



Bylaws
of
The Portland Chapter,
Military Officers Association of America
(MOAA)
Portland, Oregon

Affiliated with the
Military Officers Association of America
Washington, D.C.

Charter of Affiliation Granted: 1 January 2003

Bylaws Adopted: 1 April 2003
Bylaws Revised: 7 June 2005
Bylaws Revised: 1 June 2010
Bylaws Revised: 6 May 2014
Bylaws Revised: 5 November 2015 (Mandatory Wording Change)

GENERAL INFORMATION

ON

THE MILITARY OFFICERS ASSOCIATION OF AMERICA (MOAA)

NATIONAL ORGANIZATION

MOAA originally was founded as The Retired Officers Association (TROA) on 23 February 1929 by a group of retired officers in Los Angeles, CA. It was the view of the founders that officers, as well as their dependents and survivors, would benefit greatly by joining together in an association – an association that would counsel and render assistance to all officers in matters relating to their service status.

In 1944, its headquarters relocated to Washington, D.C., and the association was reorganized. In 1978, the headquarters moved to its present location in Alexandria, VA. The name of the association was changed officially to the Military Officers Association of America in January 2003.

MOAA is both a nonprofit organization (operated exclusively for the purposes which are beneficial to the interest of the nation and its uniformed services personnel, their dependents and their survivors) and a corporation currently incorporated under the laws of the state of Virginia. It is a national organization of individual commissioned service members drawn from the seven U.S. uniformed services, and their surviving spouses. Overall direction and control of the association's affairs are vested in a board of 36 directors elected by the membership. A paid professional staff, headed by the president, acts for the board in conducting the routine business of the organization. The association is also a tax-exempt organization under Section 501 (c) (19) of the Internal Revenue Code. This tax exemption does not, however, extend to affiliates.

AFFILIATES

Local organizations of retired officers have existed in various communities since the early 1940s, but it was not until 1953 that the national board of directors approved the formal affiliation of such organizations with national MOAA. Although these organizations call themselves by a variety of names (chapter, association, club, group, council, etc.), there are basically two different types of affiliates: councils, which are coalitions of chapters within a state, and chapters, which are local organizations.

Councils and chapters are independent, self-governing, and self-supporting organizations that voluntarily choose to affiliate with national MOAA for the purpose of cooperation and mutual support in attaining common goals.

By late 1982, more than 420 local and state organizations had been chartered as affiliates of the association. By 2009, there were more than 450 councils and chapters.

The MOAA Portland Chapter was chartered on 23 April 1956.

**PREAMBLE TO THE
BYLAWS
OF
THE PORTLAND CHAPTER,
MILITARY OFFICERS ASSOCIATION OF AMERICA
AT PORTLAND, OREGON**

To inculcate and stimulate love of our country and the flag; to defend the honor, integrity, and supremacy of our national government and the Constitution of the United States; to advocate military forces adequate to the defense of our country; to foster fraternal relations between all branches of the various services from which our members are drawn; to further the education of children of service personnel; to aid active and retired personnel of the various services from which our members are drawn, and their dependents and survivors, in every proper and legitimate matter; and to present their rights and interests when service matters are under consideration, we unite to form the Portland Chapter of the Military Officers Association of America.

- Article I. Name
- Article II. Purposes
- Article III. Status
- Article IV. Membership
- Article V. Voting
- Article VI. Dues
- Article VII. Meetings
- Article VIII. Board of Directors
- Article IX. Officers
- Article X. Committees
- Article XI. Amendments
- Article XII. The Flag and Pledge of Allegiance

**BYLAWS
OF
THE PORTLAND CHAPTER,
MILITARY OFFICERS ASSOCIATION OF AMERICA
(MOAA)**

- Article I – Name** Section 1. The name of this organization shall be the Portland Chapter, Military Officers Association of America, hereinafter referred to as “the Chapter.”
- Article II – Purposes** Section 1. The purposes of the Chapter shall be to promote the purposes and objectives of MOAA; foster fraternal relations among active, retired, 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 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.
- Article III – Status** Section 1. The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.
Section 2. Officers, directors, and appointed 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 acts or failure to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for acts or failures to act under these bylaws, 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.
Section 5. In the event of dissolution of the Chapter and after the discharge of all 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 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 3. Copies of applications for regular or surviving spouse membership shall be provided to the Chapter Officers and Membership Committee Chair. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by regular or surviving spouse members. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership.

Section 4. The Board of Directors 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 MOAA. Surviving spouse members holding Chapter offices are required to hold and maintain membership in the MOAA.

All surviving spouse members are encouraged to acquire and maintain membership in the MOAA.

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 of the membership present at any duly organized meeting of the Chapter.

Section 2. Only regular and surviving spouse members in good standing 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. Annual dues for each member for the next calendar year shall be recommended by the Board of Directors and any changes voted on by the membership at the annual meeting.

Section 2. The annual dues for a calendar year shall become due on January 1st following the annual meeting.

Section 3. Any members who fail to pay dues within 30 days from the time they become due shall be reminded by the Treasurer of their delinquency. Notification to members with dues in arrears will again be made at the 60-day point. If the member fails to make payment within the next 60 days, the Board of Directors may, without further notice and without hearing, drop the member from the rolls. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.

Article VII – Meetings

Section 1. Regular meetings of the Chapter shall be held during the months of February, March, April, May, June, September, October, November, and December--unless otherwise decided by the Board of Directors. Notice of such meetings shall be mailed to each member at least ten (10) days in advance.

Section 2. The May meeting shall be election of officers for the following two (2) year period.

Section 3. The June meeting shall be installation of officers.

Section 4. The September meeting shall be the annual meeting for the receipt of annual reports and/or forecasts, the determination of annual dues, and the transaction of other business.

Article VIII – Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers (President, First Vice President, Second Vice President, Secretary, and Treasurer), the Immediate Past President, and twelve (12) directors appointed by the President and subject to the approval of the Board of Directors.

Section 2. The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter; shall determine its policies or changes within the limits of the bylaws and 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 3. The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter.

Section 4. The Board of Directors shall meet upon the call of the President at such times and places as he or she 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 sent to each member of the board at least ten (10) days in advance.

Section 5. A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6. All questions coming before the Board of Directors shall be decided by a majority vote, with each member of the Board present being entitled to one vote. Proxy voting shall not be permitted.

Article IX – Officers

Section 1. The elected officers shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, each of whom shall be a regular or surviving spouse member of the chapter.

Section 2. The elected officers shall be elected annually or biennially by the membership at the May meeting. Each elected officer shall take office at the June meeting following installation and shall serve for a term of two (2) years or until a successor is duly elected and installed.

Section 3. Normally, a member shall not serve more than (2) consecutive terms as President; however, this provision may be waived if there are no volunteers to assume the office and the member agrees and the board of directors concurs with having the member serve another term.

Section 4. A vacancy in the office of the President shall be filled automatically by the First Vice President. A vacancy in the office of the First Vice President shall be filled automatically by the Second Vice President. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 5. The President shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and of the Board of Directors, shall be a member ex-officio with right to vote of all committees except the Nominating Committee, and shall be the Chapter representative to the Oregon State Council of Chapters. The President shall also, at the annual meeting and at such other times as might be deemed proper, communicate to the Chapter or the Board of Directors 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 First Vice President shall perform the duties of the President. In the event of the temporary disability or absence of the President and the First Vice President, the Second Vice President shall perform the duties of the 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 Board of Directors and shall maintain a record of all proceedings. The Secretary shall also carry out these duties: maintain the membership records, 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. Further, the Secretary shall perform such other duties as are commensurate with the office or as might be assigned by the Board of Directors or by the President.

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 Board of Directors, deposit all sums received in a financial institution approved by the Board of Directors, 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 in his/her absence, the President. The funds, books, and vouchers in the custody of the Treasurer 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 standing and special committees, such as might be required by the bylaws or might be advisable.

Section 2. The Standing Committees of the Chapter shall include membership, legislative, programs, personal affairs, communications, and surviving spouse.

Section 3. At least 70 days before the May meeting, the President, subject to the approval of the Board of Directors, shall appoint a nominating committee of three (3) members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall present their proposed slate of officers for the next term at the April meeting. The proposed slate of officers will be published in the monthly member

publication (*Brass Bulletin Newsletter*) to be sent to all members at least ten (10) days prior to the May monthly meeting.

Section 4. The President, subject to the approval of the Board of Directors, shall appoint an audit committee comprised of three (3) chapter members, not currently holding elective office, to conduct an audit of the Chapter finances within ninety (90) days of the election of officers and submit a written report to the Board of Directors.

Article XI – Amendments

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership present at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been sent to each member qualified to vote at least ten (10) days before the meeting.

Article XII – The Flag and Pledge of Allegiance

Section 1. The American flag shall be displayed and honored at all meetings of the Chapter. The Pledge of Allegiance shall be recited at all meetings of the Chapter.

This is to certify that these bylaws were revised and approved at the regular meeting

of the

PORTLAND CHAPTER, MILITARY OFFICERS ASSOCIATION OF AMERICA

at Portland, Oregon

on 6 May 2014

signed

signed

MARY J. MAYER, Colonel, USAF (Ret)
President

JAMES H. MAIN, Captain, USNR (Ret)
Secretary/Treasurer