

BYLAWS
Of
North DFW Military Officers Association

"An Association of Officers (& their surviving spouses) of the Seven Uniformed Services of the United States"
Affiliated with the Military Officers Association of America — MOAA

Article I ~ Name

Section 1. The name of the organization shall be the North DFW Military Officers Association, hereinafter referred to as the "Association."

Article II ~ Purpose

Section 1. The purpose of the Association shall be to:

A. Actively support the preservation of earned entitlements and benefits of active duty, reserve, National Guard, and retired personnel of the uniformed services and their dependents and survivors.

B. Influence legislation nationally and at the state and local level that develops and maintains a strong national defense and supports the personnel, material and facilities of the uniformed services.

C. Serve our local communities with programs and projects that support development of youth, ROTC/JROTC student activities, improved patriotism, and understanding of national security issues in maintaining a strong national defense.

D. Promote group volunteerism as an objective of the Association.

E. Provide informational and educational services to members as needs are identified.

F. Foster professional relations and camaraderie among active duty, reserve, National Guard, retired and former officers, and their surviving spouses.

G Promote the mission, objectives, aims and programs of the Military Officers Association of America (MOAA), and increase interest, support and membership in MOAA.

H. Promote, help organize and participate in local events that honor veterans.

I. Donate funds to organizations that support veteran causes in the local area. Any proposed expenditures must be brought to the Board of Directors at the board meeting prior to the event, with an explanation of the program to be supported. Approval of a majority of the Board will be required, provided a quorum is present.

Article III ~ Status

Section 1. The Association 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 Association as partners for any purpose. No member, officer, or agent of the Association 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 malfeasance or misfeasance.

Section 4. The Association 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 Association and after the discharge of all liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the Association, such organization to be designated by a majority vote of the board of directors.

Article IV ~ Membership

Section 1. The membership of the Association 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.

Section 2. Subject to the provisions of Section 1 above, membership shall be of two classes: regular and honorary.

Section 3. Applications for regular membership shall be submitted in writing to the board of directors. In recognition of their service to the nation, our communities, or the Association recommendations for honorary membership shall be submitted by members and shall be in writing to the board of directors. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section 4. The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard.

Section 5. Regular members are encouraged to hold and maintain membership in the Military Officers Association of America. Members holding Association elected offices are required to hold and maintain membership in 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 of those present and eligible to vote.

Section 2. Only regular members in good standing as determined by the board of directors shall be entitled and eligible to vote.

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

Article VI ~ Dues

Section 1. The annual dues for each member for the next calendar year shall be determined by the board of directors and submitted for membership approval at the annual meeting in November.

Section 2. The annual dues for a calendar year shall become due on Jan 1 of that year. Any dues paid by new members after September 1 of one year shall apply until December 31 of the following year.

Section 3. In the event a member is not current in payment of dues, the board of directors may, without further notice and without hearing, drop that member from the roll. The member shall thereupon forfeit all rights and privileges of membership.

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

Section 5. Officers serving on Active Duty, in the Reserves or National Guard and area senior JROTC instructors pay no dues the first year as a Chapter member.

Section 6: Surviving spouses whose military spouse was a member of the MOAA and/or this Chapter will not be required to pay future Chapter dues.

Article VII ~ Meetings

Section 1. There shall be an annual meeting of the Association during the month of November for the receipt of annual reports, the approval of annual dues for the next calendar year, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be communicated to each member at least 20 days in advance, stating date, time, place and subjects to be discussed.

Section 2. Regular meetings of the Association shall be held as determined by the board of directors. Notice of each such meeting shall be communicated to each member at least 20 days in advance and include date, time, place, program and subjects to be discussed, if any.

Section 3. Special meetings of the membership may be called by the president with notices communicated at least 10 days in advance, stating date, time, place and subjects to be discussed.

Section 4. The members present at any annual, regular or special meeting shall constitute a quorum. The rules of the current edition of Robert's Rules of Order will govern, unless they conflict with these bylaws, in which event, these bylaws will govern.

Article VIII ~ Board of Directors

Section 1. The board of directors shall be composed of the elected officers (president, 1st vice president, 2nd vice president, 3rd vice president, secretary, and treasurer), a past president, and a member-at-large if appointed by the board of directors.

Section 2. The elected officers shall be elected annually by the membership at the annual meeting. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year.

Section 3. The Board of Directors may, by unanimous vote of all Board members, appoint on voting member-at-large to the board to fulfill any requirement or expertise as deemed necessary by the board. This member shall serve at the pleasure of the elected board of directors, and for a period not to exceed the tenure of the appointing board.

Section 4. The board of directors shall have supervision, control and direction of the affairs of the Association and shall determine its policies or changes 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 5. The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the Association, but may present and recommend such action for membership approval at annual, regular or special meetings.

Section 6. The board shall meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of the members. Notice of each meeting of the board of directors shall be by e-mail or US mail to each member of the board at least ten (10) days in advance.

Section 7. A majority of the entire board shall constitute a quorum at any meeting of the board. The Chapter Secretary shall determine that a quorum is present and note it in the minutes.

Section 8. All questions coming before the board shall be decided by a majority vote, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

Article IX ~ Officers

Section 1. The elected officers shall be a president, a 1st vice president (programs and support), a 2nd vice president (membership and personal affairs), a 3rd vice president (legislative and community activities), a secretary, and a treasurer, each of whom shall be regular member or spouse of a regular member of the Association.

Section 2. The elected officers shall be elected annually by the membership at the annual

meeting in November. Each elected officer shall take office at the next regular or special meeting following election and shall serve for a term of one year or until a successor is duly elected and installed.

Section 3. No member shall be eligible to serve more than three consecutive one year terms as president

Section 4. A vacancy in the office of the president shall be filled automatically by the 1st vice president. Vacancies in other offices shall be filled as the board of directors may decide. The board of directors, at its discretion, may appoint a regular member or the spouse of a regular member of the Association to fill a vacancy in an elected board position.

Section 5. The president shall be the chief elected officer of the Association, shall preside at meetings of the membership and of the board of directors, and shall be a member ex-officio, with the right to vote on all committees except the nominating committee. The president shall also, at the annual meeting and at such other times as might be deemed proper, communicate to the membership or the Board of Directors, information or proposals to help in achieving the purposes of the Association. The president shall supervise the preparation and distribution of the Association's newsletter. The president shall also perform such other duties as are necessarily incident to the office of the president.

Section 6. 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 temporary disability or absence of 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 might assign.

Section 7. The secretary shall provide timely written notification of all meetings of the Association and of the board of directors and shall maintain a record of all proceedings. The secretary shall also carry out these duties: maintain the membership records; prepare such correspondence as might be required; maintain the correspondence files; and safeguard all important records, documents, and valuable equipment belonging to the Association. The secretary shall maintain custody of the Chapter flags, banners and awards transporting them to membership meetings or other events as necessary. The secretary shall also perform such other duties as are commensurate with the office or as might 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 the Association, collect the members' annual dues make such disbursements as are authorized by the Board of Directors, and make a financial report at the annual meeting or when called upon by the president. The treasurer shall prepare all tax returns as necessary. Funds may be drawn from the account only upon the signature of the treasurer or president. The funds, books, and vouchers in the custody of the treasurer shall at all times be subject to the inspection and verification by the Board of Directors. In January the Board of Directors shall appoint an audit committee of one or more members, who are not on the Board of Directors, to complete an annual review and audit of the Chapter's finances. The completed audit will be presented at the March Board meeting. The treasurer will present a proposed budget for the current calendar year at the January Board meeting.

Section 9. All officers of the Association shall serve without bond, unless the board of directors requires otherwise.

Article X ~ 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 Association shall include programs, membership, legislative, education and scholarship, and personal affairs.

Section 3. At least sixty (60) days before the annual meeting, the board of directors shall appoint a nominating committee of at least two regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the secretary in writing of its proposed slate of officers for the next calendar year at least thirty (30) days before the annual meeting. The secretary shall list the nominated candidates for the elected offices in the chapter's newsletter or other correspondence to regular members at least twenty (20) days before the annual meeting.

Section 4. Regular members and spouses of regular members of the Association may be appointed as committee members.

Article XI ~ Amendments

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the members present and eligible to vote at any duly organized meeting of the Association, provided that a copy of any amendment proposed for consideration has been communicated to each member qualified to vote at least twenty (20) days before the meeting.

Article XII ~ The Flag

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

This is to certify that these bylaws and amendments were approved and adopted at a membership meeting of the North DFW Military Officers Association.

At: Stacy's Furniture, Grapevine, Texas

On: October 29, 2014

Keith D. Simonson
Keith Simonson
COL, USA (Ret)
President

Doug Allback
Douglas M. Allbach
LTC, USA (Ret)
Secretary

These bylaws are consolidated from the basic bylaws adopted by the Association members on November 1, 2000 and subsequent changes dated November 13, 2002, October 12, 2004 and February 8, 2007.

The 1st amendment changes, adopted on November 13, 2002, includes all name changes resulting from the national organizational change from the Retired Officers Association (TROA) to the Military Officers Association of America (MOAA). Also changed one board member from “immediate past president” to “a past president” to allow flexibility in filling that position.

The 2nd Amendment changes, adopted on October 12, 2004, allow the election and appointment of regular members or spouses to both elected positions and committees.

The 3rd Amendment addition, adopted on February 7, 2007, is designed to aid in recruitment of these individuals and align Chapter actions with current MOAA policies.

The 4th Amendment addition, adopted on April 10, 2013, is designed to aid in recruitment of these individuals and align Chapter actions with current MOAA policies.

The 5th Amendment addition adopted on October 29, 2014 is designed to provide a set procedures for requesting Chapter funding of area veteran causes and clarify the duties of the Chapter Secretary and Treasurer.