

BYLAWS
Of the
SUPERSTITION MOUNTAIN CHAPTER (MOAA), INC

Article I – Name

Section 1: The name of this organization shall be:

Superstition Mountain Chapter Military Officers Association of America,

Article II – Purpose

Section 1: The purpose of this organization shall be:

To promote the aims of the Military Officers Association of America as stated in the preamble to the bylaws of that association.

To further the legislative and other objectives of the Military Officers Association of America.

To encourage and facilitate camaraderie among retired, active and former officers of the uniformed services.

Article III – Status

Section 1: This organization shall be a nonprofit organization operated exclusively for the purpose specified in Article II above.

Section 2: Officers, Directors and Appointees shall not receive any stated compensation for their services, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section 3: Nothing herein shall constitute members of the organization as partners for any purpose. No member, officer or agent, shall be liable for his acts or failure to act under these bylaws, excepting only acts of omissions to acts arising out of willful malfeasance.

Section 4: The organization 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: Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the organization, dispose of all its assets exclusively for the purposes of the organization in such manner, or to such specific purpose, as shall at the time qualify as a tax exempt organization or organizations under Section 501(c)(19) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors may determine. Any such assets not disposed of shall be disposed of by the Superior Court of Maricopa County, Arizona, as provided by the applicable provisions of the Internal Revenue Code and The Arizona Revised Statutes.

Article IV – Membership and Voting Rights

Section 1: The membership of this organization shall be composed of five categories:

a. **Regular Members:** Persons who are or have been commissioned or warrant officers of the seven United States Uniformed Services (i.e.: Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, the Public Health Service) and the reserve or other components of these services who apply for membership and pay the prescribed dues or fees.

b. **Auxiliary Members:** widows and widowers of any deceased individuals who would, if living would have been eligible for membership, who apply for membership and pay the prescribed dues or fees. Widows or widowers or current members do not need to apply for membership.

c. **Life Members:** Regular members, as defined in Section 1a of this Article who applied for life membership and paid the prescribed life membership fee prior to March 1st 1997. Further references to regular members in these bylaws shall include these life members.

d. **Life Auxiliary Members:** Auxiliary members, as defined in Section 1b of this Article, who applied for life membership and paid the prescribed life membership fee prior to march 1, 1997. Further references to auxiliary members in these bylaws shall include these life auxiliary members.

c. **Honorary Members:** Individuals, whether or not eligible for membership, upon initiation by the Board of Directors, may be named as Honorary Members.

Section 2: The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the retired officer community or the chapter. Normally, an individual eligible for regular membership is not eligible for honorary membership. However, if he or she holds an elective or appointive officer at the national, state or local level, the individual may be extended honorary membership during his or her tenure in office. The

Board of Directors may 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 3: Applications for membership shall be submitted in writing to a member of the board of Directors. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by any member in good standing. The Board of Directors is empowered to accept or reject any application or recommendation for membership.

Section 4: Any member may be dropped for good and sufficient cause by the Board of Directors after he or she has been given an opportunity to be heard.

Section 5: Regular members are required to hold and maintain membership in the Military Officers Association of America. Auxiliary members are encouraged, but not required, unless they hold a Chapter Office, to hold and maintain such membership.

Section 6: Regular and Auxiliary members shall be entitled to vote on any matter submitted to the membership for vote. Proxy voting shall not be permitted.

Article V – Dues

Section 1: The annual membership dues for each member for the next calendar year shall be determined by the membership at a general meeting, after receiving the recommendation of the Board of Directors.

Section 2: The annual dues for the calendar year shall become due January 1st of that year.

Section 3: Members who fail to pay their dues within sixty days from the time they become due shall be notified by the secretary and, if payment is not made within the succeeding thirty days, shall, without notice, be dropped from the rolls and thereupon forfeit all right and privileges of membership.

Section 4: Members who have been dropped for nonpayment of dues may be reinstated upon application for membership and payment of the annual dues for the current year.

Section 5: Dues for auxiliary members shall be one-half (1/2) the annual dues determined for regular members.

Section 6: Should a life member relocate from the local area, and upon written request, a refund will be made from the life membership funds. The refund will consist of the original fees minus the annual membership dues from the beginning life membership to the end of the year

requested. The widow or widower of a life member, who had paid the married fee rate, shall automatically become an auxiliary member for the rest of his or her life and need pay no dues.

Article VI – Meetings

Section 1: There shall be an annual meeting of the organization during the month of December for the election and installation of officers and directors, the receipt of annual reports and the transaction of other business. Notice of such meetings shall be mailed to the last recorded address of each member at least ten (10) days before the time appointed for the meeting.

Section 2: Regular meetings of the organization shall be held as determined by the Board of Directors. Notice of time and place shall be mailed to each member at his or her last recorded address at least ten (10) days in advance of each meeting.

Section 3: Special meetings of the organization may be called by the president. Notice of any special meeting shall be mailed to each member at his or her last recorded address at least ten (10) days in advance, with a statement of time, place and information as to the subject or subjects to be considered.

Section 4: A quorum necessary to conduct business at any general meeting of the organization shall be comprised of not less than ten percent (10%) of the regular and auxiliary members in good standing.

Article VII – Board of Directors

Section 1: The Board of Directors shall be composed of elective officers President, First and Second Vice President, Vice President for Auxiliary Members Affairs, Secretary, Treasurer, and five to eight elective Directors. The immediate Past President shall be a non-voting member of the Board. The chairperson of standing committees shall also be members of the Board of Directors.

Section 2: The elective Directors shall be elected by the membership at the annual meeting. Elections shall be by members present and the majority of the votes cast shall elect. Each elected Director shall take office on the Board the first day of January following the election and installation and shall serve for a term of one year.

Section 3: The Board of Directors shall supervise, control and direct the affairs of the organization, shall determine its policies and changes therein within the limits of these 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 maybe 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 position in the name of the organization. Such matters shall be decided by a Majority vote of the members present at any meeting of the organization.

Section 5: Except that the Board shall meet annually, the Board shall meet at the call of the President at such times and place as he may designate and shall be called to meet upon the demand of a majority of its members. Notice of all meetings of the Board of Directors shall be communicated to each member at his or her last recorded address at least ten (10) days in advance of the meeting.

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

Section 7: Each elected member of the Board shall be entitled to one vote. Proxy voting shall not be authorized.

Section 8: A member of the board of Directors may be removed from office for cause by a majority vote of the rest of the Board of Directors, after the member has been given an opportunity for a hearing.

Article VIII – Officers

Section 1: The elective officers shall be a President, a First Vice President, a Second Vice President, a Vice President for Auxiliary Member Affairs, a Secretary and a Treasurer, each of whom shall normally be a regular or auxiliary member in good standing of the chapter.

Section 2: The Officers shall be elected annually by the membership at the annual meeting. Election shall be by members present, and a majority of the votes cast shall elect. Each elected officer shall take office on the first day of January following his or her election and serve for a term of one year and until his or her successor is duly elected and installed.

Section 3: A vacancy in the office of President shall be filled automatically 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 other officer shall be filled as the board of Directors may decide.

Section 4: The President shall be the principal elective officer of the organization, shall preside at meetings of the organization and the board of Directors, and shall be a member ex-officio with right to vote of all committees except nominating committee. He or she shall also, at the annual meeting and at such other times as may be deemed proper, communicate to the organization or the Board of Directors such information or such proposals as would, in his or her opinion, tend to

promote the welfare and increase the usefulness of the organization. Further, the President shall perform such other duties as are necessary incident to the office.

Section 5: 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 Vice Presidents shall perform such duties as the President may assign.

Section 6: The Vice President for the Auxiliary Members Affairs shall represent the interests of the auxiliary members in the deliberations and proceedings of the Board of Directors. She or he shall encourage and coordinate such activities as will provide peer support and camaraderie among auxiliary members. She or he shall perform other appropriate duties as the President may assign. The Vice President for Auxiliary Members Affairs shall be a member of the Chapter.

Section 7: The Secretary shall be responsible for notification of all meeting(s) of the organization and of the board of Directors and shall insure that a record of all proceeding is maintained. He or she shall maintain the membership records and the correspondence files and shall provide safe keeping for important documents and records belonging to the organization. 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 all sums received and expended for the use of the organization and shall make the disbursements authorized by the membership or the Board of Directors. He or she shall deposit all sums received in a financial institution approved by the Board of Directors. He or she shall make a report at the annual meeting or when called upon by the President. 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 IX – 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/she may deem advisable. These members shall not have a vote on the Board of Directors unless they are elected members of the Board.

Section 2: The standing committees of the organization shall include a membership committee, a legislative committee, a personal affairs committee, an outstanding member nominating committee and a Chapter Community Grant Program.

Section 3: The Board of Directors shall appoint a member of the Board to administer the Chapter Community Grant Program. The Corpus is defined as all monies contributed to the

Chapter Community Grant Program Fund and the board of Directors will maintain the Corpus of the fund. The Corpus will be invested and the interest is all monies derived from the Corpus investment. The Treasurer shall report annually the interest available for Grants. All members may submit written grant proposals to the Board of Directors for consideration. In case of the Chapter's financial need, the Board of Directors may transfer to the operating fund, funds as required to maintain Chapter solvency.

Section 4: The Board of Directors shall during the month of September of each year, appoint a nominating committee consisting of at least four regular members and one auxiliary member, not currently holding elective or appointive office (except for Past Presidents) to nominate candidates for the elective offices. The committee shall notify the Secretary in writing at least thirty (30) days before the date of the annual meeting of the names of the candidates it proposes. The Secretary shall mail a notice of the nominees to the last recorded address of each member at least 10 days prior to the date of the meeting. The notice can be done by the monthly newsletter sent to each member.

Article X – Amendments

Section 1: These bylaws may be amended, repealed or altered in whole or in part, by a two-thirds (2/3) vote at any duly organized meeting of the organization, provided that a copy of any amendments proposed for consideration has been approved the Board of Directors and mailed to the last recorded address of each member at least ten (10) days prior to the date of the meeting.

Article XI – The Flag

Section 1: the American Flag shall be displayed and honored at all meetings of this organization.

Authentication

This is to certify that these bylaws were approved and adopted by the membership at the organization meeting of The Retired Officers Association of America (TROA) at Mesa, Arizona on January 8, 1975 and this reprint incorporates amendments adopted by the membership on September 24, 1975, December 5, 1975, December 4, 1976, October 21, 1978, December 15, 1984, February 22, 1986, November 19, 1988, October 28, 1989, January 23, 1993, March 26, 1994, March 22, 1997, February 28, 1998, and The Military Officer Association of America (name change January 1, 2003) January 18, 2003, February 19, 2005 and January 1, 2008.

Cmdr. Larry K. Rasmussen US Navy (Ret)
President,
Superstition Mountain Chapter (MOAA)

Mrs. Ann Gippert
Secretary,
Superstition Mountain Chapter (MOAA)