

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

12 October 2023

Article I - Name

The name of this organization shall be the Whidbey Island Chapter, Military Officers Association of America (WICMOAA), hereinafter referred to as the chapter.

Article II - Purpose

The purpose of the chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA); foster fraternal relations among retired, active and former officers of the uniformed services, and the widows or widowers of deceased members; protect the rights and interests of 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 chapter shall be a non-profit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, directors, and appointive officials shall not receive any stated compensation for their services, but the Board of Directors, hereinafter referred to as board or BOD, may authorize reimbursement 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 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 misfeasance.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 4. The chapter 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 chapter, and after the discharge of all its liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the chapter, such organization to be designated by a majority vote of the BOD.

Article IV-Membership

Section 1. WICMOAA membership shall be of four classes: regular, surviving spouse, associate, and honorary. Applications for regular, surviving spouse (see Sect. 3 and 1(a) below), and associate membership shall be submitted in writing or by electronic means, via the internet or email, to the BOD. The BOD shall be empowered to accept or reject any application or recommendation for membership.

a. Survivors of recently-deceased regular members of the chapter are automatically granted surviving spouse membership status for the remainder of the current year. No application need be submitted unless contact information subsequently changes.

Section 2. The regular membership of the chapter shall be composed of men and women who are or have been commissioned or warrant officers of the eight U.S. Uniformed Services: Army, Navy, Air Force, Space Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service, or the reserves or other component of those services.

Section 3. The surviving spouse class of WICMOAA membership is made up of individuals who are widows or widowers of deceased regular members or of any deceased individual who would, if living, be eligible for regular membership, and who are therefore also themselves eligible for MOAA surviving spouse membership. They are in all respects full

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

members of WICMOAA with all the rights and privileges attendant thereto, including voting and serving on the BOD.

Section 4. Associate members are those who have been directly and actively involved in the active duty and/or retired life of a qualified individual as a spouse or dependent.

(a) Associate membership confers full voting rights on all matters put before the membership. Associate members can be nominated for and appointed to BOD positions.

b) Associate members will be assessed annual chapter dues at the same rate as regular members.

Section 5. Honorary members are individuals not eligible for regular, surviving spouse, or associate membership, nominated by any non-honorary member and approved by the BOD. Honorary members are not required to pay dues. The BOD shall have the authority to terminate an honorary membership.

Section 6. The BOD may drop any member for good and sufficient cause after that member has been given an opportunity to be heard.

Section 7. All regular members and those surviving spouse members serving on the BOD are required to hold and maintain membership in the Military Officers Association of America (associate members nominated for elected positions are granted an exception.) All other surviving spouse members are also to be actively encouraged to acquire and maintain MOAA membership.

Section 8. The membership is prohibited from using the chapter's rosters for commercial, political, or any other use that is not directly connected with the objectives of the chapter or which has not been specifically approved.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Article V- Voting

Section 1. Except as provided by these bylaws, all questions coming before the membership shall be decided by a simple majority vote.

Section 2. All regular, surviving spouses, and associate members in good standing shall be entitled to vote when present at a meeting of the chapter.

Section 3. Proxy voting shall not be permitted at any meeting of the chapter.

Article VI - Dues

Section 1. The annual dues for all chapter members for the next calendar year shall be determined by the membership at the annual meeting after receiving the BOD recommendation on the matter.

Section 2. The “Dues Year” for any given calendar year will be defined as the period from 1 October of the preceding year to 30 September of the current year, with dues collection for the following year commencing as of the opening date.

Members may elect, at their option and at any time except for the interval between when a dues increase is proposed and approved, to make a one-time advanced payment for two (2) additional years of dues, to be paid at the then-current rate. No additional advance payments computed at that same rate will be allowed.

Section 3. The BOD shall notify any member who fails to pay dues by 1 June of the delinquency. If the member fails to make payment by 30 September, the BOD will drop the member from the roll without further notice and without a hearing. The member shall thereupon forfeit all rights and privileges of membership.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 4. Any member who has been dropped for nonpayment of dues may be reinstated in either of the following two ways:

- a) At any time in the year following disenrollment, reinstatement will be automatic upon confirmation of contact information and full payment of annual dues for both the current and the past year, or
- b) If more than one year has passed, the member may be reinstated upon formal reapplication for membership and payment of annual dues for the current year.

Section 5. New members who join the chapter during the last quarter of a calendar year will have their dues credited to the following year.

Article VII- Meetings

Section 1. There shall be an annual meeting of the chapter 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/e-mailed to each member at the member's last recorded address at least 15 days in advance.

Section 2. Regular meetings of the chapter shall be held on the second Thursday of each month, except during August. If the BOD deems it necessary to change the date and time of the monthly meeting to facilitate a special event or speaker they may do so. Notice of each meeting shall be in the chapter newsletter. The chapter will annually schedule, plan and promote a July picnic to foster fraternal relations among members and to enhance recruiting new members.

Section 3. Special meetings of the chapter may be called by the president. Notice of any special meeting shall be mailed or e-mailed to each member at the member's last recorded address at least 10 days in advance, with information as to the subject or subjects to be considered.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 4. The voting-eligible membership present at any meeting as described in Article VII, Section 1, 2, and 3, shall constitute a quorum for the purpose of that meeting. The result of any vote at any meeting shall be decided by a simple majority of the members with the exception of Article XI.

Section 5. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the chapter may adopt.

Article VIII – Board of Directors

Section 1. The BOD shall be composed of the following elected officers: president, first and second vice presidents, secretary, treasurer, the immediate past president, and the surviving spouse liaison, plus an additional five elected directors. All regular members and those surviving spouse members also holding MOAA surviving spouse membership are eligible to hold office. The president shall have experienced at least one year on the BOD.

Section 2. All members of the BOD shall be sworn in and take office at the first regular or special meeting in the calendar year following elections and shall serve for a minimum term of one year.

Section 3. The BOD shall have supervision, control, and direction of the affairs of the chapter, shall determine the 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.

Section 4. The BOD shall not be authorized to adopt resolutions or establish positions in the name of the chapter. The chapter president shall maintain editorial control over the chapter newsletter.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 5. The BOD shall meet upon the call of the president as such times and places as the president may designate and may also be called to meet upon demand of a majority of its members.

Section 6. A majority of the BOD shall constitute a quorum at any meeting of the BOD.

Section 7. All questions coming before the BOD shall be decided by a simple majority vote, with each member of the BOD actually present being entitled to one vote. Proxy voting shall not be permitted.

Section 8. The BOD will develop a budget during their first month in office. During the month of January, the BOD will direct a financial review of the chapter's financial accounts with a copy of the financial review sent to the outgoing and incoming presidents.

Section 9. A representative of the Retired Officers Wives Club is authorized to participate as an ex-officio member of the BOD.

Article IX – Officers

Section 1. 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 BOD may decide.

Section 2. Unless a one-year extension is approved by a membership vote, no person shall serve more than two consecutive one-year terms as president.

Consideration for an extension is allowed only in the special cases where no qualified individual volunteers to sit as the president of the chapter.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 3. The president, as the chief elective officer of the chapter, shall preside at meetings of the chapter and of the BOD and shall be an ex-officio member, with the right to vote on all committees except the nominating committee.

The president shall also, at the annual meeting and at such times as the president may deem proper, communicate to the chapter or to the BOD information or proposals which in the president's opinion would help to achieve the purposes of the chapter.

Further, the president shall perform such other duties as are necessarily incident to the office of the president. The president is authorized to make expenditures on behalf of the chapter, not to exceed the amount shown in the annual budget for the president's use without prior approval of the BOD. In the absence of a president's fund, the president must get board approval for expenditure of funds.

For all WICMOAA bank accounts the elected treasurer, WICMOAA president, and one (1) other, nonrelated, board member will have signature authority. The elected treasurer shall remain the only individual with routine authority from the Board of Directors to write checks and manage the chapter's accounts and CDs.

The appointments and account changes must be implemented by February 1 of a new year.”

Section 4. 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. In consultation with the president, the first vice president will arrange suitable programs for chapter meetings and will also arrange for prominently displaying the American flag and flags of the uniformed services at all chapter meetings.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 5. The secretary shall provide timely written notification of all meetings of the chapter and of the BOD and shall maintain a record of all proceedings to include the business conducted at the annual meeting of the chapter. The secretary shall prepare such correspondence as may be required, maintain the chapter's correspondence files, and safeguard all important records/documents and valuable equipment, which are placed in the secretary's custody by the president. The secretary shall perform such other duties assigned by the BOD or by the president.

Section 6. The treasurer shall maintain a record of all funds received and expended by the chapter, make such disbursements as are authorized by the chapter or the BOD, collect the members' annual dues, deposit all funds received in a financial institution approved by the BOD, and make a financial report, including the status of the chapter's scholarship fund at the annual meeting and monthly BOD meetings.

Funds that have been approved by the BOD may be drawn from the account in the financial institution in support of the approved annual budget only upon the signature of the treasurer or president. The treasurer will report monthly to the BOD on the status of all scholarship accounts and make recommendations for changes to take advantage of changing market conditions.

The BOD will decide the number and amount of scholarships to be awarded at the January BOD meeting. The treasurer shall maintain the chapter roster and distribute it as needed to the members.

Funds, books, and vouchers in the custody of the Treasurer shall at all times be subject to inspection and verification by the BOD.

The treasure will ensure there is always at least the WICMOAA president or one other board member, that has been appointed by the president, with signature authority on all chapter financial accounts.

All accounts shall include any account that contains chapter monies.

BYLAWS OF THE WHIDBEY ISLAND CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

Section 7. The board position of Surviving Spouse Liaison may be held by the following personnel, listed in order of preference: 1) a chapter surviving spouse member who also holds that equivalent membership at MOAA, or 2) the spouse of a regular member, or 3) a regular member.

The surviving spouse liaison shall have the primary responsibilities of

a.) ensuring that her fellow survivors remain connected to the military family,

b.) ensuring that they continue to participate in local and national programs and advocacy efforts,

c.) actively working to recruit and retain surviving spouses as MOAA members, and

d.) serving as the main communications and coordinating link between the chapter and MOAA for all matters relating to surviving spouses.

He or she should also be sensitive to the special needs of survivors and raise the awareness of those needs at both the chapter and the national levels; local awareness of issues shall be enhanced through regular submissions to the chapter's monthly newsletter.

Candidates for this position should possess some knowledge of MOAA services, especially those concerning surviving spouse issues. They should also possess at least basic computer skills (email, web browsing, word processing) both to facilitate their own interactions with the chapter and with MOAA and also to assist chapter surviving spouses to contact MOAA if and/or when needed.

Article X-Committees

Section 1. At least 90 days before the annual meeting, the BOD shall appoint a nominating committee of three regular members not currently holding elective or appointive office to nominate candidates for the elective offices. The committee shall notify the secretary in writing at least 30 days before the annual meeting of its proposed slate of elective officers and

**BYLAWS OF THE WHIDBEY ISLAND CHAPTER
MILITARY OFFICERS ASSOCIATION OF AMERICA**

directors for the next calendar year. The chapter newsletter, mailed or emailed at least 15 days prior to the annual meeting, will be used to notify the membership of the proposed slate of officers and directors. At the annual meeting nominations from the floor will be accepted, if seconded, for any officer or director position.

Section 2. The president, subject to the approval of the BOD, shall annually appoint such standing and special committees as are required by the bylaws or as the president may find advisable.

Article XI — Amendments

These bylaws may be amended, repealed, or altered in whole or in part by two-thirds vote at any duly organized meeting of the chapter, provided that a copy of any amendment for consideration has been mailed or e-mailed to each regular member at least 15 days before the meeting.

Article XII- The Flag

The American flag shall be displayed and honored at all meetings of the chapter.

This is to certify that these Bylaws were approved and adopted at the regular meeting of the Whidbey Island Chapter at Oak Harbor, Washington,
on
12 October 2023

Signatures ON File

Terry L Sparks
CDR, USNR, Ret.
President

Attested to by
M. Bobeck, BG, USA, Ret.
Secretary