

**The Military Officers Association
of Western New York, Inc.**

BYLAWS

ADOPTED

15 December 1996

AMENDED

15 August 2013

INCORPORATED

07 December 2013

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The Military Officers Association of Western New York, Inc.
BYLAWS

ARTICLE I
NAME

This Association shall be named the Military Officers Association of Western New York, Inc.

ARTICLE II
PURPOSES

The purposes of this Association shall be:

1. To inculcate and stimulate love of our Country and our Flag;
2. To defend the honor, integrity, and supremacy of our National Government and the Constitution of the United States of America;
3. To advocate military forces adequate to the defense of our country;
4. To foster fraternal relations and facilitate camaraderie among all branches of the various services from which our members are drawn.
5. To aid active and retired personnel of the various services from which our members are drawn and their dependents and survivors, in every proper and legitimate manner;
6. To provide useful services for, and to protect the rights and interests of members and their dependents and survivors, and to present their rights and interests when service matters are under consideration
7. To promote the education of the children of service personnel.
8. To actively support the legislative and other objectives of the Military Officers Association of America;

ARTICLE III

STATUS

Section 1. The Military Officers Association of Western New York, Inc. is a Not For Profit Corporation chartered under the laws of the State of New York on March 23, 1987.

Section 2. Officers and other directors shall serve without compensation for their services, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Nothing herein shall constitute members of the Association as partners for any purpose. No committee member, officer, or director of the Association shall be liable for the acts or failure to act on the part of any committee member, officer, or director. Nor shall any committee member, officer, or director be liable for their acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of their being adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

Section 4. No part of the income of the Association shall inure to the benefit of any member, director, officer of the Association, or any private individual and no member, director, officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

Section 5. In the event of final dissolution or liquidation of the Association, and after the discharge of all its liabilities, the remaining assets of the Association shall be given to one or more tax-exempt organizations as defined by the Internal Revenue Code and, whose purpose and objectives are similar to those of this Association, such organization to be designated by majority vote of the Board of Directors, serving as such, at the time of dissolution.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Section 1. The membership of this Association shall be composed of:

- men and women who are or have been commissioned officers and warrant officers of the U.S. Uniformed Services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services) and the reserve and other components of these Services;
- widows and widowers of any deceased individuals who would, if living, be eligible for membership;
- individuals elected as Honorary Members as set forth in Section 2(c) of this Article;
- furthermore, there shall be no discrimination in membership or participation in the affairs of the Association by reason of race, creed, color, national origin, sex, handicap or age.

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

Regular Members: Those eligible for membership, as prescribed in Section 1 of this Article, who apply for membership, are accepted and pay the prescribed annual dues.

Auxiliary Members: Surviving spouses of regular members, in good standing upon their death, who were awarded and accepted dues free Auxiliary Membership; and the surviving spouses of individuals who would have been eligible for membership, who apply for membership, are accepted, and pay the prescribed dues. Auxiliary Members are not entitled to vote.

Honorary Members: The Board of Directors may grant Honorary Membership to certain individuals in recognition of their exemplary services to the nation, the community, the retired officer community, or the Chapter. Normally, an individual eligible for Regular Membership or Auxiliary Membership is not eligible for Honorary Membership. However, if one holds an elective or appointive office at the national, state, or local level, they may be extended Honorary Membership during their tenure in office. The Board of Directors may also grant Honorary Membership to men and women who are or have been commissioned officers or warrant officers of a foreign country's Uniformed Services. Honorary Membership shall not convey any voting rights and shall not entail any requirements for the payment of dues. The Board of Directors shall have authority to terminate any Honorary Membership.

Section 3. Applications for membership shall be submitted in writing to the Association. The Board of Directors may accept or reject any application for cause. Applicants rejected will be notified of the rejection and the reason thereof.

Section 4. Any Regular or Auxiliary Member may be dropped by the Board of Directors for cause, after being given the opportunity to be heard.

Section 5. All Regular Members *are required* to hold and maintain membership in the Military Officers Association of America. Auxiliary Members are encouraged but not required to hold and maintain such membership.

Section 6. Regular Members and *no others* shall be entitled to vote upon matters properly submitted to the membership for vote. Proxy voting shall not be permitted.

ARTICLE V

DUES

Section 1. The annual dues for each member will be established by the Board of Directors.

Section 2. The annual dues for a calendar year shall become due on 01 January of that year, with reductions in amounts due established for early payment.

Section 3. Members who fail to pay their dues within sixty (60) days from the time they become due shall be notified by the Chair of the Membership Committee, and if payment is not made within the next thirty (30) days, unless extended by the Board of Directors, shall without further notice or hearing be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Section 4. Members who have been dropped for non-payment of dues may be reinstated upon reapplication for membership and full payment of the annual dues for the current year only. Any member dropped for nonpayment, more than once, may not be reinstated.

Section 5. Dues for new members will be prorated for the number of months remaining in the calendar year.

ARTICLE VI

MEETINGS

Section 1. There shall be an annual meeting of the Membership of the Association prior to the end of the calendar year, normally in December, for the election of officers and directors, the receipt of annual reports, and the transaction of business as may properly be brought before the meeting. Notice of such meeting, signed by the secretary, shall be mailed to the last recorded address of each member at least twenty (20) days before the time appointed for the meeting, with a statement of time and place and information pertaining to business to be transacted.

Section 2. A minimum of three regular meetings of the Membership of the Association shall be held annually, unless otherwise decided by the Board of Directors. Notice of meetings, signed by the secretary, shall be mailed each member at their last recorded address at least twenty (20) days in advance of each meeting, with a statement of time and place and information pertaining to business to be transacted.

Section 3. Special meetings of the Membership of the Association may be called by the Board of Directors for the transaction of such urgent business as may be properly brought before the meeting;

or, upon written, signed request of twenty percent of the membership entitled to vote. Notice of any special meeting, signed by the secretary, shall be mailed to each member at their last recorded address at least fifteen (15) days in advance, with a statement of time and place and information pertaining to business to be transacted.

Section 4. Regular Members exercising their voting privileges at any meeting of the Membership of the Association shall constitute a quorum capable of transacting all business properly brought before the meeting.

Section 5. The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the President, who will normally also act as Chairman of the Board, the Immediate Past President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer and five elected Directors. The Board of Directors shall be comprised of current, Regular Members of MOAA. If available to serve, at least one from each of the Uniformed Armed Services, ie : Army, Navy, Marine Corps, Air Force and Coast Guard shall be represented on the Board of Directors. These elected positions will have sole voting rights at Board meetings.

Section 2. Newly elected directors take office immediately upon administration of the oath of office. No such nomination of Director shall be put forth without the consent of the candidate. Except as otherwise provided in these bylaws, directors shall hold office for two years, or until their successors are elected and installed, unless sooner removed or otherwise disqualified. Any director who is absent from four (4) consecutive meetings of the Board of Directors shall automatically cease to hold the office of director.

Section 3. The elective directors shall normally be elected by the membership, biennially, at the annual meeting. These elections shall be by ballot and a majority of the votes cast shall elect.

Section 4. The Board of Directors shall have supervision, control, and direction of the affairs of the Western New York 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 5. The Board of Directors shall not be authorized to adopt resolutions or to establish positions *in the name of the Association*. Such matter shall be decided by a majority vote of the members present at any meeting of the Association.

Section 6. Except that the board shall have a regular meeting at the time and place of the annual meeting, the board shall meet upon the call of, and at such times and places as the President may designate and shall be called to meet upon demand of a majority of its members. Notice of all

meetings of the Board of Directors shall be sent by mail to each member of the board at their last recorded address at least ten (10) days in advance of the meetings.

Section 7. A majority of the entire voting members of the board shall constitute a quorum at any meeting of the Board of Directors.

Section 8. Each elected member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted.

Section 9. Directors must and will represent the total Western New York Chapter.

Section 10. Any officer or director may be removed from office by two-thirds vote of the Board of Directors, for cause, and after opportunity to be heard, whenever, in its judgment, it may consider such action in the best interests of the Western New York Chapter.

Section 11. Any vacancies on the Board of Directors will be filled within thirty (30) days by a majority vote of the Board of Directors. Ad interim directors shall hold office until the next annual meeting and until their successors are elected, unless sooner removed or otherwise disqualified.

ARTICLE VIII

OFFICERS

Section 1. The elective officers shall be a president, a first vice president, a second vice president, a secretary, a treasurer, and such others as may be required; each of whom shall be a Regular Member of the Association and the Western New York Chapter.

Section 2. The elective officers shall be elected biennially by the membership at the annual meeting. Election shall be by ballot, and a majority of votes cast shall elect. Each elective officer shall take office immediately upon administration of the oath of office and shall serve for a term of two (2) years and until a successor is duly elected and installed, unless sooner removed or otherwise disqualified. No such nomination shall be put forth without the candidate's consent.

Section 3. No member shall be eligible to serve more than two consecutive terms as president.

Section 4. A vacancy in the office of the president shall be filled automatically by the first vice president. A vacancy in the office of the first vice president shall automatically be filled by the second vice president. Vacancies in other offices shall be filled as the Board of Directors may decide. Interim officer appointees shall serve until the next annual meeting and until their replacement is elected, unless sooner removed or otherwise disqualified.

Section 5. The president shall be the principle elective officer of the Association, shall preside at meetings of the Western New York Chapter and the Board of Directors, and shall be a member ex-officio, with the right to vote, of all the committees except the nominating committee. The president shall also, at the annual meeting and at such other appropriate times, communicate to the Association, Western New York Chapter membership or to the Board of Directors such information or proposals as

would in the president's opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such duties as necessarily incident to the office of the president.

Section 6. In the event of the president's temporary disability or absence, the first 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 vice president, the second vice president shall perform the duties of the president. The vice presidents shall perform other duties as the president may assign.

Section 7. The secretary shall give notice of and attend all meetings of the Board of Directors and the Association, shall keep minutes of all the meetings, shall maintain membership and dues collection records and the Association's correspondence files, providing safekeeping for all important documents and records belonging to the Association, and shall perform such other duties as are commensurate with the office or as may be assigned by the Board of Directors or the President.

Section 8. The treasurer shall maintain a record of all sums received and expended for use of the Association and shall make disbursements authorized by the Association or the Board of Directors and approved by the president. All sums received shall be deposited in a financial institution approved by the Board of Directors. Funds may be drawn there from only upon signature of the treasurer, the secretary, or the president. The treasurer shall make a report at the annual meeting and when called upon by the president. The funds, books, vouchers, and other records of the treasurer's office shall at all times be subject to inspection and verification by the Board of Directors. An annual audit will be conducted just prior to the annual meeting. The accounting year shall be 01 December through 30 November.

ARTICLE IX

COMMITTEES

Section 1. The president shall appoint such standing and special committees as may be deemed advisable for the best interests of the Association or required by the bylaws.

Section 2. The standing sub-committees of the Western New York Chapter shall include a membership sub-committee, a legislative sub-committee, and a personal affairs sub-committee.

Section 3. *Sub-c*Committees shall make investigations, reviews and reports as directed, and recommendations when so requested.

Section 4. At least ninety (90) days before the annual meeting, that occurs in the second year of any term of office, the president shall appoint a nominating committee of three to five Regular Members to nominate candidates for the Board of Directors and elective offices. If possible, the immediate Past President will be invited to Chair this sub-committee. The sub-committee shall notify the secretary, in writing, at least forty-five (45) days before the date of the annual meeting, of the names of the candidates it proposes, and the secretary shall mail a copy thereof, including notice that nominations may be made from the floor, to the last recorded address of each Regular Member at least twenty (20) days before the annual meeting.

ARTICLE X ***CHANGE OF BYLAWS***

These bylaws may be changed, altered, or repealed, in whole or in part, or new bylaws may be adopted, by a two-thirds (2/3) vote of those members present and authorized to vote at any duly organized meeting of the Association, provided a copy of such proposal for consideration and notice of meeting has been mailed to the last recorded address of each member at least twenty (20) days prior to the date of the meeting.

ARTICLE XI ***THE FLAG***

The American Flag shall be displayed and honored at all meetings of the organization. All meetings shall commence with the *Pledge of Allegiance*.

CERTIFICATION

THIS IS TO CERTIFY THAT THESE ARE THE CURRENT BYLAWS OF THE MILITARY OFFICERS ASSOCIATION OF WESTERN NEW YORK, INC. AS REPLACED ON 15 DECEMBER 1996, AND AMENDED ON 07 DECEMBER 2003.

Certifying Officers at time of current Amendment:

Kenneth Braunbach
Col USA, Retired
President

Timothy G. Balunis, Sr.
CDR USCG, Retired
1st Vice President