

BYLAWS
OF
THE LEWIS AND CLARK CHAPTER
The Military Officers Association of America

ARTICLE I-NAME

Section 1. The name of this organization shall be the Lewis and Clark 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

- a. to promote the purposes and objectives of The Military Officers Association of America
- b. to foster fraternal relations among retired, active, and former officers of the uniformed services
- c. to protect the rights and interests of personnel of the uniformed services and their dependents and survivors
- d. to provide useful services for members and their dependents and survivors
- e. to serve the 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. The chapter has been determined to be exempt from Federal income tax under section 501 (c) (19), Veterans' Organizations, of the Internal Revenue Code.

Section 2. Officers, directors, and appointive officials shall not receive any stated compensation for their services, but the board of directors 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 the 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 his acts or failures to act under these bylaws, excepting on acts or failures to act arising out of willful 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.

Section 5. In the event of dissolution of the chapter, and after the discharge of all its 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 of directors.

ARTICLE IV-MEMBERSHIP

Section 1. The membership of the chapter shall be composed of (a) men and women who are or have been commissioned or warrant officers of the U.S. Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service or the reserve or other components of those services and (b) 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 two classes:

a. members

- (1) officers who are on the retired lists (whether drawing retired pay or not)
- (2) officers who are not retired, including persons in Reserve and National Guard units of the United States
- (3) former officers who were separated under conditions acceptable to the board of directors

b. auxiliary members - widows and widowers of individuals who would, if living, be eligible for membership. Auxiliary members do not pay dues, vote, or hold office; they are entitled to all other rights and privileges of members.

Section 3. The board of directors may grant honorary membership to individuals in recognition of their *services* to the nation, the retired officer community, or the chapter. Normally, an individual eligible for membership or auxiliary membership is not eligible for honorary membership. However, a person who holds an elective or appointive office at the national, state, or local level may be granted honorary membership during the tenure of office. The board of directors may also grant honorary membership to foreign officers. Honorary membership shall not convey any voting rights and shall not entail any requirement for the payment of dues.

Section 4. Applications for membership shall be submitted in writing to the board of directors. Recommendations for honorary membership shall be submitted in writing to the board of directors by members. The board of directors shall accept, or reject applications or recommendations for membership.

Section 5. The board of directors may drop any member for good and sufficient cause, after the member has been given an opportunity to be heard.

Section 6. 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 bylaws, all questions coming before the membership shall be decided by a majority vote.

Section 2. Only members in good standing, actually 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 each member, for the next calendar year, shall be determined by the membership at the annual meeting, after receiving the board of directors' recommendation in the matter.

Section 2. The annual dues for a calendar year shall become due on 1 January of that year.

ARTICLE VII - MEETINGS

Section I. There shall be an annual meeting of the chapter at a time and place designated by the board of directors for the receipt of annual reports, the determination of annual dues for the next calendar year, the election and installation of officers and directors, and the transaction of other business. Notice of the meeting shall be provided to each member at least 10 days in advance. (Note: If this chapter is incorporated, it must conform to any notice requirements of the laws of the State of Washington.)

Section 2. Meetings of the chapter shall be scheduled by the board of directors. Notice of each such meeting shall be provided to each member at least 7 days in advance.

Section 3. Fifteen percent of the entire membership possessing voting rights shall constitute a quorum at any open meeting of the chapter.

Section 4. The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of the order the chapter may adopt.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elective officers (president, first and second vice presidents, secretary, and treasurer), the immediate past president, and five elective directors.

Section 2. The members of the board of directors shall be elected by the membership and installed at the annual meeting. Each board member shall serve until the next annual meeting.

Section 3. The board of directors 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 4. The board of directors shall be authorized to adopt resolutions and establish positions in the name of the chapter.

Section 5. The president shall preside over meetings of the board.

Section 6. The board shall meet upon call of the president as such times and places as the president may designate and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the board of directors shall be provided to each member of the board at least 7 days in advance.

Section 7. A majority of the entire board shall constitute a quorum at any meeting of the board.

Section 8. All questions coming before the board shall be decided by a majority vote, with each member of the board actually present being entitled to one vote. Proxy voting shall not be permitted.

Section 9. Any officer or director may be removed from office by a two-thirds vote of the board of directors, for cause and after an opportunity to be heard, whenever, in its judgment, it may consider such action in the best interests of the chapter.

ARTICLE IX-OFFICERS

Section 1. The elective officers shall be president, first vice president, second vice president, secretary, and treasurer, each of whom shall be a member of the chapter.

Section 2. The elective officers shall be elected by the membership and installed at the annual meeting. Each officer shall serve until the next annual meeting.

Section 3. No member shall be eligible to serve more than two consecutive terms as president.

Section 4. A vacancy in the office of the president shall be filled automatically by the first vice president who will be replaced by the second vice president. A vacancy in the office of the first vice president shall be filled automatically by the second vice president. Replacements for vacancies in the offices of second vice president, secretary, and treasurer shall be proposed to the board of directors by the nominating committee. Upon approval by the board of directors, the nominee will be voted on by the chapter membership.

Section 5. The president shall be the chief elective officer of the chapter, shall preside at meetings of the chapter and shall be a member, 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 appropriate, communicate to the chapter or to the board of directors information or proposals that would 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 first vice president shall perform the duties of the president. In the event of the temporary disability or absence of both the president and the first vice president, the second vice president shall perform the duties of the president. The vice presidents shall perform such other duties as the president may assign.

Section 7. The secretary shall provide timely written notification of all meetings of the chapter and of the board of directors and shall maintain a record of all proceedings. The secretary shall maintain the membership records, shall prepare such correspondence as may be required, and shall maintain the chapter's correspondence files. The secretary shall safeguard all important records and documents and valuable equipment belonging to the chapter. Further, the secretary shall perform such other duties as are commensurate with the office or as may be assigned by the board of directors or the president.

Section 8. The treasurer shall maintain a record of all sums received and expended by the chapter, shall collect the member's annual dues, and shall make such disbursements as are authorized by the chapter or the board of directors. The treasurer shall deposit all sums received in a financial institution approved by the board of directors, and funds may be drawn therefrom only upon the signature of the treasurer or other authorized officer. The treasurer shall make a financial report at the annual meeting or when called upon by the president, and shall file a Return of Organization Exempt from Income Tax

or Annual Electronic Notice by the 15th day of the fifth month after the end of the chapter's annual accounting period. The funds, books, and vouchers recording chapter business shall at all times be subject to inspection and verification by the board of directors.

ARTICLE X - COMMITTEES

Section 1. The president, subject to the approval of the board of directors, shall annually appoint such committees as may be required to conduct the business of the chapter.

Section 2. The president shall appoint a standing nominating committee. The committee shall consist of three members, one of whom may be an elective officer. The committee shall notify the secretary, in writing, at least 30 days before the annual meeting, of its proposed slate of elective officers and directors, and the secretary shall provide a copy thereof to each member at least 15 days before the annual meeting.

ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be amended or repealed, in whole or in part, by a two-thirds vote at any duly organized open meeting of the chapter, provided that a copy of any amendment proposed for consideration has been provided to each member at least 15 days before the meeting.

ARTICLE XII - THE FLAG

Section 1. The American flag shall be displayed and honored at all meetings of the chapter.

This is to certify that these bylaws were approved and adopted at the meeting of the Lewis and Clark Chapter at Kennewick, Washington on 15 May 2007.

[original signed]
Paul D. Seipt
LTC USMC (Ret)
President