

# JAYHAWK CHAPTER



## Military Officers Association of America

**By-Laws**  
**January 2005**

**BY LAWS**  
of the  
**JAYHAWK CHAPTER**

**Article I**  
Name

Section 1. The name of this organization shall be the Jayhawk Chapter, hereinafter referred to as the Chapter.

**Article II**  
Purposes

Section 1. The purposes of the Chapter will be to promote the purposes and objectives of Military Officers Association of America (MOAA); foster fraternal relations among retired, active and former officers of the uniformed services; protect the rights and interests of 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 non-profit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, directors and appointed officials will 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 will be liable for acts or failures to act on the part of any other member, officer or agent. Nor will any member, officer or agent be liable for acts or failures to act under these By-Laws, excepting only acts or failures to act arising out of willful 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 its liabilities, the remaining assets shall be given to a non-profit 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.

**Article IV**  
Membership

Section 1. The membership of the Chapter shall be composed of men and women who are or have been commissioned or warrant officers of the seven U. S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service) or the Reserve components of those services and widows and widowers 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 two classes: regular and honorary members.

Section 3. Applications for regular membership will be submitted in writing to the Chapter Treasurer, who will in turn accept the application under the guidelines of MOAA National. If the application is in question, it will be forwarded to the Board of Directors for approval. Recommendations for honorary membership will be submitted in writing to the Board of Directors by regular members. The board of directors will be empowered to accept or reject any application or recommendation for membership.

Section 4. 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 5. Regular members are required to hold and maintain membership in MOAA.

**Article V**  
Voting

Section 1. Except as otherwise provided in these By-Laws, all questions coming before the membership shall be decided by a majority vote.

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 at any meeting of the Chapter.

**Article VI**  
Dues

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the Board of Directors' recommendation in the matter.

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

Section 3. Any member who fails to pay dues within 60 days from the date they become due shall be notified of delinquency by the Secretary. If the member fails to make payment within the next 60 days, the Board of Directors may, without further notice and without hearing, drop the member from the rolls. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Any member who has been dropped for non-payment of dues may be reinstated upon re-application 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 mailed to each member at least 20 days in advance.

Section 2. Regular meetings of the Chapter shall be held bi-monthly starting in January, unless otherwise decided by the Board of Directors. Notice of each such meeting shall be mailed to each member at least 15 days in advance.

## **Article VIII**

### Board of Directors

Section 1. The Board of Directors shall be composed of the elected Officers (President, First Vice-President, Second Vice-President, Secretary and Treasurer), the immediate Past President, and five elected Directors.

Section 2. The elected Directors shall be elected annually by the membership at the annual meeting. Each elected Director shall take office at the first regular or special meeting in the calendar year following election. Initially, two Directors shall be elected for a three-year term, two Directors shall be elected for a two-year term, and one Director shall be elected for a one-year term. Subsequently, all Directors shall serve a term of two years. A Director may be elected to fill the unserved term or a vacancy.

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. The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter.

Section 5. The Board shall meet upon call of the President at such times and places as he/she may designate and shall be called to meet upon demand of five or more of its members. Notice of each meeting of the Board of Directors shall be mailed to each member of the Board at least 10 days in advance. The 10 day advance notice requirement may be waived by a quorum of the Board at any meeting called with less than 10 days advance notice.

Section 6. A majority of the elected Officers and elected Directors 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 First Vice President, a Second Vice President, a Secretary and a Treasurer, each of whom shall be a regular member 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 at the first regular or special meeting in the calendar year following election and shall serve for a term of one year or until a successor is duly elected and installed.

Section 3. No member shall be eligible to serve more than two consecutive one-year terms as President.

Section 4. A vacancy in the office of the President shall be filled automatically by the First Vice President. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 5. 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 to 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 necessary incident to the office of the President.

Section 6. In the event of the President's temporary disability or absence, the First Vice President and in succession the Second Vice President, shall perform the duties of the President. In the event of the temporary disability or absence of both the president and the First and Second Vice Presidents, the Secretary shall perform the duties of the President. The Vice Presidents shall perform other duties such as the President might assign.

Section 7. 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 will also carry out these duties: maintain the membership records, 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 8. The Treasurer shall maintain a record of all sums which may have been 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 President or 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.

**Article X**  
Committees

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint standing and special committees such as might be required by the By-Laws or might be advisable.

Section 2. The standing committees of the Chapter shall include Membership, Legislative and Personal Affairs.

Section 3. At least 60 days before the annual meeting, the Board of Directors shall appoint a Nominating Committee of five regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The Committee shall notify the Secretary in writing, at least 30 day before the annual meeting, of its proposed slate of elected Officers and Directors for the next calendar year, and the Secretary shall mail a copy thereof to each regular member at least 20 days before the annual meeting.

**Article XI**  
Amendments

Section 1. These By-Laws 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 mailed to each regular member 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 amended By-Laws were approved and adopted at an organized meeting of the Jayhawk Chapter at Lawrence, Kansas, on \_\_\_\_\_.

ROBERT G. LONGINO  
(Name)

JOHN W. HALLADAY  
(Name)

LtCol, USMC (Ret)  
(Rank/Grade and Service)

Colonel, AUS (Ret)  
(Rank/Grade and Service)

/signed/ Robert G. Longino  
(President)

/signed/ John W. Halladay  
(Secretary)