

BYLAWS
of
The Southwest Illinois Chapter
An Affiliate of the
Military Officers Association of America

ARTICLE I – Name

SECTION 1. The name of this organization shall be the Southwest Illinois Chapter, hereafter 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 fraternal relations among retired, active, and former officers of the uniformed services and their National Guard or Reserve components, protect the rights and interests of active duty, retired, Reserve, and National Guard personnel of the uniformed services and their dependents and survivors, and serve the community and Nation.

ARTICLE III – Status

SECTION 1. The Chapter shall be operated exclusively for the purposes specified in Article II above and shall not operate for profit.

SECTION 2. Officers, Directors, and appointed officials shall not receive any stated compensation for their services, but the Board of Directors (hereafter referred to as “the Board”) 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 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 failure to act under these Bylaws, excepting those 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 incurred in an official capacity representing the Chapter for expenses approved by the Board.

SECTION 5. In the 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 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 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 three classes:

- A. Regular members
 - (1) Officers and warrant officers who are on the retired lists whether drawing retired pay or not.
 - (2) Active duty officers and warrant officers.
 - (3) Officers and warrant officers serving in one of the National Guard or Reserve components.
 - (4) Former officers and warrant officers who were separated under conditions acceptable to the Board.
- B. Auxiliary Members
 - (1) Widows and widowers of former members of MOAA who are deceased.
 - (2) Widows and widowers of any deceased individual, who would, if living, be eligible for membership.
- C. Honorary Members:
 - (1) The Board may grant honorary membership to certain individuals in recognition of their service to the Nation, the military community, or the Chapter. Normally, an individual eligible for regular or auxiliary membership is not eligible for this type of membership. However, if the individual holds an elected or appointed office at the national, state, or local level, this type of membership could be granted for the term of the office.
 - (2) The Board may also grant honorary membership to certain foreign officers not eligible for any other class of membership.
 - (3) Honorary members do not have voting rights and normally would not be assessed dues, but the Board may elect to do so.

SECTION 3. Applications for regular or auxiliary membership shall be submitted in writing to the Board. Recommendations for honorary membership shall be submitted in writing to the Board by regular or auxiliary members. The Board shall be empowered to accept or reject any application or recommendation for membership.

SECTION 4. The Board may drop any member from the Chapter rolls for good and sufficient cause after that member has been given an opportunity to be heard.

SECTION 5. Regular members are required to hold and maintain membership in MOAA National. Auxiliary members holding chapter offices are required to hold and maintain

membership in MOAA National. All auxiliary members are also encouraged to acquire 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 simple majority vote of the members present.

SECTION 2. Only regular and auxiliary members in good standing, as determined by the Board, 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.

SECTION 4. In urgent matters, the President shall be authorized to put questions to a vote by mail, fax, e-mail, or telephone.

ARTICLE VI – Dues

SECTION 1. The annual dues for each member for the next fiscal year (1 July – 30 June) shall be determined by the membership at the annual meeting, after receiving the Board's recommendation in the matter.

SECTION 2. The annual dues for a fiscal year shall become due on 1 July of each year.

SECTION 3. An individual who becomes a member of this organization between 1 January and the end of the fiscal year (30 June) shall pay one-half the annual dues in effect for the Chapter's fiscal year in which he/she becomes a member.

SECTION 4. Members who fail to pay their dues within 90 days from the time they become due shall be notified by the Board and, if payment is not made within the next succeeding 90 days, shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

SECTION 5. 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.

ARTICLE VII – Meetings

SECTION 1. Regular meetings of the Chapter shall be held during the months of September through June each year, unless otherwise decided by the Board. Notice of time and place shall be published in the Newsletter and posted on the Chapter web site.

SECTION 2. The Flag of the United States of America shall be displayed and honored at all meetings of the Chapter.

SECTION 3. There shall be an annual meeting of the Chapter during the month of May for the receipt of annual reports, the determination of annual dues for the next fiscal year, the election of officers, and the transaction of other business. Notice of the meeting shall be published in the Newsletter and posted on the Chapter web site at least 10 days prior to the meeting.

SECTION 4. The President may call special meetings of the Chapter. Notice of any special meeting shall be mailed to each member and posted on the Chapter web site at least 15 days in advance of the meeting with a statement of time, place, and information as to the subject or subjects to be considered.

SECTION 5. The Chapter, to the maximum extent practical, shall conduct all meetings in accordance with Robert's Rules of Order.

ARTICLE VIII – Board of Directors

SECTION 1. The Board shall be composed of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and appointed directors as deemed necessary by the Board. The immediate past President shall be a Director Emeritus and available to the Board as necessary.

SECTION 2. The Board 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 3. The Board shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. Such matters shall be decided by a vote in accordance with Article V.

SECTION 4. 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 its members. Notice of each meeting of the Board shall be posted in the monthly Chapter Newsletter and posted on the Chapter web site.

SECTION 5. A minimum of 5 Board members shall constitute a quorum.

SECTION 6. 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 (Membership Director), a 2nd Vice President (Programs Director), a Secretary, and a Treasurer, each of whom shall be a regular or auxiliary member of the Chapter.

SECTION 2. The elected officers shall be elected by the membership at the annual meeting. Each elected officer shall take office at the first regular or special meeting following election and shall serve for two successive one-year terms or until a successor is duly elected and installed.

SECTION 3. No member shall be eligible to serve more than two 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. A vacancy in the office of the 1st Vice President shall be filled automatically by the 2nd Vice President. Vacancies in other offices shall be filled as the Board may decide.

SECTION 5. The President shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and the 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 at such other times as might be deemed proper, communicate to the Chapter or the Board information or proposals to help in achieving the purposes of the Chapter. He/she shall also serve as the principal delegate to the Illinois Council of Chapters. Further, the President shall perform such other duties as are necessary incident of 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 the temporary disability or absence of the President and 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 maintain a record of all proceedings, maintain the membership records, prepare such correspondence as might be required, maintain the Chapter's correspondence files, safeguard all important records and documents belonging to the Chapter, and perform such other duties as are commensurate with the office or as might be assigned by the President or the Board.

SECTION 8. The Treasurer shall maintain a record of all sums received and expended, collect the annual dues, make such disbursements as are authorized by the Chapter or the Board, deposit all sums received in a financial institution approved by the Board, make a financial report at the annual meeting or when called upon by the President, and perform other duties commensurate with the office or as assigned by the President or the Board. Funds may be drawn from the account in the financial institution upon the signature of the Treasurer or President if the Treasurer is incapacitated. The funds, books, and vouchers in the custody of the Treasurer shall at all times be subject to inspection and verification by the Board.

ARTICLE X – Committees

SECTION 1. The President, subject to the approval of the Board, shall annually appoint standing and special committees as might be required by the Bylaws or might be advisable.

SECTION 2. The standing committees of the Chapter shall include membership, programs, legislative, personal affairs, and ROTC/JROTC.

SECTION 3. Special committees may include, but are not limited to, scholarship and communications (e.g., newsletter, web site management, etc.).

SECTION 4. At least 75 days before the annual meeting, the Board shall appoint a nominating committee of three regular members to nominate candidates for the elective offices. The committee shall notify the Board of the proposed slate of officers for the next chapter year not later than the March Board meeting. The Board shall submit the slate of officers to the Newsletter editor for publication in the May Newsletter and posting on the Chapter web site.

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 attending membership at any duly authorized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been submitted to each member qualified to vote or published in the Chapter Newsletter at least 10 days before the meeting.

This is to certify that these Southwest Illinois Chapter Bylaws were approved and adopted on January 8, 2011.

Robert W. Norman, President
Southwest Illinois Chapter, MOAA