

Constitution and Bylaws
Valley Forge Chapter, MOAA
(Military Officers Association of America)
P.O. Box 254
Valley Forge, PA 19481

CONSTITUTION AND BY-LAWS

The Retired Officers Association (TROA) has been renamed Military Officers Association of America (MOAA). The constitution and bylaws that were adopted at a general membership meeting on 15 August 1972 and modified at a general membership meeting on 15 July 2000 remain unchanged except to reflect the name change and to include in the Preamble a provision for a more inclusive membership. This change was approved and adopted by the members of the Valley Forge Chapter at a meeting on January 10, 2004. On November 21, 2005, the Executive Board approved changes to Article IV, Officers, Executive Board and Organization, and Article V, Meetings and Quorums, to better reflect the operating needs of the Valley Forge Chapter. These changes were approved and adopted by the members of the Valley Forge Chapter at a meeting on February 18, 2006. On December 15, 2009, the Executive Board approved changes to Article IV, Officers, Executive Board and Organization, and Article V, Meetings and Quorums, to better reflect the operating needs of the Valley Forge Chapter. These changes were approved and adopted by the members of the Valley Forge Chapter at a meeting on February 13, 2010. *On January 24, 2017, the Executive Board approved changes to Article IV, Officers, Executive Board and Organization, and Article V, Meetings and Quorums, to better reflect the operating needs of the Valley Forge Chapter, and to include a provision for more inclusive membership (i.e., spouses). These changes were approved and adopted by the members of the Valley Forge Chapter at a meeting on May 17, 2017.*

PREAMBLE: MOAA, Valley Forge Chapter, is an independent, nonprofit organization consisting of men and women who are or who have been federally commissioned in one of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services) or the National Guard or other Reserve Components of these services – and their widow or widowers. This chapter is dedicated to preserving members' entitlements and to maintaining a strong national defense. We the members do unite to establish The Valley Forge Chapter of the Military Officers Association of America, whose National Headquarters is in Alexandria, Virginia 22314-2539.

ARTICLE I: AIMS AND OBJECTIVES:

Our aims and objectives are:

To contribute our knowledge, skills and energy to the betterment of our country, our state and our communities in which we live;

To advocate and stimulate love for our country and our flag;

To defend the honor and integrity of our national government and the constitution and bylaws of the United States of America;

To advocate military forces adequate to protect and defend our country;

To oppose any influence calculated to weaken nation security; and

To aid all active, retired and former members of the seven services, their dependents and survivors in every proper and legitimate matter.

ARTICLE II ORGANIZATION:

This chapter shall be an affiliate of Military Officers Association of America, National Headquarters, Alexandria, VA

BYLAWS

ARTICLE I: NAME

In accordance with Art. II, Sec.1 (affiliates) of the bylaws of the Military Officers Association of America (MOAA), National Headquarters, Arlington, Virginia and as approved by the board of directors of MOAA, the same name of this chapter shall be: **Valley Forge Chapter, MOAA.**

ARTICLE II: PURPOSE

The purpose of the association and this chapter shall be to bring together in friendship and mutually beneficial assistance all persons who are eligible for membership. Our secondary purpose is to support the objectives of the National headquarters of MOAA. This chapter is a non-profit organization and operates for these stated purposes exclusively.

ARTICLE III: MEMBERSHIP:

Section 1. Membership shall be in one of the four categories:

- A. Men and women who are or have been federally-commissioned in one of the seven U.S. services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services) or the National Guard or other Reserve Components of these services. These include: Retired Officers, Active Duty Officers, Warrant Officers, and Officers serving in one of the National Guard or Reserve Components, and Former Officers who were separated under conditions acceptable to the Board of Directors.

- B. Widows and widowers of deceased members or of any deceased individual who would, if living, are eligible for membership.
- C. Persons who have been given honorary membership by the *Executive Committee* in recognition of outstanding service to the military and/or its associated organizations.
- D. Spouses of members, not to exceed 20% of total membership (to preserve tax-exempt status as a veterans' organization).

Section 2. Applications for membership shall be submitted to the treasurer, on a form provided for this purpose. Applications will be processed promptly and the formal announcement and acceptance of membership will be made at the next quarterly general membership meeting.

Section 3. All members in all categories in good standing (i.e., dues paid currently) shall be entitled to vote, to hold office, and to participate in full in all activities of this chapter.

Section 4. Reinstatement of former members shall be handled in the same manner as an application of a new member.

Section 5. Members shall not be deprived of any rights or privileges without first being notified in writing and further provided an opportunity to remove or correct any breach. The executive committee will be responsible for final decisions in all cases. Non-payment of dues shall be considered an automatic disqualification of membership.

ARTICLE IV, Officers, Executive Committee, and Organization:

Section 1. Elected officials and the *Immediate Past-President* shall be known collectively as the *Executive Committee*. The *Executive Committee* shall consist of the following six (6) elected officers and the *Immediate Past-President*:

1. President
2. 1st Vice President
3. 2nd Vice President
4. 3rd Vice President
5. Corresponding Secretary
6. Treasurer
7. *Immediate Past-President*

Section 2. The *Executive Committee* is responsible for the management and operation of this chapter. *This includes mentoring of potential chapter leaders, in support of succession planning; and maintaining documented Standard Operating Procedures (policies and procedures) to support continuity of operations.*

Section 3. All Board members (*Executive Committee plus Committee Directors*) have the right to vote on all chapter matters.

Section 4. Any elected officer may be removed from office by a majority vote of the membership present at the General Membership meeting at which the *Executive Committee* presents the name of the Officer to be removed.

Section 5. Term of Office: Elected officers shall be elected for a term of one (1) year. Their term of office shall commence with their installation at the last quarterly general membership meeting of the year.

Section 6. Vacancies. Whenever a vacancy occurs in the offices of the President, or the three Vice Presidents, they shall be occupied by the next officer in line of succession, except in the case of a vacancy in the office of the 3rd Vice President, in which case the *Executive Committee* will decide upon the need, urgency and method of filling this vacancy.

Section 7. Duties and responsibilities of elected officers

- A. The President** shall preside over general membership *and board meetings*, and all *Executive Committee* meetings. S/he shall comply with and support the rules of parliamentary procedures. S/he will exercise her/his right and option to vote. In the absence of the treasurer, the president is authorized to sign checks.
- B. The First Vice President** shall assist the president in preserving order. In the absence of the president, s/he shall preside over all General Membership and *Executive Committee* meetings. S/he will undertake special assignments at the request of the president.
- C. The 2nd Vice President** in the absence of the president and 1st vice president shall preside over General Membership and *Executive Committee* meetings. S/he will undertake special assignments at the request of the president.
- D. The 3rd Vice President**, in the absence of the President, 1st and 2nd Vice Presidents shall preside at all meetings. S/he will undertake special assignments at the request of the President.
- E. The Corresponding Secretary** shall maintain files, including the following:
 - 1. A copy of the Constitution and By-Laws of the Military Officers Association of America, Alexandria, VA
 - 2. A copy of the Constitution and By-Laws of the Valley Forge Chapter, MOAA.
 - 3. A record (minutes) of all proceedings of the general membership and *Executive Committee and Board* meetings and is responsible for taking the minutes of these meetings.
 - 4. A correspondence and communications file.
 - 5. The secretary shall transfer to her/his successor, without delay, all books, files, records and papers in her/his possession or under her/his control.

F. The Treasurer shall:

1. Prepare financial reports for presentation at all general membership and *Executive Committee* meetings.
2. Receive, deposit and keep an accurate account of all funds received by the chapter.
3. Prepare and issue checks with *her/his* signature as directed by vouchers for authorized expenditures.
4. Maintain an approved financial accounting system.
5. Transfer to *her/his* successor, without delay, all books, files, records papers and chapter property in *her/his* possession or under *her/his* control.
6. Cooperate with the auditing committee in completing an audit yearly or whenever requested by the chairperson of the auditing committee.
7. *Timely file federal and state tax returns, as required.*

Section 8. Committee Directors. The President shall, as soon as possible after taking office, appoint Directors (chairpersons) of committees dictated by the needs of the chapter. Generally, the following shall be appointed if deemed necessary:

1. Legislative Liaison
2. Membership Director
3. Program Director
4. *Communications Director (includes newsletter, web site & local news media)*
5. Recruiting Director
6. *Surviving Spouse Liaison & Personal Affairs Director*
7. Nominating Committee Director
8. Auditing Committee Director
9. Others as required for special projects/needs (e.g., ROTC/JROTC, *Service Outreach, Transitions*)

Section 9. Duties of Appointed Directors and Chairpersons.

1. **The Legislative Liaison** shall be current with all legislative pursuits of interest to the membership on a national, state, and local level. S/he should be prepared to make recommendations to the board and the general membership
2. **The Membership Director** shall:
 - a. Maintain a permanent file of membership application originals.
 - b. Prepare and mail dues notices to all members as appropriate and make every effort to collect membership dues.
 - c. Remit to the Treasurer monies received and the names of members who have paid their dues.
 - d. Prepare a list of dues-delinquent members, which will be presented to the *Executive Committee* for appropriate action.
 - e. Assist the Recruiting Director to assure membership retention and increase chapter membership.
 - f. *Provide quarterly newspaper distribution lists, email and USPS, to the newsletter editor.*

3. **Program Director** shall plan and execute a program of activities in consonance with the purpose of the chapter and the desires of the membership.
4. **Communications Director** shall serve as newsletter editor, website manager, and coordinate with news media. This includes preparation of articles of the chapter's activities, recruiting efforts, awards programs and special events, and coordinate with local news media for publication of these articles.
5. **Recruiting Director** shall perform services to promote and increase the membership rolls and coordinate recruitment programs with the MOAA. S/he will coordinate her/his activities with the Membership Director and other elected and appointed officials to assure an effective recruitment program.
6. **Surviving Spouse Liaison & Personal Affairs Director** shall:
 - a. When called upon, provide information to members and survivors about their benefits;
 - b. When called upon, help members and their survivors in the submission of inquiries, applications, and claims to government agencies;
 - c. In the case of serious illness or death, express sympathy to the next-of-kin and offer assistance as needed;
 - d. Keep members informed of benefits available, generally by means of the newsletter.

The Surviving Spouse Liaison is the primary point of contact on issues concerning surviving spouses, and is expected to work closely with national *MOAA's Surviving Spouse Advisory Committee*.

7. **Auditing Committee Director** shall with his/her committee complete an audit of the chapter's financial account at least once annually, *shortly after the close of the calendar year, but no later than thirty days after the closing of the calendar year*. S/he will be prepared to render a written report of this audit at the first general membership meeting of the year.
8. **Nominating Committee Director** and her/his committee shall prepare a list of nominees for office and present this list of nominations at the last quarterly membership meetings of each year.
9. **Others as required for special projects/needs.** The President shall appoint all special committees based on the needs and requirements of the chapter.

Article V, MEETINGS AND QUORUMS.

Section 1. General membership meetings shall be scheduled four (4) times annually, preferably one each quarter, as deemed preferable by the Executive Committee.

Section 2. The Executive Committee and Board should schedule to meet at least quarterly, at agreed upon time and dates, to efficiently and effectively discharge duties.

Section 3. Special meetings may be called by the Executive Committee. Any member may petition the Executive Committee to consider and schedule a special meeting.

Section 4. Quorum

1. A quorum for either a scheduled general membership meeting or special meeting shall be ten percent (10%) of the current up-to-date dues-paying members.
2. A quorum for any *Executive Committee or Board* meeting shall consist of a majority of the elected executive positions. For example, if the elected *Executive Committee* consists of seven (7) members, a quorum would be four (4) members at the executive board meeting.

ARTICLE VI DUES:

Section 1. New members are obliged to offer their dues concurrently with their application for membership. A new member who pays her/his dues in the fourth quarter of a year (1 October and 31 December), will be credited for the full subsequent year.

Section 2. Annual dues, as voted on by the general membership, are paid between 1 October and 31 December for the subsequent year.

ARTICLE VII VOTING.

Section 1. *All members in good standing (current in their dues)* are entitled to cast one vote on any matter voted upon by the general membership.

Section 2. Only votes cast shall be considered in determining the result of any vote. A majority vote is considered to be the larger of two numbers.

ARTICLE VIII. NOMINATIONS, ELECTIONS AND INSTALLATION OF OFFICERS:

Section 1. The chairperson (*Director*) of the nominating committee shall appoint any number of committee members to assist her/him in selecting and nominating officers.

Section 2. The chairperson of the nominating committee shall present the nominees at the last quarterly membership meeting of the year. Nominations may also be made from the floor, provided that the nominee agrees to serve if elected.

Section 3. Election of officers shall be held at the last quarterly general membership meeting of the year.

Section 4. Installation of elected officers shall be at the general membership meeting at which they are elected.

ARTICLE IX. AMENDMENTS, CONSTITUTION AND BY-LAWS:

Section 1. Amendments to the Constitution and Bylaws of National MOAA are automatically adopted by the chapter.

Section 2. Proposed amendments to the chapter constitution and bylaws shall be submitted to the Constitution and Bylaws Committee, appointed as necessary by the President, for consideration, evaluation and preparation for voting by the general membership. The committee shall process all proposals as expeditiously as possible.

Section 3. Amendments to the Constitution and Bylaws may be adopted by a majority vote of the votes cast by those attending the general membership meeting for which a quorum exists.

ARTICLE X. THE AMERICAN FLAG:

Section 1. The flag of the United States of America shall be displayed, honored and respected at all general membership meetings.

Section 2. Every general membership meeting shall commence with the pledge of allegiance to the flag of the United States.

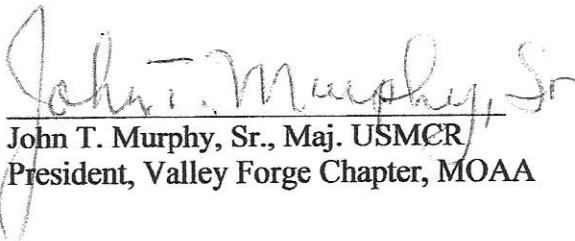
ARTICLE XI. PARLIAMENTARY PROCEDURES AND ORDER OF BUSINESS:

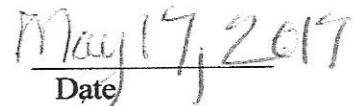
Section 1. The presiding officer at the general membership and executive meetings shall be obliged to honor, follow and support rules of order, parliamentary procedures and order of business.

Section 2. The order of business at general membership and executive board meetings shall begin with the Pledge of Allegiance. The content and sequence of all other business shall be as agreed upon.

Section 3. Robert's Rules of Order shall govern at all meetings except when in conflict with these bylaws. In that case, the bylaws shall take precedence.

This is to certify that this Constitution and Bylaws were approved and adopted on May 17, 2017 at the general membership meeting of the Valley Forge Chapter, Military Officers Association of America (MOAA).


John T. Murphy, Sr., Maj. USMCR
President, Valley Forge Chapter, MOAA


Date

William G. Matthews
William G. Matthews, Capt, USN (Ret)
Corresponding Secretary

17 May 2017
Date