

**MILITARY OFFICERS ASSOCIATION OF AMERICA
GREEN COUNTRY CHAPTER, INC.**

BYLAWS

Article I – Name and Purpose

Section 1 The name of the corporation shall be the Military Officers Association of America Green Country Chapter, Inc. (the “Chapter”).

Section 2 The more particular purposes of the Chapter shall be to:

- a. Inculcate and stimulate love of country and flag
- b. Defend the honor, integrity and supremacy of our national government and the Constitution of the United States
- c. Advocate military forces adequate to the defense of our country
- d. Foster the integrity and prestige of uniformed service
- e. Foster fraternal relations between all branches of the various services from which members are drawn
- f. Aid and protect the rights and interests of personnel of the uniformed services, their dependents and survivors
- g. Provide useful services for members, their dependents and survivors
- h. Serve the community and the nation

Article II – Status

Section 1 The Chapter shall be an Oklahoma not-for-profit corporation, an affiliate of the national Military Officers Association of America (“MOAA”), operated exclusively for the purposes specified in Article I, above, and its Certificate of Incorporation.

Section 2 Officers, Directors and appointive officials shall not receive any stated compensation for their services.

Section 3 Nothing herein shall constitute members of the Chapter as partners for any purpose.

Section 4 The Chapter shall use its funds only to accomplish the purposes specified in Article I, above, and its Certificate of Incorporation.

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 nonprofit organization determined by the Board of Directors.

Article III – Membership and Voting Rights

Section 1 Membership shall be composed of the following.

- a. General – men and women who are or have been commissioned as officers in uniformed components of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service.
- b. Auxiliary -- widows and widowers of deceased members who, if living, would have been eligible for membership
- c. Honorary – individuals not otherwise eligible who have been granted membership in recognition of their service to the Chapter
- d. Life – may be conferred to honor a chapter member for long, outstanding service to the Association, Chapter and members.

Section 2 Application for membership shall be in writing. The Board of Directors (the “Board”) may reject any application or drop any member for cause. The member has the right to a hearing.

Section 3 All membership privileges except the right to vote shall be extended to the spouses.

Section 4

- a. All members shall be entitled to vote on any matter properly submitted to the membership for vote.
- b. Except as otherwise noted, all questions coming before the membership shall be decided by majority vote of the members in attendance at any meeting. Proxy vote shall not be permitted.

Section 5 There shall be no discrimination in membership or participation in the affairs of MOAA or the Chapter by reason of race, creed, color, national origin, sex, handicap or age.

Section 6 No member shall become liable to the chapter for any amount other than the annual dues.

Article IV – Dues

Section 1 Dues for members shall be reviewed periodically by the Board and changes brought to the Chapter membership for their approval. A two-thirds vote of the Board and a majority vote of the membership present shall be required. Dues shall be payable on an annual basis. Life, Honorary and Auxiliary members shall not be required to pay dues. The annual dues for each member shall become due on 1 January of that year. Transferees from other chapters or those who join at various

times of the year may be billed for such dues as appropriate for the remainder of the year.

Section 2 Delinquencies shall be handled as specified by the Board. Only those members whose dues are current shall be entitled to vote in Chapter elections.

Article V – Board

Section 1 Management of the affairs of the Chapter shall be vested in the Board of Directors as set forth in the By-laws.

Section 2 Each elected member must be a member of the Chapter and MOAA.

Section 3 The Board shall be made up of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Director of Legislative Affairs, Director of Personal Affairs, Director of Public Affairs, Director of Military Awards and Ceremonies, Immediate Past-President and Chaplain. The office of Chaplain is not elective; it is filled by appointment by the President with approval of the Board.

Section 4 The Board shall meet on a regular monthly basis (unless otherwise decided) at a place and time established by the Board. A majority of the entire Board shall constitute a quorum. A majority of those present and voting shall decide any issue or resolution, unless otherwise specified herein. Proxy voting shall not be permitted.

Section 5 Vacancies in the office of the President shall be filled automatically by the 1st Vice-President. All other vacancies shall be filled by the Board.

Section 6 Duties of Board Members.

- a. The **President** shall be the chief executive of the Chapter and shall preside at meetings of the Chapter and Board, appoint all special committees and be an ex-officio of all committees except the nominating committee. The President shall perform other duties necessary to the office to include signing all written contracts and obligations.
- b. The **1st Vice-President** shall be responsible for obtaining a meeting place for the Chapter, making arrangements for program speakers and equipment, implementation of social and fellowship activities, and other duties as assigned. In the event of absence of the President, the 1st Vice-President shall perform the duties of the President and in case of a vacancy shall become President of the Chapter.
- c. The **2nd Vice-President** shall be responsible for securing new members.
- d. The **Secretary** shall provide timely written notification of all meetings of the Chapter and of the Board of Directors as required by Articles VIII and IX.

The Secretary shall maintain a record of all Chapter and Board proceedings and shall prepare correspondence as may be required. The Secretary shall maintain the Chapter's correspondence files and safeguard important records, documents and valuable equipment belonging to the Chapter. Perform other duties as assigned by the Board of Directors.

- e. The **Treasurer** shall be responsible for keeping a record of all sums received and expended by the Chapter, the collection of members' annual dues and disbursements authorized by the Board of Directors. The Treasurer shall deposit all sums received in a financial institution approved by the Board. These funds may be withdrawn only with authorization of the Board and the signature of the Treasurer or other delegated officer. The President and Board of Directors shall be given a report of the financial condition, recurring expenses, receipts and bills for approval or payment at each meeting. A financial report shall be given at the annual meeting of the Chapter. All financial records and instruments shall be subject to inspection and verification by the Board of Directors.
- f. The **Director of Legislative Affairs** shall be responsible, under the general direction of the Board, for monitoring local, state and national legislative developments that might affect Chapter members, spouses or national security. Other responsibilities include seeking membership to any Military/Veterans Affairs Committees or similar organizations organized by government officials or entities to advise them on matters of concern to the membership, keeping the Board and Chapter members informed regarding legislative developments of particular interest and recommending such actions as appear appropriate. The Director will execute such tasks related to lobbying that the Board might direct or authorize and maintain liaison with other local organizations concerned with military or veterans' affairs or retiree problems. The Director should also ascertain and disseminate to Chapter members the records and positions of candidates for local, state and national political offices on the matters vitally affecting service retirees or national security. Further guidelines are provided in MOAA's Council and Chapters Policies and Procedures Guide.
- g. The **Director of Personal Affairs** shall be responsible, under the general supervision of the Board, for providing information to members and survivors on their entitlements and help members and survivors in the submission of inquiries, applications and claims to governmental agencies. The Director should keep members informed, generally by means of the Chapter newsletter, on facilities and services available in the area, such as commissaries, exchanges, hospitals, dispensaries and officers' clubs. Additional guidance is provided in MOAA's Council and Chapters Policies and Procedures Guide.
- h. The **Director of Public Affairs** shall be responsible, under the general supervision of the Board, for publication of a Chapter newsletter and

attempt to secure coverage of Chapter activities and matters of MOAA interests in the local media. The newsletter should serve as a principal means of communication with the membership for the Chapter. It should keep the members informed of programs, special messages from the President, information on matters of interest and concern regarding local, state and national legislative developments. Information on facilities and services available at military installations in the area should be provided, as well as coverage of information regarding Chapter members and their activities. The Director shall coordinate the production, printing, and distribution of the Chapter's Directory with the 2nd V.P. and Treasurer.

- i. The **Director of Military Ceremonies and Awards** shall be responsible, under the general supervision of the Board, for coordination with the various JROTC units in our area. This will include managing the scholarship program presentations and any other support that the Chapter may provide. The Director will also coordinate with the various Military Leadership programs in the Tulsa area middle schools. He shall also maintain liaison with other Military/Veterans Groups and Associations in our State.
- j. The **Immediate Past-President** shall continue to be a member of the board of Directors and will provide such counsel and guidance as would be helpful to the Board. Additional responsibilities include serving as chairman on the nominating committee.
- k. The **Chaplain** shall deliver the invocation at Chapter and Board meetings and other appropriate occasions. In case of serious illness or death of a Chapter member or spouse, the Chaplain should express sympathy to the next-of-kin and offer assistance. The Chaplain should work closely with the Director of Personal Affairs.

Section 7 The members of the Board of Directors shall take office at the first regular or special meeting in the calendar year following their election.

Section 8 The President may not serve more than two consecutive terms in office.

Article VI – Committees

Section 1 A committee may be activated within each Directorship. It will be chaired by the respective Director. Members will be selected by the Director and approved by the Board.

Section 2 The President, with approval of the Board, may appoint a special committee chair for a specific function. The chair may select the members. The committee shall serve until the task is completed or the committee is dissolved by the President and Board.

Section 3 The Nominating Committee shall consist of the three most recent Past-Presidents who are members in the Chapter and are willing to serve. The most recent

immediate Past-President shall serve as chair. If three such persons are unable or unwilling to serve, the President shall fill any vacancy.

Article VII – Nominations and Elections

Section 1

- a. The September Newsletter shall inform the members of the forthcoming election of officers and of their right to submit names of the candidates of the Board to the Nominating Committee members. At the September meeting, the President shall announce the names of the members of the Nominating Committee, as specified in Article VI, Section 3.
- b. The Nominating Committee shall prepare a slate of candidates who have agreed to serve if elected to a specific office by the voting members of the Chapter. All nominated candidates shall be considered by the Committee. At its discretion, the Committee may omit a candidate or consider for another office.
- c. The Nominating Committee will present its recommended slate of candidates to the Board at its October meeting.

Section 2

- a. On Acceptance of the slate by the Board, it shall be published in the November newsletter and presented to the membership at the annual meeting in November. Nominations may be taken from the floor only if the proposed candidate is present to give his or her approval and willingness to serve if elected.
- b. The slate of candidates shall be elected to office on receiving a majority vote of eligible members of the Chapter present and voting. If no candidate receives a majority, a “runoff” among the two candidates receiving the most votes will be held.

Article VIII – Meetings

Section 1 There shall be an annual meeting of the chapter during the month of November for the election of officers and directors and the transaction of other business. Notice of such meetings shall be included in the newsletter and mailed to the last recorded address of each member at least five (5) days before the time appointed for the meeting.

Section 2 Regular meetings of the organization shall be held each month, unless otherwise decided by the Board. The Chapter newsletter containing the meeting notice, time and place shall be mailed to each member’s last recorded address at least five (5) days in advance of each meeting.

Section 3 Special meetings of the organization may be called by the President. Notice of any special meeting shall be mailed to each member's last recorded address at least five (5) days in advance, with a statement of time, place and information as to the subject(s) to be considered.

Section 4 The Rules contained in the current edition of ROBERTS RULES OF ORDER shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the chapter may adopt.

Article IX – Amendments

Section 1 Notice of such amendments and questions to be voted on by the membership shall be published in the monthly newsletter and mailed at least five (5) days in advance of any meeting to the membership.

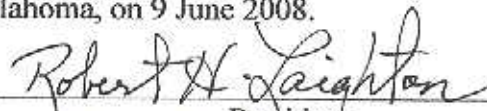
Section 2 Notice of proposed amendments to be considered by the Board and meetings thereon shall be mailed or e-mailed to members of the Board at least five (5) days prior to such meeting. Such requirement may be waived by the affirmative vote of two-thirds of the members of the Board at such meeting.

Section 3 E-mail may be substituted for conventional mail in cases where the Secretary has a reasonable belief that such e-mail address is valid as to the individual member or Board member and notification is required pursuant to Article VIII, Section 3 or Article IX.

Section 4 The Bylaws may be amended by two-thirds vote of the Board and a majority vote of the membership after proper notification as specified in these Bylaws.

Article X – The American flag shall be displayed and honored at all meetings of the Board and Chapter.

This is to certify that these Bylaws have been adopted by the Military Officers Association of America Green Country Chapter, Inc. at Tulsa, Oklahoma, on 9 June 2008.



President



Secretary