

BYLAWS OF THE GENESSEE VALLEY CHAPTER MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE I
NAME The name of this organization shall be **GENESEE VALLEY**
CHAPTER OF THE MILITARY OFFICERS ASSOCIATION OF AMERICA.

ARTICLE II
PURPOSES The purposes of this organization shall be:

- To stimulate love of our country, the United States flag, and the value of service to our country.
- To defend the honor, integrity, and supremacy of the Constitution of the United States.
- To advocate for military forces adequate to the defense of our country.
- To foster fraternal relations between all branches of the various uniformed services from which our members are drawn.
- To aid active, former, and retired personnel of the various uniformed services, as well as their dependents and survivors,
- To advocate for member's rights and interests when matters pertaining to the services are under consideration by any branch or level of government
- To strive to set an honorable example of public service and engagement for the greater good of our nation and our fellow citizens.
- To be especially mindful of the needs of veterans and to provide assistance within the limitation of our resources
- To promote the aims of the Military Officers Association of America.

ARTICLE III
STATUS Section 1. This organization shall be a nonprofit organization, operated exclusively for the purpose specified in Article II above and as chartered on May 26, 1961.

Section 2. Officers and other directors shall not receive any stated compensation for their services, but the Board of Directors may, by-majority vote, authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Nothing herein shall constitute members of the organization as partners for any purpose. No member, officer or agent of this organization 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/her acts or failure to act under these bylaws, excepting only acts or omissions to act out of his/her willful malfeasance.

Section 4. The organization 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. Purchase of items for members such as membership pins, awards, plaques of recognition and name badges for **Life Members** or the Board of Directors will not be considered as distribution of funds to individuals.

Section 5. In the event of dissolution of this organization, 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 this organization, such organization to be designated by a majority vote of the Board of Directors.

Section 6. The Chapter will operate on a Fiscal Year basis. The Fiscal Year will run from July 1 to June 30 of each year.

ARTICLE IV MEMBERSHIP

Section 1. The membership of the organization shall be composed of:

- (a) Men and women who are or have been commissioned and warrant officers of the seven United States uniformed services (Army, Navy, Marine Corps, Air Force, Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service), and the reserve and other components of these services, and
- (b) Widows and widowers of any above, whether or not the deceased spouse was a member him or herself, are eligible for membership.

Section 2. National MOAA membership is now defined in three categories: Basic, Premium and Life. For Chapter Bylaw simplification those categories of National MOAA membership will be classified as "Regular members".

Section 3. Subject to the provisions of Section 1 above, membership shall be of two classes, viz

(a) **Regular members:**

- (1) Officers who are on retired lists. (Pay status or not)
- (2) Officers who are not retired.
- (3) Officers who were separated under conditions acceptable to the Board of Directors.

(b) **Surviving Spouses:** Widows and widowers of any deceased members, or of any individual eligible for membership as specified in Section 1, are eligible for membership. Surviving Spouse members shall have all the same rights and responsibilities as Regular members.

Section 4. **Basic membership** in the chapter will be extended to 3rd and 4th year ROTC students attending an accredited four-year college or university who upon graduation and completion of the ROTC program will become commissioned officers in one of the military services of the United States. Chapter basic membership will also be extended to active duty members age 35 and under. No Chapter dues will be assessed to basic members.

Section 5. The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the retired officer community or the chapter. Normally, an individual eligible for regular or Surviving Spouse membership is not eligible for honorary membership. However, if the individual holds an elective or appointive office in the national, state, or local level, he/she may be extended honorary membership during his/her tenure of office. The Board of Directors may also grant honorary membership to certain foreign officers, and past chapter presidents who have moved out of the area. Honorary membership shall not convey any voting rights, and the payment of dues shall be at the discretion of the Board of Directors.

Section 6. Applications for regular and Surviving Spouse membership shall be submitted to the Membership Chairperson, who will forward the information in an expeditious manner to the Secretary and the Treasurer. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by regular and Surviving Spouse members. The Board of Directors shall be empowered to accept or reject any applications or recommendations for membership.

Section 7. Any member may be dropped for good and sufficient cause by the Board of Directors after he/she has been given an opportunity to be heard.

Section 8. Regular members, as well as Surviving Spouse members, holding elected positions are required to hold membership in the National MOAA. Surviving Spouse members not holding elected positions are encouraged to hold National Surviving Spouse Membership.

Section 9. Regular and Surviving Spouse members shall be entitled to vote on any matter submitted to the membership for vote. Proxy voting shall not be permitted.

**ARTICLE V
DUES**

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at a membership meeting, after receiving the recommendation of the Board of Directors.

Section 2. The annual dues for a calendar year shall become due on January 1st of that year. Dues shall be paid directly to the Treasurer.

Section 3. Members who fail to pay their dues by March 1st will be notified by the Treasurer in writing. If payment is still not received, every effort will be made by the Treasurer and members of the Board of Directors to contact the member and collect payment. If payment is not forthcoming within a time period to be determined by the Board of Directors, the individual will be notified and dropped from the membership roll, and will thereupon forfeit all rights and privileges of membership.

Section 4. At the direction of the President, and concurrence with the Board of Directors, dues may be waived for a member due to medical, financial or other extenuating circumstances.

Section 5. Members may choose to become LIFE MEMBERS of the Genesee Valley Chapter by making one payment to the Treasurer. The payment amounts will be determined by the Board of Directors and published in the December Newsletter annually.

Section 6. Surviving Spouse members whose deceased spouse was either a Life Member of National MOAA or Genesee Valley Chapter will be entitled to Life Membership in the Chapter.

**ARTICLE VI
MEETINGS**

Section 1. There shall be an annual meeting of the organization during the month of May or June for the receipt of annual reports, the transaction of other business and, on odd numbered years, the election and installation of officers. Notice of such meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least 20 (twenty) days before the time appointed for the meeting.

Section 2. Regular meetings of the organization shall be held at least six times per year, unless otherwise decided by the Board of Directors. Notice of the time and place shall be mailed to each member at his/her last recorded address at least 15 (fifteen) days in advance of each meeting

Section 3. Special meetings of the organization may be called by the President, or upon the written request to the Secretary from 10 (ten) percent of the membership. Notice of any special meeting shall be mailed to each member at their last recorded address at least 15 (fifteen) days in advance, with a statement of time and place and information as to the subject(s) to be considered.

Section 4. Members present at any meeting of the organization shall constitute a quorum after due written notice.

Section 5. The rules contained in the current edition of "Robert's 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 organization may adopt.

**ARTICLE VII
BOARD OF
DIRECTORS**

Section 1. The Board of Directors shall be composed of the President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer, Immediate Past President, other past presidents who wish to participate, 1 (one) Surviving Spouse member, 1 (one) member from the chapter membership at large, and the Legislative Officer, all with equal voting rights.

Section 2. The GVC Spouses Club Representative will be a non-voting member of the board. Other members serving as Survivor Assistance Officer, Personal Affairs Officer and Committee Chairs appointed by the president may be asked to attend as non-voting members. All board elected officers with the exception of the GVC Spouses Club Representative and the elected Surviving Spouse member will be members of National MOAA.

Section 3. The Board of Directors shall have supervision, control, and direction of the affairs of the organization, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes, and shall have discretion in the disbursements 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.

Section 4. The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. Such matters shall be decided by a majority vote of the membership present at any meeting of the Chapter.

Section 5. Except that the Board of Directors shall meet at least 6 (six) times a year, it shall meet upon call of the President at such times and places as he/she may designate, and shall be called to meet upon demand of (3) three of its members. Notice of all meetings of the Board of Directors shall be sent by the President or his designee to each member of the Board of Directors by mail *or email* at least 10 (ten) days in advance of the meeting.

Section 6. A majority of the entire Board of Directors shall constitute a quorum of any meeting of the board.

Section 7. Each member of the Board of Directors shall be entitled to one vote. Proxy voting will not be permitted.

Section 8. In the event an issue shall arise requiring a vote of the Board of Directors, and it is not feasible to convene a meeting, nor wait for the next scheduled Board of Directors meeting, at the discretion of the president, a vote via electronic means may be authorized.

ARTICLE VIII OFFICERS

Section 1. Any Regular or Surviving Spouse member in good standing shall be eligible for elective office. The elective positions for the organization will be President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary and Treasurer. The membership will also elect 1 (one) Surviving Spouse member and 1 (one) member from the chapter membership at large to serve on the board as voting members.

Section 2. The elective officers and Directors shall be elected biennially at the annual meeting. The Nominating Committee will present the slate of candidates to the membership. Nominations will be accepted from the floor during the election. If there are no nominations from the floor, the President will instruct the Secretary to cast one vote for the entire slate of officers and Board members. If any office has a candidate nominated from the floor, election for that office shall be by ballot, and a majority of votes cast shall

elect. All nominees or their chosen representatives will be given the opportunity to speak at the election prior to the taking of the vote. Each elective officer and director shall take office at the first regular or special meeting following his/her election and shall serve for a term of two years and until his/her successor is duly elected and installed. Elections will be held in odd numbered years.

Section 3. Normally, a member shall not serve more than one term as president, however, this provision shall be waived if there are no volunteers to assume the office and the member agrees and the Board of Directors concur in having the member serve another term.

Section 4. A vacancy in the office of President shall be filled automatically by the First Vice President. A vacancy in the office of any other elective officer shall be filled as the Board of Directors may decide.

Section 5. The **President** shall be the principal elective officer of the organization, shall preside at meetings of the organization and the Board of Directors, 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 other times as he/she may deem proper, communicate to the organization or to the Board of Directors such information or such proposals as would in his/her opinion tend to promote the welfare and increase the usefulness of the organization. Further, the President shall perform such other duties as are necessarily incident to the office.

Section 6. In the event of the President's temporary disability or absence, the 1st Vice President shall perform the duties of the President. In the event of the temporary disability or absence of both the President and 1st Vice President, the 2nd Vice President shall perform the duties of the President. The Vice Presidents shall perform such other duties as the President may assign.

Section 7. The **Secretary** shall give notice of and attend, or designate an attending officer, all meetings of the organization and shall keep a record of all proceedings. The Secretary shall also keep a record of all proceedings of the Board of Directors. The Secretary shall maintain the organization's correspondence files, and shall provide safekeeping for all important documents and records belonging to the organization. The Secretary shall perform such other duties as are commensurate with the office or as may be assigned by the President.

Section 8. The President will appoint an existing Board member to be the **Membership Director**. The Membership Director, will maintain the Chapter's membership records. He will coordinate with MOAA National, on an ongoing basis, to maintain a mutually agreeable listing of Chapter members. He will periodically provide an updated listing to the Board members. In addition to names and addresses, the listing will include MOAA membership type (Life, Annual Paid, Non-member, etc.).

Section 9. **Treasurer:**

- (a) The Treasurer will collect annual dues and maintain a record of all sums received and expended for the use of the organization.
- (b) The Treasurer will annually prepare a budget to be presented to the Board of Directors at the first their first meeting of the fiscal year.
- (c) The Treasurer will make disbursements either authorized by the approved budget or approved by Board of on behalf of the chapter and present a statement of all income, expenses since the last Board Meeting and balances of all accounts balanced to the bank statements at each Board meeting .
- (d) All sums received shall be deposited in a financial institution approved by the Board of Directors. Funds may be drawn therefrom only upon the signature of the Treasurer or in his/her absence, the President.
- (e) The Treasurer shall make a report at the annual meeting or when called upon by the President. The funds, books, vouchers in the Treasurer's hands shall at all times be subject to inspection and verification by the Board of Directors.

**ARTICLE IX
COMMITTEES**

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint such standing and special committees as may be required by the bylaws or as may be deemed advisable. In the event non-board members are elected for the chair of a standing committee, the President will submit their names for approval as Board members by the membership at the next meeting following their appointment.

Section 2. The standing committees of the organization shall include Membership, Program, Legislative and Personal Affairs.

Section 3. At least 60 (sixty) days prior to the annual meeting, the President shall appoint a Nominating Committee consisting of five members as defined below to nominate candidates for the elective positions of the organization. The committee shall consist of at least three past or present Members of the Board of Directors and at least one member of the chapter membership at large. The Chair of the Nominating Committee will be designated by the President. The committee shall notify the Secretary, in writing, at least 30 (thirty) days before the date of the annual meeting, of the names of the candidates it proposes. The Secretary shall mail a copy of the candidates

proposed to the last recorded address of each member at least 20 days before the annual meeting.

ARTICLE X These Bylaws may be amended, repealed, or altered, in whole or in **AMENDMENTS** part, through the following procedure:

- (a) Amendment changes may be submitted by any member of the organization in writing to the Board of Directors for approval.
- (b) Upon approval of the Board of Directors, the proposed change(s) will be published in the Newsletter and mailed or emailed to the membership at least 15 days prior to the meeting at which the membership will vote on the changes.
- (c) Changes must be approved by a two-thirds vote of the members attending a duly authorized meeting.

ARTICLE XI All communications referred to in these bylaws by the words **COMMUNICATIONS** "mail" or "mailed" may now be accomplished by mail, email or published in the newsletter and sent either by mail or email, whichever is most appropriate for the type of communication.

ARTICLE XII The American flag shall be displayed and honored at all meetings of **FLAG** this organization.

Amended: March 10, 2013
October 26, 2014
October 25, 2020



Authenticated: CAPT Nancy Swanson. USN Retired
Secretary
Date:



COL Timothy Vaughan, USAF Retired
President
Date: