

BY-LAWS  
of  
THE NEW HAMPSHIRE CHAPTER  
of the  
MILITARY OFFICERS ASSOCIATION *OF* AMERICA

PREAMBLE

To inculcate love of our country and the flag;  
To defend the honor, integrity and supremacy of our National Government and the Constitution of the United States;  
To advocate military forces adequate to the defense of our country;  
To foster fraternal relations between all branches of the various Services from which our members are drawn;  
To further the education of children of Service personnel;  
To aid active and retired personnel of the various Services from which our members are drawn, and their dependents and survivors, in every proper and legitimate manner; and  
To present their rights and interests when Service matters are under consideration.  
We unite to form The New Hampshire Chapter of the Military Officers Association *of* America.

ARTICLE I - Articles of Agreement

The name of the corporation, the object for which the corporation was established, and the location of the corporation's offices, are set forth in the Articles of Agreement. The Articles of Agreement and these By-Laws and any amendments thereto which may, from time to time be made, set forth the powers of the corporation, its incorporators, directors and officers and shall govern and regulate the conduct of the business of the corporation.

ARTICLE II - Corporate Seal

The seal of the corporation, subject to the alteration thereof by the Board of Directors, shall consist of a flat-faced circular die with the words and figures, "NEW HAMPSHIRE CHAPTER OF THE MILITARY OFFICERS ASSOCIATION *OF* AMERICA, 1979, NEW HAMPSHIRE", cut or engraved thereon; provided, however, that a legal type wafer seal approved by the Board of Directors, may be used by the corporation as its official seal.

ARTICLE III - Status

Section 1. The corporation is not organized for pecuniary profit and shall not declare dividends. No part of its net earnings shall inure to the benefit of any incorporator, director, officer or stockholder.

Section 2. Officers, directors, and others 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 organization as partners for any purpose. No member, officer or agent of this organization shall be liable for the acts or failure to act on the part of any other member, officer or agent. Nor shall any member, officer or agent be liable for acts or failure to act under these by-laws, excepting only acts or omissions to act arising out of their willful misfeasance.

Section 4. The funds of the organization shall not be used for any purpose other than those set forth in the Articles of Agreement.

Section 5. In the event of dissolution of the organization, and after the discharge of all its liabilities, the remaining assets, if any, shall be distributed to the Military Officers Association *of* America.

ARTICLE IV - Membership and Voting Rights

Section 1. Subject to the provisions hereof, membership shall be composed of:

(a) Members of the Military Officers Association *of* America and who are:

(1) Men and women who are or have been commissioned officers and warrant officers of the Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service, and of the reserve and other components of these Services.

(2) Widows and widowers of deceased members or of any deceased individual who would, if living, be eligible for membership.

(b) Individuals elected as honorary members in accordance with section 3 below.

Section 2. Membership shall be in four classes, viz.-

(a) MEMBERS - Those eligible for membership as prescribed in section 1 (a) (1) of this article, who apply for membership and pay the prescribed annual dues.

(b) LIFE MEMBERS - Those eligible for membership as prescribed in section 1 (a) (1) of this article, who apply for life membership and pay the prescribed life membership fee.

(c) AUXILIARY MEMBERS - Those eligible for membership as prescribed in section 1 (a) (2) of this article and who apply for Auxiliary membership and pay the prescribed annual dues.

(d) HONORARY MEMBERS - Those persons elected to such membership by the Board of Directors as prescribed in section 3 below, and all members of the Chapter who hold the Medal of Honor.

Section 3. The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the retired officer community, or the Chapter. Normally, an individual otherwise eligible for membership would not be considered for honorary membership. However, if the individual holds an elective or appointive office at the national, state, or local level an honorary membership may be extended during their tenure in office. Honorary membership shall not convey any voting rights and shall not entail any payment of dues. Honorary members who were voting members of the Chapter at the time of becoming honorary members may continue to vote on matters before the membership of the Chapter.

Section 4. Application for membership shall be in writing addressed to the Chapter. The Board of Directors may reject any application for cause. The applicant will be notified of the rejection and the reason therefore.

Section 5. Members may be dropped for good and sufficient cause by the Board of Directors after they have been given an opportunity to be heard.

Section 6. Members and Life Members shall be entitled to vote on any matter submitted to the membership for vote. Proxy voting shall not be permitted.

#### ARTICLE V - Dues

Section 1. The amount of dues for each member shall be approved by the membership and, thereafter, may be assessed by the Board of Directors. The annual dues for a calendar year shall become due and payable on January 1 of that year.

Section 2. Any increase in annual dues must be approved by the membership.

Section 3. Members who fail to pay their dues when due shall be notified by the secretary prior to year's end and if the dues are not paid prior to January 1 of the succeeding year, that membership will be terminated.

Section 4. Members who have been dropped for non-payment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.

Section 5. Life membership fees will be established by the Board of Directors. The Board shall periodically review the status of the Life Membership Fund and may adjust the Life Membership fee to assure that the fund remains actuarially sound.

#### ARTICLE VI - Meetings

Section 1. There shall be an annual meeting of the Chapter at a place, date and time in the fall of each year as determined by the Board of Directors, for the election of directors, the receipt of the annual reports and the transaction of such other business as may be appropriate.

Section 2. Regular meetings of the Chapter shall be held at such times and places as the Board of Directors shall set.

Section 3. Special meetings of the Chapter may be called by the president. The notification for each special meeting shall set the time, place and purpose for which the meeting is called.

Section 4. The Board of Directors shall provide a notice for all meetings by mailing to each member at his last recorded address the Chapter's newsletter, a bulletin, or other direct mailing as the circumstances may dictate.

Section 5. Notice of the annual and regular meetings shall be given at least twenty (20) days before the date set for the meeting. The notice for a special meeting shall be given at least ten (10) days before the date set.

Section 6. At all meetings of the Chapter, members present exercising their voting privilege shall constitute a quorum capable of transacting all business properly brought before the membership.

Section 7. 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 by-laws and any special rules of order the Chapter may adopt.

#### ARTICLE VII - Board of Directors

Section 1. The Board of Directors shall be comprised of twelve (12) directors elected by the membership. Additional members, if not elected to the Board in their own right, will be the president, who shall preside, the vice-president, the secretary, the treasurer and the immediate past president of the Chapter.

Section 2. Four (4) directors shall be elected each year for a three-year term. All vacancies existing at the time of the annual meeting shall be filled by election of a director for the unexpired term of that vacancy.

Section 3. Election shall be by ballot and a majority of the votes cast shall elect. Each director shall take office at the first meeting of the Board of Directors following their election. (See Section 5) In the event of death, resignation or removal from office of a director, the Board shall appoint another director from the membership; such director to serve until the next annual meeting. The director position will then be filled at the annual meeting pursuant to the provisions of section 2.

Section 4. The Board of Directors shall have supervision, control and direction of the affairs of the organization, shall determine its policies or changes thereto within the limits of the by-laws, shall actively promote 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. Between annual meetings the Board shall have the authority to adopt resolutions and establish positions in the name of the organization; provided, no action of the Board shall be in conflict with the Articles of Agreement, these by-laws, or any prior vote of the membership.

Section 5. The Board of Directors shall meet in regular session immediately following the annual meeting of the membership. In addition, the Board shall meet at the call of the president at such times and places as he may designate; provided, the president shall call a meeting upon demand of a majority of the Board. Normally, the president shall, at each meeting of the Board, set the place, date and time of the next regular meeting and no further notice shall be required. Notice of all meetings which have not been announced at the regular meeting of the Board, shall be sent by mail to each member, at his or her last recorded address, at least ten (10) days in advance of the meeting date.

Section 6. Chairmen of committees and individual members may, and are encouraged to attend and participate in the work of the Board of Directors but may not vote on questions of policy before the Board. A majority of the Board, as comprised in Section 1, shall constitute a quorum for the transaction of business.

Section 7. Each member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted.

#### ARTICLE VIII - Officers

Section 1. The officers of the Chapter shall be a president, vice-president, secretary and treasurer, each of whom shall be a Member or Life Member of the Chapter. All officers may serve successive terms.

Section 2. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting. (See Article VII, Section 5). Election shall be by ballot and a majority of the votes cast shall elect. Each officer shall be installed as soon as possible following the election and shall serve for a term of one year or until a successor is duly elected and installed. An individual elected by the membership as a director may serve concurrently as an officer of the Chapter.

Section 3. In the event of a vacancy in the office of the president, the vice-president shall automatically become the president for the remaining portion of the year. In the event of a vacancy in any other office, the Board of Directors, at its next meeting after the vacancy occurs, shall elect a Member or Life Member of the Chapter to fill that vacancy for the remaining portion of that year. The election procedures to fill any vacancies shall be the same as for regular elections.

Section 4. The president shall preside at all 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 committees. He or she shall also, at the annual meeting and at such other times as may be deemed proper, communicate to the Chapter or to the Board such information or such proposals as would in his or her opinion tend to promote the welfare and increase the usefulness of the Chapter. Further, the president shall perform such other duties as are necessary and incident to the office of president.

Section 5. In the event of the temporary absence or disability of the president, the vice-president shall perform the duties of the president. In the event of temporary absence or disability of both the president and the vice-president, the secretary shall perform the duties of president.

Section 6. The vice-president shall perform such duties as the president may assign.

Section 7. (a) The secretary shall give notice of and attend all meetings of the Chapter and keep a record of the proceedings, maintain the membership records and send annual dues notices to the members, maintain the Chapter's correspondence files and provide safekeeping for all important documents and records belonging to the Chapter,

and perform such other duties as are commensurate with the office or as may be assigned by the Board of Directors or the president.

(b)The president shall appoint a recording secretary from the membership who will keep an accurate record of all the meetings of the Board of Directors, and forward a copy of same to all officers, members of the Board and chairmen of committees.

Section 8. The treasurer shall maintain a record of all sums received and expended for the use of the Chapter and shall make disbursements authorized by the Chapter or the Board of Directors. All sums received shall be deposited in a financial institution approved by the Board. Funds may be drawn therefrom only upon the signature of the treasurer or such other person as the treasurer may designate with the approval of the Board. The treasurer shall make a report concerning the finances of the Chapter at the annual meeting or when called upon to do so by the president.

Section 9. The annual audit of the books of the Chapter, as held by the treasurer, shall be conducted as directed by the Board of Directors.

#### ARTICLE IX - 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 by-laws or as he or she may find advisable.

Section 2. The standing committees of the organization shall include a membership committee, a program committee, a legislative committee, a personal affairs committee, and a scholarship committee.

Section 3. At least ninety (90) days before the annual meeting, the president shall appoint a Board of Directors Nominating Committee consisting of three Chapter members not currently serving as an officer or on the Board of Directors, to nominate candidates to be elected to the Board. Four nominees will be proposed for the expiring three year terms, plus one for each unexpired term having been filled temporarily under the provisions of Article VIII, section 3. The committee shall notify the secretary in writing at least forty-five (45) days before the date of the annual meeting, of the names of the candidates it proposes. The notice of the annual meeting shall include a list of the candidates proposed by the nominating committee. Nominations from the floor at the time of election shall be in accordance with 'Robert's Rules of Order'.

Section 4. At least ninety (90) days before the annual meeting, the president shall appoint a Chapter Officers Nominating Committee consisting of three members of the current Board of Directors and one past president of the Chapter, to nominate candidates for the offices of president, vice-president, secretary and treasurer for the ensuing year. Prior to the annual meeting of the Chapter the committee will insure that all current members of the Board and the nominees for election to the Board at the annual meeting are informed of the names of the candidates to be proposed as officers at the first Board meeting convened in accordance with Article VII, section 5. Nominations from the floor at the time of election shall be in accordance with "Robert's Rules of Order".

#### ARTICLE X - Trust Fund

Section 1. There shall be established a New Hampshire Chapter of MOAA Trust Fund, hereinafter referred to as "The Trust Fund". The Trust Fund will be separate from the Treasury of the Chapter and will be administered independently of the regular operating funds by a Board of Trustees of The Trust Fund.

Section 2. The Board of Trustees of The Trust Fund shall consist of a chairman and two other members appointed by the president and approved by the Board of Directors. One member shall be appointed each year for a term of three years. At least one but no more than two Trustees shall be current members of the Board of Directors. Trustees may serve successive terms.

Section 3. Deposits into The Trust Fund shall include all funds received by the Chapter for Life Memberships, Scholarships (See Annex B), and Memorials. The Board of Directors may from time to time direct the transfer of excess funds from the Treasury to The Trust Fund. Funds to establish additional special projects may be received when authorized by the Board of Directors subject to the approval of the membership at any regular meeting of the Chapter provided that due notice of same has been provided to the membership ten (10) days in advance.

Section 4. The Board of Directors shall establish operating procedures for the Trustees of the Trust Funds. (See Annex A).

Section 5. Expenditures from The Trust Fund shall be made to the Chapter on an annual basis for accrued membership fees for life members and to the Scholarship Committee as needed. Expenditures for all other purposes shall be directed by specific resolution of the Board of Directors.

#### ARTICLE XI - Amendments

These by-laws may be amended, repealed, or altered, in whole or in part, by a two-thirds majority vote of those members present at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been mailed to the last recorded address of each member at least fifteen (15) days prior to the date of the meeting.

ARTICLE XII - The Flag

The flag of the United States of America shall be displayed and honored at all meetings of this Chapter.

ARTICLE XIII - Fiscal Year

The fiscal year of the Chapter shall run from January 1 through December 31 of each year.

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ANNEX A

Operating Procedures for  
The Board of Trustees of The Trust Fund  
New Hampshire Chapter of MOAA

The Board of Trustees of The Trust Fund shall be responsible for the following:

- a. Safe-keeping, prompt deposit and accounting of all monies received by the Fund.
- b. Appropriate investment of such funds as may become available so as to assure that the Life Membership account shall be self-sustaining.
- c. Appropriate investment of such funds as may become available in excess of the annual operating funds for the Scholarship Fund so as to assure a reasonable return to further the Scholarship goals of the Chapter.
- d. Such further investment as may be deemed advisable in the circumstances to achieve the goals for which other special purpose funds may be received.
- e. Disbursement of annual dues for life members to the Treasurer of the Chapter.
- f. Disbursement of funds from the Scholarship account as may be requested by the Scholarship Committee.
- g. Disbursements of such other accounts only as may be authorized by the Board of Directors.
- h. Reporting at least quarterly to the Board of Directors on the status of the Trust Funds. (Report at the first meeting of each quarter for the status at the end of the preceding quarter.)
- i. Conducting an audit at the end of September each year and presenting a summary report of activity to the October meeting of the Board of Directors. This report shall also be made to the membership of the Chapter at the annual meeting each year.

ANNEX B

Responsibilities of  
The Scholarship Committee  
The New Hampshire Chapter of MOAA

The Scholarship Committee shall administer the Scholarship Loan Program for the Chapter and be responsible for:

- a. Assuring information on the Chapter Scholarship Loan Program is made available to as wide a spectrum of eligible candidates as possible.
- b. Establishing and approving the application process.

- c. Selecting individuals to receive the student loan.
- d. Awarding the loans in amounts not to exceed the amount previously approved by the Board of Directors.
- e. Determining if a recipient is to be forgiven partial repayment of the loan, in accordance with the 'superior sustained scholarship' policies previously approved by the Board of Directors.
- f. Managing the loan accounts, to include setting repayment schedules, accounting for funds received and disbursed, and taking appropriate action to recover loans in default.
- g. Managing the revolving scholarship fund to include drawing additional funds from the Scholarship Trust Fund when needed.
- h. Reporting to the Board of Directors periodically during the year on the status of the program.
- i. Reporting to the general membership of the Chapter each year at the annual meeting the total number of dollars collected that year and the total amount donated to date to support the program. In addition, the number of student loans outstanding, the number loans in repayment and the number of loans in default with actions taken to collect the amount due should be reported together with the total dollar value of each category.

## ANNEX C

### Operating Procedures for The Board of Directors Nominating Committee New Hampshire Chapter of MOAA

In accordance with Article IX, section 3 of the by-laws, the president will appoint a Board of Directors Nominating Committee annually not later than 1 August. The appointment will normally be done by letter to the chairman selected by the president. The other members normally will be selected by the chairman. The names of the chairman and the other members constituting the committee will be reported to the Board of Directors at the August meeting by the president.

The committee shall:

- a. Obtain a membership list from the chairman of the Membership Committee.
- b. Solicit applications from members to serve on the Board.
- c. Contact members who have indicated an interest in serving on the Board. Current members of the Board may be nominated for another term but they may not exceed two consecutive terms.
- d. Report to the Board of Directors not later than the September Board meeting the names of the nominees.

Nominations shall be made for the four vacancies for three year terms normally occurring on the Board. In addition, a nomination will be made to fill any unexpired term filled temporarily under the provisions of Article VII, section 3.

The Committee should be sensitive to the desirability, that the Board reflect the various services, ranks and cultures of the members of the Chapter.

The overriding consideration should be the total qualification of the individual to provide sound direction to the Chapter over the next three years and the individual's willingness to make the commitment to serve the Chapter as a working member of the Board of Directors.

The report of the Board of Directors Nominating Committee shall be acted upon by the Board at the September meeting. The approved final slate of nominees shall be published with the notice for the annual meeting. Election shall take place at the annual meeting.

APPROVED: ( 11 August, 2005 )

by: Board of Directors  
New Hampshire Chapter of the  
Military Officers Association *of* America