



Miramar Chapter Military Officers Association of America (MOAA) Bylaws

Article I – Name

The name of this organization shall be the Miramar Chapter, Military Officers Association of America, a California non-profit public benefit corporation, hereinafter referred to as “Miramar Chapter” or “Chapter.”

Miramar Chapter is an affiliate of the Military Officer Association of America (MOAA). The Association is a non-profit organization operated exclusively for purposes beneficial to the interests of the Nation and its Uniformed Services personnel, veterans, their dependents, and survivors.

Article II – Purpose

Miramar Chapter is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized and administered under the California Non-Profit Public Benefit Corporation Law and Internal Revenue Code Section 501(c)(4) exclusively to promote the purposes and objectives of the Military Officers Association of America; 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 retired, active duty, veterans and reserves, including active or retired personnel of all the uniformed services and their families and survivors; provide support for each other in time of need and provide useful educations and other services for service members and their families and survivors; and serve the community and the nation.

Article III – Membership

Section 1. Membership shall be comprised of:

- Officers – that is, commissioned officers, commissioned warrant officers and warrant officers of the eight uniformed services, consisting of regular, reserve, National Guard, and other components of the Army (USA), Navy (USN), Air Force (USAF), Marine Corps (USMC), Space Force (USSF), Coast Guard (USCG), National Oceanic and Atmospheric Administration (NOAA), and Public Health Service (USPHS).
- Surviving Spouse members, defined as widows and widowers of deceased members or of any deceased individual who would, if living, be eligible for membership of MOAA.
- Honorary Members — individuals, whether or not eligible for regular membership, who in the Board of Directors (BOD) opinion should be recognized for their support and contribution to the nation’s armed forces. Honorary members are elected following a written recommendation and vote by the BOD, which may accept or reject any membership recommendation, and has authority to terminate an honorary membership.
- There shall be no discrimination in membership or participation in the affairs of the Chapter by reason of race, creed, color, religion, national origin, sex, handicap, or age.
- Cadets and Midshipmen — Third-/fourth-year students attending the U.S. Military Academy, U.S. Naval Academy, U.S. Air Force Academy, U.S. Coast Guard Academy, or U.S. Merchant Marine Academy; or third-/fourth-year students in a senior service Reserve Officer Training Corps (ROTC) Program at a college or university who, upon graduation and successful completion of ROTC, will commission as officers in one of the military services of the United States.

Section 2. The Board of Directors may reject any application for membership for cause. In such situations, the applicant will be notified of the rejection and the reason.

Section 3. Chapter members are not required to hold and maintain membership in MOAA. However, to maximize MOAA Levels of Excellence eligibility, Chapter officers will be members of MOAA. All Chapter members are encouraged to acquire and maintain MOAA membership.

Article IV – Voting

Members in good standing shall be entitled to vote upon any matter properly submitted to the membership for approval. Voting can be conducted in person at a regular or special meeting, via a virtual meeting, or online



vote conducted by the Board of Directors. Except as otherwise provided in these bylaws, all questions coming before the Chapter will be decided by a majority vote of the voting members.

Article V – Dues

Section 1. The annual dues for each member for the next calendar year shall be determined by the BOD, and submitted to the membership for approval in the President's annual report.

Section 2. Annual dues shall become due on January 1. A member may be dropped from chapter rolls for non-payment of annual dues when dues are not paid by the 31st of March of the calendar year which they are due.

Section 3. A member who is dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.

Section 4. Any person joining after October 1 or thereafter in the calendar year will pay the full annual dues that will also cover the following calendar year.

Article VI – Meetings

Section 1. Regular meetings of the Chapter shall be held every other month, unless otherwise decided by the President or Board of Directors. Notice of each such meeting shall be provided by email and the Chapter newsletter to each member in advance of the meeting.

Section 2. The President will prepare an annual report to be provided to membership at the December meeting, or via email during that month. The annual report will provide updates on membership numbers, BOD manning, Chapter budget, the determination of annual dues for the next calendar year, and any other business the President or BOD deem relevant to membership's awareness of Chapter affairs.

Article VII – Board of Directors

Section 1. The Board of Directors shall be composed of the President, 1st Vice President, 2nd Vice President, Treasurer, Secretary, Immediate Past President, Surviving Spouse Liaison, Program Directors and service representatives.

Section 2. Program directors and service reps include the Surviving Spouse Liaison, Membership Chair, Directors of Educational Services, Veteran Services, House & Reception, Personal Services, Medical Services and Support, Lay Chaplain, Newsletter Editor/Webmaster, and Service Representatives of the USA, USN, USAF, USMC, USSF, USCG, NOAA, and USPHS.

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 by-laws; 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 4. All questions coming before the BOD shall be decided by a majority vote, with each member of the BOD present being entitled to one vote. Participation by a minimum of five BOD members shall constitute a quorum. If a quorum is not present, the matter may be put to the full BOD via email for a vote. However, simple administrative matters such as approving prior BOD minutes, do not require a quorum.

Section 5. Board of Directors meetings are normally conducted every other month, during alternating months from Chapter meetings. BOD meetings may be conducted in person, or online via a video teleconferencing application. Matters for consideration may be undertaken during a BOD meeting or a virtual BOD via email.

Section 6. Retention of Chapter Records. Miramar Chapter records retention will be the primary responsibility of the President, the Treasurer, and the Secretary.

Article VIII – Officers and Directors

Section 1. Officers of the Chapter shall consist of the President, 1st Vice President (Program Chair), 2nd Vice President (Legislative Chair), Secretary, Treasurer, Surviving Spouse Liaison and Immediate Past President.



Section 2. The President is elected by the membership. All other officers, directors or service reps are appointed by the elected President; however, if more than one member declares for a single position, that position will go to a membership vote.

Section 3. The President is elected by the membership to serve a minimum term of 2 years to a maximum of 5 years, at which time a new election will be conducted to install a new President or continue the previous President in a consecutive term. A consecutive Presidential term is 1 year to 5 years. The President shall take office at the first Chapter meeting in the calendar year following their election.

Section 4. There is no limit to the number of terms in office a member may serve. The office of Treasurer and Secretary may be combined, if necessary.

Section 5. A vacancy in the office of the President shall be filled automatically by the 1st or 2nd Vice President or Immediate Past President to perform duties of President. Vacancies in other BOD positions may be filled as interim fills, covered by a BOD member holding multiple positions, or shown as vacant, at the discretion of the President.

Section 6. The President is the chief operating officer of the Chapter, and shall preside at meetings of the Chapter and of the Board of Directors, and shall be a member ex officio, with right to vote, on any special committees that might be formed. The President will provide timely notification of all Board of Directors meetings. Through the annual report, the President communicates to the Chapter information or proposals relevant to pursuing the purposes of the Chapter. Additionally, the President shall perform such other duties as are necessarily incident to the office of the of the President.

Section 7. The Surviving Spouse Liaison serves as point of contact for surviving spouse issues and coordinates with MOAA Surviving Spouse Committee and provides information for dealing with questions or problems concerning surviving issues. They also reach out, at an appropriate time, to newly widowed spouses to invite them to continue as a Surviving Spouse member.

Section 8. The Secretary shall complete and maintain records of all BOD proceedings. The Secretary, in coordination with the President, also maintains membership records, prepares correspondence as required, maintains a Chapter file, safeguards important records and documents valuable equipment belonging to the Chapter.

Section 9. The Treasurer shall maintain a record of all moneys received and expended by the Chapter; collect members' annual dues; make disbursements as are authorized by the Chapter or BOD; deposit all sums received in a financial institution approved by the BOD; provide monthly budget updates and prepare a yearly financial report for inclusion in the annual meeting. Funds may be drawn from the account in the financial institution only upon the signature of the Treasurer or 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.

Section 10. Program Directors of Educational Services, Veteran Services, House & Reception, Personal Services, and Medical Services & Support shall educate the membership on current affairs and matters impacting their respective program, and keep the BOD apprised of relevant DoD or VA policy, rules, laws, or bills (federal and state), and concerns.

Article IX – Finances

Section 1. The Chapter shall operate on a cash basis, and will not obligate or expend any funds not on hand and will not expend funds that are more than budgeted revenues. Any major changes in the budget or unbudgeted expenditure up to but not exceeding \$250, may be approved by the President; any change or unbudgeted amount above \$250 must be approved by the BOD. All unbudgeted expenditures will be reported within 30 days via the Treasurer's monthly report.

Section 2. Budget Process. Miramar Chapter operates on a calendar fiscal year. The Treasurer will develop a proposed itemized annual budget for the next calendar year and present this proposed budget to the Board of Directors for consideration and approval by 12/15 of the preceding year.

Section 3. Officers and Members of the Board of Directors shall not receive compensation for their services,



but the BOD may authorize members reimbursement of expenses incurred in the performance of their duties. The Chapter shall only use its funds to accomplish the purposes specified in these bylaws, and no part of said funds shall be distributed for non-official use.

Section 4. In event of dissolution of the Chapter and after the discharge of all its liabilities, all assets and properties remaining shall be given to another non-profit organization whose purposes and objectives are similar to those of the Chapter; such organization to be designated by the BOD.

Article X – Liability

Section 1. The Chapter is a nonprofit organization, as defined by IRS Code 501(c)(4), operating exclusively for the purposes in Article I.

Section 2. No member of this organization shall be held liable for the debts, liabilities, or other financial obligations of the Chapter, other than in the proper exercise of the function of their office.

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 failures 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 malfeasance.

Section 4. The Chapter shall implement an Indemnification insurance policy to indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a Board of Director member or officer of the Chapter, or is or was serving at the request of the Chapter in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of California as then in effect. Indemnification will not be made when the director, officer, or agent 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, the Board of Directors or officers.

Article XI – Amendments

These bylaws may be amended, changed, repealed, altered in whole or in part, or new bylaws adopted by a two-thirds vote of the members present at meeting of the Chapter, or via an online vote conducted by the Board of Directors, provided that a majority of Chapter members participate.


Article XII – The Flag

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

This is to certify that these by-laws were approved and adopted by a majority vote of the membership of the Miramar Chapter on the 31st of December, 2023.

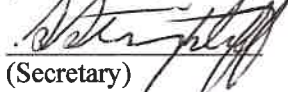
Darryle J. Grimes
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