

BYLAWS OF SOLANO COUNTY CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Article I NAME

Section 1. The name of this organization shall be Solano County Chapter of Military Officers Association of America (MOAA), hereinafter referred to as the chapter.

Article II PURPOSES

Section 1. The chapter's purposes shall be to:

- A. Promote the mission, goals and objectives of Military Officers Association of America.
- B. Foster fraternal relations among active retired and former commissioned and warrant officers of the uniformed services and their reserve components.
- C. To provide useful services for members, their dependents and survivors and to serve the community, Solano County 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 appointed officials shall not receive any compensation for their services. The executive board may authorize reimbursements 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 failure to act on the part of any member, officer or agent. Nor shall any member, officer or agent be liable for acts or failure to act under these bylaws, excepting only acts or failure 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. No part of said funds shall be distributed to members.

Section 5. In the event of dissolution of the chapter, and after discharge of all its liabilities the remaining assets shall be contributed to a non-profit organization with purposes and objectives similar to those of the chapter. The organization shall be designated by a majority vote of the executive board.

Article IV MEMBERSHIP

Section 1 The chapter membership shall be three classes:

A. **Regular Members.** Men and women who are or have been federally commissioned or warrant officers in one of the seven U.S uniformed services (Army, Navy, Air Force, Marine Corps, Public Health Service and National Oceanic and Atmospheric Administration) or the reserve forces or National Guard.

B. Auxiliary Members. A widow or widower of a deceased regular member or of a deceased individual, who if living, would have been eligible for membership

C. Honorary Members. The executive board shall be empowered to grant honorary membership to an individual(s), in recognition of exemplary service to the chapter. Majority vote of the executive board is required for granting honorary status. An honorary member shall be entitled to all of the privileges of membership except those of making motions, voting or holding office.

Section 2: Applications for regular or auxiliary membership shall be presented in writing. Applicants who meet association criteria may be approved by the VP-Membership. The executive board may drop any member for good and sufficient cause. The member shall be notified in writing and shall have the right to appeal for reinstatement. The appeal must be presented in writing to the Board of Directors within 30 days of receipt of notice by the member.

Section 3. Regular chapter and auxiliary members are encouraged to retain membership in the National Association.

Article V VOTING

Section 1. Except as otherwise provided in these Bylaws, all issues requiring membership consensus and brought before the membership at the annual meeting shall be decided by a simple majority vote of eligible voting members present.

Section 2 Only regular and auxiliary members in good standing and actually present at a chapter meeting when a matter requiring a vote is presented shall be entitled to vote.

Section 3. Proxy voting shall not be permitted.

Article VI DUES

Section 1. The board of directors may recommend the cost for annual dues. However, regular and auxiliary membership dues for the next calendar year shall be determined by majority vote of members, eligible to vote, attending the annual business meeting.

Section 2. The annual dues shall be \$20 for regular members and \$9 for auxiliary members. Dues shall be payable on January 1 of each year for the ensuing fiscal year.

Section 3. On or before March 1st the treasurer shall give individual notice to each member whose dues remain unpaid. Members whose dues remain unpaid as of April 30th shall, by order of the executive committee, be dropped from membership in the chapter.

Section 4. Any member who has been dropped for non-payment of dues may be reinstated upon re-application for membership, payment of annual dues for the current year and approval by the executive board.

Article VII MEETINGS

Section 1. Each month, January through December, with the exception of July and August, the chapter shall meet at such time and place as announced by the executive board.

Section 2. The nominating committee shall present the list of individuals nominated for elective officer at the October regular chapter meeting. Additional nominations from the floor will be permitted.

Section 3. The regular meeting in November shall be the annual chapter business meeting. Officers, Directors and Committee Chairs shall tender their annual reports: annual dues for the next calendar year will be established; election of Officers and Directors for the next year will be announced and transaction of other pertinent business matters will be transacted.

Section 4. Matters presented to the general membership for approval shall be considered approved by a vote of the majority of the eligible voting members present.

Article VIII Executive Board

Section 1. The Executive Board shall be composed of the elected officers: President; 1st Vice President, Membership; 2nd Vice President, Programs; Secretary; Treasurer; elected Directors and the immediate Past President.

Section 2. Any Board Member who misses three consecutive Board meetings without prior notice or justifiable reason (e.g. emergency or illness) may be dropped as a Board Member by majority vote of the other participating board Members.

Section 3. There shall be a minimum of five elected directors, each elected for staggered two-year terms.

Section 4. The executive board shall have supervision, control and direction of the affairs of the Chapter; determine its policies or changes therein within the limits of the Bylaws; actively promote its purposes and have discretion in the disbursement of funds. The board 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 5. The board shall meet upon the call of the President at such times and places as may be designated and shall be called to meet upon demand of a majority of its members.

Section 6. The board of directors, subject to the approval of the membership, shall be authorized to adopt resolutions or to establish position in the name of the Chapter.

Section 7. A majority of the entire Board shall constitute a quorum at any meeting of the board.

Section 8. All questions coming before the board shall be decided by a majority vote, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

Article IX OFFICERS

Section 1. The elected officers shall be a President, who shall have served on the executive board for a least one year prior to being elected to the office of President, , a 1st Vice President – Membership, a 2nd Vice President – Programs, a Secretary, and a Treasurer, each of whom shall be a regular or auxiliary member of the chapter. The Immediate Past President shall also be a member of the executive board and shall have voting privileges.

Section 2. Each elective officer shall take office at the December chapter meeting and shall serve for a term of one or two years and/or until a successor is duly elected and installed. No member shall be eligible to serve as President more than two consecutive one year terms. No limits shall apply to other officers and directors.

Section 3. A vacancy in the office of the President shall automatically be filled by the 1st Vice President. A vacancy in the office of the 1st Vice President shall be automatically filled by the 2nd Vice President. Vacancies in other offices shall be as the Board of Directors may decide.

Section 4. The President shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and the Board of directors and shall be a member ex-officio, with the right to vote, of all committees except the Nominating Committee. The President shall also preside at the regular meetings and at such other times as deemed proper, communicate to the Chapter or to the Board of Directors information or proposals to help in achieving the purposes of the Chapter.

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 both the President and the 1st Vice President, the 2nd Vice President shall perform the duties of the President.

Section 6. The Secretary shall provide timely written notification of all meetings of the executive board, maintain a record of Chapter and Board proceedings, prepare such correspondence as required, maintain the chapter's correspondence files and provide safekeeping for all important documents, correspondence and records belonging to the chapter. The secretary shall perform such other duties as are commensurate with the office or as might be assigned by the President or board of directors.

Section 7. The 1st Vice President – Membership chairs the membership committee, and shall conduct a program designed to obtain new members for the chapter and to retain members subject to being dropped for non-payment of dues. The membership committee, maintains the membership roster and publishes the bi-annual Membership Directory.

Section 8. The 2nd Vice President – Programs is responsible for planning and coordinating chapter events subject to the approval of the executive board. The officer shall secure a meeting place for chapter meetings a year in advance, and secure a meeting place for chapter luncheons/dinners as required. Included in the responsibilities of the 2nd Vice President is program structure and the acquisition and scheduling of guest speakers.

Section 9. The Treasurer shall maintain a record of all sums received and expended by the Chapter; collect and deposit annual dues ; make such disbursements as authorized by the chapter budget or the executive board; and present a financial report at the annual business 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. 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. Prior to assumption of office by an incoming treasurer the financial records shall be subject to audit by a Special Committee appointed by the executive board. The treasurer will have no vote in selecting committee members appointed to conduct the audit.

Article X COMMITTEES

Section 1. The President, subject to the executive board approval, shall annually appoint standing and special committees such as may be required by the Bylaws or may be advisable.

Section 2. Standing and specials committees of the Chapter may include Membership, Legislative, Public Relations, Personal Affairs, Audit, Budget, Scholarship, nominating, Newsletter Editor, Provost Marshall, Hospitality/Sunshine, Chapter historian, representatives to David Grant Medical Center, Retired Affairs Officer, and Travis Officers' Club Advisory Board.

Section 3. A Nominating Committee, chaired by the Immediate Past President and comprised of no less than 4 chapter members will be appointed in August and present to the secretary, at the September board meeting the list of nominees for elective officer. The secretary will present the list to the membership at the October meeting and open for additional nominees from the floor. Election of officers will be conducted at the November chapter meeting with installation of the new Executive Board at the December meeting.

Section 4. The Budget committee shall meet in November to formulate a budget projecting income/expenses for the forthcoming year. The proposed budget shall be presented to the board of directors no later than the December board of directors meeting. The budget shall become effective on January 1.

Section 5. The Audit committee shall audit the Treasurer's accounts and records and submit a findings to the executive board no later than the January board meeting.

Article XI AMENMENTS

Section 1. These Bylaws may be amended, repealed or altered by a two-thirds vote at any duly organized meeting of the Chapter, provided that a copy of the amendment(s) proposed for consideration is/are available for review by membership at least 30 days before the meeting

Article XII The Flag

Section 1. The American flag shall be displayed and honored at all chapter meetings.

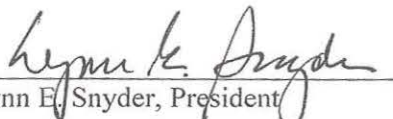
Article XIII Chapter Newsletter

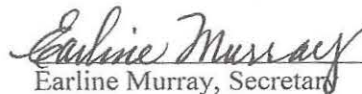
Section 1. Any material articles that would indicate the chapter's endorsement of any political or religious organization or political candidate will not be published in the Chapter's Newsletter

Article XIV Parliamentary Authority

Section 1. The current edition of "Robert's Rules of Order", will be used as a guide for all business of the Chapter.

Attested to 1 August 2011


Lynn E. Snyder, President


Earline Murray, Secretary