

**BYLAWS OF  
THE LEHIGH VALLEY CHAPTER**

**MILITARY OFFICERS ASSOCIATION OF AMERICA**

**ARTICLE I – NAME**

Section 1. The name of this organization shall be the Military Officers Association of America - Lehigh Valley Chapter, hereinafter referred to as the Chapter.

**ARTICLE II-PURPOSES**

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

1. To promote the purposes and objectives of the Military Officers Association of America.
2. To foster fraternal relations among retired, active, reserve, and former officers of the uniformed services.
3. To protect the rights and interests of personnel of the uniformed services and their dependents and survivors.
4. To provide useful services for members and their dependents and survivors.
5. To serve the community and the nation.
6. To provide civic and charitable support to active and retired military members and their dependents and survivors as authorized by Chapter membership.
7. To encourage public interest in and maintaining the ideals of the Armed Forces by sponsoring and participating in activities of a patriotic nature.
8. To aid hospitalized, disabled and needy war veterans and their dependents.

**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 and other directors shall not receive any stated compensation for their services, but the Board of Directors may, by resolution, 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 this Chapter shall be liable for the acts or failure to act on the part of any member, officer, or agent. Nor shall any member, officer, or agent be liable for his/her acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his/her willful malfeasance.

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.

## **ARTICLE IV – MEMBERSHIP**

Section 1. The membership of the Chapter shall be composed of (a) men and women who are or have been commissioned or warrant officers of the seven uniformed services of the United States (Army, Navy, Air Force, Marine Corps, Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration), and the reserve and other components of these services, (b) widows and widowers of any deceased individuals who would, if living, be eligible for membership, and (c) college ROTC juniors and seniors and OCS candidates.

Section 2. Subject to the provisions of Section 1 above, membership shall be of four classes:

1. Regular Members - Officers who are retired, active, reserve or former officers who separated under conditions acceptable to the Board of Directors.

2. Associate Members - Surviving spouses of all members, plus widows and widowers of any deceased individuals who would, if living, be eligible for membership.

3. Honorary Members - Upon majority vote of the Board of Directors, the immediate family of any Lehigh Valley officer or warrant officer who dies from combat related injuries. Immediate family shall mean the spouse of the deceased officer; if none, then the parents of the deceased officer. The Board of Directors may also include the parents as Honorary Members if the surviving spouse does not reside locally.

4. College ROTC juniors and seniors and OCS candidates.

Section 3. The Board of Directors may remove any member from the Chapter rolls for good and sufficient cause after he/she has been given an opportunity to be heard before the Board of Directors.

Section 4. All members are encouraged to hold and maintain membership in the Military Officers Association of America.

Section 5. After commissioning, College ROTC junior and senior members and OCS candidates shall become regular members.

## **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 in attendance.

Section 2. Only regular members in good standing, actually 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.

Section 4. Regular members shall be entitled to vote on any matter submitted to the membership for vote.

## **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 recommendation of the Board of Directors in the matter.

Section 2. The annual dues for a calendar year shall become due on 1 January of that year. Dues are waived for surviving spouses of members, members confined to a nursing home, and those members age 85 and over as of 1 January of that year. No dues will be assessed to a new Chapter member until 1 January of the year after he/she became a member.

Section 3. Members who fail to pay their dues within 90 days from the time the dues become due shall be notified by the treasurer and, if payment is not made within the next succeeding 60 days shall, without further notice and without hearing, be removed from the rolls and thereupon forfeit all rights and privileges of membership.

Section 4. Members who have been removed from the rolls for nonpayment of dues may be reinstated upon payment of annual dues for the current year.

Section 5. After commissioning, college ROTC junior and senior members and OCS candidates shall become regular members and their first full calendar year shall be dues free.

## **ARTICLE VII - MEETINGS**

Section 1. There shall be an Annual Meeting of the Chapter during the month of November for the election of officers, the determination of annual dues, the receipt of annual reports, and the transaction of other business. Notice of such meeting, signed by the secretary, shall be mailed to the last recorded e-mail or postal address of each member at least 20 days before the date appointed for the meeting.

Section 2. Regular meetings of the Chapter shall be held on the third Thursday of every other month beginning with January unless otherwise decided by the Board of Directors. Notice of time and place shall be mailed to each member at his/her last recorded e-mail or postal address at least 15 days in advance of each meeting.

Section 3. Special meetings of the Chapter may be called by the president. Notice of any special meeting shall be mailed to each member at his/her last recorded e-mail or postal address at least 15 days in advance, with a statement of time and place, and information as to the subject or subjects to be considered.

Section 4. The rules contained in the current edition of Robert's Rules of Order shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and 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, 1st and 2nd vice presidents, secretary and treasurer), the immediate past president, and three elective directors.

Section 2. 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 3. The Board of Directors shall not be authorized to adopt resolutions or to establish positions in the name of the Chapter. Such matters shall be decided by a majority vote of members present at any meeting of the Chapter.

Section 4. Except that the Board shall have a regular meeting at the time and place of the Annual Meeting, the Board shall meet upon call of the president at such times and places as he/she may designate and shall be called to meet upon demand of a majority of its members.

Section 5. A majority of the entire Board shall constitute a quorum at any meeting of the Board.

Section 6. Each member of the Board shall be entitled to one vote. All questions coming before the Board of Directors shall be decided by a majority vote of those Board members voting either for or against a question, either in person or via electronic means. Proxy voting shall not be permitted.

## **ARTICLE IX – OFFICERS**

Section 1. The elective 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 elective officers shall be elected biennially by the membership at the Annual Meeting. Election shall be by ballot, voice or hand vote as deemed appropriate by the president and a majority of the votes cast shall elect. Each elective officer shall take office at the first regular or special meeting in the calendar year following his/her election and shall serve for a term of two years and until his/her successor is duly elected and installed.

Section 3. No member shall be eligible to serve more than three consecutive terms as president.

Section 4. A vacancy in the office of the president shall be filled automatically by the 1st vice president. A vacancy in the office of the 1st 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 principal 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/she shall also, at the Annual Meeting and at such other times as he/she may deem proper, communicate to the Chapter or to the Board of Directors such information or such proposals as would in his/her opinion tend to promote the welfare and increase the usefulness of the Chapter. Further, he/she shall perform such other duties as are necessarily incident to the office of the president.

Section 6. In the event of the president's temporary 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 such other duties as the president may assign.

Section 7. The secretary shall give notice of, and attend all meetings of the Chapter and shall keep a record of all proceedings. He/she shall also keep a record of all proceedings of the Board of Directors. He/she shall maintain the membership records, shall maintain the Chapter's correspondence files and shall provide safekeeping for all important documents and records belonging to the Chapter. He/she shall perform such other duties as are commensurate with his/her office or as may be assigned to him/her by the Board of Directors or the president.

Section 8. The treasurer shall collect the annual dues, shall maintain a record of all sums received and expended for the use of the Chapter and shall make disbursements authorized by the majority vote of the Chapter membership or the majority vote of the Board of Directors. All sums received shall be deposited in a financial institution approved by the Board of Directors. Funds may be drawn therefrom only upon the signature of the treasurer, the secretary, or the president. He/she shall make a report at the annual meeting or when called upon by the president. The funds, books, and vouchers in his/her hands shall, at all times, be subject to inspection and verification by the Board of Directors.

## **ARTICLE X – COMMITTEES**

Section 1. The president may appoint committees as he/she may find advisable.

Section 2. Biennially, at the September meeting, the president shall appoint a nominating committee of three regular members of the Chapter. The committee shall present a recommended slate of officers to the president for presentation at the election during the Annual Meeting.

## **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 member at his/her last recorded e-mail or postal address at least 15 days prior to the date of the meeting.

## ARTICLE XII - THE FLAG

Section 1. The American flag (National Ensign) shall be displayed and honored at all meetings of the Chapter.

## ARTICLE XIII –DISSOLUTION

Section 1. In the event of the 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 this Chapter, such organization to be designated by a majority vote of the Board of Directors. Any such assets not disposed of in this manner shall be disposed of by the Court of Common Pleas of the county in which the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2. Individual members, Chapter committees or any other Chapter entity are prohibited the use of surplus funds for private inurement upon dissolution.

This is to certify that these Chapter Bylaws were unanimously approved to amend the Chapter Bylaws dated 18 November 2011 at the Annual Meeting of the Military Officers Association of America - Lehigh Valley Chapter on 21 November 2019.

LTC Randall K. Brown, US Army, Ret.  
President, Lehigh Valley Chapter, MOAA

THE FOLLOWING RESOLUTION WAS BROUGHT BEFORE THE MEMBERSHIP AT THE 21 NOV 2019 ANNUAL MEETING AND WAS UNANIMOUSLY APPROVED:

**IN ACCORD WITH THE LANGUAGE PROVIDED IN ROBERT’S RULES OF ORDER REGARDING THE ADOPTION OF NEW OR REVISED BYLAWS AND/OR AMENDMENTS TO BYLAWS:**

**IT IS RESOLVED** THAT THE SECRETARY BE AUTHORIZED TO CORRECT ARTICLE AND SECTION DESIGNATIONS, PUNCTUATION, SPELLING, CAPITALIZATION AND TO MAKE OTHER TECHNICAL AND CONFORMING CHANGES AS MAY BE NECESSARY TO REFLECT THE INTENT OF THE CHAPTER IN CONNECTION WITH THE CHAPTER’S ADOPTION OF THE REVISION OF ITS BYLAWS OR ANY SUBSEQUENT AMENDMENTS THERETO.

Certified by:  
LTC Randall K. Brown, US Army, Ret.  
President, Lehigh Valley Chapter, MOAA