

**BYLAWS**  
**of the**  
**Central Texas Chapter Military Officers Association of America**

**Article I-Name**

**Section 1.** The name of this organization shall be the Central Texas Chapter of the Military Officers Association of America (TX 22), hereinafter referred to as the Chapter. For the purposes of these bylaws, all references to the words "he", "his", or "him" are considered to be gender neutral.

**Article II-Purposes**

**Section 1.** To the extent feasible, the purposes of the Chapter shall be:

- (a) To promote the purposes and objectives of the Military Officers Association of America.
- (b) To foster fraternal relations among retired, active, and former officers or warrant officers of the seven U.S. uniformed services and their reserve components.
- (c) To protect the rights and interests of personnel of the seven U.S. uniformed services and their dependents and survivors.
- (d) To provide useful services for members and their dependents and survivors.
- (e) To serve the community and the nation.

**Article III-Status**

**Section 1.** The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

**Section 2.** Officers, directors, and appointive 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 the acts of failures to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for his acts or failures to act under these bylaws, excepting only acts or failures to act arising out of his 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 be used for the benefit of, or be distributed, to members.

**Section 5.** In the event of dissolution of the Chapter, and after the discharge of all its liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the Chapter, such organization to be designated by a majority vote of the board of directors.

#### **Article IV-Membership**

**Section 1.** The membership 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, spouses of current active Chapter members, 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 above, membership shall be one of the three following categories:

(a) Regular members: Commissioned officers or warrant officers who are on the retired lists (whether drawing retired pay or not), commissioned officers or warrant officers currently serving in an active status, or former commissioned officers or warrant officers who were separated under conditions acceptable to the board of directors.

(b) Auxiliary members: Spouses of current active Chapter members, and widows and widowers of any deceased individuals, who would, if living, be eligible for membership.

(c) Honorary members: The board of directors may grant honorary membership to certain individuals in recognition of their services to the nation, the commissioned officer or warrant officer community, or the Chapter. Normally an individual eligible for regular or auxiliary membership is not eligible for honorary membership. However, if he holds an elective or appointive office at the national, state, or local level, he may be granted honorary membership during his tenure of office. The board of directors may also grant honorary membership to certain foreign officers. Honorary membership shall not convey any voting rights and shall not entail any requirement for the payment of dues.

**Section 3.** Applications for regular and 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 either 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 he has been given an opportunity to be heard.

**Section 5.** Regular members are required to hold and maintain membership in the Military Officers Association of America's national organization. Auxiliary members are encouraged but not required to hold 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 and auxiliary members in good standing, actually present at a meeting of the Chapter, shall be entitled to vote of those present.

**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 the membership at the annual meeting, after receiving the board of directors' recommendation in the matter.

**Section 2.** The annual dues for a calendar year shall become due on 1 January of that year. Any new member will be forgiven payment of dues for the first calendar year in which they join.

**Section 3.** Any member who fails to pay his dues within 60-days from the 1st of January shall be notified by letter or e-mail by the secretary of his 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 him from the roll. He shall thereupon forfeit all rights and privileges of membership.

**Section 4.** Any member who has been dropped for nonpayment 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 calendar year, the election of officers and directors, and the transaction of other business. The secretary will coordinate the posting of the slate and the meeting to the Chapter's web site at least 20 days in advance.

**Section 2.** The meetings of the Chapter will be determined by the board.

**Section 3.** Special meetings of the Chapter may be called by the president. Notice of any special meeting shall be posted on the Chapter's web site at least 15 days in advance, with information as to the subject or subjects to be considered.

**Section 4.** Those present and possessing voting rights shall constitute a quorum at any meeting of the Chapter.

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

### **Article VIII-Board of Directors**

**Section 1.** The board of directors shall be composed of the elective officers (president, first and second vice presidents, secretary, and treasurer), the immediate past president, and six elective directors.

**Section 2.** The elective directors shall be elected annually by the regular and auxiliary membership of the Chapter at the annual meeting. They shall take office at the first regular or special meeting in the calendar year following the election and shall serve for a term of three years. The terms of one third of the directors will expire each year. The secretary will maintain records necessary to identify, by name, those directors whose terms expire each year.

**Section 3.** The board of directors shall have supervision, control, and direction of the affairs of the 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 4.** The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter.

**Section 5.** The board shall meet upon 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 any special meeting of the board of directors shall be emailed to each member of the board at his last recorded email address at least 10 days in advance.

**Section 6.** Those present 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 actually present being entitled to one vote. Proxy voting shall not be permitted.

### **Article IX-Officers/Directors**

**Section 1.** The elective officers shall be a president, a first vice president, a second vice president, a secretary, and a treasurer, each of whom shall be a regular member of the Chapter. Elective positions of Directors may be held by regular and auxiliary members.

**Section 2.** The elective officers shall be elected annually by the membership at the annual meeting. Each elective officer shall take office at the first regular or special meeting in the calendar year following his election and shall serve for a term of one year and until his successor is duly elected and installed.

**Section 3.** No member shall be eligible to serve more than four consecutive one year 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 be filled automatically by the second vice president. Vacancies in other offices shall be filled as the board of directors may decide.

**Section 5.** The president shall be the chief elective 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. He shall also, at the annual meeting and at such other times as he may deem proper, communicate to the Chapter or to the board of directors information or proposals which in his opinion would help in achieving the purposes of the Chapter. Further, he shall perform such other duties as are necessarily incident of 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 such other duties as the president may 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. He shall maintain the Membership records. He shall prepare such correspondence as may be required and shall maintain the Chapter's correspondence files. He shall safeguard all important records, documents, and valuable equipment belonging to the Chapter. Further, he shall perform such other duties as are commensurate with his office, or as may be assigned to him by the board of directors or the president.

**Section 8.** The treasurer shall collect the members' annual dues, maintain a record of all sums received, and expended by the Chapter, and shall make such disbursements as are authorized by the Chapter or the board of directors. He shall deposit all sums received in a financial institution approved by the board of directors, and funds may be drawn there from only upon the signature of the treasurer. He shall make a financial report at the annual meeting, or when called upon by the president. The funds, books, and vouchers in his hands shall at all times be subject to inspection and verification by the board of directors.

#### **Articles X-Committees**

**Section 1.** The president, subject to the approval of the board of directors, shall annually appoint such standing and special committees as may be required by the bylaws or as he may find advisable.

**Section 2.** The standing committees of the Chapter shall include a program committee (chaired by the First Vice President); a membership committee (chaired by the Second Vice President) a legislative committee, a personal affairs committee, and a scholarship committee.

(a) The Scholarship Committee is responsible for recommending eligible students to receive a Chapter annual Reserve Officer Training Corps (ROTC) scholarship.

1. Eligible students must provide proof of enrollment into a college/university ROTC program.

2. If a winning applicant fails to provide proof of enrollment then that scholarship will be given in order to the next applicant of highest ranking. The list shall be exhausted until there are no applicants who meet the requirement to provide proof of enrollment in a college/university ROTC program.

**Section 3.** At least 90 days (August) before the November meeting, the board of directors shall appoint a nominating committee of three regular members to nominate candidates for the elective offices. The committee shall notify the secretary, in writing at least 60 days (September) before the annual (November) meeting, of its proposed slate of elective officers and directors for the next calendar year, and the secretary shall coordinate posting the slate to the Chapter's web site at least 20 days before the annual meeting in November.

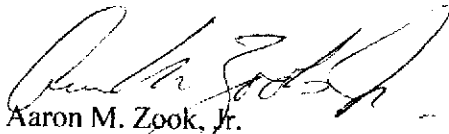
#### **Article XI-Amendments**

**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 posted on the Chapter's website at least 20 days before the meeting.

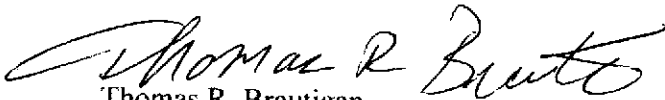
#### **Article XII-The Flags**

**Section 1.** The American flag and the Texas State flag shall be displayed and honored at all meetings of the Chapter. The Pledge of Allegiance to both flags shall be recited at the beginning of each meeting of the Chapter.

This is to certify that these bylaws were approved and adopted at the board of directors meeting of the Central Texas Chapter (TX 22) at Killeen, Texas on 15 September 2017.



Aaron M. Zook, Jr.  
Colonel, USA, Retired  
President



Thomas R. Brautigan  
Chief Warrant Officer-4, USA, Retired  
Secretary