



## BYLAWS

OF

### MILITARY OFFICERS ASSOCIATION OF AMERICA, HOUSTON AREA CHAPTER

**Article 1** The name of this organization is **Military Officers Association of America, Houston Area**, which may be referred to as MOAA, HA. MOAA, HA is an affiliated chapter of the Military Officers Association of America (MOAA), a national nonprofit organization incorporated under the laws of Virginia.

**Article 2** The purposes of MOAA, HA are:

- A. To promote the stated purposes and objectives of MOAA.
- B. To operate as a chapter of MOAA, in accordance with the following purposes:
  - (1) To stimulate love of country and the flag;
  - (2) To defend the honor, integrity, and supremacy of the United States of America and its Constitution;
  - (3) To advocate military forces adequate for the defense of the U.S.A.;
  - (4) To foster fraternal relations among all branches of the service from which our members are drawn; to aid active and retired personnel of those services, their dependents and survivors; and to cooperate fully with those services in furnishing information to the public;
  - (5) To cultivate good relations with the civilian community and with other organizations devoted to patriotic purposes or public service;
  - (6) To oppose any influence calculated to weaken national security of the U.S.A.;
  - (7) To support other worthy causes as may be determined by MOAA, HA.

**Article 3** The American flag is to be displayed and honored at all meetings of MOAA, HA.

**Article 4** MOAA, HA is a nonprofit organization, operated exclusively for the purposes stated in Article 2 and the bylaws and rules of MOAA.

- A. Any funds of MOAA, HA are to be used only to accomplish the purposes stated in Article 2 and no part of those funds may inure to the benefit of or be distributed to members, other than as reimbursement of expenses incurred in performance of duties or as authorized by the Board of Directors.
- B. No member of MOAA, HA is to be considered a partner for any purpose, nor liable for acts, committed or omitted, of any other member or agent, nor liable for his or her own acts, committed or omitted, unless arising out of willful misfeasance.
- C. If MOAA, HA is dissolved, after discharging all liabilities, any remaining assets shall be given to a nonprofit organization whose purposes are similar to those of MOAA, HA, to be designated by the Board of Directors.

**Article 5** The following members are eligible to become Members of MOAA, HA:

- A. Regular Membership consists 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 the spouses of such members and any widows or widowers of any deceased individuals who would, if living, be eligible for membership.
  - (1) Each regular member may vote and hold office or chair a committee.
  - (2) Each regular member is considered in good standing as long as his or her dues are accepted and current.
  - (3) MOAA,HA encourages all members to be members of MOAA.
  - (4) A member may be dropped from MOAA, HA for cause by a majority vote of the members present at any regular or special meeting of the members.
- B. Honorary Membership may be offered to an individual recommended by the Board of Directors and approved by the members at any regular or special meeting. Honorary members are not required to pay dues, and may not vote or hold office, but may serve on or chair a committee.

**Article 6** The Board of Directors is composed of the elected officers, the appointed officers, the immediate past president, and any past president desiring to serve on the Board. Each elected is a Director. The President is the Chair of the Board of Directors.

- A. The Board of Directors is authorized to supervise, control, and direct the business of MOAA, HA; to determine policies within the limits of the Bylaws and all applicable law; to authorize disbursement of the funds of MOAA, HA; and to adopt such rules and regulations for the conduct of the business of MOAA, HA as necessary, including appointments of agents.
- B. The Board of Directors will usually meet monthly some days before the general meeting of the members of that month and as determined by the President.
- C. A quorum is a majority of the directors at any board meeting.
- D. Voting by the Board of Directors is to be in person or electronically and not proxy, with each director having one vote.

**Article 7** The elected officers of MOAA, HA shall be a President, a Vice President, a Secretary, and a Treasurer. The Appointed Officers shall be appointed by the President with the approval of the Board and shall be a Chaplain and any other appointment deemed necessary by the President. The president may not appoint any person who is not a regular member of the chapter to any elected officer position

- A. The Board may also appoint an Editor who shall not be a voting member of the Board, and who may be paid an honorarium as reimbursement for time required to serve in such a position.
- B. Officers are to be elected annually by the membership at either the November or December meeting, to be installed, with service to begin the next January 1 and to continue through December 31 of the year service commenced. A slate of officers will be prepared by the nominating committee and presented for the board of directors' approval. Upon approval by the board, the slate of officers will be submitted to the members not later than two weeks before the annual members' meeting and annual election. Submission to the members may be by electronic, regular USPS mail, or via the chapter newsletter. Votes may be cast by members in person or by electronic ballot as prepared by the Board of Directors. Electronic ballots will include a space to allow members to cast ballots for other members not on the official ballot. Electronic ballots must be cast a week before the actual membership meeting and forwarded to the Secretary to be tallied and presented to the membership during the meeting in which the in-person vote occurs.
- C. Any officer may be removed for cause by a majority of the membership entitled to vote, after reasonable notice and an opportunity to be heard, at any meeting of MOAA, HA.
- D. If a vacancy occurs in the office of the President, it shall be filled by the Vice President, Treasurer, Secretary, in that order.

**Article 8** The President shall be an ex-officio member of all committees formed except the Nominating Committee.

**Article 9 Dues:**

- A. Dues for Regular Members are determined by the Board of Directors and approved by a majority of the members at any regular meeting.
- B. Dues are for the calendar year and are due on or before January 1 of each year. New members joining on or after October 1 are considered paid through the end of the following year.

**Article 10** Regular meetings of the members of MOAA, HA shall be held monthly on the last Saturday of each month or as determined by the Board of Directors. A quorum is a majority of the members in attendance at each meeting.

**Article 11** These Bylaws may be amended by a two-thirds vote at any regular meeting of the members after at least fifteen days' (15) notice to the members.

- A. The provisions of these Bylaws are subject to all valid and applicable laws.
- B. If any provision of these Bylaws needs interpretation, *Roberts's Rules of Order: Newly Revised*, current edition, will serve as authority.

ADOPTED BY THE MEMBERS AT REGULAR MEETING OF MEMBERS HELD ON November 21, 2019.

Daniel M. Gutierrez, MAJ, USA (Ret.), President

ATTEST:

Rollins J. Collins, LTC, USA (Ret.), Secretary