

**BYLAWS**  
**THE MILITARY OFFICERS OF AMERICA ASSOCIATION (MOAA)**  
**EAST CENTRAL ALABAMA CHAPTER (ECAC)**  
**(AL-03)**

**ARTICLE I – NAME**

The name of this organization shall be the **Military Officers of America Association, East Central Alabama Chapter, (AL-03)**, hereinafter referred to as the chapter.

**ARTICLE II – PURPOSE**

The purposes 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 duty, and former officers of the uniformed services and their reserve components; protect the rights and interests of active duty, retired, and reserve component 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 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 chapter as partners for any purpose. No member, officer, or agent of the chapter 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 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 with the exception of funds/prizes distributed to members as the result of a board of directors authorized raffle conducted at a chapter meeting.

**Section 5.** In the event of dissolution of the chapter 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 chapter, such organization to be designated by a majority vote of the board of directors.

## ARTICLE IV – MEMBERSHIP

**Section 1.** Membership shall be of four classes: Regular, ROTC, Associate and Honorary.

**Section 2. Regular Members.** The Regular membership of the Chapter 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 eight U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, Space Force, National Oceanic and Atmospheric Administration, and Public Health Service). All regular members must also be a member in good standing of MOAA National.

**Section 3. Surviving Spouse.** Surviving spouse members are members whose spouse was a member of MOAA or who, although not a member, was eligible for membership at the time of their death. Persons in this category must also be members of MOAA national. These members will be required to pay dues as stated by the chapter Board of Directors.

**Section 4. Associate members.** Associate members are the spouse of a regular member in good standing who is elected or appointed to serve on the chapter board and is granted all of the rights and privileges of regular members so long as they hold the elected office and are exempt from paying dues. They are not reported as regular members to MOAA.

**Section 5. ROTC Members.** Members of a ROTC program are given all of the privileges of a Regular member so long as they are enrolled in the ROTC program.

**Section 6. Honorary Members** Persons who have performed exemplary service to the chapter are eligible to be nominated as honorary members. Nominations may be submitted by any member of the chapter to the Board for review. The board of directors shall be empowered to accept or reject any application or recommendation for honorary membership. Honorary members do not pay chapter dues, and will remain on the mailing/email list to receive the newsletter and any other communication sent to regular members.

**Section 7.** Applications for regular membership shall be submitted in writing to the board of directors.

**Section 8.** 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 9.** Regular members are required to hold and maintain membership in national MOAA after a year of new membership in the chapter.

**Section 10.** Any chapter affiliated with MOAA is expected, upon application to and approval by the council, become affiliated with its state council. Such affiliation does

not authorize the council to participate in the organizational or managerial affairs of the chapter unless requested by the chapter.

#### ARTICLE V – COMMUNICATIONS

**Section 1.** The Chapter newsletter is established as the primary official form of communication to disseminate information throughout the chapter.

**Section 2.** Distribution of the newsletter shall be by email, or in the case of those on the roster without email, by USPS mail.

**Section 3.** The newsletter will be mailed/emailed no later than 7 days before the general membership meetings.

**Section 4.** Notice of the general membership meetings, to include speakers, shall be mailed or emailed to each member to be received at least 14 days in advance of the meeting.

#### ARTICLE VI – VOTING

**Section 1.** Except as otherwise provided in these bylaws, all questions coming before the board of directors shall be decided by a majority vote of those present but not less than three. Each board members/committee chair is entitled to voice and vote. Only one vote is allowed per person.

**Section 2.** Regular, Surviving Spouse, and Associate members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote.

**Section 3.** Proxy voting shall not be permitted at any general or board meeting of the chapter.

#### ARTICLE VII – DUES

**Section 1.** The annual dues for each member for the next calendar year shall be determined by the board of directors and presented to the membership at the annual meeting.

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

**Section 3.** The board of directors, without further notice and further hearing, will drop any member from the rolls who are over 30 days delinquent for failure to pay dues.

Exceptions can be granted by the board of directors for reasons such as medical and other situations that prevent payment of dues. The member shall thereupon forfeit all

rights and privileges of membership.

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

#### ARTICLE VIII – MEETINGS

**Section 1.** There shall be a general membership annual meeting of the chapter during the month of October 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. Meetings will be conducted in accordance with Roberts Rules of Order unless otherwise specified in the Bylaws.

**Section 2.** Regular meetings of the chapter shall be held during the months of January, February, March, April, May, August, September, October, November, and December, unless otherwise decided by the board of directors.

#### ARTICLE IX – BOARD OF DIRECTORS

**Section 1.** The board of directors shall be composed of the elected officers (president, vice president(s), secretary, and treasurer), the immediate past president, and four elected directors.

**Section 2.** The four elected directors will have responsibility for the following:

**Chapter Affairs:** Surviving Spouse; TOPS; Membership, Nominating Committee; and Personal Affairs.

**Communications:** Newsletter; Website; Social Media and Press releases.

**Program and Banquet:** ROTC Awards Program; Monthly Meeting; and Guest Speakers.

**Legislative:** Bylaws; State Council; Legislative updates; and Monthly MOAA Update.

Each director may delegate others to perform some of the responsibilities listed. Each person so appointed will have voice and vote at board meetings

**Section 3.** The elected officers/directors shall be elected biennially by the membership at the annual meeting. Each elected officer/director shall take office at the completion of the Annual Meeting Board and shall serve for a two-year term.

**Section 4.** The board shall have supervision, control, and direction of the affairs of the chapter, 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. Upon affirmative vote by the board of directors certain items within their authority may be presented to the general membership for vote.

**Section 5.** This board shall meet as agreed at the first meeting of each year or upon the call of the president at such times and places as he 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 shall be mailed or emailed to each member of the board at least 10 days in advance. Board meetings are open to all members.

**Section 6.** A majority of the board members present, but not less than three, shall constitute a quorum at any meeting of the board.

**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.

#### ARTICLE X – OFFICERS

**Section 1.** The elected officers shall be a president, vice president, secretary, treasurer, and four directors, each of whom shall be a regular member.

**Section 2.** The membership shall elect officers 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 two years or until a successor is duly elected and installed.

**Section 3.** A member shall not serve more than two consecutive terms as president.

**Section 4.** The vice president shall fill a vacancy in the office of the president automatically. Vacancies in other offices shall be filled as the board of directors may decide.

**Section 5.** The president shall be the chief elected officer of the chapter, shall preside at meetings of the chapter and of the board of directors, and shall be a member ex officio, with right to vote, of 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 chapter or the board of directors, information or proposals to help in achieving the purposes of the chapter. Further, the president shall perform such other duties as are necessarily incident to the office of the president.

**Section 6.** In the event of the president's temporary disability or absence, the vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president and the vice president, the Secretary shall

perform the duties of the president until such time as the board of directors appoint replacement for the president and or the vice president.

**Section 7.** The secretary shall provide timely written notification of all meetings of the chapter and of the board of directors and shall maintain a record of all proceedings. The secretary also shall carry out these duties: maintain the membership records, prepare such correspondence as might be required, maintain the chapter's correspondence files, and safeguard all important records, documents, and valuable equipment belonging to the chapter. 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 chapter, collect the members' annual dues, make such disbursements as are authorized by the chapter 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 the annual meeting or when called upon by the president. Funds may be drawn from the account in the financial institution only upon the signature of the treasurer or his/her alternate. 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. An audit of the books shall be accomplished at least every two years or at the time a treasurer is replaced. The results shall be presented to the board of directors and to the membership after review by the board.

## ARTICLE XI – COMMITTEES & CHAIR POSITIONS

**Section 1.** The president and directors, subject to the approval of the board of directors, shall annually appoint standing and special committees and chair positions such as might be required by the bylaws or might be advisable. Such persons appointed shall have voice and vote at any board of directors meeting.

**Section 2** At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee of three regular members, not currently holding elective office, to nominate candidates for the elective offices. The Immediate Past President, if available will chair the committee. The Chapter Affairs Chairman will have the responsibility to ensure the committee is established. The committee shall notify the secretary in writing (or email), at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall forward proposed slate to the newsletter editor to be listed in the chapter's newsletter.

**ARTICLE XII – AMENDMENTS**

The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the board of directors at any board meeting except for article IX OFFICERS. Changes to article IX requires a majority vote of the membership at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been received by mail or email to each member qualified to vote to be received at least 15 days before the meeting.

**ARTICLE XIII–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 organizational (or annual or regular or special) meeting of the Chapter at on

April 8, 2020\_\_\_\_\_

Michael D. Golden

Name

Captain. USAF

Rank/Grade and Service

\_\_\_\_\_  
President's Signature

Judy Bohler

Name

Associate Member, USN

Rank/Grade and Service

\_\_\_\_\_  
Secretary's Signature

Amendment 1 April 8, 2020

**Article VII - Meetings.**

2<sup>nd</sup> sentence change to read: Notice of the meetings shall be mailed....in advance.

3<sup>rd</sup> sentence change to read: A follow-up notice seven days before the meetings will....as a reminder

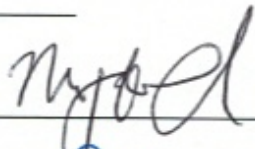
**Article IV – Membership.**


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Renumber remainder of Article IV, Membership.

Date April 8, 2020

Mike Horsefield Capt. USN, President 

Bill Broome LCDR USCG, Secretary 



Amendment 2 February 1, 2021

**Article IV – Membership-** Added Space Force

**Article V – Communications -** New article.

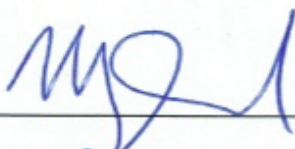
**Article VI – Voting -** Clarified voting eligibility

**Article VIII – Meetings -** Removed information that is covered by Communications article.

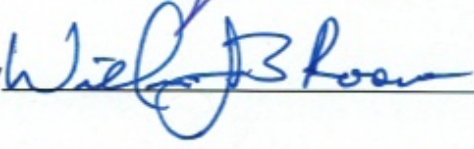
**Article XI – Committee and Chair Positions –** Revised notification procedures for persons nominated to hold office.

**Renumber Articles as needed.**

**Mike Horsefield Capt. USN, President** \_\_\_\_\_



**Bill Broome LCDR USCG, Secretary** \_\_\_\_\_



**Date** \_\_\_\_\_

*2/2/2021*