

**BYLAWS**  
Of  
**THE SANDHILLS CHAPTER**  
Of the  
**MILITARY OFFICERS ASSOCIATION OF AMERICA**  
Chartered 5 June 1979

Bylaws Revised ~~18 November 2014~~ 17 November 2015



P. O. Box 4205  
Pinehurst, North Carolina 28374  
[Sandhills.moaa@gmail.com](mailto:Sandhills.moaa@gmail.com)

**BYLAWS**  
**Of**  
**The Sandhills Chapter of the Military Officers Association of America**

**ARTICLE I – Name**

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

**ARTICLE II – Purposes**

Section 1. The purposes of the Chapter shall be to:

- Promote the purposes and objectives of the Military Officers Association of America (MOAA).
- Foster fraternal relations among retired, active duty, reserve component, and former officers of America's uniformed services.
- Protect the rights and interests of members of the uniformed services and their families and survivors.
- Provide useful services for members, their families and survivors.
- Support the community and the nation.

**ARTICLE III – Status**

Section 1. The Chapter shall be a non-profit 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 failure 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 of willful malfeasance.

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 discharge of all 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 IV – Membership and Voting Rights**

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 U. S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) as well as widows and widowers of any deceased individuals who would, if living, be eligible for membership. Additionally, spouses of regular members may be auxiliary members.

Section 2. Subject to the provisions of Section 1 above, membership shall be composed of three classes:

1. 

Regular Members

  - a. Commissioned and warrant officers from all components (whether drawing retired pay or not) who are on the retired list.
  - b. Active duty and reserve component commissioned and warrant officers who are not retired.
  - c. Former commissioned and warrant officers who were separated under conditions acceptable to the Board of Directors.
2. 

Auxiliary Members

  - a. Widows or widowers of any deceased individuals who, if living, would be eligible for membership.
3. 

Honorary Membership (See Section 3 below).

Section 3. The Board of Directors may grant honorary membership to certain individuals, if not qualified under Section 2 above, in recognition of their services to the nation, the community, or the chapter and to certain foreign officers. Honorary membership shall not convey any voting rights and shall not entail any requirement to pay dues.

Section 4. Applications for regular or auxiliary membership shall be submitted in writing to the Board of Directors. Recommendations for honorary membership shall be submitted 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. The Board of Directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard. The member shall thereupon forfeit all rights and privileges of membership.

Section 6. Regular members are strongly encouraged to hold and maintain membership in the Military Officers Association of America. Auxiliary members in Section 2 (2a) are encouraged to acquire and maintain such membership.

Section 7. Regular members shall be entitled to vote on any matter submitted to the membership. Proxy voting shall not be permitted at any meeting of the Chapter.

## **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. Dues for the auxiliary members shall be no greater than one half (1/2) the amount of the regular dues. Further, if the auxiliary members form their own organizational structure, to include a treasurer, all auxiliary dues may be collected and managed by the auxiliary organization.

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

Section 3. Any member who fails to pay dues within 30 days from the due date shall be notified of delinquency by the Secretary. If payment is not made within the next 15 days, the member shall be dropped from the rolls without further notice and without hearing, and shall forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for non-payment of dues may be reinstated upon re-application for membership and payment of annual dues for the current year.

## **ARTICLE VI – Meetings**

Section 1. There shall be an annual meeting of the Chapter during the month of November for election of officers and directors, the determination of annual dues for the next calendar year, the receipt of annual reports, and the transaction of other business. The Secretary shall notify all members of such meeting at least 15 days before the time appointed for the meeting.

Section 2. Regular meetings shall be held monthly unless otherwise decided by the Board of Directors. Notice of the time and place shall be provided to each member at least 15 days in advance of such meeting.

Section 3. Special meetings may be called by the President with concurrence of the Board of Directors. Notice of any special meeting shall be provided each member at least 15 days in advance, with a statement of time and place and information as to the subjects to be considered.

Section 4. A majority of members present at any meeting shall constitute a quorum.

## **ARTICLE VII – Board of Directors**

Section 1. The Board of Directors shall be composed of seven elected officers: President; 1<sup>st</sup> Vice President; 2<sup>nd</sup> Vice President; Secretary; Secretary-elect; Treasurer; Treasurer-elect; the immediate past president; and six elected Directors.

Section 2. Three of the six elected Directors shall be elected each year by the membership at the annual meeting. Annual elections shall be by voice vote, and a majority of votes cast shall elect. Newly elected Directors shall take office at the first regular or special meeting of the calendar year following election and shall serve for a term of two years.

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 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. Such matters shall be decided by a majority vote of members present at any Chapter meeting.

Section 5. The Board of Directors shall have regular monthly meetings on the call of the President, and shall be called to meet upon demand of a majority of members. Notice of such meetings of the Board shall be provided to each Board member by the Secretary at least 15 days in advance of the meeting.

Section 6. All questions coming before the Board shall be decided by majority vote, with each Board member present being entitled to one vote. Proxy voting shall not be permitted.

## **ARTICLE VIII – Officers**

Section 1. The elected officers shall be a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a Secretary, a Secretary-elect, a Treasurer, and a Treasurer-elect each of whom shall be a member of the Chapter.

Section 2. No member shall be eligible to serve more than two consecutive one-year terms as President.

Section 3. A vacancy in the office of the President shall be filled automatically by the 1<sup>st</sup> Vice President. A vacancy in the office of the 1<sup>st</sup> Vice President will be filled

automatically by the 2<sup>nd</sup> Vice President. 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 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 other times that might be deemed proper, communicate to the Chapter or to 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 necessary incident to the office of the President.

Section 5. In the event of the President's temporary disability or absence, the 1<sup>st</sup> Vice President shall perform the duties of the President. In the event of the temporary disability or absence of both the President and 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall perform the duties of the President. The Vice Presidents shall perform other duties such as the President may assign.

Section 6. The Secretary shall give notice of and attend all meetings of the Chapter and the Board of Directors and shall maintain a record of all proceedings. The Secretary also shall maintain the membership records and correspondence files, and provide safekeeping for all documents and records of the Chapter. He/she shall perform such other duties as are commensurate with the office of the Secretary or as may be assigned by the President or the Board.

Section 7. The Secretary-elect shall perform the duties of the Secretary in the absence of the Secretary and shall serve the second year of the two-year term in the office of the Secretary.

Section 8. The Treasurer shall maintain a record of all sums received and expended for the use of the Chapter. He/she shall collect annual dues and shall make disbursements authorized by the Board of Directors and approved by the President. All sums received shall be deposited in a financial institution approved by the Board. Funds may be drawn from the account in the financial institution only upon the signature of the Treasurer or such other officer as the Board may designate. The Treasurer shall make a report at the annual meeting or when called upon by 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 Treasurer-elect shall perform the duties of the Treasurer in the absence of the Treasurer and shall serve the second year of the two-year term in the office of the Treasurer.

## **ARTICLE IX – 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, Programs, Legislative, and Personal Affairs.

Section 3. At least 60 working days before the annual meeting, the Board of Directors shall appoint a Nominating Committee of five regular members, not currently holding elective or appointive offices, to nominate candidates for elective offices. The Immediate Past President(s) (IPP) will be the chair of the committee.

## **ARTICLE X – Election of Officers and Directors**

Section 1. The Nominating Committee shall notify the Secretary at least 30 days before the annual meeting of the proposed slate of elected officer and director candidates for the next calendar year. The Secretary shall provide a copy of the nominations to the membership at least 15 days before the annual meeting.

Section 2. The new officers and directors shall be elected by the membership at the annual meeting. Each elected officer and director shall take office at the first regular or special meeting in the calendar year following election and shall serve their prescribed term and until a successor is duly elected and installed.

Section 3. The position of 1<sup>st</sup> Vice President will be elected every year. ~~The elected person will be expected to serve for two years, with the second year being as President.~~

The position of Secretary-elect will be elected every year. The elected person will be expected to serve for two years, with the second year being as Secretary.

The position of Treasurer-elect will be elected every year. The elected person will be expected to serve for two years, with the second year being as Treasurer.

## **ARTICLE XI – Amendments**

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by two-thirds vote 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 at least 15 days before the meeting.

## **ARTICLE XII – The Flag**

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

THIS IS TO CERTIFY THAT THE SANDHILLS CHAPTER BYLAWS WERE AMENDED AND APPROVED BY THE BOARD OF DIRECTORS, AND APPROVED BY THE MEMBERSHIP AT THE REGULAR CHAPTER MEETING ON NOVEMBER 18<sup>7</sup>, 2014<sup>5</sup>.

<hr/> <hr/> LTC Gary Marlar, USA, (Ret)	<hr/> <hr/> CAPT Marcia Krasicky, USN, (Ret)
President	Secretary
Sandhills Chapter, MOAA	Sandhills Chapter, MOAA