

THE RETIRED OFFICERS ASSOCIATION

Bylaws Of The

MOUNTAIN EMPIRE CHAPTER

Article I – Name

Section 1. The name of this organization shall be the **MOUNTAIN EMPIRE CHAPTER**, hereinafter referred to as the Chapter.

Article II – Purpose

Section 1. The purpose of the Chapter shall be to promote the purposes and objectives of The Retired Officers Association; fostering 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 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 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 discharge of all its liabilities, the remaining assets shall be given to a non-profit organization. The said non-profit organization shall have purposes and objectives similar to those of the Chapter, and such organization to be designated by a majority vote of the Board of Directors.

Article IV – Membership

Section 1. The members 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 or other 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**, of this Article, membership shall be of three classes: regular, auxiliary and honorary members.

Section 3. Application for regular or auxiliary membership shall be submitted in writing to the Board of Directors. Recommendations for honorary membership shall be submitted in writing to the Board of Directors by regular or auxiliary members. The Board of Directors shall 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 **The Retired Officers Association**. Auxiliary members are encouraged to acquire and maintain such membership.

Article V – Voting

Section 1. Except as otherwise provided in these Bylaws, 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 majority vote of the membership at a regularly scheduled (bimonthly) meeting, after receiving the recommendation of the Board of Directors.

Section 2. The annual dues for a calendar year shall be due on Jan. 1 of that year. New Chapter members who joined, and paid their dues, in September, October or November are considered to be paid up members for the forthcoming year.

Section 3. The Chapter Secretary shall notify any member who fails to pay dues within 60 days from the time they become due of the delinquency. 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 roll. The member shall thereupon forfeit all right and privileges of membership.

Section 4. Any member who has been dropped for non-payment of dues may be reinstated upon reapplication 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 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 during the months of January, March May, July, September and November unless otherwise decided by the Board of Directors. Notice of each 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, 1st Vice President, 2nd Vice President, Secretary, Treasurer) and the Legislative Chairman) and immediate Past President.

Section 2. The Members of the Board of Directors shall be elected by the membership at the annual November meeting. Each elected director shall take office at the first regular, or special, meeting in the calendar year following election and shall serve to a term of two years.

Section 3. The Board of Directors shall have supervision, control and direction of the affairs of the Charter. They shall determine its policies or changes therein within the limits of the Bylaws. They shall actively pursue its purposes and shall have discretion in the disbursement of its funds. They 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. However, when time does not permit coordination with the membership the Legislative

Chairman is empowered to communicate ideas and ideals that are consistent with the vital interests of the membership and the nation. Such positions will be published in the Chapter Newsletter for review by the membership and they will be open for discussion (and alteration if desired).

Section 5. The board shall meet upon the call of the President at such times and places as he may designate and 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 to each member of the board at least 10 days in advance.

Section 6. A majority of the entire board 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 1st Vice President, a 2nd 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 biannually 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 term of two years and until a successor is duly elected and installed.

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

Section 4. A vacancy in the office of President shall be filled automatically by the 1st Vice President. A vacancy in the office of first Vice President shall be filled automatically by the 2nd 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 disability or absence, the 1st Vice President shall perform the duties of the President. In the event of the temporary disability or absence of both the President and the 1st Vice President, the 2nd Vice President 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 shall also carry out these duties: maintain the membership records, prepare such correspondence as might be required, maintain the Chapters 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 might be assigned by the Board of Directors or by the President.

Section 8. The Treasurer shall maintain a record of all sums received and expended by the Chapter, make such distributions 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.

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 Bylaws 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 to nominate candidates for the elective offices. The committee shall notify the Secretary at least 30 days before the annual meeting, of its proposed slate of elected officers and directors for the next calendar year.

Article XI - Amendments

Section 1. These Bylaws 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.

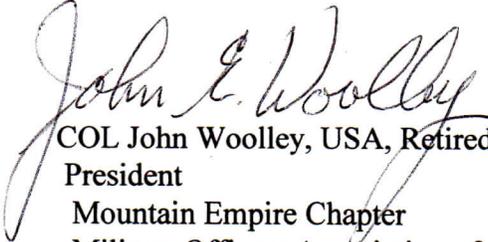
This is to certify that this revision, Revision A, to these Bylaws was approved and adopted at a regular meeting of the ~~Mountain Empire Chapter~~ of ~~the Retired Officers Association~~ on _____ 1998.

MAJ. Warren Gaudet (USMC Ret.)
President,
Mountain Empire Chapter
The Retired Officers Association

AMENDMENT TO THE BYLAWS

So much of Section 3, Article IX, as reads: "No member shall be eligible to serve more than two consecutive terms as President" is amended to read: "Following two consecutive two year terms, the incumbent President's term of office may be extended in one year increments upon a majority vote of the membership present at the annual business meeting."

This is to certify that the above amendment, Revision B, to these Bylaws was approved and adopted at the annual business meeting of the Mountain Empire Chapter, Military Officers Association of America on November 21, 2009.



COL John Woolley, USA, Retired
President
Mountain Empire Chapter
Military Officers Association of America