

Bella Vista Chapter of the Military Officer's Association of America (MOAA)

CONSTITUTION

Article I — Name:

Section 1. The name of this organization shall be the Bella Vista Chapter of The Military Officer's Association, of America, hereinafter referred to as the *Chapter*.

Article II — Purposes:

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

- (a) To promote the purposes and objectives of the Military Officers Association of America.
- (b) To foster fraternal relations among retired, active, and former officers of the uniformed services.
- (c) To protect the rights and interests of personnel of the uniformed services and their dependents and survivors.
- (d) To provide useful services for members and their dependents and survivors.
- (e) To serve the community and the nation.

Article III — Status:

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

Section 2. Officers, directors, and appointive officials shall not receive any stated compensation for their services, but the Board of Directors may authorize reimbursement of expense 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 his acts of failures to act under this constitution and bylaws, excepting only acts of failure to act arising out of his willful malfeasance.

Section 4. The Chapter shall use its funds only to accomplish the purpose 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 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.

BYLAWS

ONE — Membership:

Section 1. The membership of the Chapter shall be composed of: (a) men or women who are or have been commissioned or warrant officers of the seven US uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services) or the reserve or other components of those services; and (b) widows and widowers of any deceased individual who would, if living, be eligible for membership.

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

1. Regular members
 - a. Officers (whether drawing retired pay or not) who are on the retired lists.
 - b. Officers who are not retired.
 - c. Former officers who were separated under conditions acceptable to the Board of Directors.
 - d. In any case, any Regular member described above must also be a member of the National MOAA, in good standing.
2. Auxiliary Members: Widows and widowers of any deceased individuals who would, if living, be eligible for membership.
3. Chapter Life Members: Regular members who apply for Life Membership and who are otherwise qualified.
4. Honorary Members: This class is discussed below under section 3.

Bella Vista Chapter of the Military Officer's Association of America (MOAA)

- Section 3.** The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the 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 their tenure of office. The Board of Directors may also grant honorary membership to certain foreign officers. Honorary membership shall not convey any voting rights and shall not entail any requirements for the payment of dues.
- Section 4.** Applications for regular or auxiliary membership shall be submitted in writing to the Membership Chairman. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by regular and auxiliary members. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership.
- Section 5.** The Board of Directors may drop any member for good and sufficient cause, after he/she has been given an opportunity to be heard.
- Section 6.** Regular members are required to hold and maintain membership in the Military Officer's Association of America. Auxiliary members are encouraged but not required to hold and maintain such membership.

TWO — 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 members in good standing, actually 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 or of the Board of Directors.

THREE — Dues:

- Section 1.** The annual and life membership dues shall be determined by the membership after receiving the Board of Directors recommendation.
- Section 2.** The annual dues for a calendar year shall become due March 1.
- Section 3.** Any member who fails to pay his/her dues within 60 days from the time they become due shall be notified by the treasurer of his/her delinquency. If the member fails to make payment within the following 60 days, he/she shall be contacted by the treasurer or officer or director, after which the Board of Directors may, without further notice and without hearing, drop him/her from the roll. He/she shall thereupon forfeit all rights and privileges of membership.
- Section 4.** Any member who has been dropped for non-payment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.
- Section 5.** Chapter life members, after paying their life membership fee, shall thereafter have all the rights, privileges, and obligations of regular members, providing they maintain their membership in National MOAA.
- Section 6.** The widow or widower of a Chapter member is entitled to be an Auxiliary member for the remainder of his or her life and need pay no dues.

FOUR — Meetings:

- Section 1.** There shall be an annual meeting of the Chapter during the month of November for the receipt of annual reports from the President, Treasurer and Committee Chairmen, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be mailed to each member at his/her last recorded address at least 10 days prior to the meeting.
- 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 mailed to each member at his/her last recorded address at least seven days in advance.
- Section 3.** Special meetings of the Chapter may be called by the President. Notice of any special meeting shall be mailed to each member at his/her last recorded address at least 15 days in advance, with information as to the subjects to be considered.

Bella Vista Chapter of the Military Officer's Association of America (MOAA)

- Section 4. Fifteen per cent of the entire membership 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* shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with these bylaws or any special rule of order the Chapter may adopt.

FIVE — Board of Directors:

- Section 1. The Board of Directors shall be members of the National MOAA and shall be composed of the elective officers (president, 1st and 2nd vice presidents, secretary, and treasurer), the immediate past president, and at least four elective directors.
- Section 2. The elective directors shall be elected biennially, by the membership at the annual meeting. Each elective director shall take his/her office at the first regular or special meeting in the calendar year following his/her election and shall serve for a term of two years.
- 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 within the limits of the Bylaws, shall actively prosecute its purposes, and shall have discretion in the disbursements 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 shall meet upon call of the President at such times and places as he/she may designate, and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the Board of Directors shall be given to each member of the Board at least seven days in advance.
- 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 actually present being entitled to one vote. Proxy voting shall not be permitted.
- Section 8. Board members shall attend all Board meetings called by the President. Any board member who misses three consecutive board meetings, without board approval, may be subject to removal from the Board by board action.

SIX — Officers:

- Section 1. The elective officers shall be a president, 1st vice president, 2nd vice president, secretary, and treasurer, each of whom shall be a National MOAA member.
- Section 2. The elective officers shall be elected biennially by the membership at the annual meeting. Each elective officer shall take office at the first regular or special meeting in the calendar year following his/her election and shall serve for a term of two years, and until his/her successor is duly elected and installed.
- Section 3. No member shall be eligible to serve more than one two-year term consecutively as president.
- Section 4. A vacancy in the office of the President shall be filled automatically by the 1st Vice President. A vacancy in the office of 1st Vice President shall be filled automatically by the 2nd Vice President. Vacancies in other offices shall be filled as the Board of Directors may decide.
- Section 5. The President shall be the chief elective officer of the Chapter, shall preside at the meetings of the Chapter and the Board of Directors, and shall be a member ex-officio, with right to vote, on all committees except the Nominating Committee. He/she shall also, at the annual meeting and at such other times as he/she may deem proper, communicate to the Chapter or the Board of Directors information or proposals which in his/her opinion would help in achieving the purposes of the Chapter. Further, he/she shall perform such other duties as are necessarily incident to the office of the president.
- Section 6. In the event of the President's temporary disability or absence the 1st Vice President shall perform the

Bella Vista Chapter of the Military Officer's Association of America (MOAA)

duties of the president. In the event of the temporary disability or absence of both the president and the 1st vice president, the 2nd Vice President shall perform the duties of the president. The vice presidents shall perform such other duties as the president may assign.

- 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. He/she shall mail a copy of the Chapter Roster and List of Board Members to each member once each year. He/she shall prepare such correspondence as may be required and shall maintain the Chapter's correspondence files. He/she shall safeguard all important records and documents and keep a record of the locations of all the valuable equipment belonging to the Chapter. Further he/she shall perform such other duties as are commensurate with his/her office or as may be assigned to him/her by the Board of Directors or the President.
- Section 8. The Treasurer shall collect members dues, maintain a record of all sums received and expended and shall make such disbursements as are authorized by the Chapter or the Board of Directors. He/she shall deposit all sums received in a financial institution approved by the Board of Directors, and funds may be drawn therefrom only upon signature of the Treasurer, or Secretary. He/she shall make a report at the annual meeting or when called upon by the President. The funds, books, and vouchers in his/her hands shall at all times be subject to inspection and verification by the Board of Directors, and an annual audit.
- Section 9. The office of Chapter Historian will be appointed biennially by the president and approved by the Board of Directors. The Historian shall collect and maintain in a permanent chronological order all records and displays of the significant events in the Chapter's activities.

SEVEN— 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 Bylaws or as he/she may find advisable.
- Section 2. The standing committees of the Chapter shall include a Membership Committee, a Program Committee, a Legislative Committee, a Personal Affairs Committee, and a Publicity Committee.
- Section 3. The responsibilities and recommended actions of the five standing committees shall be detailed in the Chapter Policies and Procedures Manual. Changes to that manual must be approved by a majority of the Board of Directors.
- Section 4. At least 60 days before the Annual Meeting, the Board of Directors shall appoint a Nominating Committee of five National MOAA members, of which the Chairman and two others are not currently holding elective or appointive office, to nominate candidates (who must also be members of National MOAA) 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 elective officers and directors for the next calendar year. The Secretary shall mail a copy thereof to each regular member at his/her last recorded address at least ten days before the annual meeting..

EIGHT— Amendments:

- Section 1. This Constitution and Bylaws may be amended, repealed, or altered, in whole or in part by a two-thirds vote of any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been mailed to each regular member at his last recorded address at least seven days before the meeting.

NINE— The Flag:

- Section 1. The American flag shall be displayed and honored at all meetings of the Chapter.

This Constitution and Bylaws, as approved by the Chapter, replace all previous Bylaws and Amendments of the Chapter. Approved by the Bella Vista Chapter of MOAA 23 September 2014.