

**BYLAWS**  
**OF**  
**THE STAR SPANGLED BANNER CHAPTER**  
**Of MILITARY OFFICERS ASSOCIATION OF AMERICA, INC.**

**Article I—Name**

**Section 1.** The name of this organization shall be **The Star Spangled Banner Chapter of Military Officers Association of America, Inc.**, hereinafter referred to as “the Corporation.”

**Article II—Purposes**

**Section 1.** The purposes of the Corporation shall be to promote the purposes and objectives of The Military Officers Association of America; foster fraternal relations among retired, active, and former officers of the uniformed services and their National Guard or reserve components; protect the rights and interests of active duty, retired, reserve, and National Guard personnel of the uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; and serve the community and the nation.

**Article III —Status**

**Section 1.** The Corporation shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

**Section 2.** Officers, directors, and appointed officials shall not receive any stated compensation for their services, but 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 Corporation as partners for any purpose. No member, officer, or agent of the Corporation 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 Corporation shall use its funds only to accomplish the purposes 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 Corporation and after the discharge of all liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the Corporation, such organization to be designated by a majority vote of the board of directors.

**Article IV—Membership**

**Section 1.** The membership of the Corporation shall be composed of men and women who are serving or have served on active duty or in one of the National Guard or reserve components 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), and other such persons, all as set forth in Section 2.

**Section 2.** Subject to the provisions of Section 1 above, membership shall be of three classes: regular, auxiliary, and honorary.

**Regular Members.** Regular members are those retired, active, and former officers of the uniformed services and their National Guard or reserve components who have been accepted as regular members by the board of directors. Regular members shall have the same rights and privileges as stockholders of a stock corporation.

**Auxiliary Members.** Auxiliary members are those persons who are the spouses of regular members; and those persons who are the widows and widowers of any deceased individuals who would, if living, be eligible for membership in the Corporation. They shall have all of the rights and privileges of a regular member.

**Honorary Members.** Honorary members are those persons, who in the opinion of a majority of the members of the Corporation present at a regular meeting of the membership of the Corporation, have the qualifications considered necessary to be awarded such a distinction. Qualification for honorary membership shall rest primarily on a person's exceptional support of the Corporation's purposes as stated in Article II, Section 2 Any regular member may nominate a person for honorary membership at any time to the board of directors by a recommendation in writing giving the name of the nominee, his/her qualifications, and a statement as to why the proposing member believes the nominee should be so elected. The board of directors by majority vote shall either elect the nominee to honorary membership or reject the nomination. Honorary members shall not have any of the rights or privileges of regular or auxiliary members, but shall receive copies of all notices directed to the membership and shall have the right to attend any meeting of the membership and participate in the deliberations of any question raised. Honorary members shall pay no dues.

**Section 3.** Applications 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 and auxiliary members. The board of directors shall be empowered to accept or reject any application or recommendation for membership..

**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 or auxiliary members are not required to hold and maintain membership in The Military Officers Association, but are encouraged to do so.

## **Article V—Voting**

**Section 1.** Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote by those present at a meeting called by the board of directors.

**Section 2.** Only regular members in good standing or, as determined by the board of directors, auxiliary members in good standing present at a meeting of the Corporation shall be entitled to

vote.

**Section 3.** Voting by proxy shall not be permitted at any meeting of the Corporation.

#### **Article VI—Dues**

**Section 1.** The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the board of directors' recommendation in the matter.

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

**Section 3.** The board of directors may, without further notice and without hearing, drop any member from the roll for non-payment of dues. The member shall thereupon forfeit all rights and privileges of membership.

**Section 4.** Any member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.

#### **Article VII—Meetings**

**Section 1.** There shall be an annual meeting of the Corporation during the month of November for the receipt of annual reports, the determination of 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 mailed to each member at least 20 days in advance.

**Section 2.** Regular meetings of the membership shall be held at such times and places as the board of directors shall determine, and upon good cause may be cancelled, postponed or delayed upon a finding by the president and at least two directors that it is appropriate to do so for the best interests of the membership. Notice of each such meeting shall be included in the news bulletin and mailed to each member at least 20 days in advance.

**Section 3.** Special meetings may be called by the president or the board of directors at such place as is set by the board of directors for regular meetings. Notice shall be given the membership of the calling of a special meeting not less than 10 nor more than 90 days before such meeting. The notice shall state the time and place of the meeting; and the purpose of the meeting. Only such business as is specified in the notice may be considered at such meeting.

**Section 4.** Any business may be considered at an annual or regular meeting without the purpose of the meeting having been specified in the notice calling the meeting.

**Section 5.** For those members who so elect and have provided their email addresses to the Corporation, notice of meetings may be provided by email as an alternative to postal system mail.

#### **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 five

regular members appointed by the president, one each from a member who has served in the Army, Navy, Air Force, Marine Corps and Coast Guard, subject to confirmation by the membership. Upon nomination by a member and election by the membership, additional directors may be selected, one at large and one each from a member who has served in the Public Health Service and the National Oceanic and Atmospheric Administration.

**Section 2.** The directors shall be elected annually or biennially by the membership at the annual meeting. Each elected director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year or, if elected biennially, for a two-year term.

**Section 3.** The board of directors shall have supervision, control, and direction of the affairs of the Corporation; shall determine its policies or changes therein 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.** The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the Corporation.

**Section 5.** The board shall meet at such time and place as is determined by the board, or upon the call of the president at such times and places as he or 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, except those previously scheduled by the board, shall be delivered by United States mail, facsimile or electronically by e-mail to each member of the board at least 5 days in advance. The board meeting may be by teleconference or attended by teleconference, if necessary for some members.

**Section 6.** A quorum shall consist of a majority of the members attending a meeting called pursuant to Section 5 of this Article VIII; provided, nevertheless, that there be at least three (3) members in attendance.

**Section 7.** 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.

## **Articles IX—Officers**

**Section 1.** The elected officers shall be a president, a first vice president, a second vice president, a secretary, and a treasurer, each of whom shall be a regular or auxiliary member of the Corporation.

**Section 2.** The elected officers shall be elected annually or biennially by the membership at the annual meeting. 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 one or two years or until a successor is duly elected and installed.

**Section 3.** A vacancy in the office of the president shall be filled automatically by the first vice president. A vacancy in the office of the first vice president shall be filled automatically by the

second vice president. Vacancies in other offices shall be filled as the board of directors may decide.

**Section 4.** The president shall be the chief executive officer of the Corporation, shall preside at meetings of the Corporation and of the board of directors, and shall be a member ex-officio, with right to vote, on all committees 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 Corporation or the board of directors information or proposals to help in achieving the purposes of the Corporation. Further, the president shall perform such other duties as are necessarily incident to the office of the president.

**Section 5.** 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 may assign.

**Section 7.** The Secretary shall keep minutes of the meetings of the membership, board of directors, and, when requested, of committees of the board. The secretary shall also carry out these duties: maintain the membership records; prepare such correspondence as might be required; maintain the Corporation's correspondence files; and safeguard all important records, documents, and valuable equipment belonging to the Corporation. Further, the secretary shall perform such other duties as are commensurate with the office or as might be assigned by the board of directors or by the president.

**Section 8.** The treasurer shall maintain a record of all sums received and expended by the Corporation, collect the members' annual dues, make such disbursements as are authorized by the Corporation 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 annual, regular or special meeting of the membership and each meeting of the board of directors or when called upon by the 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..

**Section 9.** The president may appoint one or more members to act as assistant secretaries or assistant treasurers, subject to approval by the board of directors; and, in the order of their seniority, to act in the absence of the secretary or treasurer, as the case may be, and to perform such other duties as may be assigned by the president from time to time.

## **Article X—Committees**

**Section 1.** The president, subject to the approval of the board of directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

**Section 2.** The standing committees of the Corporation shall include bulletin publishing, membership, legislative, and personal affairs.

**Section 3.** 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 committee shall notify the editor of the bulletin in timely fashion so as to notify the membership in advance of the annual meeting.

## **Article XI – Finances**

**Section 1.** The depositories of the Corporation shall be designated by the board of directors or by the president.

**Section 2.** All instruments for the withdrawal of funds of the Corporation shall bear the signature of the Treasurer, Assistant Treasurer or any other officers authorized by the board of directors.

**Section 3.** The finances of the Corporation shall be audited annually by a special committee of three members appointed by the president, such audit to be done in October of each year and reported to the president not later than 31 October of that same year.

## **Article XII – Amendments**

**Section 1.** These bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the enrolled membership at any duly organized meeting.

**Section 2.** The board of directors may also amend, repeal, or alter in whole or in part the bylaws by a majority vote of all directors then in office at any meeting.

## **Article XIII – Miscellaneous**

**Section 1.** At its first meeting after the annual meeting the board of directors shall select a new principal office of the Corporation and a new resident agent or retain the existing principal office and/or resident agent. The board of directors shall also at any regular or special meeting of the board take the same action in the event of the death, resignation of the current resident agent or his/her inability to act as such. Such action is necessary in order to assure that the Corporation receives the official documents that need the attention of the Corporation, and they in fact are received by the Corporation.

**Section 2.** The fiscal year of this Corporation shall begin on the first day of January in each year, and end on the 31<sup>st</sup> day of December in each year; except, that the fiscal year for the year 2002 shall begin as of the 26<sup>th</sup> day of September 2002 and end on the 31<sup>st</sup> day of December 2002.

Adopted November 2002; amended November 16, 2004; amended May 2, 2013.

Approved by Board of Directors, May 2, 2013.

Michael J. DeHaemer  
CAPT, USN (Ret.), President