

BYLAWS

Military Officers Association of America SENCLAND Chapter

Article 1 – Name

Section 1. The name of this organization shall be the Military Officers Association of America SENCLAND Chapter , hereinafter referred to as "the Chapter" in this document.

Section 2. The Chapter may also be referred to as "SENCLAND Chapter of MOAA".

Article II – Purposes

The purposes of this Chapter shall be to promote the purposes and objectives of The Military Officers Association of America (MOAA). The Chapter's goals and mission are to; encourage and facilitate camaraderie among retired, active, and former officers of the uniformed services and their Reserve Components; to protect the rights, benefits and interests of active duty, former, retired, and Reserve Component personnel of the Uniformed Services and their dependents and survivors; to promote useful services for members and their dependents and survivors and to serve the community and the nation as concerned citizens.

Article III – Status

Section 1. The Chapter shall be a nonprofit Corporation organized under the provision of Internal Revenue Code section 501(c)(19) to engage in any lawful activity or activities exclusively for the purposes specified in Article II above, for which Corporation is organized under Chapter 55A of the North Carolina General Statutes

Section 2. The Chapter shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall become the entitlement of, or be distributed to members, except as reimbursement authorized by Article IX.

Section 3. 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 two classes, Regular and Honorary.

Section 2. Regular membership of the Chapter shall be composed of men and women who are serving or have served honorably on active duty or in a Reserve Component as a commissioned or warrant officer in one of the seven uniformed services (Marine Corps, Army, Navy, Air Force, Coast Guard, National Oceanic and Atmospheric Administration, or Public Health Service) as well as surviving spouses of any deceased individuals who would, if living, be eligible for membership.

Section 3. The Board of Directors may award non-voting honorary membership to any individual in recognition of their exceptional services to this organization, the community or to the nation. Recommendations for honorary membership may be submitted by regular members thru the president to the Board of Directors. Normally, an individual eligible for regular membership is not eligible for honorary membership. The Membership Chair will present a list of Honorary Members to the Board of Directors for review and re-certification as Honorary Members once each year. In accordance with the provisions in Internal Revenue Code section 501(c)(19), the number of honorary members should not exceed 2.5 percent of the total membership.

Section 4. Applications for Regular membership shall be submitted in writing to the Chapter President or the Membership Chair. The Chapter President or the Membership Chair shall be empowered to accept or reject any application for Regular membership.

Section 5. 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 6. All Regular Chapter members will be encouraged to hold and maintain membership in the national Military Officers Association of America (MOAA). Chapter officers and Directors are required to maintain such membership.

Section 7. Conflict of interest – A conflict of interest occurs when an entity or an individual becomes unreliable because of a clash between personal (or self-serving) interest and professional duties or responsibilities. Such a conflict occurs when a company or person has a vested interest such as money, status, knowledge, relationships, or reputation which puts into question whether their actions, judgment, and/or decision making can be unbiased. When such a situation arises, the chapter president will ask the party to remove/excuse themselves. Conflict of interest is applicable to all Chapter members

Article V – Meetings

Section 1. There shall be an annual business meeting of the Chapter during the month of November for the receipt of reports, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be in a Chapter newsletter or provided to members by electronic means at least fifteen days in advance.

Section 2. Regular meetings of the Chapter shall be held each month (normally on the first Tuesday) except in July and August unless otherwise decided by the Board of Directors. Notice of each meeting, location and time shall be in a Chapter newsletter or provided by electronic means to members at least fifteen days in advance.

Section 3. The American Flag shall be displayed at all Chapter meetings.

Article VI – Voting

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote of those in attendance at the meeting. Forty or more members present at any meeting of the Chapter shall constitute a quorum.

Section 2. Only Regular members whose membership dues are current shall be entitled to vote.

Section 3. Proxy votes shall not be permitted at any meeting of the Chapter.

Article VII – Chapter Dues

Section 1. The amount of annual dues for each member shall be determined by the Board of Directors.

Section 2. The President or Membership Chair shall have the authority to waive an individual's dues for the year in special situations (recruiting programs, extended illness, death of spouse, etc.).

Section 3. Annual dues are waived for members 90 years of age and older.

Section 4. The annual dues for the calendar year shall become due on the first day of January of that year.

Section 5. The Chapter President or Membership Chair may, without further notice and without hearing, drop any member from the roll for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership. Any member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of dues for the current year.

Article VIII – Elections

Section 1. At least 60 days before the biennial election meeting, the Board of Directors shall appoint a nominating committee of five members not currently holding elective office to nominate candidates for the elective offices. The Nominating Committee shall notify the Board at least 30 days before the biennial election meeting in November of its proposed slate of Officers and Service Directors for the next calendar

year. This slate of Officers will be provided to the membership by USPS or electronic means at least 15 days prior to the annual meeting.

Section 2. Election of Offices and Service Directors will take place at the Chapter's biennial election meeting in November.

Article- IX – Board of Directors

Section 1. The Board of Directors shall be composed of the elected Chapter Officers (President, 1st, 2nd and 3rd Vice Presidents), elected Directors from each of the uniformed services, the appointed Secretary and Treasurer, the immediate past President and the appointed chairpersons of standing and special committees.

Section 2. The elected Officers or Directors shall be elected biennially by the membership at the annual business meeting in November. Elected Officers and Directors will be installed and assume their duties and responsibilities at the first regular meeting in January following the election and shall serve for a term of two years.

Section 3. Members of the Board 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 4. The Chapter agrees to indemnify, defend and hold harmless the Board members, its officers and directors from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Chapter, arising out of or related to the Chapter's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. The Chapter may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

Section 5. The Board of Directors 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 execute its purposes and shall have discretion in the disbursement of its funds within the authorities established in Article X of these Bylaws. 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 6. The Board of Directors shall meet upon the call of the President at such times and places he or she may designate and may also be called to meet upon demand of a majority of its members. Notice of each meeting of the Board of Directors shall be communicated to each member of the Board at least ten days in advance.

Section 7. A simple majority of the Board of Directors shall constitute a quorum at any meeting.

Section 8. All questions coming before the Board of Directors 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.

Section 9. Board approvals required outside of scheduled meetings may be accomplished by telephone or electronic means.

Section 10. Roberts Rules of Order will serve as a reference for all Chapter Board meetings.

Article- X– Officers

Section 1. The elected officers shall be a President, 1st Vice President, 2nd Vice President and 3rd Vice President.

Section 2. No elected Officer shall be eligible to serve more than four terms in a specific office.

Section 3. The 1st Vice President shall fill a vacancy in the office of President automatically. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 4. 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. Further, the President shall perform other such duties as are necessarily incident to the office of the President.

Section 5. In the event of the President's temporary disability or absence, the Vice Presidents (in their numerical order) shall be responsible for performing the duties of the President. The Vice Presidents shall perform other duties such as the President might assign.

Section 6. The Secretary, Treasurer and Committee Chairs are appointed to serve coincident with each President's term. New appointments and reappointments will be made by each President and confirmed by the elected members on the Board of Directors.

Section 7. The Secretary shall insure timely notification of all meetings of the Chapter and of the Board of Directors and shall maintain a record of all proceedings. The Secretary shall also carry out these duties; prepare such correspondence as might be required, maintain the Chapter's correspondence files, and safeguard all important records, documents and files 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 the President.

Section 8. The Treasurer shall prepare and submit a proposed annual budget for the next calendar year to the Board of Directors prior to the annual business meeting in November. The Treasurer shall also 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, Assistant Treasurer or the President. The funds, books and vouchers shall at all times be subject to inspection and verification by the Board of Directors.

Section 9. The President or acting President may authorize the disbursement of funds up to the amount of \$200 without obtaining approval by the Board of Directors. Disbursements in excess of this provision must be approved by the Board of Directors.

Section 10. The Chair or Chairs of Outreach / Scholarship programs may authorize the disbursement of funds for any purpose up to \$500 within the scope of their program's annual budget. Disbursements in excess of this provision must be approved by the Board of Directors.

Section 11. Payment of luncheon or picnic expenses are not subject to the limitations of Sections 9 or 10 because payments of these expenses are collected at the time of the event from the attendees.

Section 12: The authority to approve contracts for the Chapter is limited to the President and, in the President's absence, the 1st Vice President. The authorization may be accomplished by telephone or electronic means.

Section 13. Should an elected officer position be vacated during the two year term for whatever reason, the President shall nominate an individual to the Board of Directors to fill that position as the "interim" officer until the next annual business meeting.

Article XI – Committees

Section 1. The President shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable for the conduct of Chapter business. The spouses of members may also be appointed to serve as Committee Chairs or Committee members.

Section 2. The standing committees of the Chapter shall include:
Legislative

Membership & Recruiting
Programs
Special Events
Outreach
Scholarship
Leadership Awards
Public Affairs
Webmaster
Newsletter
E-mail Point of Contact (POC)
Chaplain
Surviving Spouse Liaison
Benefits & Resource Support
Social

These committees may be combined after review and approval by the Board of Directors.

Section 3. When there is a change in the positions of Chapter President or Treasurer, the Board will appoint an Audit Committee of three Chapter members to review the financial statements and report their finding to the Board.

Article XII- Amendments

The bylaws may be amended, repealed or altered in whole or in part by a simple majority vote of the membership in attendance at any duly organized meeting of the Chapter. A copy of any amendment proposed for consideration will be provided by USPS or electronic means to each member qualified to vote at least 15 days before the meeting.

This is to certify that these bylaws were approved and adopted at a meeting of the Military Officers Association of America SENCLAND Chapter on 5 November 2019 and 3 December 2019.

James T. Carper
BGEN, USA (Retired)
SENCLAND Chapter of MOAA President
4 December 2020

Robert D. Doleman
Major, USA (Retired)
SENCLAND Chapter of MOAA Secretary
4 December 2020

*A signed original copy of these Bylaws is maintained on-file by the Chapter Secretary.
These Bylaws replace and supersede the Bylaws of the Military Officers Association of America
SENCLAND Chapter, dated 5 April 2016, 6 November 2018 and 3 December 2019.*