

BYLAWS OF
THE HILTON HEAD AREA CHAPTER
THE MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE I - NAME

Section 1. The name of this organization shall be The Hilton Head Area Chapter, hereinafter referred to as this Chapter.

ARTICLE II - PURPOSE

Section 1. The purposes of this Chapter shall be:

- (a) To promote the aims of The Military Officers Association of America, as stated in the preamble to the Bylaws of that Association.
- (b) To further the legislative and other objectives of The Military Officers Association of America.
- (c) To encourage and facilitate camaraderie among retired, active, and former officers of the uniformed services.
- (d) To provide useful services for, and to protect the interests of, members and their dependents and survivors.
- (e) To serve the community and the Nation.

ARTICLE III - STATUS

Section 1. This Chapter shall be a non-profit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, Directors and other appointive 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 this Chapter as partners for any purpose. No member, Officer, Director, or agent of this Chapter shall be liable for the acts or failures to act on the part of any other member, Officer, Director, or agent. Nor shall any member, Officer, Director, or agent be liable for his acts or failures to act under these Bylaws, excepting only acts or failures to act arising out of any willful misfeasance.

Section 4. This 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 this 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 this Chapter, such organization to be designated by a majority vote of the Board of Directors.

ARTICLE IV - MEMBERSHIP

Section 1. The membership of this Chapter shall be composed of (a) men and women who are or have been commissioned or 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 Services) or the reserve or other components of those services and (b) widows and widowers of any deceased individuals who would, if living, be eligible for membership.

Section 2. Subject to the provisions above, membership shall be of two classes: (a) Regular Members

(1) Officers who are retired.

(2) Officers who are on active duty.

(3) Former officers separated under honorable conditions.

(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 this 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 granted 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 or auxiliary membership shall be submitted in writing to the Secretary. 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. The Board of Directors may drop any member for good and sufficient cause, after the member 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 encouraged but not required to hold 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.

Section 2. Only members in good standing, actually present at a meeting of this Chapter, shall be entitled to vote.

Section 3. Proxy voting shall not be permitted at any meeting of this Chapter.

ARTICLE VI - DUES

Section I. The annual dues for each member, for the next calendar year, shall be determined by the membership at the annual meeting in December, 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.

Section 3. Any member who fails to pay his dues within 30 days from the time they become due shall be notified twice of the delinquency. If the member fails to make payment after the second notice the member will be dropped from the rolls.

Section 4. Members who have been dropped for nonpayment of dues may be reinstated upon reapplication for membership and full payment of the annual dues for the current year.
Section 5. Auxiliary members as defined in Article IV, Section 2(b) of these Bylaws shall not be required to pay annual dues.

ARTICLE VII – MEETINGS

Section 1. There shall be an annual meeting of this Chapter during the month of December for the 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.

Section 2. An annual program of four or more meetings, open to all, will be scheduled. A notice for each of these meetings will be sent to all members at least 15 days in advance.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of directors shall be composed of the elective Officers (as set forth in ARTICLE IX), the immediate Past President, and eight elected Directors.

Section 2. Officers and Directors shall be elected by the membership at the annual meeting. Each elected Officer and Director shall take office at the first meeting in the calendar year following election. The eight elected Directors shall consist of Surviving Spouse, Education, Legislative, Military Coalition, Personal Affairs, Public Affairs, Webmaster and Military Service Partners (MSP). In even years four Directors shall be elected for two years, and in odd years four Directors shall be elected for two years. Directors may serve for more than the initial two-year term.

Section 3. The Board of Directors shall have supervision, control, and direction of the affairs of this 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 be authorized to adopt resolutions or to establish positions in the name of this Chapter.

Section 5. The Board of Directors shall meet upon call of the President at such time and place as the President may designate.

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

Section 7. All questions coming before the Board of Directors shall be decided by majority vote, with each member of the Board of Directors actually present being entitled to one vote. Proxy voting shall not be permitted.

ARTICLE IX - 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 this Chapter.

Section 2. The elective Officers shall be elected by the membership at the annual meeting. Each elective Officer shall take office at the first meeting in the calendar year following election and shall serve for a term of two years and until a successor is duly elected and installed.

Section 3. No member shall be eligible to serve more than one consecutive term 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 the above offices and in other offices shall be filled as the Board of Directors may decide.

Section 5. The President shall be the chief elective officer of this Chapter, shall preside at meetings of this 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. He shall also, at the annual meeting and at such other times as he may deem proper, communicate to this Chapter or to the Board of Directors information or proposals which in his opinion would help in achieving the purpose of this Chapter. Further, he shall perform such other duties as are necessary incidental 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 First Vice President shall be responsible for Programs, and the Second Vice President shall be responsible for Membership. The Vice Presidents shall perform such other duties as the President may assign.

Section 7. The Secretary shall provide timely written notification of all meetings of this Chapter and the Board of Directors and shall maintain a record of all proceedings. The Secretary shall prepare such correspondence as may be required and shall maintain this Chapter's correspondence files. The Secretary shall safeguard all important records, documents and valuable equipment belonging to this Chapter. Further, the Secretary shall perform such other duties as are commensurate with the office or as may be assigned by the Board of Directors or the President.

Section 8. The Treasurer shall maintain a record of all sums received and expended by this Chapter and shall make such disbursements as are authorized by this Chapter or the Board of Directors. The Treasurer shall deposit all sums received in a financial institution approved by the Board of Directors, and funds may be drawn therefrom only upon the signature of the Treasurer. The Treasurer shall prepare and submit a monthly report to the Board of Directors of all revenues and expenses held in the various funds of this Chapter.

ARTICLE X. - 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 these Bylaws or as he may find advisable.

Section 2. A Nominating Committee shall be established annually, at least ninety

(90) days prior to the annual meeting in December. The President shall appoint a Chairman of the Nominating Committee and the Chairman shall select four (4) additional members. Not more than two (2) members of the five (5) members on the Nominating Committee shall be members of the Board of Directors. Members of the Nominating Committee may stand for election. The committee shall notify the Secretary and the Board of Directors at least 45 days before the annual meeting, of its proposed slate for the next calendar year. The Secretary shall send a notice of the proposed slate to each regular member at least 7 days before the annual meeting.

Section 3. The President shall appoint an Audit Committee each year to review the financial records of the Chapter and to prepare and submit a written report to the Board of Directors.

ARTICLE XI. - THE FLAG

Section 1. The American Flag shall be displayed and honored at all meetings of this Chapter.

Section 2. The Chapter Flag shall be displayed at all program meetings of this Chapter

ARTICLE XII – CHAPTER SUPPLEMENTARY ORGANIZATION

Partners of Members of MOAA, The Hilton Head Area Chapter, have formed a supplementary organization known as Military Service Partners (MSP). The purpose is set forth in its Mission Statement as follows:

“To support our MOAA Chapter; provide service to the military and local communities; plan social functions to increase membership involvement within the chapter; and to have fun doing it.”

ARTICLE XIII - AMENDMENTS

Section 1. These Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of those present at a meeting of this Chapter, provided that a copy of any amendment proposed for consideration has been sent to each regular and auxiliary member at least 15 days before the meeting.

Section 2. These Bylaws were last amended and approved by the members at a meeting of this Chapter held on November 08, 2018.

s/
R. John Cully
COL/USA-R
President

s/
Diane Duddles
CAPT/USNR-R
Secretary

NOTES

Article VIII, Section 2. Revised by the membership in 1985.

Article IV, Section 2. Revised by the membership in 1990.

Article IX, Section 8 and Article X, Section 4. Revised by the membership in 1992.

Article VI, Section 5. Revised by the membership in 1993.

Article VII, Section 2. Revised by the membership in 1995.

Article VI, Section 3. Revised by the membership in 2001.

Name changed to Military Officers Association of America in 2003.

Article IV, Section 2(a)(4) added by the membership in 2004.

The bylaws were extensively revised by the membership in 2005.

Article VII, Sections 1 and 2; Article IX, Sections 2, 3, 6 and 8; Article X, Section 2; Article XI and Article XII; revised by the membership in 2015.

Article VIII. Sections 2: revised by the membership in 2017.

Article VIII, Section 1 & 2: revised by the membership in 2018; revised by Board of Directors 21FEBRUARY2019.

Article XII: added by membership in 2018: revised by Board of Directors 21FEBRUARY2019.

Article XII (old): became XIII: revised by membership in 2018.