

CONSTITUTION AND BYLAWS

of

The Wiregrass Chapter of the Military Officers Association of America

Article I—Name

Section 1. The name of this organization shall be the Wiregrass Chapter (AL07) of the 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 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 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 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 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 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.

Section 6. In the event of dissolution of the organization and after the discharge of all its liabilities the Chapter shall convey to National or State Council of Chapters such records of the organization's existence and activities as may be requested at the time, and finally to submit a report of the cessation of activities to State and National, including the names and addresses of the repository of all remaining documents and records.

Article IV—Membership

Section 1. Membership shall be of two classes: regular (includes Annual members and those participating in the Life Membership program) and honorary.

The regular 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, Public Health Service, and Space Force). All regular members must also be a member in good standing of MOAA National. A spouse of a regular member in good standing or a widow/widower of a former member who is elected to be an Officer of the chapter is granted all of the rights and privileges of regular members so long as they hold the elected office and are exempt from paying dues.

All honorary members do not pay chapter dues, and will remain on the mailing/email list to receive the newsletter and any other communication sent to regular members.

Section 2. Applications for regular membership shall be submitted in writing to the board of directors. Regular members may submit recommendations for honorary membership in writing to the board of directors. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section 3. 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 4. Regular members are required to hold and maintain membership in the Wiregrass Chapter of The Military Officers Association of America and the national Military Officers Association of America.

Article V—Voting

Section 1. Except as otherwise provided in these bylaws, all issues requiring a vote by the regular membership shall be decided by a majority vote of the regular members present.

Section 2. Only regular members in good standing present at a meeting of the chapter shall be entitled to vote.

Section 3. Proxy voting shall not be permitted on any issue brought before the Chapter for vote.

Section 4. Issues requiring a vote by the regular membership must be presented to the members in writing at least 10 days prior to the meeting at which the vote will be taken.

Article VI—Dues

Section 1. The annual dues for each regular member for the next calendar year shall be determined by the board of directors and announced at the annual meeting.

Section 2. The annual dues for a calendar year shall become due on Jan. 1 of that year.

Section 3. The board of directors may, without further notice and without hearing, drop any member from the roll for nonpayment of dues or lapse in their membership in MOAA National. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for nonpayment of dues to the chapter or MOAA National may be reinstated upon reapplication for membership and payment of chapter and national dues for the current year.

Article VII—Meetings

Section 1. There shall be an annual meeting of the Chapter during the month of December for the receipt of annual reports, the announcement of annual dues for the next calendar year, the election of officers and the transaction of other business. Notice of the meeting shall be mailed/emailed to each member at least 10 days in advance.

Section 2. Regular meetings of the Chapter shall be held during the months of February, April, June, August, and October unless otherwise decided by the board of directors. Notice of each such meeting shall be mailed/emailed to each member at least 10 days in advance.

Article VIII—Officers

Section 1. The elected officers shall be a president, vice-president/programs, secretary, treasurer, membership, life member representative (must be a participant in the Life Membership program), public affairs, personal affairs,

banquets, legislative/retiree affairs, widows affairs, newsletter editor, and recruitment, each of whom shall be a regular member of the chapter, a widow/widower of a former member, or a spouse of a regular member in good standing.

Section 2. The officers shall be elected and installed at the annual meeting. Each elected officer shall serve for a term of two years or until a successor is duly elected and installed.

Section 3. 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 director's 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 as contained in the policy file.

Section 4. In the event of the president's absence, the vice-president shall perform the duties of the president. Further, the vice-president shall perform other duties as assigned by the president as contained in the policy file.

Section 5. The vice-president shall automatically fill a permanent vacancy in the office of the president. Vacancies in other offices shall be filled as the board of directors may decide.

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 proceedings. The secretary shall also carry out the duties as contained in the policy file.

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 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. 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. The treasurer shall also carry out the duties as contained in the policy file.

Section 8. All other officers will perform their duties as described in the policy file.

Article IX—Board of Directors

Section 1. The officers of the organization shall constitute 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 therein within the limits of the bylaws; 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 be authorized to adopt resolutions and establish positions in the name of the chapter.

Section 4. The board shall meet upon the call of the president at such times and places as he or she may designate or 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 or sent by email to each member of the board at least 10 days in advance.

Section 5. Three board members present at any meeting of the board shall constitute a quorum.

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

Section 7. Members of the board of directors are expected to be faithful in their attendance at all board meetings. Any director who has two consecutive unexcused absences may be removed from the board. The individual will be contacted in writing by the President to determine if there are extenuating circumstances that preclude removal. An excused absence is defined as one that the individual notifies the President or any other board member, before the fact, that they will not be able to attend a scheduled board meeting.

Article X—Committees

Section 1. The president, subject to the approval of the board of directors, may appoint standing and special committees as may be required.

Section 2. At least 90 days before the annual meeting, the board of directors shall appoint a nominating committee of three regular members to nominate candidates for the elective offices. The committee shall notify the president in writing, at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall list in the chapter's newsletter the nominated candidates for the elected offices or mail/email a copy

thereof to each regular member at least 10 days before the annual meeting. Additionally, regular members in good standing, with their prior permission, may be nominated from the floor at the annual meeting.

Article XI—Amendments

Section 1. Changes to these bylaws may be made by the board of directors except for those sections pertaining to the election of officers and/or the board of directors. Changes to Sections 1, 2, and 3 of Article VIII (Officers), to Article IX (Board of Directors), or Article XIII (Life Member Fund) Section 8, in whole or in part, must be accomplished by a two-thirds vote of the membership present at any duly organized meeting of the Chapter, provided that a copy of any amendment to the Article(s) has been mailed/mailed to each member eligible to vote at least 10 days before the meeting.

Article XII—The Flag

Section 1. The American flag shall be displayed and honored at the annual and all other regular meetings of the Chapter.

Article XIII - Life Membership

Section 1. This section is the basis for administering the deposits and tracking of LIFE-MEMBERSHIP (hereafter LM) for members of the Wiregrass Chapter of the Military Officers Association of America who voluntarily desire to participate. All funds received will be deposited in the chapter treasury. The treasurer will keep a record of funds received and the amounts required to fully fund all Life Members should their membership be cancelled by death or other sufficient reason. Upon the death of a member funds will be disbursed to his/her estate or deposited in the chapter treasury in accordance with their instructions on their application.

Section 2. The Life Members will provide a stable membership and simplify dues collection. The LM will be administered by an LM board of two persons who are participants in the LM. There will be an elected chairperson (elected at the Annual Meeting and who also serves as a member of the Chapter board of directors) and a vice-chairperson. The appointed LM board member will serve in the appointed position for a period of two years effective 1 January. The board members may succeed themselves.

Section 3. Initial deposits of new members to the LM will be an amount determined each year by the LM board. The board will also determine the amount of the deposit of new members that is refundable to the designated beneficiary or estate of a life member upon his/her death. The amount to be refunded may not be changed for a member without his/her written agreement. In the event a named heir to the estate of a Life Member, after a diligent search, cannot be

located the facts relating to the search will be documented and the funds will revert to LM.

Section 4. It will be the responsibility of the chairperson of the LM, to issue name badges, maintain records of life members, and beneficiaries. The chairperson will submit an annual consolidated report of life members for the fiscal year ending 1 December, not later than 1 January of each year, to the president and treasurer of the Wiregrass Chapter.

Section 5. If a member of the LM permanently moves more than 50 miles away from the Wiregrass area and requests in writing to discontinue his/her membership in the Wiregrass Chapter of MOAA, that individual's deposit will be returned no later than one year after terminating such membership

Section 6. Any change to the amount agreed to at the time of application that is to be refunded to a current life member's estate upon his/her death will require a majority vote of Life Membership members present at any regularly scheduled meeting.

Amendment 1. This amendment deletes Appendix 1 in its entirety and creates a new Article XIII, Life Membership. (August 8, 2005)

Amendment 2. This amendment deletes auxiliary member(s) from Article IV -- Membership, and Article VIII -- Officers, Section 1. (February 13, 2006)

Amendment 3. This amendment defines dues for members who reach age 90 Article IV -Membership Section 1 and 4; requires membership in MOAA national for chapter members Article VI Section 3 and 4-- Dues; and allows the BOD to determine annual dues for life members. Article XIII - Life Membership Section 1. (November 5, 2007)

Amendment 4. This amendment deletes Article VIII - Officers, Section 3 to allow the Vice President to serve a two-year term and not automatically become President without further vote. (September 3, 2008)

Amendment 5. This amendment adds Widows Affairs and Recruitment as officers of the chapter and board of directors, Article VIII - Officers, Section 1. It also allows notifications to be made by email or mail. (December 15, 2012)

Amendment 6. This amendment adds Newsletter Editor as an officer of the chapter and board of directors, Article VIII - Officers, Section 1. (June 10, 2013).

Amendment 7. This amendment removes free dues for members over 90 years old, (Article IV Section 1), and amends Life Membership sections 1,2,3,4 and 5 (Article XIII). (January 13, 2014)

Amendment 8. This amendment revises chapter honorary membership criteria (Article IV, Section 1), and amends the titles and responsibilities of the officers on the Board of Directors (Article VIII, Section 1).

Amendment 9. This amendment removes honorary membership for future surviving spouses of whose spouse was a chapter member and also a Life member of MOAA National at the time of death (Article IV, Section 1).

Amendment 10. This amendment changes the chapter name to Wiregrass. The members present at the general membership meeting on 15 February 2025 unanimously approved the name change.

The changes to Article VIII, Section 1 were presented at the general membership meeting on December 13, 2014 as required by the bylaws.

This is to certify that these amended bylaws were approved and adopted at the Board of Directors meeting, Wiregrass Chapter of The Military Officers Association of America at Fort Novosel, Alabama on March 10, 2025.

A handwritten signature in black ink, appearing to read 'Randy Godfrey', is positioned above the printed name and title of the President.

CW5 Randy Godfrey, USA (Ret)
President
March 10, 2025

Carolyn Wooley
Secretary
March 10, 2025