

The Middle TN Chapter Military Officers Association of America

BYLAWS

Article I-Name

Section1. The name of this organization shall be the Middle Tennessee Chapter, hereinafter referred to as the chapter.

Section2. This chapter is an affiliate of the Military Officers Association of America and the Tennessee Council of Chapters. The Association is a non-profit organization operated exclusively for purposes beneficial to the interests of the Nation and its Uniformed Services personnel, their dependents and their survivors.

Article II-Purposes

This chapter is organized and shall be administered and operated exclusively for the following purposes within the meaning of section [501(c)(3) or 501(c)(19) of the Internal Revenue Code. To the extent feasible, the purpose of this 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 commissioned officers of the uniformed services and their reserve components.
- (c) To protect the rights and interests of personnel of active duty, retired and reserve component 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

Section1. The chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

Section2. 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.

Section3. Indemnification. This chapter shall indemnify any person against expenses, including without limitation, attorneys' fees, judgements, fines, and amounts paid in settlement, actually and reasonably incurred by reason of fact that he/she is or was a director, officer, employee or agent of the chapter, or is or was serving at the request of the chapter as a director, officer, employee or agent of another corporation, partnership, joint

venture, permitted and provided for by the laws of the state as then in effect. Indemnification will not be made when the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The Power of indemnification under state law shall not be denied or limited by the bylaws.

Section4. 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.

Section5. In the event dissolution of the chapter and after the discharge of all of its liabilities, the remaining assets shall be given to MOAA National or another nonprofit organization whose purposes are similar to those of the chapter, such organization to be designated by a majority vote of the board of directors.

Article IV - Membership

Section1. The membership of the chapter shall comprise men and women who are serving or have served on active duty or in one of the reserve components as a commissioned or warrant officer in one of the U. S. uniformed services (Army, Marine Corps, Navy, Air Force, Space Force, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) as well as surviving spouses 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 four classes:

- (a) Regular Members –
 - 1. Officers who are on the retired lists, whether drawing retired pay or not.
 - 2. Officers who are not retired.
 - 3. Former officers who were separated under conditions acceptable to the board of directors.
- (b) Surviving Spouse members- Surviving spouses of any deceased individuals who would, if living, be eligible for membership.
- (c) Honorary or complimentary members – discussed in Section 3 below.
- (d) Emeritus – Members no longer able to participate due to physical limitation who are awarded emeritus status by the board.

Section3. The board of directors may grant honorary membership to certain individuals in recognition of their services to the nation, the military community or the chapter. Normally, an individual eligible for regular or surviving spouse membership is not eligible for honorary membership. However, if he/she holds an elective or appointed office at the national, state, or local level, he/she may be granted honorary membership during his/her tenure of office. The board of directors may also grant honorary membership to certain foreign officers. Honorary membership shall not convey any voting rights and shall not entail any requirements for the payment of dues.

Section4. Applications for regular or surviving spouse membership shall be submitted in writing or through the chapter website to the board of directors. Recommendations for

honorary membership shall be submitted to the board by regular or surviving spouse members. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section5. The board of directors may suspend membership for good and sufficient cause, after the member has been given an opportunity to be heard.

Section6. Regular and surviving spouse members are encouraged to hold and maintain membership in the national organization of the Military Officers Association of America.

Article V-Voting

Section1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote.

Section2. Only regular members in good standing shall be entitled to vote. This vote may be conducted at a physical meeting or, alternatively, the board may elect to obtain a vote through online tools such as a survey, during a video meeting, or other online tool that allows members to participate in voting.

Section3. Proxy voting shall not be permitted.

Article VI-Dues

Section1. The annual dues for each member, for the next calendar year, shall be determined by the membership at any regular monthly meeting, after receiving the board of directors' recommendation in the matter. Per Article 5, Section2 above, the board may elect to conduct this vote through online tools.

Section2. The annual dues for a calendar year shall become due on 1 January of that year and statements for dues shall be mailed by the secretary no earlier than 1 November of the preceding year.

Section3. Any member who fails to pay his/her dues from the time that they become due shall be notified by the secretary of his/her delinquency. If the member fails to make payment within the next ninety days, the board of directors may, without further notice and without hearing, drop said member from the roll. He/she shall thereupon forfeit all rights and privileges of membership.

Section4. Any member who has been dropped for non-payment of dues may be reinstated upon reapplication for membership and payment of annual dues for the current year.

Article VII – Meetings

Section1. There shall be an annual meeting of the chapter designated for the receipt of annual reports, the swearing-in of officers and directors evaluated/approved by the MTC MOAA Executive Board, and the transaction of other organizational business. Notice of this meeting shall be emailed to each member at his/her last recorded email address at least 20 days in advance.

Section2. Regular meetings of the chapter shall be held on a monthly basis, with the exception of December, unless otherwise decided by the board of directors. Notice of such meeting shall be emailed to each member at his/her last recorded email address at least 15 days in advance with information as to the subject or subjects to be considered.

Section3. Ten percent of the entire membership possessing voting rights shall constitute a quorum at any meeting of the chapter.

Section4. 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 order the chapter may adopt.

Article VIII – Board of Directors

Section1. The board of directors shall be composed of the elected officers (president, vice president(s), secretary, treasurer, surviving spouse liaison, the immediate past president, and (other directors as determined by the board).

Section2. Directors shall be appointed by the board for a three-year term and may subsequently be reappointed to additional three-year terms. Insofar as practical, terms of directors shall be staggered.

Section3. The board of directors shall have supervision, control, and direction of the affairs of the chapter; shall determine its policies or changes thereof within the limits of the bylaws; shall actively pursue 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 and make committee assignments as it may consider necessary.

Section4. The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the chapter.

Section5. The board shall meet on a scheduled monthly basis and can also 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.

Section6. Twenty-five percent of the entire board shall constitute a quorum present at any meeting of the board.

Section7. All questions coming before the board shall be decided by a majority, with each member of the board present, physically or online, being entitled to vote. Proxy voting will not be permitted.

Article IX - Officers

Section1. The elected officers shall be a president, a first vice president, a second vice president, a secretary, a treasurer, and a surviving spouse liaison, each of whom shall be an elected member of the board as well as a regular member of the chapter. Officers shall be elected to a two-year term. The following officers will normally serve a single two-year term, but may serve a subsequent non-consecutive two-year term: president, first VP and second VP. If there is a lack of volunteers, the provision of consecutive terms for former presidents and vice presidents may be waived if the member agrees and the board of directors concurs. All other officers may be reelected to any number of two-year terms through the normal nominating committee process. Unexpected vacancies of the president, first VP and second VP may be filled by board appointment regardless of any prior service by a potential appointee.

Section2. The nominating committee shall consist of the current president (as chairman), plus the first VP and the immediate past president. If any of these are unavailable to serve, a former president appointed by the board shall serve. If it is the current president who is unable to serve, the board will designate the nominating committee chairman. It is the duty of the nominating committee to identify prospective officers and directors, obtain their agreement to serve if elected, present the nominees to the board for approval and to the membership present at the luncheon meeting for election.

Section3. The president shall be the chief elective officer of the chapter, shall preside at the meetings of the chapter and the board of directors, and shall be a member ex-officio, with right to vote, at all committees except the nominating committee. The president shall also preside at the annual organizational meeting and at such other times as he/she may deem proper, communicate to the chapter or board of directors' information or proposals which in his/her opinion would in achieving the purposes of the chapter. Further, he/she shall perform such other duties as are necessarily incident to the office of the president.

Section4. The first vice president is the planned successor to the president when his/her term is completed and the second vice president is the planned successor to the first vice president. 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 first vice president, the second vice president shall perform the duties of the president. The first vice president is responsible for scheduling the monthly meeting presenters subject to board approval. Both vice presidents shall perform such other duties as the president may assign.

Section5. The secretary shall perform timely notification (emails and newsletters) of all

general meetings of the chapter and of the board of directors. Manages the chapter's email account and produces emails as necessary to keep members aware of upcoming events and opportunities. He/she shall maintain the membership records and a record of all funds received at the Chapter P.O. Box. Prepares or initiates required correspondence, officer name badges, business cards, etc., as required. Safeguards important records, documents and valuable equipment (i.e. chapter banner) belonging to the chapter. Further he/she 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 6. The treasurer shall maintain a record of all sums received and expended by the chapter and shall make such disbursements as are authorized by the chapter of the board of directors. He/she shall deposit all sums received in a financial institution approved by the board of directors and funds may be drawn there from only upon the signature of the treasurer or the assistant treasurer or the president; and he/she shall make a financial report at the annual meetings or when called upon by the president. The funds, books and vouchers in his/her hands shall at all times be subject to inspection and verification by the board of directors. See Article IX, Section 9, Appendix 8 for detailed information.

Section 7. An assistant secretary and an assistant treasurer may be appointed by the president each year to act in the absence or disability of the secretary or the treasurer in performing the duties of those elected officers, to assist at any other time the secretary and treasurer in performing the duties of said officers, and to perform such other duties as may be assigned by the board of directors or the president. They shall not be members of the board of directors but may attend the meetings of the board.

Section 8. Surviving Spouse Liaison should be appointed by the president each year to advise the chapter leadership and members on issues unique to surviving spouses. This person will also provide general education for acquiring benefits and support to fellow surviving spouses.

Section 9. Additional director positions may include the following, but are not limited to the ones listed below. These appendices are separate documents and can be updated without amending the Bylaws.

- (a) Appendix 1 – Junior Reserve Officers Training Corps (JROTC) Director
- (b) Appendix 2 – Legislative Liaison
- (c) Appendix 3 – Membership Chair
- (d) Appendix 4 – Personal Affairs Director
- (e) Appendix 5 – Reserve Officer Training Corps (ROTC) Director
- (f) Appendix 6 – Scholarship Director
- (g) Appendix 7 – Transition Assistance Director
- (h) Appendix 8 – Treasurer

Article X - Committees

Section1. The president, subject to the approval of the board of directors, shall annually appoint such standing and special committees as may be required by the bylaws or as he/she may find advisable.

Article XI - Amendments

Section1. These bylaws may be amended, repealed or altered, in whole or in part, by a two thirds vote at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been provided through the monthly newsletter and posted on our website prior to the vote. However, the appendices to these bylaws which detail the duties of our board members do not require membership approval, but a simple approval of the board.

Article XII - American Flag

Section1. The American Flag shall be displayed and honored at all meetings of the chapter.

Originally Adopted February 4, 1992

Lt. Col. Nels T. Moody, USAF
Retired Secretary

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Amended and Adopted November 19, 1993

These resolutions were adopted by the board of directors at its meeting on September 1, 1993 and recommended for approval at the chapter meeting on November 19, 1993 with notice to members in the October "Officers' Call". This document included a resolution to set the annual membership fee at \$10.00 for regular members and at \$5.00 for surviving spouse members for the upcoming year.

Lt. Col. Nels T. Moody, USAF Retired
Secretary

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Amended and Adopted January 22, 2008

These resolutions were adopted by the board of directors at its meeting on January 8, 2008 and recommended for approval at the chapter meeting on January 22, 2008 with notice to all members in the November and December Newsletter. This document included a resolution to set the annual dues for the calendar year 2008 at \$15.00 for regular members and \$5.00 for surviving spouse members.

LCDR Gus Gustafson, USN Retired
Secretary

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Amended and Adopted January 5, 2010

The annual dues were set by the board of directors at its meeting on January 5, 2010 and recommended for approval at the chapter meeting on January 26, 2010 with notice to all members in the February Newsletter. The annual dues beginning with the calendar year 2010 were set at \$20.00 for regular members and \$5.00 for surviving spouse members.

LCDR Gus Gustafson, USN Retired
Secretary

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Amended and Adopted February 23, 2016

These resolutions were adopted by the board of directors at its meeting on January 5, 2016 and recommended for approval at the chapter meeting on February 23, 2016 with notice to members by email and in the February 2016 Newsletter, and at the meeting on January 26, 2016.

COL Doug Minton, USA Retired
Secretary

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Amended and Adopted January 25, 2022

The annual dues were set by the board of directors at its meeting on January 4, 2021 and recommended for approval at the chapter meeting on January 25, 2022 with prior notice to all members in the January Newsletter. The annual dues beginning with the calendar year 2022 were set at \$25.00 for regular members and \$5.00 for surviving spouse members following an affirmative vote by the membership.

COL Doug Minton, USA Retired
Secretary

Amended and Adopted January 24, 2023

These resolutions were adopted by the board of directors at its meeting on January 5, 2023 and recommended for approval at the chapter meeting on January 24, 2023; with prior notice to members by email in December 2022 and January 2023. The resolutions were adopted by unanimous consent of the members present at the meeting on January 24, 2023.

COL Doug Minton, USA Retired
Secretary

Attachments:

The following Appendices will be available as attachments in accordance with Article IX, Section 9 of the bylaws. They may be modified, or additional appendixes may be added as deemed appropriate by the board of directors and will include in each appendix the data on which they were modified or added.

- (a) Appendix 1 – Junior Reserve Officers Training Corps (JROTC) Director
- (b) Appendix 2 – Legislative Liaison
- (c) Appendix 3 – Membership Chair
- (d) Appendix 4 – Personal Affairs Director
- (e) Appendix 5 – Reserve Officer Training Corps (ROTC) Director
- (f) Appendix 6 – Scholarship Director
- (g) Appendix 7 – Transition Assistance Director
- (h) Appendix 8 – Treasurer