**CONSTITUTION AND BY-LAWS**

**OF THE**

**THE COLUMBIA RIVER CHAPTER**

**MILITARY OFFICERS ASSOCIATION OF AMERICA**

**AS AMENDED 21 JANUARY 2017**

**PREAMBLE**

We, the members of The Columbia River Chapter of the Military Officers Association of America, do hereby unite to:

* Exemplify and promote patriotism, love, and respect for our country, flag, Constitution, institutions, and way of life.
* Advocate adequate defense of our country, and support for those serving in the uniformed services as well as veterans, dependents, and survivors.
* Encourage support and participation in the activities, programs, and interests of the Military Officers Association of America.
* Foster fraternal relations and camaraderie within our community among those serving, and those who have served, in the various components and branches of the uniformed military services.
* Promote the welfare, well-being, and education of local service personnel, veterans, dependents, and survivors.
* Provide for, and participate in, programs and activities that support the foregoing.

Therefore we do hereby establish the following as our Constitution:

**ARTICLE I—NAME**

 The name of this organization shall be The Columbia River Chapter of the Military Officers Association of America; hereinafter referred to as the Chapter.

# **ARTICLE II—PURPOSES**

The purposes of the Chapter shall be to promote the purposes and objectives of the Military Officers Association of America; 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 and veterans of the uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; and serve the community and the nation. The Chapter is a non-partisan affiliate of the Military Officers Association of America.

## ARTICLE III—STATUS

**Section 1.** The Chapter shall be a non-profit organization, operated exclusively for the purposes specified in Article II above.

**Section 2.** Officers, directors, and appointed officials shall not receive any compensation for their services, but the Chapter Executive 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, office, or agent of the Chapter shall be liable for acts or failures to act on the part of any other member, officer, or agent. No member, officer, or agent will be liable for acts or failures to act under these by-laws, 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. Moreover, no expenditure of funds, or actions and activities of the Chapter and its Executive Board, shall directly or indirectly, or otherwise explicitly or implicitly convey, support for political candidates, political parties, and partisan issues at any level.

# **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: Regular, Surviving Spouse, and Honorary.

**Section 2a.** Regular Members: Men and women who are or have been federally-commissioned 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 Services) or the National Guard or other Reserve Components of those services. These include:

* Officers (whether drawing retired pay or not) who are on the retired lists
* Active Duty Officers
* Warrant Officers
* Officers serving in one of the National Guard or Reserve Components
* Former officers who were separated under conditions acceptable to the Chapter Executive Board

**Section 2b.** Surviving Spouse Members: Widows and widowers of a deceased individual, who would, if living, be eligible for Chapter membership. Surviving Spouse Members have all the rights and privileges of Regular Members.

**Section 2c.** Honorary Members: The Chapter Executive Board may grant honorary membership to certain individuals in recognition of their services to the nation, the military community, or the Chapter. Honorary membership may be extended for the purpose of establishing good relations with certain influential persons, but not be overdone to the extent that honorary membership loses its special significance. Honorary membership may also be extended to full-time college students residing in the Southwest Washington area who are enrolled in the Reserve Officer Training Corps at their college. In the latter case, honorary membership is granted only for the period the student is enrolled in the Reserve Officer Training Corps. An individual eligible for Regular or Surviving spouse membership is not eligible for this class of membership.

**Section 3.** Applications for regular or Surviving Spouse membership shall be submitted in writing to the Chapter Executive Board. Regular and Surviving spouse members shall submit recommendations for honorary membership in writing to the Chapter Executive Board. The Chapter Executive Board shall be empowered to accept or reject any application or recommendation for membership.

**Section 4.** The Chapter Executive Board 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 required to hold and maintain membership in the Military Officers Association of America.

## ARTICLE V—VOTING

**Section 1.** Except as otherwise provided in these by-laws, all questions coming before the membership shall be decided by a majority vote of members present.

**Section 2.** Regular members in good standing and Surviving Spouse members who are present at a convened meeting of the Chapter shall be entitled to vote.

**Section 3.** At least ten percent (10%) of Regular Members in good standing and Surviving Spouse Members must be present at a regularly convened meeting to constitute a quorum. To be in good standing, dues must be current.

**Section 4.** Proxy meetings, and proxy votes, shall not be permitted.

**Section 5**. Honorary members are not eligible to vote.

## ARTICLE VI—DUES

**Section 1.** The annual dues for each Regular Member for the next calendar year shall be determined by the Board of Directors.

**Section 2.** The annual dues for a calendar year shall become effective and due on first day of January that calendar year for Regular members. Surviving Spouse, Honorary members, and Regular Members 90 years of age and over are exempt from annual dues.

**Section 3.** The Chapter Executive Board may, without further notice and without hearing, drop any member from the rolls whose dues remain unpaid after a period of ninety (90) days past January 1st of the calendar year for which the dues are due. A member who is dropped from the rolls shall thereupon forfeit all rights and privileges of membership.

**Section 4.** Any Regular member who has been dropped for non-payment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year. Annual dues shall not be pro-rated.

## ARTICLE VII—MEETINGS

**Section 1.** There shall be an annual meeting of the Chapter during the first calendar quarter for annual reports, the election of officers, and the transaction of other business. Notice of the meeting shall be mailed, e-mailed, or sent by other electronic means to each member at least fifteen business (15) days in advance.

**Section 2.** In addition to the annual meeting, at least four regular meetings of the Chapter shall be held during the year. Notice of each such meeting shall be mailed, e-mailed, or sent by other electronic means to each member.

## ARTICLE VIII—OFFICERS

**Section 1.** The elected officers shall be a President, a First (1st) Vice President, a Second (2nd) Vice President, a Secretary, and a Treasurer. Elected officers must be a Regular Member in good standing or a Surviving Spouse 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 upon being installed at the end of the annual meeting, and shall serve for a term of two (2) years, or until a successor is duly elected and installed.

**Section 3.** A member shall not serve more than two (2) consecutive terms as President; however, a member may serve more than two terms as President as long as no more than two (2) terms are consecutive within any six (6) year period except as otherwise provided by Sections 4 and 6 of this Article.

**Section 4.** The 1st Vice President shall fill a vacancy in the office of the President automatically until the next election cycle held in conjunction with the annual meeting. The 2nd Vice President has the option to either fill the now vacated 1st Vice President position; or remain as 2nd Vice President. The 2nd Vice President must decide and inform the Executive Board prior to the next Board or Chapter meeting—whichever occurs first. Remaining vacancies, except the office of President, shall be filled as the Executive Board decides subject to concurrence by the membership at the next regularly convened Chapter meeting.

**Section 5.** The President shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and of 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 at such other times as might be deemed proper, communicate to the Chapter or the Chapter Executive Board information or proposals to help in achieving the purposes of the Chapter. Further, the President shall 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 the temporary disability or absence of the President and the 1st Vice President, the 2nd Vice President shall perform the duties of the President. If the President and both Vice Presidents are unable to temporarily perform the duties of the President, the Immediate Past President shall perform the duties of 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 Chapter and of the Chapter Executive Board, and shall maintain a record of all proceedings. The Secretary shall also maintain the membership records/roster, prepare such correspondence as might be required, maintain the Chapter's correspondence files, and safeguard all important records, documents, and valuable equipment belonging to the Chapter. Furthermore, the Secretary shall perform such other duties as are commensurate with the office or as might be assigned by the Chapter Executive Board or by the President. It shall be his/her duty, in coordination with the President and Treasurer, to ensure that all certificates or forms required by any local, state, or federal statute, are filed in a timely manner.

**Section 8.** The Treasurer shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, make such disbursements as are authorized by the Chapter or the Chapter Executive Board, deposit all sums received into a financial institution approved by the Chapter Executive Board of directors, prepare and present a proposed budget for the coming calendar year to the Chapter Executive Board prior to January 1st of that calendar year, and make a financial report at the annual meeting or when called upon by the President. Funds may be drawn from the account in the financial institution only upon the signature of the Treasurer or the President. It shall be his/her duty, in coordination with the President and Secretary, to ensure that all certificates or forms required by any local, state, or federal statute, are filed in a timely manner. The funds, books, and vouchers in the custody of the Treasurer shall at all times be subject to inspection and verification/audit by the Chapter Executive Board.

**Section 9.** The appointed officers shall be the Chapter Chaplain, standing Committee Chairpersons, Surviving Spouse Representative, and the Service Representatives for the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services). Service Representatives shall be Regular members. The other appointed officers may be Regular, Surviving Spouse, or Honorary members. The President shall make the appointment when a vacancy occurs. The President may leave an appointed officer position vacant provided that the Chapter Executive Board concurs. Appointed officers are expected to serve for a period of not less than two years unless elected to an elected officer position.

**Section 10.** When either an elected or appointed officer of the Chapter is unable to attend five (5) consecutive regularly scheduled Chapter and Executive Board meetings, in any combination, the President will submit for the Executive Board's approval a report and recommendation whether to consider the position vacant. Upon the determination by the Executive Board that a position is vacant, actions in accordance with these By-laws will be taken to fill the vacancy.

## ARTICLE IX—CHAPTER EXECUTIVE BOARD

**Section 1.** The Executive Board shall be composed of the five elected officers, the Immediate Past President, and the appointed officers.

**Section 2.** A member of the Chapter Executive Board who is eligible to vote on regular Chapter business in accordance Article V, Section 2 also has a vote on the Executive Board. Any member of the Board who holds more than one position on the Board has only one vote per motion.

**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 the by-laws, 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 4.** The Executive Board shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter.

**Section 5.** The Executive Board shall meet upon the call of the President, at such time and place as he/she may designate, and shall meet upon demand of a majority of the Executive Board’s voting members. Notice to the members of the Executive Board shall be given to each member at least seven (7) days in advance.

**Section 6.** At least two (2) elected officers shall constitute a quorum at any regularly scheduled meeting of the Board. The Immediate Past President shall be considered an “elected officer” for the purpose of determining a quorum.

**Section 7.** All questions coming before the Executive Board shall be decided by a majority vote of Board members present, with each voting member of the Board present being entitled to one vote. Proxy voting shall not be permitted.

**Section 8.** Any question being considered, or subsequently decided, by the Executive Board may be subject to ratification by the Chapter membership before being implemented or executed if either the President (or next senior elected officer in the absence of the President) so rules, or a majority of the voting members present so vote.

**Section 9.** Non-voting members of the Executive Board are encouraged to attend the Board meeting and participate in the discussion and deliberations of the Board. Non-voting members may make proposals and offer motions for consideration, but may not second a motion or vote.

**Section 10.** Executive Board meetings are open to all classes of Chapter membership. Members of the Chapter who are not members of the Board may offer proposals for consideration, but may neither make or second a motion, nor vote.

## ARTICLE X—COMMITTEES

**Section 1.** The President shall appoint the chairperson for each of the Standing Committees, and may establish and appoint the chairperson for temporary special committees when needed.

**Section 2.** The Standing Committees of the Chapter shall include Programs, Membership Recruitment, Membership Services, Scholarship, Public Affairs, and Legislative Affairs Committees.

 **Section 2a.** The President shall assign one Vice President to the Membership Services Committee as an ex officio member and the other Vice President to the Programs Committee as an ex officio member. Each Vice President shall serve as an advisor to the chairperson and the respective committee to which assigned.

 **Section 2b**. The Public Affairs Committee shall have a representative serving on the Programs and Membership Services Committee~~s~~.

 **Section 2c**. The Immediate Past President, the Service Representatives, and the Surviving Spouse Representative shall serve on the Membership Recruitment, and Membership Services Committees.

**Section 2d.** Committees, including the committee chairpersons, will be comprised of as many members from the Chapter’s general membership as needed to ensure a broad cross-section of interests and views in sufficient numbers for the respective committees to adequately perform their responsibilities and tasks. All members of the Chapter and their spouses, regardless of status, may serve on committees and may also serve as a committee chairperson. Voting eligibility is still governed by the provisions of Article V and Section 2 of Article IX.

 **Section 2e.** Subject to the approval of the Executive Board, any standing committee may be comprised of two or more subcommittees if determined to be in the best interest of the Chapter in efficiently and effectively performing committee tasks. The committee chairperson is authorized, with the concurrence of the Chapter President, to appoint the subcommittee chairperson.

 **Section 2f.** Elected officers other than the President may serve as a standing committee chairperson for one standing committee. No chairperson for a standing committee may serve as chairperson for a second standing committee, but may also serve concurrently as a chairperson for a special committee. Elected and appointed officers may serve as a committee member on as many committees as needed commensurate with, and not detracting from, their regular primary duties on the Board.

**Section 3.** At least sixty (60) days before the meeting to elect new officers, the President shall appoint a Nominating Committee to nominate candidates for the elective offices.

**Section 3a.** The Committee Chairperson shall be the Immediate Past President. The Service Representatives shall comprise the remainder of the committee. Membership on the committee does not preclude such member from being nominated for an elected office.

**Section 3b.** The committee shall notify the Secretary in writing, at least thirty (30) days before the annual meeting, of its proposed slate of officers.

**Section 3c.** The Secretary shall list in the chapter’s newsletter the nominated candidates for the elected offices, and mail, e-mailed, or sent by other electronic means a copy thereof to each Regular member fifteen (15) days before the annual meeting.

### ARTICLE XI—ELECTIONS

**Section 1.** Elections shall be held at the annual meeting for the year in which the current terms of the elected officers end. At the annual meeting, the proposed slate of officers proposed by the Nominating Committee will be read by the Chapter Secretary. Additional nominations will be called from the floor. Nominations will then be closed, and the elections held beginning with the position of president.

**Section 2.** Candidates not elected to a position for which they were nominated may, with the nominees’ concurrence, automatically be eligible to be nominated as a candidate for another elected position.

**Section 3.** A majority of votes cast by the Regular members present will determine the outcome for each position.

## ARTICLE XII—FINANCIAL ACCOUNTABILITY

**Section 1.** The Chapter’s fiscal year opens on the first day of January of the calendar year, and closes on the 31st day of December of that same year.

Section 1A. The financial books of the CRC shall be audited on a regular basis (at least annually) by a committee selected by the Chapter President as codified in the Chapter’s General Procedures Audit Guide.

**Section 2.** The Chapter Executive Board manages the finances of the Chapter as described and limited by this Article and the other Articles within these by-laws. Furthermore, the Executive Board shall, to the best of its ability and experience, exercise due diligence and sound business practices in making financial decisions on behalf of the Chapter.

**Section 3.** When possible and practical, any excess funds in the Chapter’s general administrative account will be transferred to interest bearing accounts. Donations designated for, including but not limited to, Scholarship and Support the Troops Funds will be transferred at least monthly to the Columbia River MOAA Foundation (CRMF) Treasurer.

**Section 4.** The Chapter has an “open book” policy, and any Regular member may request to examine the financial records of the Chapter and the minutes of the Executive Board meetings by scheduling such a meeting with the President or Treasurer.

## ARTICLE XIII—LIABILITY

The Chapter is a non-profit organization operated solely and exclusively for the purposes set forth in the Preamble hereto. No member of this chapter shall be liable for the debts, liabilities, or other financial obligations of the Chapter other than in the proper exercise of functions as an officer of the Chapter.

## ARTICLE XIV--THE FLAG

The American flag shall be displayed and honored at all meetings of the Chapter.

## ARTICLE XV—AMENDMENTS

These by-laws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Regular membership present at any duly organized meeting of the Chapter, provided that a notice that an amendment will be proposed for consideration has been mailed to each member qualified to vote at least fifteen (15) days before the meeting, and a quorum is present.

## ARTICLE XVI—CHAPTER DISSOLUTION

Upon dissolution of the Chapter, all monies and assets held by the Chapter shall be transferred to the Columbia River MOAA Foundation (CRMF), an IRC 501(c)3 public nonprofit charity.

## ARTICLE XVII—SUPERSESSION

The Preamble and By-Laws established by the Articles herein replace and supersede any previously approved and published Chapter Constitution, By-Laws, or amendments thereto. This document reflects changes made by previous Amendments, and new changes needed to facilitate the effective and efficient operations of the Chapter.

We certify that this Amended Constitution and its By-Laws were approved and adopted by the membership at the Annual Business meeting of The Columbia River Chapter of the Military Officers Association of America, at Vancouver, Washington, on the 21st day of the month of January in the year 2017.

SECRETARY: PRESIDENT:

Roderick Heidelberg Evelyn Brady

(Printed Name) (Printed Name)

/signed/ /signed/

 (Signature) (Signature)