



SWOC MOAA Bylaws

The Southwest Oklahoma Chapter of the Military Officers Association of America

Effective May 25, 2020

Article I - Name

Section 1. The name of this organization shall be the Southwest Oklahoma 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 camaraderie among retired, active duty and former officers of the uniformed services and their reserve components; protect the rights and interests of active duty, retired and reserve component personnel of the uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; and serve the Southwest Oklahoma 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. Chapter officers, directors, and appointed officials shall not receive any stated compensation for their services. The Chapter's Executive Board may authorize reimbursement of expenses incurred in the performance of their duties provided they are approved in advance.

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 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 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 except as reimbursement specified in Section 2.

Section 5. In event of dissolution of the Chapter 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 Chapter, such organization to be designated by a majority vote of the Executive Board.

Article IV - Membership

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 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 surviving spouses 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 in one of four classes: Regular, Surviving Spouse, Associate and Honorary.

Section 3. Applications for Regular, Surviving Spouse and Associate membership shall be submitted in writing. Regular members are current members in good standing with the Military Officers Association of America. Surviving Spouses are members whose eligibility is based on membership of their deceased spouse as well as survivors of any deceased individuals who would, if living, be eligible for MOAA membership. Associate members are individuals who may not qualify for the other classes of Chapter membership but wish to participate in Chapter activities. Honorary members are those granted such status by the Executive Board for their significant contributions to the interests of the Chapter. Regular or Surviving Spouse members may submit recommendations for Honorary memberships in writing to the Executive Board. The Executive Board shall be empowered to accept or reject any application or recommendation for any category of membership.

Section 4. The Executive Board may remove any member regardless of category for cause after that member has been given an opportunity to be heard. Removed members shall forfeit all rights and privileges of membership.

Section 5. Regular and Surviving Spouse members are required to maintain membership in National MOAA.

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 members present at a meeting of the Chapter.

Section 2. Regular, surviving spouse and associate members in good standing and 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 a calendar year shall become due on January 1 of that year and are considered delinquent after March 1 of that same year.

Section 2. Proposed changes in annual member dues for the next calendar year shall be approved by the membership at the annual meeting, upon recommendation of the Executive Board.

Section 3. The Executive Board may, without further notice and further hearing, remove any member from the rolls for non-payment of dues. The member shall thereupon forfeit all rights and privileges of membership.

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

Section 5. Annual dues are waived for members who are 90 years of age and older.

Article VII – General Membership Meetings

Section 1. There shall be an annual meeting of the Chapter during the month of January for the receipt of reports, the election and swearing in of officers and directors, and the transaction of other business. Notice of the annual meeting shall be emailed to each member at least 20 days in advance

Section 2. Regular meetings of the Chapter shall be held during the months of March, May, September and November unless otherwise decided by the Executive Board.

Section 3. Fifteen days notice will be provided for all general membership meetings

Section 4. The American Flag shall be displayed and honored at all meetings of the Chapter.

Article VIII – Executive Board

Section 1. The Chapter's Executive Board shall be composed of the elected officers (President, Vice President, Secretary and Treasurer), the immediate past president, five elected Directors and the Auxiliary President.

Section 2. Each elected officer and director shall take office upon being sworn in and shall serve for a term of two years. Executive Board vacancies may be temporarily filled by nomination and vote of the Executive Board until the next scheduled election.

Section 3. The Executive Board shall have supervision, control, and direction of the affairs of the Chapter, shall determine its policies or 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 may be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Executive Board shall establish and publish annual goals and objectives as an articulation of the directional focus and projected actions of the Chapter.

Section 4. The Executive Board shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter without prior membership approval.

Section 5. The Executive Board shall meet monthly or upon the call of the President for actions of an urgent nature. The Executive Board may also be called to meet upon demand of a majority of its members. The Secretary shall provide Executive Board members with the date, time, place and agenda, as approved by the President, a week in advance of the meeting.

Section 6. A majority of the Executive Board shall constitute a quorum at any meeting of the board. All questions coming before the Executive 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.

Section 7. Individual members of the Executive Board may represent the Chapter with national, regional and state bodies of the Military Officers Association of America and conduct such business with these bodies as may be in the best interest of the Chapter and pursuant to the conditions of the Chapter's bylaws and prior approval of the Executive Board or Chapter membership.

Section 8. At least 60 days prior to the annual meeting, the Executive Board shall appoint a nominating committee to nominate candidates for vacancies on the Executive Board. The

committee shall present the proposed slate of officers and directors for the next calendar year to the Executive Board at least 30 days before the annual meeting. The Secretary shall inform the membership of the proposed slate via email at least 20 days before the annual meeting. The proposed slate shall also be posted on the chapter website.

Article IX – Officers

Section 1. The President shall be the chief elected officer of the Chapter. The President must be a regular member. He or she shall preside at meetings of the Chapter and the Executive Board, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. The President shall also, at the annual meeting and/or at such other times as deemed proper, communicate to the Chapter or the Executive Board information or proposals to aid in achieving the purposes, goals and objectives of the Chapter. The President shall perform other duties as are necessary to the execution of the office and the Chapter.

Section 2. In the event of the President's absence or temporary disability, the Vice President shall perform the duties of the President. The Vice President shall perform other duties as directed by the President (e.g., representation of the Chapter at appropriate area meetings and venues).

Section 3. The Secretary shall provide notification of all meetings of the Chapter and of the Executive Board and shall maintain a record of all proceedings. The Secretary shall also carry out these duties: prepare such correspondence as might be required; maintain the Chapter's correspondence files; and safeguard all important records and documents.

Section 4. The Treasurer shall maintain a record of all funds received and disbursed by the Chapter as are authorized by the Chapter or the Executive Board. The Treasurer shall deposit all funds received in a financial institution approved by the Executive Board and make reports to the membership as directed by the President or the Executive Board. Funds may be drawn from the account in the financial institution only upon the signature of the President, Treasurer or the Membership Chair, per the signature card on file at the financial institution. The records in the custody of the Treasurer shall be subject to inspection by the Executive Board upon request.

Section 5. The Directors shall exercise direction and/or execution of functions of the Chapter that are relatively permanent in nature (e.g., Membership, Legislative Affairs, Programs, etc.). Directors may solicit members to assist them in the execution of their duties as required. At the direction of the President or the Executive Board, Directors may be tasked to provide updates to the membership.

Section 6. Normally, a member shall not serve more than two consecutive terms in any position. This provision may be waived if there are no nominated candidates, the incumbent member agrees and the Executive Board concurs. In such circumstances, the member may serve one additional term.

Article X - Committees

Section 1. The President, subject to the approval of the Executive Board, shall appoint Standing and/or Special Committee Chairs as required for functions of a more temporary nature than required by a Director. At the direction of the President or the Executive Board, Committee Chairs may be tasked to provide updates to the Executive Board or the membership.

Article XI – Finances

Section 1. The Chapter may conduct such fundraising as is necessary to resource Chapter programs and activities. All fundraising activities and events will be consistent with the laws of the State of Oklahoma, as they apply to non-profit organizations.

Section 2. The Treasurer will arrange for an independent annual review of Chapter finances and will present the results of this review to the Executive Board for approval. This review will be accomplished using normally accepted principles of accounting and will be conducted by an independent person or firm arranged for by the Treasurer, subject to approval by the Executive Board.

Section 3. The Executive Board is authorized to expend such funds as are necessary to conduct the business of the Chapter. Fund expenditures of \$500 or more require prior approval of the membership.

Section 4. All funds and expenditures associated with the chapter's scholarship program are governed under the provisions of the SWOK MOAA Scholarship Fund Bylaws and its board of directors.

Article XII - Amendments

Section 1. The bylaws may be amended, or new bylaws adopted by a majority vote of the membership present at any meeting of the Chapter, provided that a copy of any amendments or new bylaws proposed for consideration are available for each member, who is qualified to vote, at least 15 days before the meeting. In the event the Chapter is unable to meet for an extended period of time, an electronic vote (via email or telephone) will be authorized.

Section 2. The Executive Board has the authority to make changes herein deemed as administrative by majority vote.

Section 3. The approved Chapter bylaws shall be available to the membership via the chapter website (www.swokmoaa.org) or other readily accessible means. The Treasurer will maintain a copy for reference use by the Executive Board when required.

DENNIS D. CLIPPINGER
PRESIDENT
LTC, USA, RETIRED

DONALD C. DURANT
SECRETARY
COL, USA, RETIRED

Date: May 25, 2020