

**BYLAWS**  
**of the**  
**MOUNT VERNON CHAPTER of the**  
**MILITARY OFFICERS ASSOCIATION OF AMERICA**  
*(Modification #10 – November 2014)*

***Article I – Name***

*Section 1.* The name of this organization shall be the Mount Vernon Chapter of the Military Officers Association of America (MVC/MOAA). Military Officers Association of America was formerly known as The Retired Officers Association (TROA). The name change became effective January 1, 2003. It was approved by the Chapter membership on April 16, 2003

***Article II – Purposes***

*Section 1.* The purposes of this organization shall be:

To promote the aims of the Military Officers Association of America as stated in the preamble to the Bylaws of that Association.

To encourage and facilitate camaraderie among retired, active, and former officers of the uniformed services.

To provide useful services for, and to protect the interests of, members and their dependents and survivors.

To serve the nation, community and the members,

***Article III – Status***

*Section 1.* This organization shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

*Section 2.* Officers and other directors shall not receive any stated compensation for their services, but the board of directors may, by resolution, 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 arising out of his/her willful misfeasance.

*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.

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

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### ***Article IV – Membership and Voting Rights***

*Section 1.* The membership of this organization shall be composed of (a) men and women who are or have been commissioned and warrant officers of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, 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 deceased individuals who would, if living, be eligible for membership.

*Section 2.* Subject to the provisions of section 1 above, membership shall be of two classes, viz:

(a) Regular Members

(1) Officers who are on the retired lists, whether drawing retired pay or not.

(2) Officers who are not retired.

(3) Former officers who were separated under conditions acceptable to the board of directors.

(b) Auxiliary Members: Widows and widowers of any deceased individuals who would, if living, be eligible for membership.

*Section 3.* 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 auxiliary membership is not eligible for honorary membership. However, if he/she holds an elective or appointive office at 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. Honorary membership shall not convey any voting rights and shall not entail any requirement for the payment of dues.

*Section 4.* Applications for regular and auxiliary membership shall be submitted in writing or via the chapter website to the board of directors. Recommendations for honorary membership shall be submitted in writing to the board of directors by regular or auxiliary members. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

*Section 5.* 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 6.* Regular members are required to hold and maintain membership in the Military Officers Association of America. Auxiliary members are also encouraged to hold and maintain such membership.

*Section 7.* Regular and Auxiliary 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 the annual meeting, after receiving the board of directors' recommendation in the matter.

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

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*Section 3.* Members who fail to pay their dues within 60 days from the time they become due shall be notified by the secretary and, if payment is not made within the next succeeding 30 days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

### ***Article VI – Meetings***

*Section 1.* There shall be an annual meeting of the organization during the month of November for the election of officers and directors, the determination of annual dues, the receipt of annual reports, and the transaction of other business. Notice of such meeting, signed by the secretary, shall either (1) published in the October and November issue of *The Despatch*, (2) emailed to those with a valid email address, or (3) mailed to the last recorded address of those members without a valid email address at least 20 days before the time appointed for the meeting..

*Section 2.* Regular meetings of the organization shall be held monthly unless otherwise decided by the board of directors. Notice of time and place shall be mailed and/or emailed to each member at his last recorded address at least 15 days in advance of each meeting. However, regular meetings may be scheduled in advance at a stated time and place, published in *The Despatch*, with notice required only in the event of change, should the board of directors determine it expedient.

*Section 3.* Special meetings of the organization may be called by the President at anytime. Notice of any special meeting shall be emailed or for those without email, mailed to each member at their last recorded address at least 15 days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

*Section 4.* A quorum for voting at any duly organized meeting of the organization shall consist of those members in attendance.

*Section 5.* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* 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 elective officers (president, first and second vice presidents, secretary, and treasurer), six elective directors, and the immediate past president.

*Section 2.* Three elective directors shall be elected annually by the membership at the annual meeting. Each elective director shall take office at the first regular or special meeting in the calendar year following his/her election and shall serve for a term of two years. In the event of a vacancy, the board of directors shall be authorized to appoint a director to complete the unexpired term.

*Section 3.* The board of directors shall have supervision, control, and direction of all 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

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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 be authorized to adopt resolutions or to establish positions in the name of the organization.

*Section 5.* The board shall meet 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 all meetings of the board of directors shall be sent by mail and/or email to each member of the board at his/her last recorded address at least ten (10) days in advance of the meetings. However, regular meetings may be scheduled in advance at a stated time and place, with notice required only in the event of change should the board of directors determine it expedient.

*Section 6.* A majority of the entire shall constitute a quorum at any meeting of the board.

*Section 7.* Each member of the board shall be entitled to one vote. Proxy voting shall not be permitted.

### ***Article VIII – Officers***

*Section 1.* The elective officers shall be a president, a first vice president, a second vice president, a secretary, and a treasurer, each of whom shall be a member of the organization. To be eligible and to retain an elective office an auxiliary member shall hold and maintain membership in the Military Officers Association of America.

*Section 2.* The elective officers shall be elected annually by the membership at the annual meeting. Each elective officer shall take office at the first regular or special meeting in the calendar year following his/her election and shall serve for a term of one year and until his/her successor is duly elected and installed.

*Section 3.* No member shall be eligible to serve more than two consecutive terms as president.

*Section 4.* 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 board of directors may determine appropriate.

*Section 5.* The president shall be the principal elective officer of the organization, shall preside at meetings of the organization and of the board of directors, and shall be a member ex officio, with right to vote, of all committees except the nominating committee. He/she 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, he/she 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 first vice president shall perform the duties of the president. In the event of the temporary disability or absence of both the president and the first vice president, the second 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 all required notices of and attend all meetings of the organization and shall keep a record of all proceedings. He/she shall also keep a record of all proceedings of the board of directors. He/she shall maintain the membership records and shall,

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with the treasurer, collect the annual dues. He/she shall maintain the organization's correspondence files and shall provide safekeeping for all important documents and records belonging to the organization. He/she shall perform such other duties as are commensurate with his/her office or as may be assigned to him/her by the board of directors or the president.

*Section 8.* The treasurer shall:

- a. Maintain a record of all sums received and expended for the use of the organization and shall make disbursements authorized by the organization or the board of directors and approved by the president.
- b. Deposit all sums received in an account with a financial institution approved by the board of directors. Funds may be deposited or withdrawn only upon the signature of the treasurer, except that in the absence or unavailability of the treasurer to perform this duty, an individual designated by the president may be authorized to make deposits or sign checks for payment of just obligations of the organization.
- c. Prepare and maintain current signature documents for authorized deposit, transfer and withdrawal of funds.
- d. Submit a proposed expenditure not included in the budget, or one which in the judgment of the Treasurer needs confirmation as a proper disbursement, to the board of directors for resolution.
- e. Maintain and preserve the financial records and accounts in a status ready for inspection or audit.
- f. Make a report to the board of directors prior to the end of March each year for all activities for the prior year. The board-approved report shall be distributed by board approved means to the last recorded mail or email address of each member within thirty (30) days of the board approval.

## ***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 he/she may find advisable.

*Section 2.* The standing committees of the organization shall include a membership committee, a program committee, a legislative committee, and a personal affairs committee.

*Section 3.* At least sixty (60) days before the annual meeting, the board of directors shall appoint a nominating committee, chaired by the Immediate Past President, of five (5) members, at least three (3) of the members shall be regular members, to nominate candidates for the elective offices. The committee shall notify the secretary, in writing, at least thirty (30) days before the date of the annual meeting, of the names of the candidates it proposes, and the secretary shall mail a copy thereof to the last recorded address of each member at least twenty (20) days before the annual meeting.

## ***Article X – Amendments***

*Section 1.* These bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote at any duly organized meeting of the organization, provided that a copy of any

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amendment proposed for consideration has been mailed to the last recorded address of each member at least fifteen (15) days prior to the date of the meeting.

### ***Article XI – The Flag***

*Section 1.* The American flag shall be displayed and honored at all meetings of this organization.

This is to certify that the statement of the current “Bylaws” conforms to the version originally enacted and approved by the membership on 9 June 1977, and as subsequently modified by vote of the members on:

Modification #1 on 28 September 1977

Modification #2 on 18 July 1979

Modification #3 on 12 March 1980

Modification #4 on 18 November 1987

Modification #5 on 28 November 1990

Modification #6 on 17 June 1998

Modification #7 on 22 May 2002

Modification #8 on 16 September 2009

Modification #9 on 20 October 2010

Modification #10 on 19 November 2014

Signed this – 19th Day of November, 2014

//s//

William J. Broome, LCDR, USCG (Ret)  
President

//s//

Gary Hall, CAPT, USN (Ret)  
Secretary