

The MILITARY OFFICERS ASSOCIATION OF AMERICA - ALAMO CHAPTER is incorporated under the laws of the State of Texas as a non-profit corporation.

By-Laws

of the

MILITARY OFFICERS ASSOCIATION OF AMERICA - ALAMO CHAPTER

ARTICLE I - ORGANIZATION

A. The name of this organization shall be the MILITARY OFFICERS ASSOCIATION OF AMERICA - ALAMO CHAPTER, hereinafter called "Chapter". It will be a non-profit 501(c)(4) organization operated solely and exclusively for the purposes stated in the Articles of Incorporation. The Chapter is dedicated to:

1. Inculcating and stimulating love of Country and the Flag of the United States of America;
2. Advocating military forces adequate to the defense of our country;
3. Promoting the purposes and objectives of the Military Officers Association of America;
4. Fostering fraternal relations among retired, active and former officers of the uniformed services and their National Guard or Reserve components;
5. Preserving the rights, interests and earned entitlements of active duty, retired, Reserve and National Guard personnel of the uniformed services and their dependents and survivors;
6. Providing useful services for members and their dependents and survivors;
7. Serving the community and the nation.

B. The Chapter may form a Sub-Chapter or "satellite" as another opportunity for its members to get together as an informal group. Normally, Sub-Chapters are formed to serve the needs of Chapter members who because of the travel distance and geographic location are unable to fully participate in Chapter activities. Normally, these satellites are without: formal organizational structure; bylaws; election of officers; specific meeting requirements; and a newsletter. Each Sub-Chapter is represented by a Director on the Host Chapter Board.

C. The vision of the Chapter is to be the primary advocate for the military community. Its mission is: to be a major source of information, support and social engagement for the membership; to provide programs and services for the common good of our military community; and, to be a powerful voice supporting the Military Officers Association of America at the local, state and national levels.

D. The Chapter may, by a two-thirds vote of the members in attendance at a regular meeting, providing a notice of such action has been included in the announcement in writing or e-mail of the meeting, alter, amend or change these by-laws.

ARTICLE II - MEMBERSHIP

A. The membership of the Chapter shall be composed of those serving or who 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, widowers and spouses of those serving or of any deceased individuals who would, if living, be eligible for membership.

B. Membership shall be of three classes, namely:

1. REGULAR - Those serving or who 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).

2. AUXILIARY - Widows, widowers and spouses of those serving or of any deceased individuals who would, if living, be eligible for membership. Spouses shall not have the right to vote or hold elective office.

3. HONORARY - Honorary membership may be granted to such distinguished persons as are designated by the Board of Directors.

C. Application for membership in this Chapter shall be in writing on a form provided by the Chapter for that purpose.

D. Regular members are encouraged to hold and maintain membership in the Military Officers Association of America.

ARTICLE III - MEETINGS

A. The annual Business meeting of this Chapter shall be held in the fourth calendar quarter of each year. The Secretary shall mail or e-mail to every member in good standing at his/her address as it appears in the membership roll book of this Chapter notice telling the date, time and place of such annual meeting.

B. Meetings of this Chapter shall be held as follows:

1. Regular general membership meetings will be held at least quarterly at a time and place determined by the Executive Staff.

2. The Executive Staff may call a special meeting if it determines that such a meeting is necessary or desirable.

3. A general membership meeting in the fourth calendar quarter will be designated the annual Business meeting.

ARTICLE IV - VOTING

A. At all meetings, voting shall be by voice or by a show of hands. Voting rights are reserved for Regular and Auxiliary members. Spouses shall not have voting rights.

B. Officers of the Chapter will be elected by using a mail-in ballot which contains provisions for write-in names. All Regular and Auxiliary members of this Chapter may vote for officers of the Chapter. In conducting an election of officers the following procedures will be utilized:

1. A nominating committee shall be established not later than 60 to 90 days preceding the annual Business meeting at which an election will be held. The committee shall be composed of one member selected by the President, one member selected by the Executive Staff and one member selected by the other two committee members. The Nominating Committee will provide the Executive Staff not later than 30 to 45 days prior to the annual Business meeting a slate of nominees for elective offices for the following two years. The slate of nominees shall be announced to the membership simultaneously with the notice of the annual Business meeting.

2. At the annual Business meeting or as soon as possible the President shall announce the successful candidates. The officers so elected will assume the duties to which elected on the first day of January of the next year.

3. When a vote is to be by mail-in ballot the President shall appoint a committee of three who shall act as Inspectors of Elections and who shall at the conclusion of such balloting certify the results in writing to the President. A certified copy of their report shall be physically affixed in the minute book to the minutes for the meeting.

4. No Inspector of Elections shall be a candidate for office or shall be personally concerned in the question voted upon.

C. All actions of the Chapter at all meetings of the general membership will be by a majority vote of members present and voting unless otherwise provided in these By-Laws.

D. The Secretary will notify members in advance of all general membership meetings and will maintain a file of such notices in the records of the Chapter.

E. At all general membership meetings a quorum shall consist of members present and voting.

F. 1. Special meetings of the membership may be called by the President when he/she deems it for the best interest of the Chapter. Notices of such meetings shall be mailed or e-mailed to all members at their address as they appear in the membership rolls at least 10 days but not more than 30 days before the scheduled date for such special meeting. Such notice shall state the reasons why such meeting has been called, the business to be transacted and by whom called.

2. At the request of three members of the Board of Directors or five members of the Chapter the President shall call a special meeting of the membership. Such request must be made in writing at least 20 days before the requested scheduled date.

3. No other business but that specified in the notice may be transacted at the special meeting without the unanimous consent of all present at such meeting.

G. 1. All meetings will be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised.

2. The United States flag shall be displayed and honored at all meetings of the Board of Directors and the general membership.

ARTICLE V - EXECUTIVE STAFF

- A. The Executive Staff will be comprised of two categories of members, i.e., Elected Officers and Appointed Staff.
- B. The operational, day-to-day business of this Chapter shall be managed by the Executive Staff.
- C. The Executive Staff shall have the operational control and oversee the day-to-day management of the affairs and business of the Chapter. The Executive Staff shall only act in the name of the Chapter when it has been regularly convened by the President.

ARTICLE VI - BOARD OF DIRECTORS

- A.
 - 1. There shall be a Board of Directors of the Chapter. Directors shall consist of:
 - a. At least one representative , to the maximum extent possible, of each of the services named in Article II, Paragraph A. of these by-laws;
 - b. A representative from a Sub-Chapter
 - c. The current President, the immediate Past President, and such other members as the President may designate, to include at least one currently serving active duty officer.
 - 2. The other Chapter elected officers shall also serve on the Board in an ex-officio capacity.
 - 3. All members of the Board of Directors shall be members in good standing of the Chapter and the Military Officers Association of America.
 - 4. Directors shall serve for a term of two years, but may be reappointed. The President may appoint a Director Emeritus.
- B. The Board of Directors will define, discuss and approve the policies of the Chapter and recommend changes thereto; and oversee the fiduciary responsibility for the Chapter to ensure its financial health and integrity. It will meet at least once each calendar quarter at the call of the President. Fifty percent of the members of the Board of Directors will constitute a quorum at each meeting.
 - 1. Each director shall have one vote and such voting may not be done by proxy. Chapter elected officers, except the President, are ex-officio members of the board, without vote.
 - 2. The Board of Directors will make all rules and regulations covering its meetings.
 - 3. Vacancies in the Board of Directors shall be filled by appointment by the President for the remainder of the unexpired term.
 - 4. The President of the Chapter by virtue of his/her office shall be Chairman of the Board of Directors. The elected Secretary on the Executive Staff shall also serve as Secretary of the Board of Directors.
 - 5. A director may be removed by the Board of Directors when sufficient cause exists for such removal. Three unexcused absences by a director will be considered resignation from the board. The Board of Directors may entertain charges against any director. A director may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules for the hearing as it may, in its discretion, consider necessary in the best interest of the Chapter for this hearing.

ARTICLE VII – ELECTED OFFICERS & APPOINTED STAFF

A. The elected officers of the Chapter shall be:

1. President
2. Executive Vice President Operations
3. Vice President Administration
4. Vice President Membership Recruitment and Retention
5. Vice President Programs
6. Secretary
7. Treasurer

B. The elected officers of the Chapter shall be elected by the membership from the regular and auxiliary members of the Chapter. They shall hold office for two years unless disqualified, removed for cause or resignation from the office. All officers of the Chapter shall be members in good standing of the Military Officers Association of America.

C. Any officer may be removed for cause by a majority vote of the Board of Directors, after being given an opportunity to be heard, with counsel, at a regular meeting of the Board of Directors or at a special meeting called for that purpose.

D. A vacancy in the office of President shall be filled through appointment by the Board of Directors for the remainder of the unexpired term. Vacancies in other elective officers shall be filled by appointment by the President for the remainder of the unexpired term. In the temporary absence of the President, his/her duties shall be performed by the Executive Vice President Operations. Should the Executive Vice President Operations be unable to perform temporarily in the office of President appropriate arrangements shall be made by the President to assure that the duties of the President are performed.

E. In general the duties and responsibilities of the Chapter elected officers shall include, but are not limited, to the following:

1. President: To direct the affairs of the Chapter and to preside at meetings.
2. Executive Vice President Operations: To be a surrogate for the President. He is authorized to appoint Assistant Secretaries, as required, to conduct the administrative functions the Chapter's business and routine office affairs.
3. Vice President Administration: To assist the Executive Vice President Operations and to perform such duties as may be assigned.
4. Vice President Membership Recruitment and Retention: To maintain and protect membership files and to promote the procurement of new members.
5. Vice President Programs: To make suitable arrangements for social activities and business meetings for the general membership and Board of Directors. He/she will recommend to the Executive Staff, for its approval, names of guest speakers for the general membership meetings.
6. Treasurer: To be custodian of the Chapter funds, keeping current and maintaining records of expenditures, receipts and balances on hand, to prepare and present financial reports as may be required by the Executive Staff and the Board of Directors. Duties may be delegated.

7. Secretary: Responsible for all administrative activities conducted in the office of the Chapter. Prepares and maintains files of minutes of meeting of the Board of Directors and of the Executive Staff. Advises members of the Executive Staff concerning the conduct of administrative activities.

F. In general the duties and responsibilities of the Chapter appointed staff shall include, but are not limited, to the following:

1. Vice President Legislative Affairs: To be the Legislative Liaison Officer and advisor on legislative matters at all levels for the Chapter.
2. Vice President Logistics: To provide logistical services for the Chapter.
3. Vice President Public Relations: To be in charge of publicity and public relations.
4. Vice President Personal Affairs: To provide counseling services for the Chapter.

5. Chaplain: To provide an invocation and a benediction at all meetings and to advise in cooperation with the Vice President Personal Affairs on survivor's assistance matters.
6. Deputy Treasurer: To assist the Treasurer.
7. Legal Counsel: To provide legal advice to the Executive Staff and Board of Directors on Chapter matters.
8. Webmaster: To maintain the web page for the Chapter.
9. Editor: To be the point-of-contact for all materials published in the monthly Chapter newsletter, The Lariat.
10. Volunteer Coordinator: To be the coordinating focal point to ensure that the Chapter maintains a strong cadre of individuals who are willing to be active volunteers by organizing the people to fit the need.
11. Special Activities Representative: To represent the Chapter in special activities, committees, councils, etc. which exist for the good of the military community.
12. The Officer Placement Service (TOPS) Officer: To provide professional guidance and support for MOAA members/spouses in job transition from the military to the civilian sector.
13. Solitaires Chair: To help keep single or widowed members participating in activities which further enhance their quality of life.

G. All elected officers shall, by virtue of their office, be members of the Board of Directors. Only the President will have a vote; the remaining elected officers are ex-officio, nonvoting members of the Board of Directors.

H. 1. The elected officers of the Chapter shall normally serve without compensation from the funds of the Chapter. However, whenever, the duties performed by an elected officer are such that compensation is warranted, he/she may at the discretion of the Board of Directors, be compensated from the funds in an amount to be determined by the Board of Directors in counsel with the Executive Staff.

2. When an elected officer, appointed staff or a member of the Chapter is required to spend his/her own money in carrying out the business of the Chapter, he/she normally shall be reimbursed from the funds of the Chapter upon presentation of suitable evidence of the expenditure. Such expenditures should have prior approval from the President and the Treasurer.

ARTICLE VIII - SALARIES

The Executive Staff shall hire and establish appropriate compensation for any and all employees or independent contractors whom they determine to be necessary in the conduct of the business of the Chapter.

ARTICLE IX - COMMITTEES

The President shall appoint such committees as are necessary to conduct the business and achieve the goals of the Chapter. All committee members shall be appointed by the President and their term of office shall be until terminated by the action of the President. The President shall be ex-officio, a voting member of all committees except the Nominating Committee.

ARTICLE X - DUES

A. The annual membership dues for the Chapter shall be established by the Board of Directors and will be due on 1 January. A member whose dues have not been paid by 1 April will be considered delinquent and will be dropped from the membership rolls. A delinquent member may be reinstated at any time upon payment of dues for the current year.

B. Normally, any eligible individual who pays his or her dues as a new member or former member on or after 1 October will be considered paid up for the remainder of the year and carried as a paid up member for the following full year. Other variations of the dues structure to better support recruitment and retention efforts – particularly those involving active duty -- and the fiscal solvency of the Chapter will be at the discretion of the executive staff with approval by the Board.

ARTICLE XI - CHAPTER FUNDS

A. The funds of the Chapter shall be obtained from the dues from the members, from non-dues revenue and from any donations, including those to the Outreach Fund, accepted by the Chapter.

B. The funds of the Chapter shall be in the custody of the Treasurer who shall deposit them in federally insured accounts. All funds will be deposited.

C. The routine expenditures of funds from these accounts for postage, telephone service, and other usual and necessary office supplies and equipment will be made promptly by the Treasurer. Obligations in excess of \$100.00 but not over one thousand dollars must be authorized in advance by the Executive Staff. Obligations in excess of \$1000.00 will be authorized by the Board of Directors. The Chapter is exempt from the State of Texas sales & use tax and the franchise tax.

D. The Treasurer shall report on the condition of the funds to the Board of Directors at all of its meetings and to the general membership meeting at least annually.

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(4) of the Internal Revenue Code.

2. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(4) of the Internal Revenue Code.

ATTEST:

DATED this 20th day of November 2008



Edward L. Marvin
Lt Col, USAF (Ret)
President



David W. Patrick
Col, USAF (Ret)
Secretary

APPENDIX A: CHAPTER CONFLICT OF INTEREST POLICY

ARTICLE I - PURPOSE

The purpose of the conflict of interest policy is to protect the Chapter's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chapter or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Chapters.

ARTICLE II - DEFINITIONS

1. Interested Person

Any director, elected officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Chapter has a transaction or arrangement,
- b.** A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III - PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Chapter can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under

circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - ANNUAL STATEMENTS

Each director, elected officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Chapter is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI - PERIODIC REVIEWS

To ensure the Chapter operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management Chapters conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VII - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.