

## **Bylaws of the Hawaii State Chapter, Military Officers Association of America**

Effective date December 9, 2010

### **ARTICLE I Name**

Section 1. The organization's name is the Hawaii State Chapter, Military Officers Association of America (MOAA), hereinafter referred to as the Chapter.

### **ARTICLE II Purposes**

Section 1. The purposes of the Chapter shall be:

- a. To promote the aims of the MOAA stated in the bylaws of that association.
- b. To further legislative and other objectives of MOAA.
- c. To encourage and facilitate camaraderie among retired, active, former, and future officers of the uniformed services.
- d. To provide useful services for, and to protect the interests of members, their dependents, and survivors.
- e. To provide community services deemed to be in the Chapter's best interest.

### **ARTICLE III Status**

Section 1. The Chapter shall be a non-profit organization organized for social, recreational, and patriotic purposes within the meaning of section 501(c)19 of the Internal Revenue Code, and the applicable Hawaii statutes.

Section 2. The Chapter shall use its funds only to accomplish the purposes specified in Article II above. No chapter funds shall be paid or distributed to any officers, appointed officials, or members except for reimbursement of expenses incurred in performing Chapter tasks.

Payments to nonmembers and private entities are permitted to pay for services rendered to and authorized by the Chapter.

### **ARTICLE IV Affiliation**

Section 1. The Chapter received its original charter as an affiliate of The Retired Officers Association on July 23, 1959. The Chapter became an affiliate of MOAA on January 1, 2003.

Section 2. The Chapter may establish Satellite Chapters for members unable to participate in local Chapter activities because of geographic or other considerations.

Section 3. No law or provision shall be enacted by the Chapter or any of its Satellite Chapters that would violate the bylaws of MOAA.

### **ARTICLE V Membership**

Section 1. The membership of the Chapter shall be composed of:

- a. Men and women who are or have been commissioned officers or warrant officers of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service, and of the reserve and other components of these Services and their spouses.
- b. Widows and widowers of deceased members or any deceased individual who would, if living, be eligible for membership, and former spouses of individuals who would be eligible for membership.
- c. Individuals may be granted honorary membership as set forth in Section 2.e of this Article.

Section 2. The Membership shall consist of five classes:

- a. Regular Members - Those eligible for membership as prescribed in Section 1(a) of this Article, excluding spouses, who apply for membership and pay the prescribed annual dues.
- b. Associate Members - A spouse of a regular member is designated an associate member. Spouse's associate membership status is contingent upon the regular membership of his/her spouse being in good standing.
- c. Auxiliary Members - Those eligible as prescribed in Section 1.b of this Article who apply for membership and pay the prescribed annual dues.
- d. Satellite Members - Regular, associate, or auxiliary Chapter members who meet the satellite's eligibility requirements and pay its prescribed annual dues, if any.
- e. Honorary Members - The Executive Committee, as defined in Article XII, may grant certain individuals honorary membership in recognition of their services to the United States, their nation, the retired community, or the Chapter. Recommendations for honorary membership may be submitted in writing to the Executive Committee by any member. An individual eligible for regular membership is not eligible for honorary membership. However, if he or she holds an elective government office, then honorary membership may be granted during his or her tenure of office.

Honorary membership shall not convey any voting rights. Payment of dues for honorary members may be waived by the Executive Committee.

Section 3. Application for regular or auxiliary membership shall be submitted to the Executive Committee in writing. The Executive Committee may accept or reject any application or recommendation for membership.

Section 4. The Executive Committee may drop any member for good and sufficient reasons after he or she has had an opportunity to be heard. The Chapter shall maintain a record of all such proceedings.

Section 5. Regular members are required to hold and maintain membership in MOAA. Auxiliary members are encouraged but not required to hold and maintain such membership.

#### **ARTICLE VI Voting**

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote at a regularly scheduled meeting.

Section 2. Only regular and auxiliary members in good standing, actually present at a function of the Chapter, are entitled to vote. Proxy voting shall not be permitted. Absentee voting shall be permitted provided a defined and published known item to be voted has been announced with proper advance notice.

#### **ARTICLE VII Membership Privileges**

Section 1. All members are eligible to serve in any capacity in the Chapter.

#### **ARTICLE VIII Dues**

Section 1. The annual dues of the Chapter shall be set by the Executive Committee.

Section 2. Prepayments shall be placed in reserve for the member and incrementally transferred to the operating account annually, during the prepayment period.

Section 3. Any member having remitted a prepayment of multiyear or Life Member dues to the Chapter shall be entitled to a pro rata rebate of those dues, if the member leaves the Chapter to join another MOAA Chapter within the State of Hawaii and within 60 days of the gaining Chapter receiving its Charter. Additionally, a pro rata rebate may be requested by Life Members who move out of the State of Hawaii permanently. An example of pro rata determination is a member paying two years dues and departs in month twelve (12) to become a member of a new chapter on the island of Hawaii (member shall receive 50% [12/24] of the remitted multiyear dues).

Section 4. The spouse of a deceased member shall be automatically transferred to Auxiliary membership and dues shall be considered paid for which the deceased had paid, plus one year.

Section 5. Any member who fails to pay his/her dues and is in arrears sixty (60) days following the due date shall be designated as "not in good standing" and shall be notified by the Secretary of his/her delinquency. If dues remain unpaid ninety (90) days following the due date, that member will be dropped from the active-member rolls.

Section 6. Any member who has been dropped for nonpayment of dues may be reinstated by payment of the annual dues for the current year.

#### **ARTICLE IX Liability**

Section 1. No member shall become liable to the Chapter for any amount other than the annual dues.

#### **ARTICLE X Meetings**

Section 1. The annual meeting of the Chapter shall be held in November to elect the Board of Directors and to transact other business. Election of the Board of Directors shall be by secret ballot. If possible, immediately following the election of the Board of Directors, the Board of Directors shall meet to elect a Chairman for the Board of Directors and the offices of President, First Vice President, Second Vice President and Third Vice President from among members on the Board of Directors or from among eligible Chapter members. The results of this meeting will then be announced before adjourning the annual meeting.

Section 2. Special meetings of the Executive Committee may be called by the President or by a quorum vote of the Executive Committee.

Section 3. All members shall be notified in writing at their last recorded address at least ten days prior to any specially called Chapter meeting.

Section 4. Those members present shall constitute a quorum at any meeting of the Chapter.

Section 5. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Chapter in the conduct of business meetings including meetings of the Board of Directors and Committees, as long as the rules are consistent with these bylaws.

## **ARTICLE XI Board of Directors**

Section 1. The Board of Directors will constitute the governing body of the Chapter and accordingly bears ultimate

responsibility for Chapter policy and decisions affecting Chapter policy.

Section 2. Not to exceed twelve members and the Chapter President shall serve as the Board of Directors for the Chapter. Any Regular, Associate or Auxiliary member of the Chapter is eligible to be nominated and elected to the position of Director on the Board of Directors. Three or four shall be elected at each annual election for a three-year term. Members receiving the three or four greatest number of votes will be elected for a three (3) year term. (Ties will be resolved with a coin toss.)

Section 3. The elected Board of Directors shall elect a Board of Director member to serve as Chairman of the Board of Directors and three Chapter members to the offices of President, First Vice President, Second Vice President and Third Vice President. The Board of Directors by a majority vote, may remove a member from the position of Chairman, President, First Vice President, Second Vice President or Third Vice President. If a vacancy occurs within the Board of Directors, the remaining Directors on the Board of Directors shall elect a replacement from the Chapter members, by majority vote. The Board of Directors shall elect a member to any vacancy of President, First Vice President, Second Vice President.

Section 4. The Board of Directors are members of the Executive Committee and possess all the powers of the members of the Executive Committee in addition to those stated in this Article.

Section 5. The Board of Directors shall approve the budget.

## **ARTICLE XII Executive Committee**

Section 1. The Executive Committee shall supervise, control, and direct the affairs of the Chapter, within the limits of the bylaws, shall actively prosecute its purposes, and shall disburse necessary funds as approved in the budget. The Executive Committee may adopt rules and regulations for the conduct of its business as may be deemed advisable.

Section 2. The presiding officer of the Executive Committee is the President. The Executive Committee is the management body of the Chapter and shall consist of the Board of Directors, Officers, the immediate past President, and any members appointed by the President with the approval of a quorum of the Executive Committee. All members of the Executive Committee can vote on all matters of concern to the Chapter except for the election of the President, First Vice President, Second Vice President and Third Vice President which is reserved for the Board of Directors only.

Section 3. The Executive Committee shall meet upon the call of the President at such times and places so designated and shall also be called to meet upon a demand of a quorum of the Executive Committee members.

Section 4. A quorum of the Executive Committee shall be seven [7] members of that Committee.

Section 5. Each member of the Executive Committee shall be entitled to one vote. Proxy voting shall not be permitted.

Section 6. In December of each year the Executive Committee shall submit a budget for the following year for approval by the Board of Directors. The budget may be amended during the year with approval of the Board of Directors.

Section 7. Any Executive Committee member who fails to attend two consecutive meetings for reasons other than health, and without prior notification to the President or Secretary may be dropped by action of the Executive Committee. If a vacancy occurs in the Executive Committee, except for the offices of President, First Vice President, Second Vice President and Third Vice President, the Executive Committee shall by a quorum vote to select a Chapter member to fill the position.

## **ARTICLE XIII Officers**

Section 1. The officers shall consist of President, First Vice President, Second Vice President, Third Vice President, Treasurer, and Secretary. Any Director on the Board of Directors, regular member, associate member, or auxiliary member shall be eligible to be nominated and elected to any officer position. The term of office for each officer shall be two years.

Section 2. The President shall be the Chief Executive Officer of the Chapter and shall preside at Chapter membership meetings. The President shall assign the duties of the First Vice President, Second Vice President and Third Vice President. The President may appoint any member to chair a committee or to perform other specified tasks.

Section 3. The Executive Committee shall elect the offices of Secretary and of Treasurer.

Section 4. A vacancy in the office of the President, First Vice President, Second Vice President or Third Vice President shall be filled by a vote of the Board of Directors. Vacancies in the office of Treasurer and Secretary shall be filled by a vote of the Executive Committee.

#### **ARTICLE XIV Committees and Clubs**

Section 1. The President shall annually appoint such standing and special committees as deemed advisable.

Section 2. The Chapter shall address the need for grant assistance to descendants or wards of active duty, retired, deceased or reserve uniformed services personnel and to deserving ROTC and JROTC students through a Chapter Scholarship Program. The Executive Committee shall establish the goals, objectives, and policies for a Scholarship Program and appoint a committee to implement the program.

Section 3. Groups of members with common interests are authorized to form Chapter sponsored clubs, subject to approval, guidance, and direction of the Executive Committee.

#### **ARTICLE XV Satellite Chapters**

Section 1. Satellite Chapters may be established to address the concerns and interests of certain geographic or common interest segments of the Chapter.

Section 2. Satellite Chapters may be organized by their members to include their own bylaws, officers, and dues structure, all of which shall be subject to approval by the Executive Committee.

Section 3. Other Hawaii Chapter members not part of a Satellite Chapter shall not be excluded from participation in Satellite Chapter meetings, programs and activities.

Section 4. Satellite Chapters may receive a rebate of a portion of their annual Hawaii Chapter dues; such rebate, if any, will be decided annually by the Hawaii Chapter Executive Committee.

#### **ARTICLE XVI Amendments**

Section 1. These bylaws may be amended, repealed, or changed by a two-thirds vote at any duly organized meeting of the Chapter, provided that a copy of any proposed amendment has been mailed to each regular member at his last recorded address, separately or by publication in the Chapter newsletter, at least ten days before the meeting.

#### **ARTICLE XVII Dissolution**

Section 1. 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 this Chapter, such organization to be designated by the Board of Directors.

#### **ARTICLE XVIII Certification**

Section 1. This is to certify that these bylaws were approved and adopted by a two-thirds vote of the members present at a duly scheduled meeting of the membership at the Hale Koa Hotel on December 9, 2010. A copy of the proposed changes to the bylaws and notice of the meeting was provided to all members in the December 2010 issue of the Pau Hana Koa newsletter. These Bylaws will have an effective date of December 9, 2010.

Signed: \_\_\_\_\_  
Thomas J. Smyth December 9, 2010  
Chapter President

Signed: \_\_\_\_\_  
Helen Peil Baker December 9, 2010  
Chapter Secretary