

**Bylaws of the
Military Officers Association of Green Valley, Inc.**

ARTICLE I: NAME

Section 1. The name of this organization is Military Officers Association of Green Valley, Inc., hereinafter referred to as the Association.

ARTICLE II. PURPOSES

Section 1. The purposes of the Association shall be:

- To support the purposes and objectives of the Military Officers Association of America (MOAA).
- To foster fraternal relations among retired, active, and former officers of the uniformed services.
- To provide useful services for, and protect the rights and interests of Association members, their dependents and survivors.
- To serve the community and the Nation.
- To instill and stimulate love of country and our flag.

ARTICLE III. STATUS

Section 1 - The Association was incorporated on May 8, 1981, and is a non-profit organization as defined by the Internal Revenue Code, Section 501(c)(19). Articles of Amendment making name change filed and approved January 28, 2003.

Section 2 - Officers and Directors (hereinafter referred to as "the Board") shall not receive compensation for their services, but the Board may authorize reimbursement of expenses in the performance of official duties.

Section 3 - Nothing herein shall constitute members of the Association as partners for any purposes. No member, officer or agent of the Association shall be liable for the acts or failure to act on the part of any other member, officer, or agent. Nor shall any member, officer or agent be liable for his or her acts or failure to act under these Bylaws, except only acts of omissions arising out of his or her willful misconduct.

Section 4 - The Association shall use its funds only to accomplish the purposes specified in Article II, and no part of said funds shall be distributed to members except as provided by Section 2 of this Article.

Section 5 - In the event of the dissolution of the Association and after discharge of its liabilities, remaining assets shall be given to a non-profit military organization designated by the Board and approved by the membership.

Section 6 - The Association shall maintain membership in the Arizona Council of Chapters. The Association President and Vice-President should attend Council meetings.

ARTICLE IV: MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership shall be of three categories:

a. **REGULAR MEMBERS:** Men and women who are or were commissioned officers or warrant officers of the United States Army, Air Force, Navy, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service

b. **AUXILIARY MEMBERS:** Spouses of deceased or active members and spouses of deceased officers who were eligible for membership when living

c. **HONORARY MEMBERS:** The Board may grant honorary membership to an individual in recognition of service to the nation, the military, the community, or the Association. Individuals who are eligible to be regular or auxiliary members are not normally considered for honorary membership. Honorary members shall not be entitled to vote or required to pay dues.

Section 2. Application for Regular and Auxiliary membership shall be submitted to the Board on the prescribed application form. Recommendation for honorary membership may be made by any member and submitted to the Board on the prescribed form. The Board shall review and may accept or reject applications or recommendations for membership.

Section 3. Regular members are required to hold and maintain membership in the Military Officers Association of America (MOAA). Auxiliary members are encouraged, but not required, to hold and maintain such membership.

Section 4. All issues coming before the membership shall be decided by a majority vote of the regular and Auxiliary members attending an Association meeting. Proxy voting is not permitted.

Section 5. Notifications and reminders to members as required by these By Laws may be accomplished by US mail, Email, timely notices in the chapter newsletter, or a combination thereof.

ARTICLE V- DUES

Section 1. The Board shall periodically review Association finances, dues and other income and may recommend a change in dues if warranted. The Board will disclose a recommended change in dues to the membership in writing within 30 days prior to the annual business meeting in November. If approved by a majority of the membership, the dues change will be published the following month and become effective on January 1.

Section 2. The dues year runs from January 1 through December 31. Dues are not pro-rated. Anyone joining on or after October 1 will have their dues considered paid until December 31 of the following year.

Section 3. Members who have not paid dues by January 1 will be reminded in writing that they are delinquent. If dues are not received by March 1, the Board will drop that member from the active roster. However, a member dropped for non-payment of dues may be reinstated upon payment of current year dues, or in a later year upon reapplication for membership.

ARTICLE VI. MEETINGS

Section 1. Six regular meetings of the Association shall be held each year as announced. Members will be notified about meeting details at least 10 days prior to a meeting.

Section 2. An annual business meeting will be part of the regular meeting held in the fall. All Association business for the coming calendar year, including the election of officers, will take place at this meeting.

Section 3. The President, or a majority of Board members, may call a special Association meeting provided the membership is notified in writing at least 10 days prior to the meeting. Notice to members must include the date, time and place where the meeting will be held, and the subjects to be considered.

Section 4. Association meetings will be conducted in accordance with "The New Roberts Rules of Order."

Section 5. A quorum to conduct business at an Association meeting is defined as the number of Regular and Auxiliary members present.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board shall consist of the five officers, and at least four additional directors to be chosen from Surviving Spouse representative, Chaplain, Historian, ESGR representative, Personal Affairs Officer, Public Affairs Officer, Auxiliary Liaison and the immediate past President of the Board. All will be elected for a term of one year at the annual business meeting, shall be installed during the regular meeting in December, and take office on January 1. Officers and Directors may be Regular or Auxiliary members of the Association.

Section 2. The Board supervises, controls and directs the business affairs of the Association; determines policy within the limits prescribed by these Bylaws; actively promotes the purposes of the Association; and has discretion in disbursing funds.

Section 3. The Board is not authorized to adopt resolutions or take a position on an issue in the name of the Association.

Section 4. Board meetings will be held monthly as determined by the Board. The Secretary will provide timely notification of Board members prior to a meeting. Special meetings may be called by the President or by a majority of the Board.

Section 5. A majority of the Board members must be present to hold a Board meeting. Board decisions will be made by majority vote if there is a quorum present.

Section 6. Each member of the Board is entitled to one vote. Proxy voting is not permitted.

Section 7. Any Association member may attend a Board meeting, and may ask questions during discussions, but may not vote.

Section 8. The Board may fill a vacant Officer or Director position by appointment. Appointees will serve for the remainder of the calendar year in which appointed.

ARTICLE VIII – OFFICERS

Section 1. The officers of the Association are a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer.

Section 2. The President will preside at Board meetings and Association meetings, and is ex-officio, with right to vote, of all Board appointed committees except the Nominating Committee. A President may not serve more than two consecutive terms as President.

Section 3. The First Vice President shall assume the duties of President when the President is temporarily absent, and will become President upon a vacancy in that office. The First Vice President will normally be the nominee for the next President. The 1st Vice President will also serve as membership chair.

Section 4. The Second Vice President shall assume the duties of the President when the President and First Vice President are temporarily absent, and will become the First Vice President, if he/she so desires, upon a vacancy in that office. The Second Vice President will normally be the nominee for the next First Vice President. The 2nd Vice President will also be responsible for arranging programs for all Association meetings.

Section 5. The Secretary will record the minutes of Board meetings; maintain minutes, correspondence files, and legal documents; and perform other such duties as may be assigned by the President or by the Board of Directors.

Section 6. The Treasurer will pay Association expenses, deposit receipts, and maintain a record of expenses and receipts. These records will be available for review by the Board at any time. Association funds will be placed on deposit at a bank or other institution approved by the Board. Signatures of other officers will be on file at the institution to enable others to act for the Treasurer during his or her absence. The Treasurer will serve as the Association's Statutory Agent and will submit required reports to the Arizona Corporate Commission. If directed by the President or by the Board, the Treasurer will prepare an Association budget.

Section 7. A vacant officer position, other than the President, may be filled as the Board decides. Appointees' terms of office will expire at the end of the calendar year in which appointed.

ARTICLE IX. APPOINTMENTS

Section 1. The President, with Board approval, may appoint members to serve in the following positions: Historian, Newsletter Editor, Public Relations, Personal Affairs, Chaplain, JROTC Liaison, Parliamentarian and such other positions as the Board may create. The President shall also, with Board approval, appoint chairs of standing and temporary committees created by the Board. Directors shall serve in these positions when feasible.

Section 2. Appointees will serve during the calendar year in which appointed. Chairpersons are expected to recruit Chapter members to serve on their committee.

Section 3. The Immediate Past President will serve as the Nominating chair. At least 60 days prior to the Annual meeting the Past President will select a Nominating Committee. When selecting President and Vice President nominees, the nominating committee should give precedence to members who are expected to be present at five Chapter meetings. The Committee will forward nominees to the Board. The list of candidates will be published at least 10 days prior to the annual meeting.

ARTICLE X - AMENDMENTS

Section 1. These Bylaws may be amended or repealed, in whole or in part, by two-thirds of the Regular Members and Auxiliary Members present at any meeting of the Chapter. A copy of the proposed changes or amendments to the Bylaws must be mailed to the membership via USPS or electronically at least 15 days prior to the meeting.

Section 2. A copy of these Bylaws is available to any member upon request to the Secretary as well as on the Chapter website.

ARTICLE XI - THE FLAG

Section I - The American flag shall be displayed and honored at all Chapter meetings.

This is to certify that these Bylaws were approved and adopted at the membership meeting of the Military Officers Association of Green Valley, Inc. at

_____ on _____