

The Arizona Chapter
An Affiliate of the
Military Officers Association of America
(AZ MOAA)
Arizona's First Chapter



Bylaws of The Arizona Chapter of MOAA

Revised: March 18, 2023

**BYLAWS OF
The Arizona Chapter, Military Officers
Association of America
(AZ MOAA)**

ARTICLE I – NAME

Section 1. The name of this organization shall be The Arizona Chapter, Military Officers Association of America (AZ MOAA), hereinafter referred to as "the Chapter."

ARTICLE II – PURPOSES

Section 1. The purposes for which this corporation is organized are to promote the objectives of the Military Officers Association of America (MOAA); stimulate love of our country and the flag; defend the honor, integrity, and supremacy of our National Government and the Constitution of the United States; advocate military forces adequate to the defense of our country; foster fraternal relations among retired, active, 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; serve the community and the nation, and to support the AZ MOAA Scholarship Fund.

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, agent, or committee member of the Chapter shall be liable for acts or failures to act on the part of any other member, officer, agent, or committee member. Nor shall any member, officer, agent, or committee member be liable for acts or failures to act under these bylaws, to the fullest extent consistent with Arizona law.

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 to the benefit of its members.

Section 5. In the event of the dissolution of the Chapter and after the discharge of all liabilities, the remaining assets shall be given to nonprofit organizations whose purposes and objectives are similar to those of the Chapter, such organizations 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 have served, or are currently serving, on active duty as a commissioned or warrant officer in one of the eight U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, Public Health Service, and Space Force, or any of their reserve components) or as an officer in the National Guard, and shall include Surviving Spouses of any deceased officers who, if living, would be eligible for membership.

Section 2. Subject to the provisions of Section 1 above, membership shall be of three classes:

a. Regular members - commissioned or warrant officers who are on the retired lists, active-duty officers, and former officers who were separated under conditions acceptable to the Board of Directors.

b. Surviving Spouses - widows and widowers of any deceased officers who would, if living, be eligible for membership.

c. Honorary members - certain individuals in recognition of their services to the nation, the military officer community, or the Chapter. Honorary membership shall not convey any voting rights and shall require no payment of Chapter dues.

Section 3. Applications for regular membership or Surviving Spouse membership shall be submitted in writing or via the AZ MOAA website to the Board of Directors. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by regular members and Surviving Spouses. The Board of Directors may accept or reject any application or recommendation for membership, including honorary membership.

Section 4. The Board of Directors may drop any member for good and sufficient cause. The Board of Directors shall send written notice to the member of its decision to terminate his/her membership. The member shall be given the opportunity to be heard for reinstatement, in writing or in person at a meeting of the Board of Directors, with or without representation. The Board shall set a reasonable period of time but not to exceed forty-five days, for the member to be heard prior to dropping the member. The Board of Directors shall notify the member in writing of its decision within thirty days of any such meeting or fifteen days if the member does not appear at a meeting set by the Board.

Section 5. Regular members are required to hold and maintain membership in the Military Officers Association of America. All Surviving Spouses are also encouraged to acquire and maintain such membership.

ARTICLE V – VOTING

Section 1. Except as may otherwise be provided in these bylaws all questions coming before the membership for resolution, except for the election of Directors and Officers, shall first be referred to the Board of Directors for its deliberation. Following its deliberation, the Board shall refer the question to the membership, together with the Board's recommendation. A negative vote by a majority of the membership present at a membership meeting shall terminate any further consideration of the question. An affirmative vote by a majority of the membership present at a membership meeting, shall signify that the question passes, and the Board of

Directors is thereby empowered to adopt and implement the question.

Section 2. Only members in good standing (current on National and Chapter dues and no pending disciplinary matters) 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.

Section 4. Ten (10) members (regular and Surviving Spouses) or ten percent of the membership in good standing, whichever is greater, shall constitute a quorum for the transaction of any business brought before a membership meeting.

ARTICLE VI – DUES

Section 1. The Board of Directors shall determine the annual dues for all members at a meeting of the Board. The Board shall then recommend such dues to the members for approval at the annual meeting. Approval shall be by a majority vote of members present at the annual meeting and eligible to vote. In the event members do not approve the recommended membership dues, the question shall be returned to the Board of Directors for reconsideration and re-vote by the members.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year. Notification to the members will be made by the treasurer at least 30 days prior to the due date.

Section 3. Regular members and Surviving Spouses shall be classified as "delinquent" after sixty (60) days from the due date and shall be dropped after ninety (90) days, subject to the procedures set forth in Article IV, Section 4.

Section 4. At the discretion of the Board of Directors, 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. There shall be an annual meeting of the Chapter during the month of November for the receipt of annual reports, the determination of annual dues for the next calendar year, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be provided to each member at least 30 days in advance and must conform to any notice requirements of relevant state laws.

Section 2. Regular meetings of the Chapter shall be held during the months of September through May unless otherwise decided by the Board of Directors. Meeting format will be as determined by the Board of Directors. Notice of each such meeting shall be provided to each member at least 30 days in advance.

Section 3. Special meetings may be called by the president with the consent of the majority of the Board of Directors, or at the written request of five or more members. All members shall be notified in writing, including e-mail, at least 15 days prior to any special meeting stating the date, time, place and purpose. Such meetings shall be conducted in the same manner as regular membership meetings.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elected officers (president, 1st vice president, 2nd vice president, secretary, and treasurer), the immediate past president and at least three other elected directors.

Section 2. Elected officers and directors shall be elected annually by the membership at the annual meeting. Each elected officer or director shall take office on January 1 of the succeeding year and shall serve for a one-year term.

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 authority to expend funds, incur obligations, and authorize contracts. It may adopt such rules and regulations for the conduct of its business as it may deem advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4. The Board of Directors is not authorized to adopt positions regarding local or national politics, legislative agendas, nor otherwise adopt resolutions in the name of the Chapter.

Section 5. The Board 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 mailed (e-mailed) to each member of the Board at least 10 days in advance.

Section 6. A majority of the entire Board shall constitute a quorum at any meeting of the Board.

Section 7. All questions coming before the Board 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 1st vice president, a 2nd vice president, a secretary, and a treasurer, each of whom shall be a member, spouse of a regular member, or a Surviving Spouse of the Chapter.

Section 2. The elected officers shall be elected annually by the membership at the annual meeting. Each elected officer shall take office January 1 of the succeeding year and shall serve for a term of one year or until a successor is duly elected and installed.

Section 3. The 1st vice president shall fill a vacancy in the office of the president automatically. The 2nd vice president shall fill a vacancy in the office of the 1st vice president automatically. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 4. The president shall be the chief elected officer of the Chapter, shall preside at meetings of the Chapter and of the Board of Directors, and shall be a member ex-officio, 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 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 5. In the event of the president's temporary disability or absence, the 1st vice president shall perform the duties of the president. In the event of a temporary disability or absence of the

president and the 1st vice president, the 2nd vice president shall perform the duties of the president. The vice presidents shall perform other duties such as the president may assign.

Section 6. 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 Board, membership, and special meetings. The secretary shall also carry out these duties: 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 7. The treasurer shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, make such disbursements as authorized by the Chapter or the Board of Directors, deposit all sums received in the financial institutions 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 institutions upon the signature of the treasurer, president or another designated Board member. 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.

Section 8. This being a composite Chapter representing all of the services, there shall be a reasonable representation of all services by rotation of Chapter offices among members of the various services, whenever possible.

ARTICLE X – COMMITTEES

Section 1. The president annually and at such other times as may be advisable in the opinion of the Board of Directors, and subject to the approval of the Board of Directors, shall appoint standing, special and ad hoc committees as may be required by the Bylaws, or as may be deemed advisable by the Board of Directors. The president shall also appoint committee Chairs, and the Chairs shall appoint committee members.

Section 2. The standing committees of the Chapter may include membership, programs, arrangements, legislative, and personal affairs, the purposes of which shall be set forth in the "Sentinel," or other Chapter publications for the information of members, at least once annually. Special committees may include Chapter chaplain, historian, photographer, webmaster, newsletter editor, and such other Chapter assignments as may become necessary or advisable, as determined by the president. Ad Hoc committees for Chapter needs and objectives which may arise during the term of the president shall be appointed by the president subject to the approval of the Board of Directors.

Section 3. During the May meeting, the Board of Directors shall appoint a nominating committee consisting of three regular members to develop a slate of candidates for the elective offices. The 2nd vice president shall serve as the Chairman of the nominating committee. One regular Board member and one regular member not currently serving on the Board shall be appointed to serve as the other members of this committee. The committee shall notify the secretary in writing, no later than the September Board of Directors meeting, of its proposed slate of officers and directors for the next term. The secretary shall list in the Chapter's October newsletter the nominated candidates for the elective offices.

Section 4. At the annual meeting of members, the president shall call for a vote on the slate of candidates recommended by the nominating committee. Upon an affirmative vote by a majority of members present at said meeting by a show of hands, the slate of candidates shall stand affirmed by the membership.

In the event of a competing nomination of a candidate from the floor at said meeting, and the acceptance of such nomination by the candidate, the president shall call for a vote of members present by a show of hands. The candidate receiving the most votes shall be affirmed as a member of the slate recommended for approval by the nominating committee. Each member present at such meeting shall be entitled to vote for only one of any nominated candidates for the same office.

In the event an office or position remains vacant at the annual meeting of members, and a member at that meeting volunteers to fill that position for an upcoming term, the president shall call for a vote of members present by a show of hands. Upon an affirmative vote by a majority of members present, the candidate shall stand affirmed for that office.

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, providing that a copy of any amendment proposed for consideration has been mailed or e-mailed to each member qualified to vote 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 at the annual meeting of the Arizona Chapter at Scottsdale, AZ on November 11, 1999.

S/ Charles Schluter

Charles Schluter, Col. USA (Ret)
President

S/ Irene Doto

Irene Doto, CAPT. USPHS (Ret)
Secretary.

This is to certify that these bylaws were amended to add the scholarship committee at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on April 18, 2002

S/Ronald Green

Ronald Green, LtCol, USAF (Ret)
President

S/Terry Tassin

Terry Tassin, LCDR, USN (Ret)
Secretary

This is to certify that these bylaws were amended primarily to reflect the change in the Chapter's name to the Arizona Chapter, Military Officers Association of America, and to make the term of office for staff officers one year, at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on November 16, 2002.

S/Ronald Green

S/Terry Tassin

Ronald Green, LtCol, USAF (Ret)
President

Terry Tassin, LCDR, USN (Ret)
Secretary

This is to certify that these bylaws were amended primarily to reflect changes in the make-up of the Board of Directors; the filling of BOD vacancies; and in the make-up of the BOD candidate nominating committee, at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on September 18, 2004.

S/Gary Fredricks
Gary Fredricks, Col, USAF (Ret)
President

S/Terry Tassin
Terry Tassin, LCDR, USN (Ret)
Secretary

This is to certify that these bylaws were amended primarily to reflect changes in the scheduling of meetings, and the separation of the Chapter scholarship and ROTC award programs into two separate committees, at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on October 20, 2007.

S/ Ronald Perkins
Ronald Perkins, Col, USAF (Ret)
President

S/ Terry Tassin
Terry Tassin, LCDR, USN (Ret)
Secretary

This is to certify that these bylaws were amended primarily to reflect changes in new member dues, authorized check signers, and chairman of the nominating committee, at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on November 20, 2010.

S/Ronald Perkins
Ronald Perkins, Col, USAF (Ret)
President

S/Beth Cullison
Beth Cullison
Secretary

This is to certify that these bylaws were amended primarily to reflect changes in new member dues, and to change the membership category from Auxiliary Members to Surviving Spouses at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on November 18, 2018.

S/Ron Bright
Ron Bright, LTC, USA (Ret)
President

S/David A. Boyd
David A. Boyd, Maj, USAF (Ret)
Secretary

This is to certify that these bylaws were amended primarily to align the bylaws with the recently amended Articles of Incorporation and to make format and grammatical improvements at the regular monthly meeting of the Arizona Chapter at Phoenix, AZ on March 18, 2023.

S/Tom Sheets
Tom Sheets, Col, USMC (Ret)
President

S/Carole Litten
Carole Litten, CAPT, USN (Ret)
Secretary