

## **CONSTITUTION AND BY LAWS OF THE MOZARK CHAPTER**

### **MILITARY OFFICERS ASSOCIATION OF AMERICA**

#### ARTICLE I - NAME

##### Section • 1

The name of this organization shall be the MOZARK Chapter of the Military Officers Association of America, thereafter referred to as "the Chapter." This area includes the White River Lakes of Southwest Missouri and Northwestern Arkansas and surrounding vicinity where no other chapter exists.

#### ARTICLE II - PURPOSE

##### Section • I

The purpose of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America: foster fraternal relations among retired, active, and former officers of the uniformed services and National Guard or reserve components; protect the rights and interest of active duty, retired, reserve and National Guard personnel of the uniformed services and their dependents and survivors; provide useful service for members and their dependents and survivors; and serve the community and the nation.

#### ARTICLE III - STATUS

##### Section • I

The chapter shall be a nonprofit incorporated organization, operated exclusively for the purposes specified in Article II above.

##### Section • 2

Officers, directors, and appointed officers 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 funds only to accomplish the purposes specified in Article II above.

##### 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 non-profit organization whose purposes and objection 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 three categories: Regular, Surviving Spouses and Honorary.

##### Section • 2

The regular membership of the Chapter shall comprise of men and women who are serving or have served on active duty as a commissioned officer or warrant officer in one of the seven U.S. uniformed services (Army, Navy, Marine Corp, Coast Guard, National Oceanic, Air Force and Atmospheric Administration and Public Health Service) or in one of the National Guard or Reserve Components thereof.

##### Section • 3

The Surviving Spouse membership shall comprise of widows and widowers of any deceased individual who would, if living, be eligible for membership in accordance with section 2 above.

##### Section • 4

Honorary membership is limited to certain individuals in recognition of their service or contribution to the Nation, Community, or the Chapter.

##### Section • 5

Application for Regular or Surviving Spouse Membership shall be submitted in writing to the board of directors. Recommendations for Honorary Membership shall be submitted, in writing, to the board of directors by regular or Surviving Spouse members. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership based on Qualification only. The board shall prohibit any informal rules condoning discrimination toward race, religion, age or sex. Likewise, Qualification will not be denied on the basis of rank, service affiliation or commissioning status (i.e. former officer, versus retired officer or regular officer, versus reserve or national guard officer).

##### Section • 6

The board may grant membership status to certain foreign officers deemed eligible.

##### Section • 7

Potential membership procedures are contained in Annex C

##### 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 encouraged to hold and maintain membership in The Military Officers Association of America. All Surviving Spouse members are also encouraged to acquire and maintain such membership.

#### ARTICLE V - VOTING

##### Section • 1

Except as otherwise provided in these bylaws, all Questions coming before the membership shall be decided by a majority vote at a meeting presided over by the President, 1st. Vice President.

##### Section -2

Only regular and Surviving Spouse members in good standing, 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 meeting of the chapter.

#### ARTICLE VI - DUES

##### Section • 1

The annual dues for each regular member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the board of directors' recommendations in the matter. See Annex A for dues schedule.

##### Section • 2

The annual dues for a calendar year shall become due on Jan. 1 of that year.

##### Section • 3

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

##### Section • 4

Any eligible person making application for membership prior to 1 July shall pay the full year's dues. Those applying after 1 July shall not have to pay any dues for the remaining part of the calendar year.

#### ARTICLE VII - MEETINGS

##### Section • 1

There shall be an annual meeting of the chapter during the month of April for the receipt of annual reports, the election of officers and service representatives, and the transaction of other business. At this meeting the nominating committee will present the recommended slate of officers.

Nominations from the floor will be called, then the nominations will be closed and the election held. Notice of the meeting shall be mailed to each member in accordance with the incorporated laws of Missouri of 15 days before the meeting.

## Section • 2

Regular meetings of the Chapter shall be held all months of the year, except July and August, unless otherwise decided by the board of directors. Notice of the meeting shall be mailed to all members at least one week prior to the meeting. The meetings shall normally be held on the third Saturday of the month unless circumstances dictate otherwise.

## Section • 3

Hosting of chapter meetings, see Annex C

## ARTICLE VIII - BOARD OF DIRECTORS

### Section • 1

The board of directors shall be composed of five (5) elected officers (president, 1st vice president, Secretary, and Treasurer), the immediate past president, a representative from each uniform service that has regular membership in the Mozark Chapter and a representative at large. Should a Mozark Chapter uniform service choose not to have a representative on the board of directors then that uniform service will be represented by the representative at large.

### Section • 2

The elected officers and service representative shall be elected annually by the membership at the annual meeting. The service representatives shall be elected by their service counterparts and the representative at large shall be elected by the whole membership. Each elected officer or representative shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year. The Service Representatives shall serve for a term of one year or until a successor is duly elected and installed.

### Section • 3

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 prosecute its purposes; and shall have discretion in the disbursement 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.

### Section • 5

The board shall meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members.

### Section • 6

A majority of the entire board shall constitute a Quorum at any meeting of the board.

### Section • 7

All Question coming before the board shall be decided by majority vote, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

Section • 8

It is the responsibility of each board member and officer to forward required documents of which they are responsible to the Chapter Historian for his/her record keeping.

ARTICLE IX - OFFICERS

Section • 1

The elected officers shall be a president, a 1st vice president, a secretary, and treasurer; each shall be a regular or Surviving Spouse member of the chapter.

Section • 2

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

Section • 3

A vacancy in the office of president shall be filled automatically by the 1st vice president. A vacancy in the office of 1st vice president shall automatically be filled by the Secretary, and then by the Treasurer, if needed. Vacancies in other offices shall be filled as the board of directors may decide.

Section • 4

The president shall be the chief elected office of the Chapter, shall preside at meeting of the Chapter and the board of directors, and shall be a member ex-officio, with the 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 director's information or proposals to help in achieving the purposes of the Chapter. Further, the president shall perform such duties as are necessarily incidental to the office of the president.

Section • 5

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 the president and the 1st vice president, the Secretary and then the Treasurer, if needed, shall perform the duties of the president. The Vice President shall perform other duties such as the president might perform.

Section • 6

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 shall also maintain the membership records; prepare such correspondence as might be required: maintain the Chapters 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. The secretary shall

notify the national MOAA and the Missouri Council of Chapters upon the change of officers after the annual meeting or at such time other office holders have been changed.

#### Section • 7

The treasure shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, make such disbursements as authorized by the Chapter or the board of directors, deposit all sums received in the 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 of the financial institution only upon the signature of the treasurer or president. The funds and vouchers in the custody of the treasurer shall at all times be subject to inspection and verification by the board of directors. The treasurer shall insure that the Chapter's authorized signature cards and notification of change of officers be forwarded to the bank holding the Chapter funds after the annual meeting.

#### Section • 8

Surviving Spouse members or the spouse of living members may serve in positions other than president, 1st vice president, upon approval of the board of directors.

#### Section • 9

The board of directors may delegate duties of elected directors as necessary.

### ARTICLE X - COMMITTEES

#### Section • 1

The president, subject to the approval of the board of directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

#### Section • 2

The standing committees of the Chapter shall include membership, legislative, personal affairs and chapter historian. These committees shall have two or more directors, who serve at the pleasure of the Board.

#### Section • 3

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 or appointed 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 officers and director for the next fiscal year, and the secretary shall list in the Chapter's newsletter the nominated candidates for the elected offices or mail a copy thereof to each regular member at least 15 days before the annual meeting. The nominating committee should give consideration to those currently serving in office in filling the next higher office.

### ARTICLE XI - MEMORIALS

#### Section • I

In the event of the death of a member or the spouse of a member, a memorial tribute in the amount of \$50.00 dollars shall be given.

Section • 2

The wishes of the family concerned will be followed to the extent possible when distributing funds or other displays of respect from the chapter membership.

Section • 3

The personal affairs committee shall be responsible for initiating memorial commitments.

ARTICLE XII - AMENDMENTS

Section • I

The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership in attendance at any duly organized meeting of the Chapter, provided that a copy of any amendments proposed for consideration has been mailed to each member qualified to vote at least 15 days before the meeting.

ARTICLE XIII - THE FLAG

Section • I

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

The original bylaws were certified and the foregoing was approved and adopted at the organizational meeting of the Mozark chapter, of The Retired Offices Association on Saturday, 15 March 1975.

Jesse L. Brazeal Dean Carlton

President First Vice-President

Virginia G. Lucas

Secretary

Amendments were made to the bylaws and were officially approved on 17 May 1980.

Articles, paragraphs, or sub-paragraphs were approved as changes on 19 May 1979.

Articles, paragraphs, or sub-paragraphs were approved as changes on 22 March 1980.

Articles, paragraphs or sub-paragraphs were approved as changes on January 22, 2004.

Articles, paragraphs or sub-paragraphs were approved as changes on May 15, 2010.

This is to certify that these newly written by laws were approved and adopted at the organizational meeting of May 15, 2010.

Mozark Chapter Board of Elected Officers on December 15, 2012.

Dave Porter 1st LT (Retired) USA President

Gary Scharberg COL USA (Retired) 1st Vice President

Aryl Clason CMD USN (Retired) 2nd Vice President

Secretary position vacant

Alan Catron LTC (Retired) USA Treasurer

#### ANNEX A TO ARTICLE VI

Subject: Dues Schedule

Annual dues of the organization shall be \$20.00 per regular members.

Surviving Spouses and Honorary members will be exempt from annual dues.

A change in the annual dues structure may become necessary based upon the economic situation of the Chapter. Such a change would need to be carried out as specified in Article XII, changes in constitution and by-laws.

Notification of annual dues payment will be announced in the December issue of the chapter newsletter. Individual written notification will follow when the payment is thirty days delinquent. A follow up telephone call will be initiated by the Chapter President after sixty days of nonpayment.

A member may be dropped from membership in this organization for nonpayment of dues when his/hers dues have remained unpaid for a period of ninety days.

#### ANNEX B TO ARTICLE VII

Subject: Host Meetings

The hosts are responsible for contracting with the restaurants of their choosing and for making all arrangements with the facility. Meetings may be either a luncheon or an evening dinner or function; the location should be suitable to the needs of the Chapter members and adequate for the anticipated number of attendees. The host requests the meal for the event, keeping cost within the guidelines established by the MOAA Chapter Board of Directors and appropriate for the Quality and Quantity to be served. Consideration should be given to include a facility for a social hour prior to the main meal.

The host will inform the restaurant that The Chapter is not-for-profit organization and therefore does not pay taxes. Restaurants that will not accept our tax-exempt status should not be used if possible. The restaurant should also be told that the Chapter Treasurer will provide a tax-exempt letter with a check for the entire cost at the conclusion of the day's event.

The host is also responsible for arranging for the entertainment at the event. This can consist of whatever form of entertainment the host has available in keeping with good taste and appropriate for the season. It is recommended that the host coordinate the entertainment with the Chapter President prior to confirming so as not to interfere with time needed to conduct normal Chapter business.

After all information, regarding the meeting, has been gathered, the host will inform the Chapter 1st Vice President a minimum of thirty (30) days from the meeting date on what has been arranged.



The 1st Vice President will insure the meeting information is placed in the Chapter bulletin or newsletter and that the Chapter Call Ladies obtain the name and attendance figures for the event.

The 1st Vice President will provide the host with the final figure to attend not less than 72 hours to the event. This will enable the host to finalize arrangement with the restaurant.

The 1st Vice President will give the host a list of names of those planning to attend on the day of the event. At the meeting site on the day of the event the host is responsible for setting up the American flag, laying out name tags and for collecting the meal cost from the members attending. The host should also solicit and collect dues when they are due.

The host may also purchase or provide a door prize not to exceed \$25.00 in value. A cash prize not to exceed \$25.00 may be presented in lieu of a door prize.

The host will sell tickets as a raffle for the door prize. Accountability for the raffle tickets will be kept and the proceeds will be turned over to the Chapter Treasurer along with the funds collected for the meal. A receipt for purchase price of the door prize may be submitted to the Chapter Treasurer for reimbursement.

If the host or prospective host has any Question regarding their responsibilities, they are encouraged to call the 1st Vice President or the Chapter President.

#### ANNEX C TO ARTICLE IV

Subject: Potential Membership Procedures

##### Section • 1

Details of any potential members shall be forwarded to the Membership Chairman.

##### Section • 2

The Membership Chairman shall issue a letter of welcome to the chapter and an application for membership.

##### Section • 3

The Membership Chairman shall forward details on the potential member to the newsletter editor. The editor is to issue three consecutive monthly copies of the newsletter to the potential member. If the potential member has joined before the three newsletters have been issued, their name will be added to the regular membership roster. If the potential member has not joined after the three newsletters, their name will be placed in the archives.

##### Section • 4

Details of potential members moving into the area after retirement, or relocation, are often provided by the National MOAA and these potentials will be contacted in the prescribed manner.

#### Annex D to Article IX

Subject: Chapter Historian's Responsibilities

## Section 1 – Purpose

The purpose of Annex D to Article IX is to ensure that the Chapter maintains and manages administrative records required by the Missouri's Secretary of State Law 355 which governs nonprofit corporations; to do so in an efficient and effective manner; to maintain historical records related to its financial and administrative operation; and to purge documents as part of its normal management process.

## Section 2 – Chapter Historian Duties

1. The chapter historian shall maintain the following Mozark Chapter's documents on a permanent basis or as directed by the board of directors:

- (a) Treasurer's reports to include appropriate financial statements of income and expenses
- (b) Chapter's bylaws and approved changes to bylaws
- (c) Certificate of Approval of Mozark Chapter as a Nonprofit Corporation in the State of Missouri
- (d) Current Certificate of Registration as a Nonprofit Corporation in the State of Missouri
- (e) Other documents as necessary

2. The chapter historian shall maintain the following Mozark Chapter's documents for a minimum of three (3) years or as directed by the board of directors:

- (a) Minutes of all board of directors meetings
- (b) A record of all actions taken by the board of directors and committees as authorized by chapter's bylaws
- (c) MOAAGrams
- (d) List of members with addresses
- (e) List of board of directors with addresses
- (f) Other documents as necessary

3. Annually, review all historical records and report to the board of directors a list of those records to be purged from the Chapter's Historical records. The list of documents to be purged should be submitted to the board of directors at the Chapter's September board meeting.

4. Annually review the Missouri Statutes governing required record keeping of nonprofit corporations and recommend revisions to this annex as necessary.