

# **MOAA Bylaws**

## **Military Officers Association of America**

**Organized February 12, 1929**  
**Incorporated 1944**

*As amended to and including November 2, 2018*

### **PREAMBLE**

- 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 the integrity and prestige of uniformed service;
- 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 personnel of the Services from which our members are drawn, and their family members and survivors, in every proper and legitimate manner; and
- To present their rights and interests when Service matters are under consideration.

**We unite to form THE MILITARY OFFICERS ASSOCIATION OF AMERICA.**

### **ARTICLE I — Name**

**Section 1.** The Association shall be known as THE MILITARY OFFICERS ASSOCIATION OF AMERICA.

**Section 2.** The National Headquarters of the Association shall be in the Washington Metropolitan Area. The term "Washington Metropolitan Area" includes, among other jurisdictions, the city of Alexandria in the Commonwealth of Virginia.

**Section 3.** The Association will be a non-profit organization, operated exclusively for purposes beneficial to the interests of the nation and its Uniformed Services personnel, their family members, and survivors. All officers of the Association, other than the President and CEO, Chief Operating Officer (COO), Chief Financial Officer (CFO), and the General Counsel and Corporate Secretary, shall serve without compensation from Association funds. Provided, however, the Board is authorized to grant to the Chairman of the Board of Directors a stipend in an amount determined by it.

**Section 4.** In the event of final dissolution or liquidation of the Association, and after the discharge of all its liabilities, the remaining assets of the Association, including all of its various specifically designated funds, shall be given to one or more tax-exempt organizations, as defined in the Internal Revenue Code, and whose purposes and objectives are similar to those of the Association, such organizations to be designated by a vote of two-thirds of all directors, serving as such at the time of dissolution.

## ARTICLE II — Affiliates

**Section 1.** Any organization of officers of the Services may, upon application to and approval by the Board of Directors, become affiliated with the Association. Such affiliation is for the purpose of cooperation in the furtherance of the objectives stated in the preamble hereto and does not authorize either organization to participate in the organizational or managerial concerns of the other. Affiliates are encouraged to furnish recommendations to the National Headquarters. Conversely, National Headquarters will request assistance from affiliates as circumstances indicate. Any such affiliation may be cancelled by unilateral action of either of the organizations involved.

**Section 2.** An organization affiliated with the Association may send a designated representative to attend a meeting of the Board of Directors of the Association. Such representative may, on behalf of such affiliate, submit to the Chairman of the Board of the Association recommendations for consideration by the Board of Directors.

**Section 3.** Any organization of officers affiliated with the Military Officers Association of America is required to incorporate in its bylaws a provision that all members of the local organization be required to hold and maintain membership in the National Association.

**Section 4.** In those states where Councils of Chapters exist, local chapters are encouraged to become members of such Councils. However, such membership shall not interfere with direct communication between local chapters and the National Headquarters.

## ARTICLE III — Membership and Voting Rights

**Section 1.** Subject to the provisions hereof, membership shall be composed of:

- (a). Men and women who are or have been officers — that is, commissioned officers, commissioned warrant officers, and warrant officers — of the regular, reserve, National Guard of the United States, and other components of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service.
- (b). Widows and widowers of deceased members or of any deceased individual who would, if living, be eligible for membership.
- (c). Individuals elected as Honorary Members as set forth in Section 2(e) of this Article.
- (d). There shall be no discrimination in membership or participation in the affairs of the Association by reason of race, creed, color, national origin, sex, handicap, or age.

**Section 2.** Membership shall be of six classes, viz. —

- (a). MEMBERS — Those eligible for membership, as prescribed in Section 1(a) of this Article, who apply for membership and pay the prescribed annual dues.
- (b). LIFE MEMBERS — Those eligible for membership, as prescribed in Section 1(a) of this Article, who apply for life membership and pay the prescribed life membership fee.
- (c). SURVIVING SPOUSE MEMBERS — Widows and widowers of deceased members or of any deceased individual who would have been eligible for membership.

(d). LIFE SURVIVING SPOUSE MEMBERS — Widows and widowers of deceased life members or any widow or widower of any deceased individual who would have been eligible for membership who pays the prescribed life surviving spouse membership fee.

(e). HONORARY MEMBERS — Individuals, whether or not eligible for regular membership as set forth in Section 1(a) of this Article, while serving in the Federal Government and who have been appointed by the President by and with the advice and consent of the Senate, or having been elected to office in the Federal Government, or who otherwise have rendered exemplary service to the United States at the National level, may, on the initiative of the Board of Directors, be elected Honorary Members of the Association. The Board of Directors shall have authority to terminate an honorary membership. Honorary Members shall not be entitled to vote or required to pay dues.

(f). CADETS AND MIDSHIPMEN — Third or fourth year students attending the U.S. Military Academy, U.S. Naval Academy, the U.S. Air Force Academy, or the U.S. Coast Guard Academy; or third or fourth year students participating in a service Reserve Officer Training Corps (ROTC) Program at an accredited four year college or university, who upon graduation and successful completion of the ROTC program will be commissioned as an officer in one of the military services of the United States.

**Section 3.** Application for membership shall be in writing addressed to the Association. An application received by telephone or other electronic means shall satisfy this requirement.

**Section 4.** The Board of Directors may reject any application for membership for cause. The applicant will be notified of the rejection and the reason therefore.

**Section 5.** Members, Life Members, Surviving Spouse Members, and Surviving Spouse Life Members shall be entitled to vote upon any matter properly submitted to the membership for vote.

**Section 6.** Any member may be dropped by the Board of Directors for cause, after being given an opportunity to be heard.

#### **ARTICLE IV — Membership Privileges**

**Section 1.** As a benefit to members, membership privileges, except the right to vote, shall be extended to the spouses of all Members and Life Members.

#### **ARTICLE V — Entrance Fee, Dues, and Subscription to The Association's Magazines**

**Section 1.** Dues and entrance fees, if any, for all classes of membership shall be established by a two-thirds majority vote of the entire Board of Directors.

**Section 2.** The Board of Directors shall, from time to time, fix the subscription rates of the Association's magazines, which, in the case of dues paying members, will be a portion of dues paid.

**Section 3.** Regular Life or Life Surviving Spouse Members, after payment of their life membership fee, shall not be required to pay further dues, but shall be entitled to the Association's magazines. The widow or widower of a Life Member shall automatically become a Life Surviving Spouse Member for the remainder of her or his life and need pay no dues.

## **ARTICLE VI — Liability**

**Section 1.** No one of the membership shall become liable to the Association for any amount other than any entrance fee and yearly dues.

## **ARTICLE VII — Annual Meetings of the Membership**

**Section 1.** A general meeting of the membership of the Association shall be held annually at a place and time to be designated by the Board of Directors for each such meeting to validate the results of the balloting on election of directors in years in which directors are elected, approval of resolutions and approval of bylaw changes and to transact such other business as may properly be brought before the meeting.

**Section 2.** Special meetings of the membership may be called in the Washington Metropolitan Area by the Board of Directors or upon the request of twenty percent of the membership entitled to vote.

**Section 3.** Notice of all meetings of the membership of the Association shall be mailed to the membership from the National Headquarters at least fifty days prior to the meeting, and such notice shall state the purpose of any special meeting. Voting members shall be provided a ballot by which they can vote for directors, vote for or against proposed resolutions, and vote for or against proposed bylaw changes, if any. Voting members shall also be provided a form for assignment of proxy for the transaction of such urgent business as may properly be brought before the meeting.

**Section 4.** Members exercising their voting privileges at a regular or special meeting of the membership, either in person or by proxy, shall constitute a quorum capable of transacting all business properly brought before the meeting.

**Section 5.** Except as provided in Article XI, a majority of the membership voting, in person or by proxy, at any meeting of the membership shall govern in all matters properly brought before the meeting, except that, should any obligation on the part of the Association be authorized or created, the provision against personal liability provided in Section 1 of Article VI of these bylaws shall be directed to be included therein.

**Section 6.** To be valid ballots and proxies must be received in the National Headquarters for verification and recording at least fifteen days prior to the hour of the meeting of the membership and the Chairman of the Board shall determine the validity of such ballots and proxies, subject to the right of appeal to the Board of Directors.

**Section 7.** Election of Directors, approval of Resolutions and making or confirming bylaw changes shall be decided by the membership through the ballot process. Other important matters not deemed by the presiding officer to be truly urgent may be discussed at any meeting of the membership but shall be referred to the Board of Directors for consideration and disposition within its authority or for further referral to the membership at large. Other important matters which the presiding officer finds to be truly urgent and requiring decision at any meeting of the membership shall be acted upon by floor vote and through the use of proxies.

**Section 8.** Absentees desiring consideration of matters at a meeting of the membership of the Association shall submit those matters in writing to the Chairman of the Board in time to be received at least ten days prior to the meeting date.

## **ARTICLE VIII — Board of Directors, Election, etc.**

### **Section 1.**

(a). There shall be 36 directors of the Association, composed of individuals who are Members, Life Members, Surviving Spouse Members, or Life Surviving Spouse Members of the Association. They will be apportioned from the Services as follows; Army, eight; Navy, eight; Air Force, eight; Marine Corps, three; Coast Guard, two; Public Health Service, one; National Oceanic and Atmospheric Administration, one; and five at large without regard to service affiliation.

b). Normally the terms of 12 directors will expire at the convening of a meeting of the Board of Directors scheduled in conjunction with the annual meeting of the membership occurring in even-numbered years.

(c). No member of the paid staff of the Military Officers Association of America, or member of his immediate family, will be eligible to become a member of the Board of Directors, except the President, who shall serve as an ex officio member thereof without right to vote.

(d). Directors must and will represent the total Association and not a regional or Service constituency.

**Section 2.** Except as may be otherwise provided in these bylaws, directors shall hold office for six years, unless sooner removed or otherwise disqualified, or until their successors are elected and installed. They shall not be eligible for re-election. The Board shall establish policy regarding directors' attendance at Board meetings. Normally, newly elected directors take office at a meeting of the Board held in conjunction with the annual meeting of the membership of the Association occurring in even-numbered years.

**Section 3.** Any vacancies on the Board of Directors may be filled by a majority vote of the membership entitled to vote as provided in Article III, Section 5, at any regular or special meeting of the membership of the Association, or by a majority vote of the remaining directors, even though a quorum does not remain, and the chosen directors shall hold office until their successors have been duly elected and installed. Ad interim elections shall be for only the unexpired terms and, if otherwise qualified, the directors so elected will be eligible to serve, in addition, one full six-year term provided the unexpired terms were less than three years.

**Section 4.** Except as provided in Section 3, above, twelve directors shall constitute a quorum capable of transacting any business that may come before a meeting of the Board of Directors.

### **Section 5.**

(a). The Chairman of the Board of Directors, 1st Vice Chairman, 2nd Vice Chairman, 3rd Vice Chairman, and President shall be elected by the Board of Directors for a time of two years. Normally, the election shall take place at a meeting of the Board held in conjunction with the annual meeting of the membership of the Association in years in which new directors are elected by the membership. The newly elected officers shall take office at that meeting.

(b). Regular meetings of the Board of Directors shall be held not less than three times during each calendar year, and there shall be such other meetings as may be called, from time to time, by the Chairman of the Board, or officer acting as such (1st Vice Chairman, 2nd Vice Chairman, or 3rd Vice Chairman), or by one-third of the directors. Notice of such meetings shall be sent to each director at least five days prior to the meeting.

**Section 6.** The business management and affairs of the Association shall be under the direction and control of the Board of Directors, as shall its several officers, agents, and employees, and the Board of Directors shall have authority to authorize contracts, incur liabilities, expend funds, and attend to such other matters connected with the conduct of the Association as, from time to time, it may determine, subject to the right of the membership, entitled to vote as provided in Article III, Section 5, to direct and control the Board of Directors in the exercise of these powers.

**Section 7.** To meet emergent or routine business of the Association, the Board of Directors may delegate such powers to the Executive Committee as the Board, from time to time, may determine to be necessary or desirable.

**Section 8.** The Chairman of the Board may appoint standing and special committees as he may deem necessary for the best interests of the Association.

**Section 9.** The accounting year shall correspond to the calendar year.

## **ARTICLE IX — Officers**

**Section 1.** Officers of the Association shall be a Chairman of the Board of Directors, 1st Vice Chairman, 2nd Vice Chairman, 3rd Vice Chairman, President and CEO, Chief Operating Officer (COO), Chief Financial Officer (CFO), General Counsel and Corporate Secretary, and National Chaplain. With the sole exception of the Chief Financial Officer, Officers of the Association shall be Life Members or Members of the Association. The Chairman of the Board of Directors shall be an ex officio member of all committees except nominating committees, but shall have no vote on the Board of Directors, except in the case of tie. The President shall be an ex officio member of the Board of Directors, without vote, and an ex officio member of all committees except nominating committees. The Chief Operating Officer, Chief Financial Officer and Secretary shall be ex officio officers of the Board of Directors by virtue of their employment.

**Section 2.** The Chairman of the Board of Directors, 1st Vice Chairman, 2nd Vice Chairman, 3rd Vice Chairman, and President shall be elected by the Board of Directors for a time of two years. Normally, the election shall take place at a meeting of the Board held in conjunction with the annual meeting of the membership of the Association in years in which new directors are elected by the membership. The newly elected officers shall take office at that meeting.

**Section 3.** The President or any member of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors, for cause or no cause, and after opportunity to be heard, whenever in its judgment it may consider such action in the best interests of the Association. The ex officio officer status of the Chief Financial Officer or Secretary will automatically cease upon termination of his/her employment as a staff director in accordance with MOAA policy. The President will consult with the Board of Directors prior to any termination of employment or removal action involving the Chief Financial Officer or Secretary.

**Section 4.** If there is a vacancy in the office of Chairman of the Board, the 1st Vice Chairman shall become Chairman of the Board. Any vacancy in the office of 1st Vice Chairman, 2nd Vice Chairman, or 3rd Vice Chairman shall be filled by vote of the Board of Directors.

**Section 5.** The President and such other personnel authorized by the Board of Directors to be employed shall receive such compensation, to be paid from the funds of the Association, as the Board of Directors from time to time shall prescribe or approve.

**Section 6.** The Chief Financial Officer and others having custody of Association funds shall be bonded, in amounts prescribed by the Board of Directors. The actual cost of procuring such bonds shall be paid from the funds of the Association.

**Section 7.** Ninety days prior to the annual meeting of the membership of the Association occurring in even-numbered years, nominations for Directors of the Association to fill prospective vacancies shall be made by a committee elected by the Board of Directors, composed of seven members of the Association, one from each of the seven Uniformed Services, who hold no office in the Association.

#### **ARTICLE X — Duties of Officers and Committees**

**Section 1.** The officers shall perform such duties as are described in these bylaws and such others as may be assigned them by the Board of Directors or the Chairman of the Board.

**Section 2.** Committees shall make such investigations and reports as the Chairman of the Board may direct.

**Section 3.**

(a). The Chairman of the Board, the President and the Chief Financial Officer shall each make a report, either orally or in writing, at the annual meeting of the membership of the Association.

(b). The Board of Directors shall keep minutes of its meetings.

**Section 4.** The President shall, under the general direction of the Chairman of the Board and the Board of Directors, carry on the actual business of the Association in such manner and along such lines as they may determine.

#### **ARTICLE XI — Changes of Bylaws**

**Section 1.** These bylaws may be altered, amended, or changed, or new bylaws may be adopted by a two-thirds majority of those members who vote by ballot when such matters are submitted to the membership for vote, or ad interim by a two-thirds vote of the Board of Directors, whenever, in their judgment, they may consider such change as beneficial to the operations of the Association, provided that the Board of Directors may not alter, amend, or change these bylaws with regard to matters related to compensation or tenure in office of directors, as such. The Board of Directors may not, except by unanimous vote, take any action under this authority unless the proposal has been before the Board in writing for at least ninety days, provided that a proposal placed before the Board of Directors at one of its regular meetings may receive the action of the Board at its next regular meeting. Ad interim changes made in the bylaws by the Board of Directors will be subject to confirmation by a majority of those members who vote by ballot prior to the annual meeting of the membership of the Association.

## **ARTICLE XII — Parliamentary Authority**

**Section 1.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XIII — Indemnification of Directors, Officers, and Employees**

**Section 1.** Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the Association, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled.