

**The St. Petersburg Area Chapter,
Military Officers Association of America, Inc.**

BYLAWS

ARTICLE I - PURPOSES

This Chapter shall promote the purposes and objectives of the Military Officers Association of America (MOAA); foster fraternal relations among retired, active duty, and former officers of the uniformed services and their reserve components; protect the rights and interests of active duty, retired, and reserve component 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 II - MEMBERSHIP AND VOTING RIGHTS

Section 1. Subject to the provisions hereof, membership shall be composed of:

Men and women who are serving or have served on active duty or in one of the reserve components as a commissioned or warrant officer in one of the U.S. uniformed services (Army, Marine Corps, Navy, Air Force, Space Force, Coast Guard, Public Health Service and National Oceanic and Atmospheric Administration) as well as survivors of any deceased individuals who would, if living, be eligible for membership and spouses of individuals who are Chapter members or Life Members Emeritus.

Section 2. Membership classification:

- (a). Regular Members are required to hold and maintain membership in national MOAA
- (b) Surviving Spouse Members:
- (c) Life Members Emeritus: Those regular members who have rendered substantial, outstanding, and meritorious service to the St. Petersburg Area Chapter, MOAA, and who are first recommended by the Executive Committee, may be elected to Life Member Emeritus at any regular meeting of the Chapter by a two-thirds vote of the members present. Life Members Emeritus shall not be assessed annual dues.

(d) Honorary Members: Individuals, regardless of whether they have or have not had military status, who have rendered outstanding service to the community and/or The St. Petersburg Area Chapter, MOAA and who are first recommended by the Executive Committee, may be elected as Honorary

Members at any regular meeting of the Chapter by two thirds vote of the members present. Honorary Members are subject to annual review and renewal by the Executive committee and shall not be assessed annual dues.

Section 4. A membership application may be rejected for cause by a two-thirds vote of the Executive Committee after the applicant has had an opportunity to be heard by that Committee.

Section 5. Membership may be revoked for cause by a two-thirds vote of the Executive Committee after that member has had an opportunity to be heard by that committee.

Section 6. Only Regular Members, Life Members Emeritus and Surviving Spouse Members shall be entitled to a vote on matters properly submitted to membership vote.

Section 7. Subject to the provisions of Section 6 above, a majority vote of the members presents in person or by absentee written ballot when requested shall govern in all matters properly brought before the membership.

Section 8. Except as otherwise provided in these bylaws, all questions coming before the memberships shall be decided by a majority vote. Only regular members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote. Spouses of chapter members who are serving in a chapter officer position will be afforded the right to vote. Proxy voting shall not be permitted as any meeting of the chapter.

ARTICLE III - DUES

Section 1. Annual dues and/or initiation fees for various classes of members shall be determined from year to year by the Board of Directors in conjunction with their responsibility for business management of the Chapter as set forth in Article VI of these Bylaws.

Section 2. Annual dues are payable by December 31 of each year. Members who fail to pay dues by that date shall be dropped from the membership rolls, although they may be reinstated if they pay their dues by January 31. Other former members dropped from the rolls for nonpayment of dues may be reinstated

to membership upon payment of current dues following approval of the Executive Committee of such reinstatement.

ARTICLE IV - LIABILITY OF MEMBERS

Section 1. No one of the membership shall become liable to the Chapter for any amount other than yearly dues.

ARTICLE V - OFFICERS

Section 1. The officers of the Chapter shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and the Surviving Spouse Liaison. The members so indicated shall constitute the Board of Directors of the Executive Committee.

Section 2. The President shall be the chief executive and shall be, ex-officio, a member of all committees except for the Nominating Committee. He shall appoint standing and special committees, other than the Executive Committee. The President or First Vice President only, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all deeds, mortgages, extension agreements, leases and contracts of the corporation.

Section 3. The responsibilities and duties of all other officers have been established by custom. When any doubt exists, the decision of the President shall be final.

Section 4. A vacancy in the office of President shall be filled by the First Vice President until the next regular election of officers of the corporation.

Section 5. Any other officer vacancy shall be filled by a Regular Member, a Life Member Emeritus or a Surviving Spouse Member. The appointment shall be by a majority vote of the Executive Committee and shall stand until the next regular election of officers of the corporation.

Section 6. No President or Vice President shall serve in the same office for more than two consecutive years.

ARTICLE VI - DIRECTORS

Section 1. The business management and affairs of the Chapter shall be under the direction and control of the Board of Directors of the Executive Committee, which consists of the officers. The Board has the authority to authorize contracts, incur liabilities, expend funds, and attend to such other matters connected with the conduct of the Chapter, as, from time to time, it may determine. The Chapter membership reserves the right to direct and control the Board of Directors in their exercising of these powers.

Section 2. To meet emergent or routine business of the Chapter, the Board of Directors may delegate such powers to the Executive Committee as the Board, from time to time, may determine to be necessary, expedient, or desirable.

Section 3. The Secretary shall maintain minutes of all meetings of the Board.

Section 4. A majority of the members of the Board, as constituted for the time being shall constitute a quorum when the Board meets for the transaction of business, but a lesser number, but not less than two, may adjourn any meeting, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting of the Board, a majority of the members present thereat shall decide any question brought before such meeting, except as otherwise provided by law or by these Bylaws.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee, consisting of:

- (a) The Board of Directors.
- (b) A six-member Executive Advisory Board, consisting of any combination of Regular Members, Life Members Emeritus, or Surviving Spouse Members shall be elected at large. Three members shall serve until the next annual election and three shall serve until the next succeeding annual election. Any vacancy on the Executive Advisory Board of the Executive Committee shall be filled by an appointee of the Executive Committee until the next Annual Membership Meeting of the Chapter.
- (c) The Immediate Past President.

(d) Life Members Emeritus and Past Presidents who, in the opinion of the Board of Directors, evidenced continued interest in the Chapter and display physical and mental ability to contribute substantially to the welfare of the Chapter. Executive Committee members appointed under this paragraph of the Bylaws shall be confirmed on an annual basis by the Executive Committee.

(e) Chairmen of standing and special committees.

Section 2. A majority of the Board of Directors shall constitute a quorum for the transaction of business of the Executive Committee, provided that the number of members present includes at least one member who is not on the Board of Directors.

Section 3. All members of the Executive Committee are authorized to vote at Executive Committee meetings.

Section 4. Should the Executive Committee, at a special meeting called for the purpose, decide by a majority vote of the committee that the President is incapacitated, the 1st Vice President shall assume the duties of the President for the period the President is incapacitated.

Section 5. Any member of the Board of Directors may be removed from office for cause by a two-thirds vote of the Executive Committee after the individual has had an opportunity to be heard by that Committee.

Section 6. Any member of the Executive Committee who is not a member of the Board of Directors may be removed from the Executive Committee for cause by action of the President, with the approval of the majority of the Board of Directors, after the individual has had an opportunity to be heard by the Board of Directors.

Section 7. Regular meetings of the Executive Committee shall be held monthly at such time and place as shall be determined by the Executive Committee.

Section 8. Special meetings may be called by the President or by the Board of Directors.

Section 9. Notice of Executive Committee meetings shall be given members of the committee not less than five (5) days before the proposed date of such meeting.

ARTICLE VIII - MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Regular meetings shall be held monthly at such time and place as shall be determined by the Executive Committee.

Section 2. Notice of Annual, Regular, and Special meetings shall be given eligible voting members not less than five (5) days before the proposed date of such meeting. Deposit in the postal system of written notice or notice given in the chapter's Military Messaging Center (MMC) shall constitute notice.

ARTICLE IX - QUORUMS FOR MEMBERSHIP MEETINGS

Section 1. The eligible voting members who attend the annual, regular, or special meetings either in person or by absentee written ballot when requested, shall constitute a quorum capable of transacting business properly brought before those meetings.

ARTICLE X - PROCEDURE

Section 1. In all proceedings of this organization, if no rule has been adopted, Robert's Rules of Order shall govern.

ARTICLE XI - ELECTIONS

Section 1. Officers and members of the Executive Advisory Board shall be elected at the Annual Membership Meeting of the Chapter. The President shall appoint a Nominating Committee of not less than three members, whose names shall be announced at the regular meeting eight months preceding such election. This Nominating Committee shall submit its proposed slate of candidates to the membership-at large and receive any additional nominations of candidates from the floor at the Regular Membership Meeting one month preceding the election. All candidates must meet the prerequisites outlined in Section 2 of this Article.

Section 2. To be eligible for election, a candidate must be either a Regular Member, Life Member Emeritus, or Surviving Spouse Member, and must agree to accept the position to which nominated.

Section 3. After the nominating meeting, ballots listing the names of all candidates shall be mailed to all members entitled to vote. Ballots may be voted and returned by mail to the Chapter, or they may be delivered at the Annual Membership Meeting to the Canvassing Committee not later than 1200 hours of the day of the meeting. The Canvassing Committee, composed of not less than three voting members, shall be named by the President, and announced to the membership in the call for ballots. Said Canvassing Committee shall count the ballots and certify the results of the election at the Annual Membership Meeting.

Section 4. Newly elected officers and members of the Executive Advisory Board shall be installed at the Regular Membership Meeting next following the Annual Membership Meeting.

ARTICLE XII - CHANGES IN BYLAWS

Section 1. These Bylaws may be altered, amended, or changed, or new Bylaws may be adopted by the members at any Membership Meeting, provided that notice of the specific alteration, amendment, or change, or if new Bylaws are contemplated, a complete set thereof, be sent to each member in the call for the meeting at which the proposed action is to be submitted, with request for the member's vote for or against such proposed amendment (s).

Section 2. In all questions of amendments or changes in Bylaws, members may register their vote in writing for or against such amendment or change by filing such vote with the Secretary at least twenty-four hours prior to the hour of the meeting, and such vote shall be counted the same as though such member were present in person.

THE ST. PETERSBURG AREA CHAPTER, MILITARY OFFICERS ASSOCIATION OF AMERICA, INC.

Bylaws Adopted 1960
First Revision August 1981
Second Revision April 19, 1985
Third Revision November 17, 1995
Fourth Revision September 4, 2002
Fifth Revision February 18, 2005
Sixth Revision February 17, 2006
Seventh Revision April 20, 2007

Eighth Revision February 19, 2010
Ninth Revision April 1, 2019
Tenth Revision June 10, 2021

/s/ Pauline Mallory, LTC, USA Ret.
President