, to include legislation and benefits information. Serve as a member of the Personal Affairs Committee.

Nominating

At least 60 days before the annual meeting, the Board of Directors shall appoint a Nominating Committee to nominate candidates for the elective offices. The Nominating Committee shall consist of the immediate Past President as Chairman and four other members who are not currently holding elective or appointive office. At least 30 days before the annual meeting, the Committee shall provide the Secretary, in writing, its proposed slate of elective Officers and Directors for the next Term of Service.