

**BYLAWS
OF
THE TRIANGLE CHAPTER
THE MILITARY OFFICERS ASSOCIATION OF AMERICA**

ARTICLE 1 - Name

Section 1.1 The name of the corporation shall be "The Triangle Chapter, The Military Officers Association of America", hereinafter referred to as the Chapter.

Section 1.2 The bylaws of the Military Officers Association of America and any rules and regulations made pursuant thereto, not inconsistent with federal, state or local laws, shall take precedence over those of the Chapter. All provisions thereof affecting the conduct of the affairs of this Chapter shall prevail.

ARTICLE 2 - Purposes

Section 2.1 The purposes of the Chapter shall be:

1. 2.1.1 To promote the purposes and objectives of the Military Officers Association of America.
2. 2.1.2 To provide educational and social activities for Chapter members.
3. 2.1.3 To identify initiatives and changes in insurance and other benefits, educate members as to the value and impact those initiatives and changes may have and assist members in using insurance and other benefits properly.
4. 2.1.4 To encourage high school and college students to consider military service by providing scholarships and awards to outstanding cadets in Junior and Senior ROTC programs.
5. 2.1.5 To sponsor and participate in activities of a patriotic nature and those honoring the memories of deceased members of the armed forces and veterans.
6. 2.1.6 To provide assistance and care to members of the armed forces in travel status and to family members of those killed in action.
7. 2.1.7 To identify and assist disabled and/or needy members of the military services and veterans and their dependents.
8. 2.1.8 To promote and participate in community activities supporting the common good.

ARTICLE 3 - Status

Section 3.1 The Chapter shall be a nonprofit corporation incorporated under the laws of the State of North Carolina, operated exclusively for the purposes specified in Article 2 above.

Section 3.2 The Chapter fiscal (business) year shall be for twelve (12) consecutive months beginning on 1 January and ending on 31 December.

Section 3.3 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 3.4 The Chapter shall use its funds only to accomplish the purposes specified in Article 2 above, and no part of said funds shall inure or be distributed to members.

Section 3.5 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 misfeasance.

Section 3.6 In the event of dissolution of the Chapter and after the discharge of all its liabilities, the remaining assets shall be given to a non-profit 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 4 - Membership

Section 4.1 The classes of membership are: Regular members, Auxiliary members and Honorary members.

Section 4.2 The Regular membership of the Chapter shall be composed of men and women who have been or are commissioned or warrant officers of the seven uniformed services of the United States (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, the Public Health Service and the reserve and other components of these Services.

Section 4.3 The Auxiliary membership shall consist of widows or widowers of deceased members , or any deceased individual who would have been eligible for membership.

Section 4.4 Honorary membership may be conferred by the Board of Directors, for not more than one year at a time, upon any person who has rendered conspicuous service in the interest of this Chapter. Honorary members shall not be subject to the payment of dues.

Section 4.5 Honorary members shall have all the privileges of regular members except that they may not hold elective office in the Chapter, be entitled to represent the Chapter at any Council of Chapters or Military Officers Association of America meeting, or be entitled to vote at any meeting of the Chapter.

Section 4.6 Regular and auxiliary members are strongly encouraged to hold and maintain membership in The Military Officers Association of America.

Section 4.7 Applications for regular and auxiliary 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 auxiliary members. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership. If rejected for membership, the applicant will be notified in writing of the reasons for rejection.

Section 4.8 The Board of Directors may drop regular or auxiliary members for good and sufficient causes after that member has been given an opportunity to be heard.

Section 4.9 A Regular member shall be awarded the status of Life Member upon payment of a lump sum as shown below. All Chapter members in good standing, i.e. are current with their dues are eligible.

- 50 and under: \$300
- 51-55: \$275
- 56-65: \$250
- 66-70: \$225
- 71-75: \$175
- 76-80: \$150
- 81-85: \$100
- 86-90: \$ 75
- 91-95: \$ 50
- 96-99: \$ 25
- 100 and over: free

For Life Membership applicants without email addresses who wish to receive their newsletters by regular mail, there is a \$5 yearly surcharge above these fee schedule amounts. A new Chapter life member will be recognized with a distinctive nametag and mention at the dinner meeting subsequent to payment. In addition, Life Membership status would be transferred at no cost to a surviving spouse, if applicable.

Payment may be made to MOAA/Triangle Chapter at PO Box 19861, Raleigh NC 27619. Upon receipt of the payment, you will be contacted by phone or email and the membership information on file will be verified. Questions may be directed to the Chapter's Membership Chair.

Section 4.10 There shall be no discrimination in membership or participation in the affairs of the Chapter by reason of race, creed, color, national origin, sex, handicap or age.

ARTICLE 5 - Voting

Section 5.1 At any regular or special membership meeting of the Chapter, ten percent (10%) of the regular and auxiliary members, as determined by the records of the Chapter, shall constitute a quorum.

Section 5.2 A quorum for any committee of more than two persons shall be a majority of its members. For a quorum for the Board of Directors, sixty percent (60%) of the Board must be present for the meeting.

Section 5.3 Voting at the annual, Board and special meetings shall be as follows:

- 5.3.1 Each regular and auxiliary member present and in good standing in the Chapter shall have one vote on each question except for the presiding officer who shall only vote to break a tie vote, except see [article 9.3 \(below\)](#).
- 5.3.2 Voting shall be by voice unless a poll is demanded by a regular member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least one-fifth of the regular and auxiliary members present and voting, a roll call vote shall be held. The presiding officer may require that voting be by secret ballot if circumstances warrant.

Section 5.4 In urgent matters, the President shall be authorized to put questions to a vote by mail, email or by telephone.

Section 5.5 Proxy voting shall not be permitted at any meeting of the Chapter.

ARTICLE 6 - Dues and Transfers

Section 6.1 The Board of Directors shall annually determine whether adjustment to the current membership dues is appropriate. Any recommendation for adjustment of the dues shall be submitted for approval of the membership at the next annual membership meeting.

Section 6.2 The annual dues for a calendar year shall become due on 1 January of that year. The Board of Directors may reduce the amount of the dues for that year for personnel joining the Chapter after 1 July.

Section 6.3 Any member who fails to pay the annual dues within 60 days from the time they become due shall be notified of the delinquency by the Secretary or Treasurer. If the member fails to make payment within the next sixty (60) days, the Board of Directors may, without further notice and without hearing, drop the member from the roll. The member shall then forfeit all rights and privileges of membership.

Section 6.4 Any member who has been dropped for non-payment of dues may be reinstated by submitting a reapplication for membership and payment of dues for which he or she is in arrears and for the current year.

Section 6.5 Any individual who is a member in good standing of another MOAA chapter may transfer to the Chapter upon request and by payment of annual pro-rated Chapter dues.

ARTICLE 7 - Meetings

Section 7.1 There shall be an annual meeting of the membership 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 the transaction of other business. Notice of the meeting shall be mailed to each member at least twenty (20) days prior to the meeting.

Section 7.2 The dates of the annual and regular membership meetings of the Chapter shall be determined by the Board of Directors. Special meetings may be called by the President at the request of any Director and, no less than fifteen (15) days prior to the meeting, written notice of the purpose of the meeting shall be mailed to each member.

Section 7.3 The Board of Directors shall meet as required by Article 9 herein.

Section 7.4 Notices for the annual and membership meetings of the Chapter shall be mailed to the last known address of each member entitled to receive such notice at least twenty (20) days prior to meetings. The inclusion of a Notice of Meeting in an official Chapter publication mailed the required time before such meeting will be deemed to comply with the foregoing provisions.

ARTICLE 8

Order of Business and Rules of Order

Section 8.1 Unless otherwise provided by the regular members or by the presiding officer at the outset of a meeting, the following order of business shall be observed at all meetings of the membership and Board of Directors:

Invocation	Unfinished Business
Pledge of Allegiance	Elections (if applicable)
Approval of the minutes of the preceding meeting	New Business
Reports of officers	Other
Reports of committees	Adjournment

Section 8.2 Orderly parliamentary procedure shall govern all meeting. All questions of procedures not otherwise covered herein or by MOAA policy shall be determined in accordance with the most current edition of *Robert's Rules of Order Newly Revised*.

ARTICLE 9 - Board of Directors

Section 9.1 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 or most recent Past President willing and able to serve. Appointed Chairs of the committees and other appointees shall also have voting rights during the Board of Directors meetings.

Section 9.2 The Board of Directors shall meet monthly and when convened by the President; 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 Chapter 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 9.3 A quorum for the Board of Directors meeting shall consist of sixty percent (60%) of the voting members of the Board as described in 9.1 above. All questions coming before the Board shall be decided by a majority vote of the Board present, each member thereof being entitled to one vote. Proxy voting shall not be permitted.

ARTICLE 10 - Officers

Section 10.1 The elected officers shall be the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer, each of whom shall be a regular member of the Chapter and a member of The Military Officers Association of America.

Section 10.2 The elected officers shall be nominated by the Nominating Committee and elected annually by the regular membership at the annual meeting. Officers shall hold office for a term of one (1) year or until their successor is installed. Each elected officer shall take the oath and be installed at the January meeting in the calendar year following the election and shall serve for a term of one year.

Section 10.3 No president shall be eligible for election as President for more than two (2) consecutive terms of one (1) year each, provided however, that a president desiring to serve more than the aforesaid two (2) consecutive terms may continue to serve if the officer has indicated a desire and willingness to continue service and is re-elected by a margin of no less than seventy-five percent (75%) of total votes cast in an election for officers.

Section 10.4 A vacancy in the office of the President shall be filled automatically by the 1st Vice President. The 2nd Vice President shall fill a vacancy in the office of the 1st Vice President automatically. Vacancies in other elected officers shall be filled by the Board of Directors until the next annual meeting of this Chapter, and a vacancy occurring in any appointive office shall be filled by appointment of the President.

Section 10.5 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 both 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 shall assign.

Section 10.6 Upon leaving office elected and appointed officers and committee chairmen shall turn over to their successors all records, reports, communications and official documents in their possession pertaining to the affairs of the Chapter.

Section 10.7 The President shall be the Chief Executive Officer of the Chapter and shall preside at meetings of the Chapter and Board of Directors, and shall be a member ex officio with right to vote, of all committees except the Nominating and Auditing committees. In addition, the President shall:

- 10.7.1 Sign all written instruments in the name of the Chapter when authorized;
- 10.7.2 Appoint Committee chairs and members of the appointive committees and other appointed officers; and
- 10.7.3 Appoint delegates to Council of Chapters meetings.

Section 10.8 The Vice Presidents shall perform such duties as the President may assign. In the event of an absence of the President be prepared to assume the duties as shown in Article 10.5 above.

Section 10.9 The Secretary shall have custody of all corporate records (except financial records) the bylaws and the corporate seal of this Chapter and:

- 10.9.1 Attest to and affix the corporate seal to written instruments when so directed by the Board of Directors;
- 10.9.2 Keep a record of all proceedings of the Chapter and of the Board of Directors, of the attendance at Board of Directors meetings and of all matters of which a record may be deemed advisable, in books belonging to the Chapter, which records at all reasonable times shall be open to inspection by any member of the Chapter. No detailed records shall be kept relating to votes on applications for membership;
- 10.9.3 Keep an up-to-date record of all members of the Chapter, including for each member the name, address, email address if available, telephone number, name of spouse, rank, status and service;
- 10.9.4 Keep and preserve all documents, records, reports and official correspondence connected with the business of the Chapter;
- 10.9.5 Send the required notices of all Chapter and Board of Directors meetings and all lists of candidates for office to be voted upon at any election;
- 10.9.6 Make a report at such times as the President of the Board of Directors may request and;
- 10.9.7 Perform such other appropriate duties as may be assigned by the President or the Board of Directors.

Section 10.10 The Treasurer shall collect and deposit in the name of the Chapter, all monies belonging to the Chapter and:

- 10.10.1 Pay all bills legitimately incurred or contracted by the Chapter pursuant to the guidelines and policies established by the Board of Directors;
- 10.10.2 Make interim reports, including statements of receipts, disbursements, and financial condition, at such times as the President or the Board of Directors may direct and prepare an annual report as of the last day of the fiscal year of the Chapter;

- 10.10.3 Keep and preserve an accurate record of all monies received and disbursed.
- 10.10.4 Pay all annual dues to the Council of Chapters and the Wake County Veterans Council;
- 10.10.5 Cause to be prepared and filed, in a timely manner, all required federal, state, and local tax and information returns; and
- 10.10.6 Perform such duties as may be directed by the President or the Board of Directors.

ARTICLE 11 - Committees

Section 11.1 The President shall annually or as required appoint Standing and Special Committees, and other appointed officers.

Section 11.2 The Standing Committees of the Chapter shall include Membership, Legislative, Personal Affairs and Survivor Assistance, and Scholarship.

Section 11.3 At least sixty (60) days before the annual membership meeting, the President, shall appoint a Nominating Committee of three members preferably from the general membership. If this is not possible, the Nominating Committee will be comprised of Board members. The Committee shall notify the Secretary in writing, at least thirty (30) days before the annual meeting, its proposed slate of elected Officers for the next calendar year, and the Secretary shall mail a copy thereof to each regular member at least twenty (20) days before the annual meeting.

- 11.3.1 Other than interviews with potential nominees, no member of this committee shall comment upon or discuss committee business with any non-member of this committee and, other than the nominations report, no non-member of this committee shall be entitled to receive any information concerning the committee's deliberations.

ARTICLE 12 - Scholarships

Section 12.1 There shall be a Scholarship Committee consisting of a Chair and no less than two or more than three other members. The Chair shall be appointed by the President, each year prior to the month of September, who will in turn appoint two but no more than three other members to serve with the Chair during the Interview process. The Scholarship Committee shall operate in accordance with the Scholarship Fund Guidelines and Procedures.

ARTICLE 13 - Nominations and Elections

Section 13.1 Candidates for elected office to be voted upon at the membership meeting may be nominated (1) by the Nominating Committee as herein provided or (2) by petition in writing signed by at least five (5) regular members in good standing and filed with the secretary at least fifteen (15) days before the date of election.

Section 13.2 If vacancies exist in the properly formulated slate of nominees at the time of the election, they shall be filled by nominations from the floor duly made by regular members. No

regular member shall be eligible for nomination without first signifying willingness and ability to serve if elected.

Section 13.3 At any election, each regular member present and in good standing in the Chapter shall have one vote for each office to be filled. Voting shall be conducted as shown in Article 5.

ARTICLE 14 - Chapter Publications

Section 14.1 The Chapter publication shall be known as the *TriangleGram*.

Section 14.2 The Chapter web site shall be www.trianglemoaa.org.com.

ARTICLE 15 - Other

Section 15.1 As required, the President shall appoint an Auditing Committee, consisting of a Chairman and two other members. The Auditing Committee shall conduct an annual review of the Chapter's financial records and submit a report within ninety (90) days of the end of the fiscal year, or when a new Officer assumes the duties of the Treasurer. In the event that an experienced accountant is required, he may be brought in from outside of the membership, at the discretion of the Board of Directors.

Section 15.2 Any person collecting monies for any activity of the Chapter shall be prepared at all times to make a full and complete accounting of the same and shall, unless otherwise directed by the President, deliver them and an accounting to the Treasurer;

Section 15.3 No member shall contract any bills in the name of the Chapter unless previously authorized.

Section 15.4 No person shall take advantage of MOAA membership status in order to achieve personal gain or remuneration.

Section 15.5 All publications or notices of any nature issued by this Chapter shall have the prior approval of the President and/or the Board of Directors before being sent to the membership or to the public.

Section 15.6 When used in these bylaws, the words "he," "she," "his," "her," "they," shall include and mean the singular, plural, masculine, feminine, or neuter, as the case may be, and as required by the text.

ARTICLE 16 - Indemnification

Section 16.1 Any person who at the time serves or has served as a member of the Board of Directors or Officer of the Chapter shall have the right to be indemnified by the Chapter to the extent

of the assets of the Chapter and to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Chapter, seeking to hold him liable by reason of the fact that he is or was acting in such capacity and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he may have become liable in any such action, suit, or proceeding. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Chapter to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and or the reasonable amount of indemnity due him.

ARTICLE 17 - Amendments

Section 17.1 These bylaws may be amended by a two-thirds vote of the regular and auxiliary members present and voting at a regular or special Chapter meeting, provided that a quorum is present at the time the vote is taken and either (1) the proposed amendments are stated in full in the notice of the meeting at which action is to be taken thereon, or (2) an announcement of the proposed amendments was given to each member and multiple copies of the old and proposed bylaws made available to the members at two or more consecutive general membership meetings at least twenty (20) days apart (the last such meeting may be the meeting at which the vote is taken).

Section 17.2 When proposed amendments are properly presented before any meeting for consideration, they may, before final action is taken thereon, be changed by a majority vote, provided the change is germane to the subject of the amendment under consideration.

ARTICLE 18 - The Flag

Section 18.1 The flag of the United States shall be displayed and honored at all meetings of the Chapter.

ADOPTION OF BYLAWS

This is to certify that the foregoing bylaws were approved and adopted by the membership and Board of Directors at a membership meeting of The Triangle Chapter, The Military Officers Association of America at Raleigh, North Carolina on this 18th day of May, 2005.

signed
Kenneth D. Tigges
Lieutenant Colonel, USA
(Ret)
President

signed
James M. Van Strien
Lieutenant Colonel, USA
(Ret)
Secretary