

BYLAWS OF The Admiral Arleigh Burke Chapter of The Military Officers Association of America

Article I-Name

Section 1. The name of this organization shall be **The Admiral Arleigh Burke Chapter of Military Officers Association of America**, hereinafter referred to as "the Chapter."

Article II-Purposes

Section 1. The purposes of the Chapter shall include:

- a. Promotion of the purposes and objectives of The Military Officers Association of America;
- b. Fostering fraternal relations among retired, active, and former officers of the uniformed services and their National Guard or reserve components;
- c. Protecting the rights and interests of active duty, retired, reserve, and National Guard personnel of the uniformed services and their dependents and survivors;
- d. Provision of useful services for members and their dependents and survivors; and
- e. Service to 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.

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. The 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 seven United States uniformed services as well as widows and widowers of any deceased individuals who would, if living, be eligible for membership. The seven uniformed services identified in the preceding sentence include the U.S. Army, U.S. Navy, U.S. Air Force, U.S. Marine Corps, U.S. Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration (including its predecessors, the Coast and Geodetic Survey and Environmental Sciences Services Administration). Additionally, ROTC / US Service Academy cadets, midshipmen or officer candidates in their junior or senior student years are eligible to become “student” members of the Chapter. Student members of the Chapter must also be members of MOAA national holding a similar category of membership. Once receiving a regular commission, these student members shall become regular members if they satisfy other requirements for the Chapter membership.

Section 2. Subject to the provisions of Section 1 above, membership shall be of five classes: regular, auxiliary, student, honorary and emeritus. Regular membership is available to United States uniformed services current officers, officers on the retired lists (whether drawing retired pay or not), and former officers who were separated under conditions acceptable to the Board of Directors. Auxiliary membership is available to widows and widowers of any deceased individuals who would have been eligible for regular membership. Student members shall be ROTC / US Service Academy cadets, midshipmen or officer candidates in their junior or senior student years who are also members of MOAA national under similar student membership requirements. Honorary membership may be extended to other individuals upon approval of the Board of Directors. Emeritus membership may be offered by the Board of Directors to any regular or auxiliary member who has been a member in good standing for at least five years and who, due to consequences beyond their control, is not able to otherwise maintain their membership.

Section 3. Applications for regular, auxiliary or student 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 and auxiliary members. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership. Emeritus membership shall be granted by the Board of Directors as described in Section 2.

Section 4. The Board of Directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard.

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.

Section 2. Only regular members in good standing and, as determined by the Board of Directors, auxiliaries in good standing present at a meeting of the Chapter shall be entitled to vote.

Section 3. No Chapter business shall be decided at any meeting with less than ten percent (10%) of the regular members in good standing or without at least three members of the Board of Directors present. The Board of Directors shall not conduct business with less than three elected Chapter officers present.

Section 4. Proxy voting shall not be permitted at any meeting of the Chapter or the Board of Directors.

Article VI-Dues

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at the annual business meeting, after receiving the Board of Directors' recommendation in the matter. Lacking a formal vote to change the current dues, the dues schedule then in effect will carry over for the following year.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year and may be considered in arrears if not paid by February 15 of the calendar year. Dues paid after November 1 shall constitute payment of dues for the next calendar year.

Section 3. The Board of Directors may, without further notice and without hearing, drop any member from the roll for continued nonpayment of dues for a period of 90

days after January 1 of the year for which due. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. 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.

Article VII-Meetings

Section 1. There shall be an annual business meeting of the Chapter during the month of November 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. Due notice of the meeting shall be provided to each member by mail or electronic means at least 10 days in advance, accompanied by a statement of the purpose for the meeting. Members who are out of the area or are otherwise unreachable by normal processes at that time are exempted from the minimum notice requirement.

Section 2. No less than four regular meetings of the Chapter, including the annual business meeting, shall be held throughout the year, at least one during each quarter, unless otherwise decided by the Board of Directors. Notice of each such meeting shall be provided by mail or electronically to each member at least 10 days in advance.

Article VIII- Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers (president, 1st vice president, 2nd vice president, secretary, and treasurer), the immediate past president, and the Chairman/Chairwoman of each of the standing committees.

Section 2. The elected officers shall be elected annually by the membership at the annual meeting. Each elected officer or director 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.

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 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.

Section 5. The Board of Directors shall meet regularly 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. Notice of any special meeting of the Board of Directors shall be made to each member of the board at least 5 days in advance.

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

Section 7. 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.

Article IX-Officers

Section 1. The elected officers shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Treasurer, each of whom shall be a regular or auxiliary member of the Chapter. A student member may be appointed a 3rd Vice President by the elected Board of Directors. This individual shall be responsible for student recruitment and to assist with ROTC liaison matters.

Section 2. The elected officers shall be elected annually by the membership at the annual business 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 one or two years or until a successor is duly elected and installed.

Section 3. No member shall be eligible to serve more than two consecutive one-year terms as President.

Section 4. A vacancy in the office of the President shall be filled automatically by the 1st vice president. A vacancy in the office of the 1st Vice President shall be filled automatically by the 2nd Vice President. Vacancies in other offices shall be filled as the Board of Directors may decide. Vacancies filled by Board of Directors decision shall be placed before the general membership for confirmation at the next regularly scheduled meeting of the organization.

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 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 2nd Vice President shall perform the duties of the president. The Vice Presidents shall perform other duties such as the President might assign.

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 shall also 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 business 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. In the absence of the Treasurer, funds may be drawn from the Chapter account upon the approval of two members of the Board of Directors. 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.

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 will normally include Chaplain, Membership, Recruiting, Programs, Personal Affairs, Legislative Liaison, Historian, Scholarships, Transportation, Communications and ROTC Liaison. Special committees may be appointed for other, shorter term programs or requirements.

Section 3. At least 60 days before the annual business meeting, the Board of Directors shall appoint a nominating committee to nominate candidates for the elective offices. The committee shall notify the secretary in writing, at least 30 days before the annual business meeting, of its proposed slate of officers for the next calendar 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 10 days before the annual business meeting.

Article XI -Amendments

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been made available to each member qualified to vote at least 10 days before the meeting. The formal reading of proposed changes to the bylaws at two consecutive monthly meetings and provision in printed format at those meetings shall be sufficient to meet this requirement.

Article XII-The Flag

Section 1. The American flag shall be displayed and honored at all meetings of the Chapter.

Article XIII – Certification

10 March 2001

This is to certify that these bylaws were approved and adopted at the regular meeting of the Chapter at Boulder, Colorado, USA on 10 March 2001 and supersede all previously adopted bylaws and amendments thereto.

8 September 2001

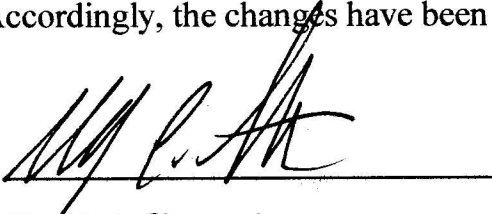
This is to certify that these bylaws were amended by a vote of the Chapter at the meeting on 8 September 2001 to change the Chapter name to The Admiral Arleigh Burke Chapter (the Chapter) of The Retired Officers Association. Accordingly, the changes have been incorporated into this document.

13 November 2010

This is to certify that these bylaws were amended by a vote of the Chapter at the meeting on 13 November 2010 to add the membership class of emeritus to Article IV, Section 2 and to update the dues section, Article VI. Section 1. Accordingly, the changes have been incorporated into this document.

14 January 2012

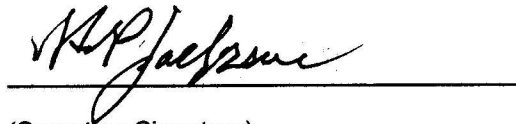
This is to certify that these bylaws were amended by a vote of the Chapter at the meeting on 14 January 2012 to add the membership class of student to Article IV, Section 1 and Section 2, and to amend Article IX, Section 1 and Article X, Section 2. Accordingly, the changes have been incorporated into this document.



(President - Signature)

Richard C. Smith

CAPT, USN (RET)



(Secretary Signature)

R. Peter Jackson

1st LT, USA (FMR)