

The MILITARY OFFICERS ASSOCIATION OF AMERICA - ALAMO CHAPTER is incorporated under the laws of the State of Texas as a non-profit corporation.

By-Laws

of the

MILITARY OFFICERS ASSOCIATION OF AMERICA - ALAMO CHAPTER

ARTICLE I - ORGANIZATION

A. The name of this organization shall be the MILITARY OFFICERS ASSOCIATION OF AMERICA - ALAMO CHAPTER, hereinafter called "Chapter". It will be a non-profit 501(c)(4) organization operated solely and exclusively for the purposes stated in the Articles of Incorporation. The Chapter is dedicated to:

1. Inculcating and stimulating love of Country and the Flag of the United States of America;
2. Advocating military forces adequate to the defense of our country;
3. Promoting the purposes and objectives of the Military Officers Association of America;
4. Fostering fraternal relations among retired, active and former officers of the uniformed services and their National Guard or Reserve components;
5. Preserving the rights, interests and earned entitlements of active duty, retired, Reserve and National Guard personnel of the uniformed services and their dependents and survivors;
6. Providing useful services for members and their dependents and survivors;
7. Serving the community and the nation.

B. The Chapter may form a Sub-Chapter or "satellite" as another opportunity for its members to get together as an informal group. Normally, Sub-Chapters are formed to serve the needs of Chapter members who because of the travel distance and geographic location are unable to fully participate in Chapter activities. Normally, these satellites are without: formal organizational structure; bylaws; election of officers; specific meeting requirements; and a newsletter. Each Sub-Chapter is represented by a Director on the Host Chapter Board.

C. The vision of the Chapter is to be the primary advocate for the military community. Its mission is: to be a major source of information, support and social engagement for the membership; to provide programs and services for the common good of our military community; and, to be a powerful voice supporting the Military Officers Association of America at the local, state and national levels.

D. The Chapter may, by a two-thirds vote of the members in attendance at a regular meeting, providing a notice of such action has been included in the announcement in writing or e-mail of the meeting, alter, amend or change these by-laws. If the MOAA Alamo Chapter is housed on JBSA, approval of amendments and adoption of these By Laws are subject to the final review by Installation Commander, Joint Base-San Antonio or if the authority has been delegated, by the 502d Force Support Group Commander (502 FSG/CC) through the Force Support Squadron Director (502 FSS/CL).

E. This private organization if operating on Joint Base San Antonio, Texas will do so pursuant to the provisions of AFI 34-223 and in accordance with all applicable civil and military laws and regulations. The organization shall be self-sustaining and operate on JBSA only with the consent of the installation commander. Operation on JBSA is also contingent on compliance with the requirements and conditions of all applicable Air Force regulations.

F. The membership is jointly and severally liable under the laws of the State of Texas for organizational debts or liabilities in the event the organization's assets are insufficient to discharge liabilities.

ARTICLE II - MEMBERSHIP

A. The membership of the Chapter shall be composed of those serving or who have served on active duty or in one of the National Guard or Reserve components as a commissioned or warrant officer 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 Service) as well as widows, widowers and spouses of those serving or of any deceased individuals who would, if living, be eligible for membership.

B. Membership shall be of three classes, namely:

1. REGULAR - Those serving or who have served on active duty or in one of the National Guard or Reserve components as a commissioned or warrant officer 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 Service).
2. SURVIVING SPOUSE – Spouses of existing members and widows, widowers of any deceased individuals who would, if living, be eligible for membership.
3. HONORARY - Honorary membership may be granted to such distinguished persons as are designated by the Board of Directors.

C. Application for membership in this Chapter shall be in writing on a form provided by the Chapter for that purpose.

D. Regular members are encouraged to hold and maintain membership in the Military Officers Association of America.

E. The MOAA Alamo Chapter will not discriminate in hiring practices or membership policies on the basis of age, race, religion, color, national origin, disability, ethnic group or gender.

F. Continuing membership is based upon enrollment commencing on the day the form is completed and annually thereafter.

G. Membership in the organization can be terminated by resignation or by notification by failure to pay dues.

ARTICLE III - MEETINGS

A. The annual Business meeting of this Chapter shall be held in the fourth calendar quarter of each year. The Secretary shall mail or e-mail to every member in good standing at his/her address as it appears in the membership roll book of this Chapter notice telling the date, time and place of such annual meeting.

B. Meetings of this Chapter shall be held as follows:

1. Regular general membership meetings will be held at least quarterly at a time and place determined by the Executive Staff.
2. The Executive Staff may call a special meeting if it determines that such a meeting is necessary or desirable.
3. A general membership meeting in the fourth calendar quarter will be designated the annual Business meeting.

ARTICLE IV - VOTING

A. At all meetings, voting shall be by voice or by a show of hands. Voting rights are reserved for Regular and Surviving Spouse members..

B. Officers of the Chapter will be elected by using a mail-in ballot which contains provisions for write-in names. All Regular and Surviving Spouse members of this Chapter may vote for officers of the Chapter. In conducting an election of officers the following procedures will be utilized:

1. A nominating committee shall be established not later than 60 to 90 days preceding the annual Business meeting at which an election will be held. The committee shall be composed of one member selected by the President, one member selected by the Executive Staff and one member selected by the other two committee members. The Nominating Committee will provide the Executive Staff not later than 30 to 45 days prior to the annual Business meeting a slate of nominees for elective offices for the following two years. The slate of nominees shall be announced to the membership simultaneously with the notice of the annual Business meeting.
2. At the annual Business meeting or as soon as possible the President shall announce the successful candidates. The officers so elected will assume the duties to which elected on the first day of January of the next year.
3. When a vote is to be by mail-in ballot the President shall appoint a committee of three who shall act as Inspectors of Elections and who shall at the conclusion of such balloting certify the results in writing to the President. A certified copy of their report shall be physically affixed in the minute book to the minutes for the meeting.
4. No Inspector of Elections shall be a candidate for office or shall be personally concerned in the question voted upon.

C. All actions of the Chapter at all meetings of the general membership will be by a majority vote of members present and voting unless otherwise provided in these By-Laws.

D. The Secretary will notify members in advance of all general membership meetings and will maintain a file of such notices in the records of the Chapter.

E. At all general membership meetings a quorum shall consist of members present and voting.

F. 1. Special meetings of the membership may be called by the President when he/she deems it for the best interest of the Chapter. Notices of such meetings shall be mailed or e-mailed to all members at their address as they appear in the membership rolls at least 10 days but not more than 30 days before the scheduled date for such special meeting. Such notice shall state the reasons why such meeting has been called, the business to be transacted and by whom called.

2. At the request of three members of the Board of Directors or five members of the Chapter the President shall call a special meeting of the membership. Such request must be made in writing at least 20 days before the requested scheduled date.

3. No other business but that specified in the notice may be transacted at the special meeting without the unanimous consent of all present at such meeting.

G. 1. All meetings will be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised .

2. The United States flag shall be displayed and honored at all meetings of the Board of Directors and the general membership.

ARTICLE V - EXECUTIVE STAFF

A. The Executive Staff will be comprised of two categories of members, i.e., Elected Officers and Appointed Staff.

B. The operational, day-to-day business of this Chapter shall be managed by the Executive Staff.

C. The Executive Staff shall have the operational control and oversee the day-to-day management of the affairs and business of the Chapter. The Executive Staff shall only act in the name of the Chapter when it has been regularly convened by the President.

ARTICLE VI - BOARD OF DIRECTORS: OFFICERS & DIRECTORS

A. There shall be a Board of Directors of the Chapter. Officers will consist of a:

1. Chairman who will preside over all meetings of the Board of Directors and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
2. Vice-Chairman who will act on behalf of the Chairman in his/her absence.
3. The officers shall be elected by and from within the Board of Directors and shall be elected annually in January and shall serve for a term of (1) year with no limit on the number of terms served other than their term limit as a member of the Board of Directors

- B. Directors shall consist of:
1. To the maximum extent possible, at least one representative of each of the services named in Article II, Paragraph A. of these by-laws.
 2. To the maximum extent possible, at least one currently serving active duty officer.
 3. A representative from a Satellite/Sub-Chapter.
 4. Ex-officio/nonvoting Executive Staff: The current President, the immediate Past President, and other Chapter Executive Staff elected officers, will serve in an ex-officio and non-voting capacity. No member of the Executive Staff shall also serve as a voting Director of the Board.

C. All members of the Board of Directors shall be members in good standing of the Chapter and the Military Officers Association of America.

D. Directors shall serve for a term of two years, but may be reappointed. The Board Chair may appoint a Director Emeritus.

E. The Board of Directors will define, discuss and approve the policies of the Chapter and recommend changes thereto; and oversee the fiduciary responsibility for the Chapter to ensure its financial health and integrity. It will meet at least once each calendar quarter at the call of the Chair. Fifty percent of the members of the Board of Directors will constitute a quorum at each meeting.

1. Each director shall have one vote and such voting may not be done by proxy. Chapter elected officers are ex-officio members of the board, without vote.
2. The Board of Directors will make all rules and regulations covering its meetings.
3. Vacancies in the Board of Directors shall be filled by appointment by the Chair for the remainder of the unexpired term.
4. The elected Secretary on the Executive Staff shall also serve as the ex-officio/non-voting Secretary of the Board of Directors.
5. The elected Treasurer on the Executive Staff shall also serve as the ex-officio non-voting Treasurer of the Board of Directors
6. A director may be removed by the Board of Directors when sufficient cause exists for such removal. Three unexcused absences by a director will be considered resignation from the board. The Board of Directors may entertain charges against any director. A director may be represented by counsel at any removal hearing. The Board of Directors shall adopt such rules for the hearing as it may, in its discretion, consider necessary in the best interest of the Chapter for this hearing.

ARTICLE VII – ELECTED OFFICERS & APPOINTED STAFF

A. The elected officers of the Chapter shall be:

1. President
2. President-Elect
3. Executive Vice President Operations
4. Vice President Administration
5. Vice President Membership Recruitment and Retention

6. Vice President Programs
7. Vice President Legislative Affairs
8. Secretary
9. Treasurer

B. The elected officers of the Chapter shall be elected by the membership from the regular and Surviving Spouse members of the Chapter. They shall hold office for two years unless disqualified, removed for cause or resignation from the office. All officers of the Chapter shall be members in good standing of the Military Officers Association of America.

C. Any officer may be removed for cause by a majority vote of the Board of Directors, after being given an opportunity to be heard, with counsel, at a regular meeting of the Board of Directors or at a special meeting called for that purpose.

D. A vacancy in the office of President shall normally be filled by the President – Elect; or through appointment by the Board of Directors for the remainder of the unexpired term. Vacancies in other elective officers shall be filled by appointment by the President for the remainder of the unexpired term. In the temporary absence of the President, his/her duties shall be performed by the President-Elect or the Executive Vice President Operations. Should either be unable to perform in the temporary absence of the President appropriate arrangements shall be made by the President to assure that the duties of the President are performed.

E. In general, the duties and responsibilities of the Chapter elected officers shall include, but are not limited, to the following:

1. President: To direct the affairs of the Chapter and to preside at meetings.
2. President – Elect: Second in line to the President and performs the duties of the President if the President is not available. Expected to assume Presidency upon term completion of the incumbent President.
3. Executive Vice President Operations: Third in line to the President and performs the duties of the President if the President and the President-Elect are not available. Oversees administrative functions of the Chapter's business and routine office affairs.
4. Vice President Administration: Oversees administrative functions of the Chapter's business and routine office affairs.
5. Vice President Membership Recruitment and Retention: To maintain and protect membership files and to promote the procurement of new members.
6. Vice President Programs: To make suitable arrangements for social activities and business meetings for the general membership and Board of Directors. He/she will recommend to the Executive Staff, for its approval, names of guest speakers for the general membership meetings.
7. Vice President Legislative Affairs: To be the Legislative Liaison Officer and advisor on legislative matters at all levels for the Chapter.
8. Treasurer: To be custodian of the Chapter funds, keeping current and maintaining records of expenditures, receipts and balances on hand, to prepare and present financial reports as may be required by the Executive Staff and the Board of Directors. Duties may be delegated. The Treasurer is required to prepare and use budgets as a financial

management tool. The budgets should be presented to the officers and governing board for review.

9. Secretary: Responsible for all administrative activities conducted in the office of the Chapter. Prepares and maintains files of minutes of meeting of the Board of Directors and of the Executive Staff. Advises members of the Executive Staff concerning the conduct of administrative activities.

G. In general, the duties and responsibilities of the Chapter appointed staff shall include, but are not limited, to the following:

1. Vice President Logistics: To provide logistical services for the Chapter.
2. Vice President Public Relations: To be in charge of publicity and public relations.
3. Vice President Personal Affairs: To provide counseling services for the Chapter.
4. Chaplain: To provide an invocation and a benediction at all meetings and to advise in cooperation with the Vice President Personal Affairs on survivor's assistance matters.
5. Deputy Treasurer: To assist the Treasurer.
6. Legal Counsel: To provide legal advice to the Executive Staff and Board of Directors on Chapter matters.
7. Webmaster: To maintain the web page for the Chapter.
8. Editor: To be the point-of-contact for all materials published in the monthly Chapter newsletter, The Lariat.
9. Volunteer Coordinator: To be the coordinating focal point to ensure that the Chapter maintains a strong cadre of individuals who are willing to be active volunteers by organizing the people to fit the need.
10. Special Activities Representative: To represent the Chapter in special activities, committees, councils, etc. which exist for the good of the military community.
11. The Officer Placement Service (TOPS) Officer: To provide professional guidance and support for MOAA members/spouses in job transition from the military to the civilian sector.
12. Solitaires Chair: To help keep single or widowed members participating in activities which further enhance their quality of life.
13. Historian: To record accomplishments and activities for the chapter.

H. 1. The elected officers of the Chapter shall normally serve without compensation from the funds of the Chapter. However, whenever, the duties performed by an elected officer are such that compensation is warranted, he/she may at the discretion of the Board of Directors, be compensated from the funds in an amount to be determined by the Board of Directors in counsel with the Executive Staff.

2. When an elected officer, appointed staff or a member of the Chapter is required to spend his/her own money in carrying out the business of the Chapter, he/she normally shall be reimbursed from the funds of the Chapter upon presentation of suitable evidence of the expenditure. Such expenditures should have prior approval from the President (or the Chair of the Board if reimbursement request is for the President) and the Treasurer.

ARTICLE VIII - SALARIES

The Executive Staff shall hire and establish appropriate compensation for any and all employees or independent contractors whom they determine to be necessary in the conduct of the business of the Chapter.

ARTICLE IX - COMMITTEES

The President shall appoint such committees as are necessary to conduct the business and achieve the goals of the Chapter. All committee members shall be appointed by the President and their term of office shall be until terminated by the action of the President. The President shall be ex-officio, a voting member of all committees except the Nominating Committee.

ARTICLE X - DUES

A. The annual membership dues for the Chapter shall be established by the Board of Directors and will be due on 1 January. A member whose dues have not been paid by 1 April will be considered delinquent and will be dropped from the membership rolls. A delinquent member may be reinstated at any time upon payment of dues for the current year.

B. Normally, any eligible individual who pays his or her dues as a new member or former member on or after 1 October will be considered paid up for the remainder of the year and carried as a paid up member for the following full year. Other variations of the dues structure to better support recruitment and retention efforts – particularly those involving active duty -- and the fiscal solvency of the Chapter will be at the discretion of the executive staff with approval by the Board.

ARTICLE XI - CHAPTER FUNDS

A. The funds of the Chapter shall be obtained from the dues from the members, from non-dues revenue and from any donations, including those to the Outreach Fund, accepted by the Chapter.

B. The funds of the Chapter shall be in the custody of the Treasurer who shall deposit them in federally insured accounts. All funds will be deposited.

C. The routine expenditures of funds from these accounts for postage, telephone service, and other usual and necessary office supplies and equipment will be made promptly by the Treasurer. Obligations in excess of \$100.00 but not over one thousand dollars must be authorized in advance by the Executive Staff. Obligations in excess of \$1000.00 will be authorized by the Board of Directors. The Chapter is exempt from the State of Texas sales & use tax and the franchise tax.

D. The Treasurer shall report on the condition of the funds to the Board of Directors at all of its meetings and to the general membership meeting at least annually.

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(4) of the Internal Revenue Code.

2. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under section 501(c)(4) of the Internal Revenue Code.

4. A majority of organization members will appoint an accountant to conduct an audit when annual gross revenues are \$100,000 but less than \$250,000. A Certified Public Accountant (CPA) will be appointed if annual gross revenues are equal to or exceed \$250,000. MOAA Alamo Chapter pays for the services of the CPA.

5. The organization will comply with all applicable local, state and federal laws governing like civilian activities.

6. The organization will comply with Air Force regulations governing giving and receiving gifts.

ARTICLE XII - CHAPTER ACTIVITIES

A. The MOAA Alamo Chapter will not engage in activities which compete with those of any MWR activity, NAFI or Army and Air Force Exchange operation on an installation, except as provided in AFI 34-223.

B. The MOAA Alamo Chapter will not engage in on-base resale activities (including bake sales, car washes, etc.) unless specific written authorization is obtained from 502d Force Support Squadron Commander (502 FSS/CL).

C. The MOAA Alamo Chapter will not conduct any organizational fundraising activities in the workplace during the Combined Federal Campaign or service campaigns.

ARTICLE XIII – INSURANCE

The organization agrees to hold harmless and indemnify the United States government, NAFI or any of its agents or sub-units for claims arising from any of the organization's activities.

The organization conducts only low-risk activities. Insurance will be purchased if specific events include a greater risk of injury or damage.

The organization will maintain liability and property damage insurance coverage commensurate with risk to protect against any claims or lawsuits that might arise from the commission or omission of acts by its members when acting in any capacity for or in participating in any activities of the organization. Such coverage, when required, must expressly provide that neither the U.S. Government or any NAFI will be liable for any claims or judgements against the organization or its members. A copy of the insurance policy and all renewal policies will be forwarded to the 502 FSS/FSR. If insurance is not deemed necessary, the organization will submit a request for waiver of insurance requirement to the 502 FSS/FSR for approval by the 502d Force Support Group Commander through the 502 FSS/CL.

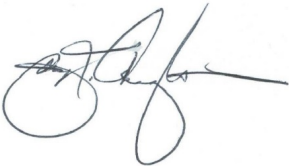
ATTEST:

DATED this 1st day of May 2015

Amended November 17, 2016

Amended November 16, 2017

Amended November 16, 2017



James R. Cunningham
MAJ, USA (Ret)
President



David W. Patrick
Col, USAF (Ret)
Secretary

**APPENDIX A:
CHAPTER CONFLICT OF INTEREST POLICY**

ARTICLE I - PURPOSE

The purpose of the conflict of interest policy is to protect the Chapter's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chapter or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Chapters.

ARTICLE II - DEFINITIONS

1. Interested Person

Any director, elected officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Chapter has a transaction or arrangement,
- b.** A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III - PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Chapter can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an

opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - ANNUAL STATEMENTS

Each director, elected officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Chapter is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI - PERIODIC REVIEWS

To ensure the Chapter operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management Chapters conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VII - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted