

**BYLAWS of the**  
**NORTHWEST ARKANSAS MOAA CHAPTER**  
Fayetteville, Arkansas

**ARTICLE I — NAME**

The name of this organization shall be the Northwest Arkansas MOAA Chapter, hereinafter referred to as the Chapter. NWA MOAA Chapter may be used to refer to the Chapter in correspondence after the complete Chapter name is once given.

**ARTICLE II — PURPOSE**

The purposes of the Chapter shall be to foster fraternal relations among active duty, retired, former officers of the uniformed services, reserve, and National Guard components; protect the rights and interests of active duty, retired, reserve and National Guard component personnel of the uniformed services and their dependents and survivors; provide useful services for Chapter members and their dependents and survivors; serve the community and the nation and promote the purposes and objectives of the Military Officers Association of America (MOAA).

**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 Tax Identification number is 47-5390089.

Section 2. Officers, directors, and appointed officials shall not receive any compensation for their services; but the Board of Directors may authorize reimbursement of expenses incurred in the performance of their duties. Requests for reimbursement must be submitted to the Chapter Treasurer within 60 days of purchase with an itemized list of items purchased.

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 be misused or 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 the nonprofit Regional National Cemetery Improvement Corporation (RNCIC), P.O. Box 4221, Fayetteville, AR 72702.

#### **ARTICLE IV — MEMBERSHIP**

**Section 1.** The membership of the Chapter shall be composed of men and women who are serving or have served on active duty or in one of the reserve components or National Guard as a commissioned or warrant officer 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 well as survivors of any 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: regular, auxiliary, and honorary. Honorary membership does not convey voting rights, payment of dues, or inclusion in the official Chapter roster.

(a) Regular members consist of active duty and retired military officers of the seven U.S. uniformed services noted in Section 1, of the reserve components and the National Guard as well as former officers who were separated under conditions acceptable to the Board of Directors.

(b) Auxiliary members consist of widows and widowers of any deceased individuals who would, if living, be eligible for membership.

(c) Honorary members are those for which the Board of Directors have recognized for their exemplary service to the nation, the community, or to the Chapter and are not considered Chapter members. Honorary membership does not convey any voting rights or payment of Chapter dues.

**Section 3.** Applications for regular or auxiliary membership shall be submitted in writing at any time to the Chapter Membership Chair. Regular and auxiliary members shall submit recommendations for honorary membership in writing to the Chapter Membership Chair . The Membership Chair will advise the Board of Directors of newly enrolled Regular or Auxiliary members at regularly scheduled Board meetings. The Board may accept or reject any application or recommendation for membership for cause.

**Section 4.** 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 5.** Regular and Auxiliary members are strongly encouraged to hold membership in the Military Officers Association of America (MOAA).

**Section 6.** As a Chapter affiliated with MOAA and with the Arkansas Council of Chapters, the Chapter will maintain close relations with both organizations. However, such affiliation does not authorize MOAA or the Arkansas Council of Chapters 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 brought before the membership by the Chapter President shall be decided by a majority vote of the regular and auxiliary members present.**

**Section 2. Only regular and auxiliary members in good standing (Chapter dues are current) and spouses of Chapter members serving as Chapter officers present at a meeting of the Chapter shall be entitled to vote.**

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

#### **ARTICLE VI — DUES**

**Section 1. The annual membership dues for the next calendar year shall be determined by the Board and presented to the membership at the December annual meeting for a vote.**

**Section 2. The annual dues for a calendar year shall become due on 1 January of that year. Dues shall be considered in arrears if not paid by 1 March of the calendar year for which payment is due. Members in arrears shall be notified as such by the Chapter Secretary.**

**Section 3. The Board of Directors may, without further notice and further hearing, drop any member from the rolls for failure to pay annual dues by 30 June of the calendar year for which payment is due. 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 December dinner meeting for the presentation of annual reports as required, voting on annual dues as required for the next calendar year, and the transaction of other business. The installation of officers and directors shall take place at the annual meeting only on even numbered years. Notice of the December annual meetings shall be emailed or postal mailed to each member at least 12 days in advance or may be included in the November/December Chapter Newsletter.**

**Section 2. Regular meetings of the Chapter shall be held during the months of February, April, June, August, October, and December of each calendar year unless otherwise decided by the Board of Directors. Notice of each meeting shall be emailed or postal mailed to each member at least 12 days in advance or may be included in the applicable Chapter Newsletter prior to the meeting.**

## **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 four appointed directors (Legislative, Personal Affairs, Membership and Scholarship)--a total of ten (10) board of director members.

**Section 2.** The elected officers/directors shall be installed biennially at the December annual meeting on even years. Newly installed officers/directors shall take office at the first regular or special Board of Directors meeting in the calendar year following election and shall serve for a two-year term.

**Section 3.** The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter, shall determine its policies or changes therein and, within the limits of the 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.** It will be at the discretion of the Board of Directors to bring before the Chapter membership the adoption of any resolutions, establishing of positions in the name of the Chapter or any other such matters, for a majority voice vote of the regular and auxiliary members present at any Chapter meeting.

**Section 5.** The Board of Directors shall meet upon the 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 board members. Notice of each meeting of the Board of Directors shall be emailed or postal mailed to each member of the board at least 12 days in advance, or as determined at the board meeting prior to the meeting in question, if all board members are present. Board members not present will be notified in accordance with the 12 days notice as stated above. The Board of Directors should strive to meet a minimum of six (6) times during the calendar year on odd numbered months--January, March, May, July, September, and November.

**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 of Directors shall be decided by a majority voice vote of the board members present, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

**Section 8.** Board of Director meetings are open to all Chapter regular and auxiliary members at all times. However, bringing guests is discouraged unless all board members have agreed in advance to having a specific guest at a Board meeting for a specific purpose.

## **ARTICLE IX--OFFICERS**

**Section 1. The elected officers shall be a president, first vice president, second vice president, secretary, treasurer, each of whom shall be a regular or auxiliary member of the Chapter or a Chapter member's spouse who has been elected as an officer of the Chapter. Regular Chapter members elected to an office will be members in good standing with both MOAA National and the Chapter.**

**Section 2. 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 or the president declares a vacancy for that position.**

**Section 3. Normally, a member shall not serve more than a single two-year term in an elected officer's position. However, this provision may be waived if there are no volunteers to assume the office.**

**Section 4. The first vice president shall automatically fill a vacancy in the office of the president. The second vice president shall automatically fill a vacancy in the office of the first vice president. Vacancies in either of these two positions and in other offices shall be filled at the discretion of the president with the concurrence of the Board of Directors. Subsequently, any elected position so filled by the president shall be presented to the Chapter membership at the first annual meeting after the position is filled.**

**Section 5. The president shall be the principal 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.**

**Section 6. In the event of the president's temporary disability or absence, the first vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president and the first vice president, the second vice president shall perform the duties of the president. The vice presidents shall perform other duties such as the president might assign.**

**Section 7. The secretary shall provide timely written notification (newsletter, email or postal mail) of all meetings of the Chapter and of the Board of Directors and shall maintain minutes of all Board of Directors meetings. The secretary also shall carry out the following duties: maintain the membership records, prepare such correspondence as might be required for the Chapter, maintain the Chapter's correspondence files, and safeguard all important records, documents, and valuable equipment belonging to the Chapter. Further, the secretary shall perform such other duties that are commensurate with the office or as might be assigned by the president or by the Board of Directors.**

**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 Chapter president or the Board of Directors, deposit all sums received in a financial institution approved by the Board of Directors, and make a financial report at each Board of Directors meeting and at the December annual meeting as required. Funds may be drawn from the account in the financial institution only upon the signature of the treasurer or president. The funds, books, and vouchers in the custody of the treasurer shall at all times be subject to inspection and verification by the Board of**

Directors, and audited at least every five years. The treasurer shall also prepare and submit any required reports to the Internal Revenue Service (IRS).

**ARTICLE X – BUSINESS CONDUCT**

Section 1. Robert's Rules of Order, Newly Revised shall be the guide in the conduct of Board meeting and Chapter dinner meetings. Exceptions to this guide are at the discretion of the President.

Section 2. The American Flag shall be displayed and honored and the Pledge of Allegiance rendered at all Chapter dinner meetings.

Section 3. Invocation and benediction prayers will be performed at the beginning and end of each Board meeting and Chapter dinner meetings.

**ARTICLE XI— AMENDMENTS**

Section 1. Current Bylaws shall be reviewed at least annually by the Board of Directors. They may be amended, repealed, or altered in part by a two-thirds vote of the membership present at any duly organized meeting of the Chapter. At least 12 days before the meeting, a copy of any bylaw change proposed for consideration will be sent to each member qualified to vote. Notification may be sent by email, postal mail, or posted in the Newsletter issued immediately prior to the meeting date.

Section 2. Each revision of these Bylaws shall be numbered, dated, and cited in this Section for historical purposes.

This is to certify that these bylaws were approved and adopted at the annual meeting of the

Northwest Arkansas MOAA Chapter at \_\_\_\_\_ on  
\_\_\_\_\_.

Name \_\_\_\_\_

Rank/Grade and Service \_\_\_\_\_

President's Signature \_\_\_\_\_

Name \_\_\_\_\_

Rank/Grade and Service \_\_\_\_\_

Secretary's Signature \_\_\_\_\_