

BYLAWS

REDWOOD EMPIRE CHAPTER

MILITARY OFFICERS ASSOCIATION OF AMERICA

ARTICLE I - NAME

The association shall be known as the 'Redwood Empire Chapter, Military Officers Association of America,' an affiliate of the National Military Officers Association of America, here-in-after referred to as 'Chapter' and MOAA' respectively.

ARTICLE II - PURPOSE

The purpose of the Chapter shall be to:

- A. Promote the purposes and objectives of MOAA.
- B. Support the national defense, particularly in times of war, or national emergency.
- C. Foster fraternal relations among Chapter members and auxiliary members.
- D. Help protect the rights and interests of active duty, retired, reserve and guard personnel, and former members of the uniformed services, their dependents and survivors.
- E. Provide useful services for Chapter members, their dependents and survivors.
- F. Otherwise serve the community, state and nation.

ARTICLE III - STATUS AND LIMITATIONS

- A. The Chapter is a uniformed services military veterans organization with membership eligibility as specified in Article IV-A below. It is a non-profit Corporation duly organized on July 13, 1977 and existing under the laws of the State of California. The Chapter is also an affiliate of the California Council of the Military Officers Association of America (CALMOAA); and an associate in joint endeavors with other veteran's organizations.
- B. The Chapter area encompasses the California counties of Sonoma, Lake, Mendocino, Humboldt and Del Norte, with the Chapter headquarters located in the City of Santa Rosa in Sonoma County. Sub-Chapters have been established in each of the aforementioned venues to enhance the availability of organized MOAA activities and services throughout the Chapter area. These consist of the Humboldt/Del Norte, Lake, Mendocino, and Sonoma Valley Sub-Chapters, the latter serving of the City of Sonoma, the communities of Glen Ellen and Kenwood, and the contiguous unincorporated areas of the Sonoma Valley. The remainder of Sonoma County, which includes the City of Santa Rosa, where the Chapter headquarters is maintained, is designated Sonoma County Main.
- C. Officers and directors of the Chapter shall receive no compensation for services. The Board of Directors, herein after referred to as the 'Board', or when so delegated, the Board Executive Committee, here-in-after referred to as 'EXCOM', may approve reimbursement of expenses incurred in the direct performance of Chapter business, in accordance with Chapter Policies and Procedures.
- D. Nothing herein shall constitute members of the organization as partners for any purpose. No member, other than those authorized by these by-laws, shall incur any indebtedness in the name of the Chapter. Nor shall any member, officer or agent, be liable for his or her acts or failure to act under these by-laws, excepting only acts or omissions to act arising out of his or her willful malfeasance or misfeasance.
- E. External correspondence in the Chapter's name, other than routine committee correspondence, will only be prepared and submitted by the Secretary, or by other officers specifically authorized by the President, the Board or EXCOM.
- F. The Chapter shall use its funds only to accomplish the purposes stated in Article II.

ARTICLE IV - MEMBERSHIP

- A. **ELIGIBILITY**
 1. **MEMBERS:** Chapter membership shall be restricted to individuals who are serving, or have served, as officers or warrant officers in a component of the uniformed services of the United States (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and United States Public Health Service). All Chapter members are encouraged, though not required, to be members in good standing of National MOAA.
 2. **AUXILIARY MEMBERS:** Surviving spouses of any officer or warrant officer, who if living would be eligible for membership in the chapter, shall be eligible for membership as auxiliary members. Chapter auxiliary members are encouraged, though not required, to be auxiliary members in good standing of National MOAA.
 3. **HONORARY MEMBERS:** An honorary membership may be bestowed by the Board in recognition of service to the Chapter, state, nation, military services, or to active, retired or former officers/warrant officers.
- B. Applications for membership shall be submitted in writing to the Chapter, reviewed, and brought before the Board for approval. Recommendations for Honorary membership may be submitted by any member, in writing, for Board consideration.
- C. The Board shall be empowered to approve or reject any application or recommendation for membership.
- D. Any membership may be suspended or revoked by the Board, for good and sufficient cause, after the member has been afforded of an opportunity to be heard. An appeal of suspension or revocation must be requested, in writing, to the Board within ninety (90) days of notice of suspension or revocation of membership.

ARTICLE V - MEETINGS

- A. **CHAPTER AND SUB-CHAPTER MEETINGS**, other than committee work sessions, shall be conducted in accordance with Robert's Rules of Order. Unless manifestly impracticable, the national colors and the Chapter or Sub-Chapter flag, as applicable, shall be displayed and honored at all meetings. Meetings within Sonoma County Main shall be scheduled by the President. In the absence or incapacitation of the President, the Vice-President may schedule meetings. Sub-Chapter meetings shall be scheduled by the Sub-Chapter Commander or the Sub-Chapter Vice-Commander.
- B. **GENERAL MEMBERSHIP MEETING:** A general membership meeting shall be held during October each year. Items to be addressed at this general membership meeting shall include, but not be limited to -

1. Election of officers and directors;
2. Determination of dues;
3. Reports by officers, directors and committee chairs;
4. Recognition of members who have made significant contribution to the chapter during the past year; and
5. Other Chapter business as may be appropriate.

Notice of this meeting, the slate of nominees and absentee ballots, to include instructions for absentee voting shall be published and distributed in the October MOAA VOICE.

- C. BOARD OF DIRECTORS MEETINGS:** Board meetings will convene at least quarterly at the call of the President. See D., below as regards Special Board Meetings.
1. Voting on items before the Board shall be restricted to members of the Board.
 2. Minutes of the Board meetings shall be made available by the Secretary to Chapter members when so requested.
 3. EXCOM meetings will be held as prescribed in Article X.C., below.
- D. SPECIAL BOARD MEETINGS:** Any member, or group of members, may request the President call a special meeting of the Board. The President may call such a meeting when, with the concurrence of a majority of Board members, determines such a meeting would serve the well-being of the Chapter.

ARTICLE VI - VOTING

- A. CERTIFICATION:** For the election of Chapter officers and directors, and other matters brought to the chapter membership for vote, the right to vote shall be limited to Chapter and Auxiliary members in good standing. The Secretary will certify the eligibility of members to vote.
- B. QUORUM:** Participation by at least five percent (5%) of the Chapter's total membership in good standing shall constitute a quorum. All those present to vote in person, plus those who have submitted valid absentee ballots, shall be counted toward the needed quorum.
- C. PROXIES:** Proxy voting shall not be permitted.
- D. ABSENTEE VOTING:** Absentee voting is permitted.
1. For the general membership meeting, absentee ballots shall be provided to all Members and auxiliary members in good standing, with the October MOAA VOICE; or otherwise mailed at least twenty (20) days prior to the date of any other scheduled meeting at which vote will be taken.
 2. To be valid, each absentee ballot shall be prepared and submitted in accordance with Chapter Policies and Procedures.

ARTICLE VII - DUES

- A.** The annual dues requirement shall be determined by the membership at the general membership meeting, based on recommendation of the Board. Provision for approval or disapproval of the Board's recommendation shall be included on the absentee ballot.
- B.** Annual dues shall become due and payable on the first day of January. Members who fail to renew their membership by that date shall be reminded of their overdue status and, if payment is not received by March 1st, shall be dropped from the rolls. Membership may be reinstated upon payment of current dues.
- C.** A member who fails to renew his or her membership, based on financial incapacity or other extreme hardship situations may, upon written request to the Board, be granted an exemption from dues. Honorary members shall be exempt from dues.
- D.** Auxiliary members of the Chapter are exempt from paying dues to the Chapter.

ARTICLE VIII - OFFICERS AND DUTIES

- A.** Eligibility to hold elective office shall be limited to chapter members and auxiliary members in good standing in the Chapter.
- B.** The elected officers shall be President, Vice-President, Secretary, and Treasurer. These four (4) officers, and the immediate Past President, shall constitute the EXCOM (See Article X.C., below for explanation of duties of the EXCOM.).
- C.** The officers shall be elected by the membership at the general membership meeting, for the term of one (1) year, commencing on the first day of January. The President shall not serve more than two (2) consecutive terms, except in situations wherein the Board determines it to be in the best interest of the chapter to allow a sitting President to serve one (1) additional term.
- D. PRESIDENT:**
1. Preside over meetings of the Chapter membership, in its entirety, the Board and the EXCOM.
 2. Provide overall planning and direction of Chapter organization and activities.
 3. Serve as an ex-officio member, with the right to vote, on all committees, except the Nominating Committee and/or the Election Committee.
 4. Maintain liaison with and coordinate support to the Sub-Chapters.
- E. VICE PRESIDENT:**
1. Preside over Chapter, Board, and EXCOM meetings in the absence of the President. A vacancy in the office of the President shall be filled automatically by the Vice-President.
 2. Arrange and coordinate programs for Sonoma County Main membership meetings and coordinate other scheduled Chapter activities within Sonoma County Main.
 3. Maintain custody and responsibility for the Flags, Colors, and insignia of the Chapter and insure their presence at appropriate meetings and functions in Sonoma County Main.
 4. Perform such other duties as may be assigned by the President.
- F. SECRETARY:**
1. Record and maintain complete and accurate records of Board proceedings and other meetings when so directed by the President.
 2. Serve as custodian of and maintain essential records and documents of the Chapter.
 3. Prepare and process reports and correspondence as directed by the

President, the Board or EXCOM.

G. TREASURER

1. Prepares Chapter's annual budget, submits to EXCOM in December for review and subsequent approval by the Board at the January meeting.
2. Maintains all chapter financial records reflecting funds received and/or disbursed. Ensures availability of all financial records in support of annual audit and/or tax return audits.
3. Deposits all monies received into financial institutions approved by the Board. Establishes and maintains audit trail reflecting receipt, deposit into appropriate account and subsequent disbursement thereof. Reconciles Chapter financial statements monthly.
4. Executes approved disbursements as authorized by the Board and/or directed by the EXCOM.
5. Prepares and submits tax returns as required.
6. Renders quarterly financial reports to the Board, renders an annual financial report to the general membership at the January meeting, and renders other reports as required by the EXCOM and/or Board.
7. Functions as Chief Financial Officer of the Col Brey Scholarship Fund, maintains financial records, prepares reports and provides services similar to those enumerated in 2., 3., and 4., above.
8. Serves on the Military Support Fund Committee and maintains financial records as appropriate.
9. Appoints an Assistant Treasurer to perform duties as required. The Assistant Treasurer shall be authorized to receive and disburse funds, in the absence of the Treasurer, as specified above.
10. Requests the President to appoint an audit committee, no later than the November EXCOM meeting, to audit the calendar year-end status of the Chapter and other associated funds. The results of the audit will be Reported at the January general membership meeting.

ARTICLE IX - BOARD OF DIRECTORS - COMPOSITION AND DUTIES

- A. The Board, through its EXCOM, shall supervise, control and provide direction to the Chapter, consistent with these by-laws. This shall include creation and maintenance of Chapter Policies and Procedures to provide guidance to elected officers, directors, committees and Sub-Chapter leadership.
- B. Eligibility to serve as a member of the Board shall be limited to regular members, auxiliary members and spouses of regular members, all in good standing.
- C. The Board shall be composed of the four (4) elected officers, twelve (12) elected directors, and the immediate Past President, who serves for a term of one (1) year or until relieved. Directors shall assume office on the first day of January of the year immediately following election.
- D. Six (6) members of the Board in attendance at any scheduled meeting of the Board shall constitute a quorum.
- E. Four directors shall be elected annually to serve for a period of two (2) years, one (1) year in the case of directors from the Sub-Chapters. Directors will be elected annually as required to maintain the twelve (12) totals. Of the twelve (12) elected directors, one (1) each shall be a member of and represent an active Sub-Chapter.
- F. A director who fails to attend two (2) consecutive Board meetings, unless excused by the President, will automatically vacates his/her position on the Board. In the event of vacancies on the Board, the President, subject to the confirmation by the Board, will appoint a replacement to serve until the next election.
- G. The President, subject to Board confirmation, shall appoint all directors to the Colonel Brey Scholarship Fund, Inc., a charitable, non-profit corporation, here-in-after referred to as the Scholarship Fund, as vacancies may occur. Such directors shall be from the membership of the Chapter. See Article X.F., below.
- H. The President shall appoint, as non-voting members of the Board, a Parliamentarian, a Judge Advocate, a Chaplain, an Editor, and a Data Base Manager. Among other duties, the latter will maintain computerized membership files and generate the Chapter Roster. The President shall also appoint, subject to Board confirmation, the Military Support Fund Committee as described in Article X.G.3., below.
- I. The Board shall, prior to the general membership meeting, cause to be conducted an audit of all funds of the Chapter, including the scholarship funds. The results of the audit will be reported to the membership at the general membership meeting in January.
- J. The Board will review and report to the membership the participation and association of the Chapter with other organizations.

ARTICLE X - COMMITTEES

- A. Subject to the approval of the Board, the President shall appoint members of such standing and special committees as may be required by these bylaws, or as may be deemed advisable. Unless sooner terminated, and with the exception of the Scholarship Committee (See X.F.2.), such appointments shall remain in force during the President's term of office. Eligibility to serve on standing and other committees shall be limited to regular members, auxiliary members and spouses of members, in good standing.
- B. The standing committees of the Chapter shall include Executive, Membership, Programs, Ways and Means, Legislative, Personal Affairs, Scholarship, Military Support Fund, and Reserve and National Guard Liaison.
1. The activities of these committees shall be guided by the Board and the EXCOM, and in accordance with the Chapter Policies and Procedures.
 2. Committee chairpersons and/or appointed representatives to associated organizations shall report to the Board on the activities of the respective organizations.
- C. **EXECUTIVE COMMITTEE (EXCOM)**
1. **PURPOSE:** As delegated by the Board and under Chapter Policies and Procedures, provide supervision, control, and direction to the Chapter Consistent with these bylaws.
 2. The Executive Committee shall be comprised of the four (4) elected officers and the immediate Past President. Meetings of the EXCOM will be held at the call of the President as the necessity arises, and particularly in preparation for full-Board meetings.
- D. **NOMINATING COMMITTEE**

1. **PURPOSE:** Annually identify and select a slate of qualified candidates for each elective office.
2. In July, the President shall appoint a Nominating Committee consisting of three (3) members not currently holding elective office and one (1) member of the Board, not up for re-election.
3. The Board member shall arrange the first meeting of the Nominating Committee, as early as possible following appointment, to select a Committee chairperson from within the group and begin search for potential of candidates.

E. ELECTION COMMITTEE

1. **PURPOSE:** Conduct the balloting at the general membership meeting, tally the votes, and announce the results.
2. To accomplish the foregoing the President shall, upon receipt of the Nominating Committee's Board-approved slate of candidates, appoint an Election Committee, comprised of a Board member chairperson, not standing for election, and two members from the general membership, also not standing for election.

F. SCHOLARSHIP COMMITTEE

1. **PURPOSE:** Publicize, solicit applicants, receive and evaluate applications and recommend most qualified applicants as recipients for scholarship awards by the Col Brey Scholarship Fund, from among children, wards and lineal descendants (including grandchildren, great-grandchildren, and great-great grand-children, natural or adopted) of living or deceased officer, warrant officer, and auxiliary members of the Chapter.
2. The Scholarship Committee shall consist of at least five (5) members of the Chapter, appointed by the President, to serve for two (2) years. Composition of the committee shall include one (1) member of the Board, and the remaining committee members shall be from the general membership, and may include regular members, auxiliary members, and spouses of members.

G. MILITARY SUPPORT FUND COMMITTEE

1. **PURPOSE AND SCOPE:** The purpose of the Military Support Fund, as established by the Board, is to provide funding support to specified and deserving U.S. military related functions and activities, as may be recommended by the Committee and approved by the Board.
2. **FUND SOURCES:** The Chapter will solicit member donations in its newsletter, as part of membership renewals, and at Chapter activities and social gatherings. Donations will also be accepted from outside sources.
3. **COMMITTEE ORGANIZATION AND ADMINISTRATION**
 - a. The Military Support Fund will be administered by a Committee of at least three (3) Chapter members, appointed annually by the Chapter President and confirmed by and operating under supervision of the Chapter Board. Committee members will include at least one (1) Director, the Chapter Reserve and National Guard Liaison Officer(s), one of the foregoing being designated Chairman, and the Chapter Treasurer.
 - b. The Committee will meet periodically at the call of the Chairman, review fund status, consider and approve fund commitments and disbursements. The Chapter Treasurer will maintain fund financial records, receive and deposit funds in approved accounts, and make approved disbursements. At least quarterly, the Chairman will report on fund status to the Board. The Board shall establish a fund cap with excesses transferred quarterly to the Col Brey Scholarship Fund. The fund will be audited annually as specified in Article IX.G., of these by-laws.

ARTICLE XI - SUB-CHAPTERS

- A. The Redwood Empire Chapter, MOAA, is organized with the Chapter headquarters, Sonoma County Main, located in Santa Rosa, and four (4) Sub-Chapters located in Humboldt/Del Norte, Lake, and Mendocino Counties and the Sonoma Valley. The latter encompassing the City of Sonoma, the communities of Glen Ellen, Kenwood, and the unincorporated areas contiguous thereto.
- B. Sub-Chapter leadership shall consist of a Commander, Vice-Commander, and Adjutant, augmented as desired by the respective Sub-Chapter membership, with elections and terms of office paralleling those of the Chapter. Each Sub-Chapter shall elect a Director to serve on the Chapter Board as prescribed in Article IX.E., above.
- C. Membership in the Chapter shall be pre-requisite to Sub-Chapter membership, officer/warrant officer and auxiliary. Chapter members residing within a Sub-Chapter area will be considered Sub-Chapter members unless the member specifically opts to affiliate with Sonoma County Main or another Sub-Chapter.
- D. While falling within the general purview of these by-laws, the Sub-Chapters may be operating internally in accordance with the expressed desires of Sub-Chapter members.
- E. As specified in Article VIII.D.4 above, the Chapter President will maintain liaison with and coordinate Chapter support of the Sub-Chapters. Chapter Committee Chairpersons will assist in this effort within the scope of their respective areas of responsibility. In particular, the Membership Chairperson will coordinate membership recruiting and retention efforts through the Sub-Chapters and process all new membership applications for approval by the Chapter Board.

ARTICLE XII - AMENDMENTS

- A. These bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds vote of the members present, or voting by absentee ballot, at the general membership meeting, or any other duly organized meeting of the Chapter, provided prior Board approval of the proposed amendment has been given, and that a copy of the amendment has been published in the preceding edition of the MOAA VOICE.
- B. Any member, or group of members, may request these bylaws be amended, in whole or in part, by submitting the recommended changes to the Board, with rationale for such changes. If approved, the Board will publish the proposed changes to the bylaws in the MOAA VOICE for approval at a subsequent membership meeting.

THESE REVISED BYLAWS, APPROVED BY THE CHAPTER BOARD
ON
6 DECEMBER, 2008

THESE BY-LAWS WERE FIRST APPROVED AT THE GENERAL MEMBERSHIP MEETING OF THE REDWOOD EMPIRE CHAPTER, THE RETIRED OFFICERS ASSOCIATION IN SANTA ROSA, CALIFORNIA ON: 14 OCTOBER 1982, UNDER THE NAME OF "THE RETIRED OFFICERS ASSOCIATION" (TROA) and

AMENDED: APRIL 1987, OCTOBER 1990, OCTOBER 1992, OCTOBER 1994, OCTOBER 1998, MARCH 2001
THE CHAPTER NAME WAS CHANGED IN PART FROM "THE RETIRED OFFICERS ASSOCIATION, (TROA)" TO "MILITARY OFFICERS ASSOCIATION of AMERICA, (MOAA)" ON APRIL 5, 2003. THEY BECAME EFFECTIVE WHEN RATIFIED BY THE FULL MEMBERSHIP ON MAY 22, 2003.

REVISED BYLAWS AMENDED, (ratified by the full membership on):
JULY 22, 2004, OCTOBER 27, 2005, MARCH 22, 2007, January 22, 2009.