

BYLAWS
THE MIDDLE TENNESSEE CHAPTER
MILITARY OFFICERS ASSOCIATION OF AMERICA

Article I - Name

Section 1. The name of this organization shall be the Middle Tennessee Chapter, hereinafter referred to as the chapter.

Article II - Purposes

Section 1. To the extent feasible, the purpose of this chapter shall be:

- (a) To promote the purposes and objectives of the Military Officers Association of America.
- (b) To foster fraternal relations among retired, active, and former officers of the uniformed services.
- (c) To protect the rights and interests of personnel of the uniformed services and their dependents and survivors.
- (d) To provide useful services for members and their dependents and survivors.
- (e) To serve 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 the 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 his/her acts or failure to act under these bylaws, excepting only acts or failure to act arising out of his/her willful 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 dissolution of the chapter and after the discharge of all of its liabilities, the remaining assets shall be given to a nonprofit organization whose purposes 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 comprised 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 Service) or the reserve or other components of those services.
- (b) Widows and widowers of any deceased individuals, who would, if living, be eligible for membership.

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

- (a) Regular Members –
 - 1. Officers who are on the retired lists, whether drawing retired pay or not.
 - 2. Officers who are not retired.
 - 3. Former officers who were separated under conditions acceptable to the board of directors.
- (b) Auxiliary members- Widows and widowers of any deceased individuals who would, if living, be eligible for membership.
- (c) Honorary members – discussed in Section 3 below.

Section 3. The board of directors may grant honorary membership to certain individuals in recognition of their services to the nation, the military community or the chapter. Normally, an individual eligible for regular or auxiliary membership is not eligible for honorary membership. However, if he/she holds an elective or appointed 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 requirements for the payment of 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 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 said member has been given an opportunity to be heard.

Section 6. Regular and auxiliary members are encouraged to hold and maintain membership in the national organization of the Military Officers Association of America.

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, actually present at a meeting of the chapter, shall be entitled to vote.

Section 3. Proxy voting shall not be permitted at any meeting of the chapter.

Article VI - Dues

Section 1. The annual dues for each member, for the next calendar year, shall be determined by the membership at any regular monthly meeting, 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 and statements for dues shall be mailed by the secretary no earlier than 1 November of the preceding year.

Section 3. Any member who fails to pay his/her dues from the time that they become due shall be notified by the secretary of his/her delinquency. If the member fails to make payment within the next ninety days, the board of directors may, without further notice and without hearing, drop said member from the roll. He/she shall thereupon forfeit all rights and privileges of membership.

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

Article VII - Meetings

Section 1. There shall be an annual meeting of the chapter designated for the receipt of annual reports, the election of officers and directors, and the transaction of other organizational business. Notice of this meeting shall be mailed to each member at his/her last recorded address at least 20 days in advance.

Section 2. Regular meetings of the chapter shall be held on a monthly basis unless otherwise decided by the board of directors. Notice of such meeting shall be mailed to each member at his/her last recorded address at least 15 days in advance with information as to the subject or subjects to be considered.

Section 4. Ten percent of the entire membership possessing voting rights shall constitute a quorum at any meeting of the chapter.

Section 5. The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the chapter may adopt.

Article VIII - Board of Directors

Section 1. The board of directors shall be composed of eleven directors from the membership at large.

Section 2. The elective directors shall be elected by the membership at the annual organizational meeting. Each director shall take office at the first regular or special meeting in the calendar year following his/her election and serve for a term of two years or until his/her successor is duly elected and installed..

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 shall meet on a scheduled monthly basis and can also be called to meet upon demand of a majority of its members. Notice of each meeting of the board of directors shall be provided to each member of the board.

Section 6. Twenty-five percent of the entire board shall constitute a quorum present at any meeting of the board.

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

Article IX - Officers

Section 1. The appointed officers shall be a president, a first vice president, a second vice president, a secretary, and a treasurer each of whom shall be an elected member of the board as well as a regular member of the chapter.

Section 2. A vacancy in any appointed office shall be filled as the board of directors may decide.

Section 3. The president shall be the chief elective officer of the chapter, shall preside at the meetings of the chapter and the board of directors and shall be a member ex-officio, with right to vote, at all committees except the nominating committee. The president shall also preside at the annual organizational meeting and at such other times as he/she may deem proper, communicate to the chapter or board of directors' information or proposals which in his/her opinion would in achieving the purposes of the chapter. Further, he/she shall perform such other duties as are necessarily incident to the office of the president.

Section 4. 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 first vice president, the second vice president shall perform the duties of the president. The vice presidents shall perform such other duties as the president may assign.

Section 5. The secretary shall perform timely written notification of all meetings of the chapter and of the board of directors, and shall maintain a record of all proceedings. He/she shall maintain the membership records and shall collect the member's annual dues. He/she shall prepare all such correspondence as may be required and shall maintain the chapter's correspondence files. He/she shall safeguard all important records and

documents and valuable equipment belonging to the chapter. Further he/she 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 6. The treasurer shall maintain a record of all sums received and expended by the chapter and shall make such disbursements as are authorized by the chapter of the board of directors. He/she shall deposit all sums received in a financial institution approved by the board of directors and funds may be drawn there from only upon the signature of the treasurer or the assistant treasurer or the president; and he/she shall make a financial report at the annual meetings or when called upon by the president. The funds, books and vouchers in his/her hands shall at all times be subject to inspection and verification by the board of directors.

Section 7 An assistant secretary and an assistant treasurer shall be appointed by the president each year to act in the absence or disability of the secretary or the treasurer in performing the duties of those elected officers, to assist at any other time the secretary and treasurer in performing the duties of said officers, and to perform such other duties as may be assigned by the board of directors or the president. They shall not be members of the board of directors but may attend the meetings of the board.

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 the bylaws or as he/she may find advisable.

Section 2. At least 60 days before the annual meeting, the board of directors may appoint a nominating committee, not currently holding elective to nominate candidates for the elective offices.

Article XI – Amendments

Section 1. These bylaws may be amended, repealed or altered, in whole or in part, by a two thirds vote at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been mailed to each regular member at his last recorded address at least 15 days before the meeting.

Article XII – Amendments

Section 1. The American Flag shall be displayed and honored at all meetings of the chapter.

Adopted February 4, 1992

Lt. Col. Nels T. Moody, USAF Retired

Secretary

Amended and Adopted November 19, 1993

These resolutions were adopted by the board of directors at its meeting on September 1, 1993 and recommended for approval at the chapter meeting on November 19, 1993 with notice to members in the October "Officers' Call". This document included a resolution to set the annual membership fee at \$10.00 for regular members and at \$5.00 for auxiliary members for the upcoming year.

Lt. Col. Nels T. Moody, USAF Retired

Secretary

Amended and Adopted January 22, 2008

These resolutions were adopted by the board of directors at its meeting on January 8, 2008 and recommended for approval at the chapter meeting on January 22, 2008 with notice to all members in the November and December Newsletter. This document included a resolution to set the annual dues for the calendar year 2008 at \$15.00 for regular members and \$5.00 for auxiliary members.

LCDR Gus Gustafson, USN Retired

Secretary