

# BYLAWS

## REDWOOD EMPIRE CHAPTER

### MILITARY OFFICERS ASSOCIATION OF AMERICA

#### ARTICLE I – NAME

The association shall be known as the Redwood Empire Chapter, Military Officers Association of America, here-in-after to be referred to as “chapter” and “MOAA,” respectively. The chapter is an affiliate of the national Military Officers Association of America.

#### ARTICLE II – MISSION STATEMENT

The mission of the chapter shall be to:

- a. Promote the purpose and objectives of MOAA.
- b. Support the national defense, particularly in times of war or national emergency.
- c. Foster fraternal relations among chapter members.
- d. Help protect the rights and interests of active duty, retired, reserve and guard personnel and former members of the uniformed services, their dependents and survivors.
- e. Provide useful services for chapter members, their dependents and survivors.
- f. Otherwise serve the community, state and nation.

#### ARTICLE III – STATUS AND LIMITATIONS

- a. The chapter is a uniformed services military veterans’ organization with membership eligibility as specified in Article IV a, below. It is a non-profit corporation duly organized on July 13, 1977 and exists under the laws of the State of California. The chapter is also an affiliate of the California Council of the Military Officers Association of America (CALMOAA) and an associate in joint endeavors with other veterans’ organizations.
- b. The chapter area encompasses the California County of Sonoma and other nearby counties with the chapter headquarters located in the city of Santa Rosa.
- c. Officers and directors of the chapter shall receive no compensation for services. The Board of Directors, here-in-after referred to as the “board,” may approve reimbursement of expenses incurred in the direct performance of chapter business. The board may approve expenditures by including them in the approved budget or by vote during the year.
- d. Nothing herein shall constitute members of the organization as partners for any purpose. No member, other than those authorized by the bylaws, shall incur any indebtedness in the name of the chapter. Nor shall any member, officer, or agent, be liable for his or her acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his or her willful malfeasance or misfeasance.
- e. External correspondence in the chapter’s name, other than routine committee correspondence, will only be prepared and submitted by the Secretary or by other officers specifically authorized by the President.
- f. The chapter shall use its funds only to accomplish the purposes stated in Article II.

#### ARTICLE IV – MEMBERSHIP

- a. **Eligibility**
  1. **Members:** Chapter membership shall be restricted to individuals who are currently serving, or have served and have been retired or honorably separated, as officers or warrant officers in a component of the uniformed services of the United States (Air Force, Army, Marine Corps, Navy, Coast Guard, National Oceanic and Atmospheric Administration, and United States Public Health Service). All chapter members are encouraged, although not required, to be members in good standing of national MOAA.
  2. **Surviving Spouses Members:** Any surviving spouse of an officer or warrant officer, who if living would be eligible for membership in the chapter, shall be eligible for a surviving spouse membership. These members are voting members of the chapter and are eligible to serve as chapter officers, directors, or committee members.
  3. **Honorary Members:** An honorary membership may be bestowed by the board in recognition of service to the chapter, state, nation, military services or to active, retired or former officers/warrant officers.
- b. **Applications**
  1. **Members:** To request membership, the Officer Membership Application form shall be prepared and presented to the chapter. In addition, either a copy of DD Form 214 or other uniformed services ID indicating officer status and separation/retirement status should be included with the application. New members will be advised when they have been accepted into the chapter.

2. **Surviving Spouse Members:** If the surviving spouse was married to a previous member of the chapter, their membership is automatically continued. Surviving spouses having no previous affiliation with the chapter or national MOAA must submit an application for membership. The Surviving Spouse Membership Application form is to be accompanied by a copy of the deceased spouse's document(s) mentioned in paragraph b,1 above.
3. **Honorary Members:** Recommendations for honorary membership may be submitted by any member, in writing, for board consideration."
- c. **Membership Revocation:** Any membership may be suspended or revoked by the board, for good and sufficient cause, after the member has been afforded an opportunity to be heard. An appeal of suspension or revocation must be requested, in writing, to the board within ninety (90) days of notice of suspension or revocation of membership."

#### **ARTICLE V – MEETINGS**

- a. **Conduct of Meetings** Other than committee work sessions, meetings shall be conducted in accordance with Robert's Rules of Order. Unless manifestly impracticable, the US and the chapter flags shall be displayed and honored at all meetings. Meetings shall be scheduled by the President. In the absence or incapacitation of the President, the 1<sup>st</sup> Vice President may schedule meetings.
- b. **Annual General Membership Meeting** A general membership meeting shall be held during October each year. Annual election of officers and directors will be conducted at this meeting. The President will report on the chapter's activities during the past year, and the Treasurer will report on the financial position of both the general fund and the scholarship fund. Other chapter business may also be conducted as appropriate. Notice of this meeting, the slate of nominees and absentee ballots, to include instructions for absentee voting, shall be published and distributed in the October *MOAA VOICE*, the chapter newsletter.
- c. **Board of Directors Meetings** Board meetings will convene at least quarterly at the call of the President. See d, below, for special board meetings.
  1. Voting on items before the board shall be restricted to members of the board.
  2. Minutes of the board meetings shall be made available by the Secretary to chapter members when so requested.
- d. **Special Board Meetings** Any member, or group of members, may request the President to call a special meeting of the board. The President may call such a meeting when, with the concurrence of a majority of board members, it is determined that such a meeting would serve the well-being of the chapter.

#### **ARTICLE VI – VOTING**

- a. **Certification** For the election of chapter officers and directors, and other matters brought to the chapter membership for vote, the right to vote shall be limited to chapter members in good standing. The Secretary will certify the eligibility of members to vote.
- b. **Quorum** Participation by at least ten percent (10%) of the chapter's total membership in good standing shall constitute a quorum. All those present to vote in person, plus those who have submitted valid absentee ballots, shall be counted toward the needed quorum.
- c. **Proxies** Proxy voting shall not be permitted.
- d. **Absentee Voting** For the general membership meeting, absentee ballots and the slate of nominees shall be provided to all members in good standing either through the October *MOAA VOICE* or otherwise provided at least twenty (20) days prior to the date of any scheduled meeting at which a vote will be taken.

#### **ARTICLE VII – DUES**

- a. The annual dues requirements shall be determined by the membership at any meeting open to the general membership. Only members who are in good standing with the chapter will be able to vote on the measure. Notice of the proposed dues change will be made to the membership at least twenty (20) days prior to the holding of the vote.
- b. Annual dues shall become due and payable on the first day of January. Members who fail to renew their membership by that date shall be reminded of their overdue status and, if payment is not received by the first day of March, shall be dropped from the rolls. Membership may be reinstated upon payment of current dues.
- c. A member who fails to renew his or her membership based on financial incapacity or other extreme hardship situations may, upon written request to the board, be granted an exemption from dues.
- d. Surviving spouse members and honorary members are exempt from paying chapter dues.

#### **Article VIII – OFFICERS AND DUTIES**

- a. Eligibility to hold elective office shall be limited to chapter members and surviving spouse members in good standing in the chapter.
- b. The elected officers shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer.
- c. The officers shall be elected by the membership at the October general membership meeting for the term of one (1) year commencing on the first day of the following January. The President shall not serve more than two (2)

consecutive terms except in situations wherein the board determines it to be in the best interest of the chapter to allow a sitting President to serve one (1) additional term.

- d. **President**
  - 1. Preside over meetings of the chapter membership, in its entirety, and the board.
  - 2. Provide overall planning and direction of chapter organizational activities.
  - 3. Serve as an ex-officio member, with the right to vote, on all committees except the Nominating Committee or Election Committee.
  - 4. Appoint, with board approval, committee members of such standing and special committees as may be required by these bylaws.
  - 5. Maintain liaison with and coordinate support to the sub-chapters.
- e. **1<sup>st</sup> Vice President**
  - 1. Preside over chapter and board meetings in the absence of the President. A vacancy in the office of the President shall be filled automatically by the Vice President.
  - 2. Arrange and coordinate meeting venues and menu items for the general membership, the board and any special meetings that may be called.
  - 3. Maintain custody and responsibility for the flags, colors, and insignia of the chapter and ensure their presence at appropriate meetings and functions.
  - 4. Perform such other duties as may be assigned by the President.
- f. **2<sup>nd</sup> Vice President**
  - 1. Arrange for speakers at general membership meetings.
  - 2. Prepare, maintain and publicize press relations for the chapter.
  - 3. Assume the duties of the 1<sup>st</sup> Vice President in that person's absence.
- g. **Secretary**
  - 1. Record and maintain complete and accurate records of board proceedings and other meetings when so directed by the President.
  - 2. Serve as custodian of and maintain essential records and documents of the chapter.
  - 3. Prepare and process reports and correspondence as directed by the President.
  - 4. Appoint an Assistant Secretary to perform the duties of Secretary, as required.
  - 5. Function as Secretary of the Col Brey Scholarship Fund Board of Directors.
- h. **Treasurer**
  - 1. Prepare chapter's annual budget for the coming year, submit it to the President in November for review and subsequent approval by the board at its December meeting.
  - 2. Maintain all chapter financial records reflecting funds received and/or disbursed. Ensure availability of all financial records in support of annual audit and/or tax return audits.
  - 3. Deposit all monies received into financial institutions approved by the board. Reconcile chapter financial statements monthly.
  - 4. Execute approved disbursements as authorized by the board either by a specific vote or by the board's including the specific expenditure or type of expenditure in the approved budget.
  - 5. Prepare and submit tax returns as required.
  - 6. Render monthly financial reports to the board, render an annual financial report to the general membership at the January meeting, and render other reports as required by the board.
  - 7. Function as Chief Financial Officer of the Col Brey Scholarship Fund, maintain financial records, prepare reports and provides services similar to those enumerated in 2, 3, 4, and 5 above.
  - 8. Appoint an Assistant Treasurer to perform duties as required. The Assistant Treasurer shall be authorized to receive and disburse funds in the absence of the Treasurer, as specified above.
  - 9. Request the President appoint an audit committee, no later than the November board meeting, to audit the calendar year-end status of the chapter and other associated funds. The results of the audit will be reported at the January general membership meeting.

#### **ARTICLE IX – BOARD OF DIRECTORS – COMPOSITION AND DUTIES**

- a. The board shall supervise, control, and provide direction to the chapter consistent with these bylaws.
- b. Eligibility to serve as a member of the board shall be limited to regular members and surviving spouse members.
- c. The board shall be composed of the five (5) elected officers, the immediate past president, eight (8) elected directors at large, and the directors representing sub-chapters.
- d. Six (6) members of the board in attendance at any scheduled board meeting shall constitute a quorum.
- e. Four (4) of the directors at large will be elected annually to serve a period of two years. Directors representing the sub-chapters will serve as desired by the members of their sub-chapter.
- f. A director who fails to attend three (3) consecutive board meetings, unless excused by the President, will automatically vacate his/her position on the board. In the event of vacancies on the board, the President, subject to board confirmation, will appoint a replacement to serve until the next election.

- g. The President, subject to board approval, shall appoint members to the Col Brey Scholarship Fund, Inc., a charitable, non-profit corporation hereinafter referred to as the scholarship fund, as vacancies may occur. Such members shall be selected from chapter members and surviving spouse members in good standing in the chapter.
- h. The President shall appoint an Editor, and a Data Base Manager. These will be non-voting board positions unless they also serve as regular board members. Among other duties, the Data Base Manager will maintain computerized membership files and generate the yearly edition of the Redwood Empire Chapter Roster.
- i. The President shall, prior to the January general membership meeting, cause to be conducted an audit of all funds of the chapter, including the scholarship funds. The results of the audit will be reported at the January general membership meeting.

**ARTICLE X – COMMITTEES**

- a. The President, upon approval of the board, shall appoint committee members and with the exception of the Scholarship Committee (para f1, below), their membership shall remain in force during the President’s term of office. Eligibility to serve on standing and other committees shall be limited to regular members, surviving spouse members and spouses of members in good standing.
- b. The standing committees of the chapter may include Membership, Ways & Means, Legislative, and Personal Affairs and are appointed by the board.
- d. **Nominating Committee**
  - 1. The committee shall identify and select a slate of qualified candidates for each elective office.
  - 2. Appointed annually, this committee will consist of three chapter members, preferably not currently holding elective chapter positions.
  - 3. The Nominating Committee will meet as early as possible following appointment to select a committee chairperson from within the group and begin search for potential candidates.
  - 4. The committee will present the slate of candidates to the editor of the *MOAA VOICE* for inclusion in the October issue.
- e. **Election Committee**
  - 1. Upon receipt of the slate of candidates, the committee will conduct the balloting at the October general membership meeting, or at any general membership meeting at which voting by the members is required. The votes will be tallied and the results announced.
  - 2. The appointed committee shall be comprised of a board member chairperson and two members from the general membership.
- f. **Scholarship Committee**
  - 1. The committee shall publicize, solicit applicants, receive and evaluate qualified applications and recommend appropriate scholarships from the Col Brey Scholarship Fund.
  - 2. The Scholarship Committee shall consist of at least five members of the chapter and be composed of one board member with the remaining committee members from the general membership.
  - 3. Qualified applicants are children, wards and lineal descendants (including grandchildren, great-grandchildren, and great, great-grandchildren, natural or adopted) of living or deceased officers/warrant officers who are members of the chapter.

**ARTICLE XI – SUB-CHAPTERS**

- a. The Redwood Empire Chapter, MOAA, is organized with the chapter headquarters located in the Veteran’s Memorial Building in Santa Rosa. Sub-chapters may meet at various locations.
- b. Each sub-chapter may elect a director to serve on the chapter board.
- c. Membership in the chapter shall be a pre-requisite to sub-chapter membership. Chapter members residing within a sub-chapter area will be considered a member of that sub-chapter unless specifically opting to affiliate with the Sonoma County chapter or another sub-chapter.
- d. While falling within the general purview of these bylaws, the sub-chapters may operate internally in accordance with the express desires of sub-chapter members.
- e. Chapter committee chairpersons will assist the President in maintaining liaison with and coordinating chapter support of the sub-chapters.

**ARTICLE XII – AMENDMENTS**

- a. These bylaws may be amended, repealed or altered in whole or in part, by a two-thirds (2/3’s) vote of the members present, or voting by absentee ballot at the general membership meeting, or at any other duly organized meeting of the chapter. The proposed amendment must have prior approval of the board and be published in the preceding edition of the *MOAA VOICE*.
- b. Any member, or group of members, may request these be bylaws be amended, in whole or in part, by submitting the recommended changes to the board with a rationale for such changes.



THESE BY-LAWS WERE FIRST APPROVED AT THE GENERAL MEMBERSHIP MEETING OF THE REDWOOD EMPIRE CHAPTER, THE RETIRED OFFICERS ASSOCIATION IN SANTA ROSA, CALIFORNIA ON: 14 OCTOBER 1982, UNDER THE NAME OF "THE RETIRED OFFICERS ASSOCIATION" (TROA) and

**AMENDED:** APRIL 1987, OCTOBER 1990, OCTOBER 1992, OCTOBER 1994, OCTOBER 1998, MARCH 2001  
THE CHAPTER NAME WAS CHANGED IN PART FROM "THE RETIRED OFFICERS ASSOCIATION, (TROA)" TO "MILITARY OFFICERS ASSOCIATION of AMERICA, (MOAA)" ON APRIL 5, 2003. THEY BECAME EFFECTIVE WHEN RATIFIED BY THE FULL MEMBERSHIP ON MAY 22, 2003.

**REVISED BYLAWS AMENDED,** (ratified by a two-thirds (2/3's) vote of the members present on):  
JULY 22, 2004, OCTOBER 27, 2005, MARCH 22, 2007, JANUARY 22, 2009, OCTOBER 25, 2012,  
February 22, 2018