

**BYLAWS OF THE
CAPE CANAVERAL CHAPTER, INC.
MILITARY OFFICERS ASSOCIATION OF AMERICA**

(A Florida not-for-profit corporation)

ARTICLE I - NAME

The name of this corporation shall be Cape Canaveral Chapter, Inc., Military Officers Association of America (hereinafter MOAACC).

ARTICLE II - PURPOSES

The purposes of MOAACC are:

1. To promote the aims of the Military Officers Association of America (MOAA) as a non-profit Veteran's association dedicated to maintaining a strong national defense and ensuring our Nation keeps its commitments to those who are serving and who have served as stated in the Bylaws of that Non-Profit Association.
2. To advocate for national and state legislative actions that protect the rights and interests of veterans, uniformed service retirees, and active duty personnel to include all dependents and survivors of same plus promote our national security as well as support the other legislative objectives of the Military Officers Association of America and the Florida Council of Chapters.
3. To encourage and facilitate camaraderie among active, retired, National Guard, Reserve, and former officers of the seven uniformed services of the United States of America, their surviving spouses, spouse members, honorary members, and associate members of MOAACC.
4. To support philanthropic efforts for our community through the MOAACC Good Deeds Foundation and the MOAACC Scholarship Corporation, both of which are supporting 501(c)(3) charitable organizations.

ARTICLE III – STATUS

1. This corporation shall be a not-for-profit corporation, operated exclusively for the purposes specified in Article II above. The Chapter was incorporated under the laws of the State of Florida on 5 July 1979.
2. Directors shall not receive any compensation for their services, but the Board of Directors and Officers may, by resolution, authorize reimbursement of expenses incurred in the performance of duties. Other members may be authorized reimbursement of expenses incurred in the performance of duties when approved by the President of MOAACC.
3. Nothing herein shall constitute members of the corporation as partners for any purpose. No member, officer, or agent of the corporation shall be liable for the acts, or the 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 bylaws excepting acts or omissions arising out of willful malfeasance.
4. The corporation shall use its funds to accomplish only the purposes specified in Article II above, and no part of said funds shall be distributed to any member except as provided in Article II above.
5. Chapter resources shall be accounted for through the establishment of an Operating Fund and a Life Membership Fund. Expenditures by the Treasurer from these funds shall be as provided in Article VIII.
6. In case of dissolution of the corporation, and after the discharge of all liabilities, the remaining assets shall be given to a non-profit corporation, whose purpose and objectives are similar to those of this corporation, such corporation to be designated by a majority vote of the Board of Directors.
7. The MOAACC Scholarship Corporation is incorporated under IRS 501(c) (3). The Corporation is organized exclusively to receive, administer and expend funds associated with the Scholarship Program for the stated charitable purpose as registered under IRS code and State law. The Corporation shall have its own Bylaws for this purpose.
8. The MOAACC Good Deeds Foundation is incorporated under IRS 501(c) (3). The Corporation is organized exclusively to receive, administer, and expend funds associated with the Good Deeds Foundation for the stated charitable purpose as registered under the IRS code and State law. The Foundation shall have its own Bylaws for this purpose.

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

1. The membership of this corporation shall be composed of:
 - a. Men and women who are or have been commissioned or warrant officers of the seven United States uniformed services (Army, Navy, Air Force, Marine Corps, Space Force, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service).
 - b. Surviving spouse members of deceased individuals who, if living, would be eligible for membership.
 - c. Spouses, Honorary, and Associate members as defined in 2d, e, and f below.
2. Subject to the provisions of Section 1, there shall be six (6) classes of membership which are prescribed below:
 - a. Regular Member – Those persons eligible for membership as prescribed in Section 1a of this Article.
 - b. Surviving Spouse Member – Those persons eligible for membership as prescribed in Section 1b of this Article.
 - c. Life Members – Those eligible for membership, as prescribed in Section 1(a) of this Article, who apply for life membership and pay the prescribed life membership fee.
 - d. Spouse Member – Spouse of an individual who is a chapter member.
 - e. Honorary Member – Granted by the MOAACC Board of Directors to individuals in recognition of their service to the Nation, the Military Officers Association of America, the Chapter, or the community. An individual holding elective or appointive office at a national, state, or local level may not be extended honorary membership during his or her tenure of office. Honorary membership shall not convey any voting rights. Honorary members shall not pay membership dues.
 - f. Associate Member – Granted by the MOAACC Board of Directors to serving or retired US Government Employees, GS-08 (or USG equivalent) and above; Parents of officers eligible for membership; Adult children of officers eligible for membership; or, former or retired officers of Allied (e.g. NATO, SEATO, etc.) Militaries. Associate membership shall not convey voting rights. Associate members shall be required to pay membership dues. Membership Chairperson shall be responsible for monitoring non-lineal descendants of present/former members of the Uniformed Services granted associate membership to ensure chapter membership remains above 97.5% to maintain the Chapter 501(c)(19) status.
3. Applications for regular, surviving spouse, or spouse membership shall be submitted in writing, via our website or written application to the MOAACC Membership Chairperson and subject to the approval of the MOAACC Board of Directors. Regular,

surviving spouse, and spouse members shall submit recommendations for honorary and associate membership in writing to the Board of Directors for consideration. The MOAACC Board of Directors is empowered to accept or reject any application or recommendation for membership.

4. The MOAACC Board of Directors may drop a member for good and sufficient cause after the member has been given an opportunity to be heard.
5. Regular and surviving spouse members are strongly encouraged to hold and maintain national membership in the Military Officers Association of America.
6. Regular, surviving spouse, and spouse members are entitled to vote on any matter submitted to the membership. Proxy voting shall not be permitted.

ARTICLE V - DUES

1. The annual dues for each regular, surviving spouse, spouse, and associate member for the next calendar year shall be determined by the MOAACC Board of Directors and approved by the membership at the annual meeting.
2. The annual dues are paid for the upcoming year and become due on the anniversary date of becoming a member.
3. The Membership Chairperson shall notify a member who fails to remit dues within 60 days after the dues become payable. If payment is not made within the succeeding 30 days he or she shall, without further notice and without hearing, be dropped from the Chapter rolls, thereupon forfeiting all rights and privileges of membership.
4. Members who have been dropped for non-payment of dues may be reinstated upon reapplication for membership if dues are paid in full for membership and payment of the annual dues for the current year.
5. Chapter life membership is available to regular, surviving spouse, associate, or spouse members. The dues for life membership shall be determined by the Board of Directors and placed in a separate fund. Such determination shall be computed on actuarial principles so that the Life Membership Fund is maintained on a sound financial basis. The Board of Directors shall determine annually a sum to provide for the life members' annual share of the Chapter's operating expenses. The Board of Directors will direct the Treasurer to make this transfer.
6. The surviving spouse of a regular member shall receive a no cost, one-year membership beginning the day after the death of the regular member. The surviving spouse of Chapter life members shall automatically become surviving spouse members for their lifetime and shall pay no dues. Surviving spouses who are 'year-to-year' members of MOAA are encouraged to maintain their annual membership with MOAA. The surviving spouse of a MOAA Life Member is exempt from paying MOAA dues.
7. Regular, surviving spouse, spouse, and honorary chapter members who attain the age of 100 years will be converted to Life Members and exempt from paying annual dues. New chapter members who join MOAACC after their 100th birthday are exempt from paying annual dues.

ARTICLE VI - MEMBERSHIP MEETINGS

1. There shall be regular monthly Board of Directors meetings at a date, time, and place set by the Board. Members are invited.
2. The annual meeting of the corporation shall be held in November to elect officers and directors, approve annual dues, and transact other business. Notice of this meeting shall be posted in the October Intercom.
3. The President may call special meetings of the corporation. Notice of a special meeting shall be posted in *The Intercom*, e-Newsletter or on the website, at least 10 days in advance, advising the time, place, and subject(s) to be considered.
4. The eligible voting members who attend the annual, regular, or special meetings in person or remotely shall constitute a quorum capable of transacting business properly brought before those meetings.
5. The rules contained in the current edition of Robert's Rules of Order shall govern the corporation 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 corporation may adopt.

ARTICLE VII - MOAACC BOARD OF DIRECTORS

1. The MOAACC Board of Directors shall be composed of the elective officers enumerated in Article VIII Section 1, the Immediate Past President, and six elected directors, each of whom shall be a regular, surviving spouse, or spouse member of the corporation. The Board of Directors may approve other *ex officio* members (based on position) to the board to serve in a non-voting capacity.
2. Three directors shall be elected by the membership at each annual meeting to serve for two years. The Immediate Past President shall automatically serve as a director for the succeeding year or until replaced by the next Past President. All elections shall be by majority vote. Each director shall take office at a designated chapter meeting to be held not later than the month of February and shall serve for the term and/or until a successor is duly elected and installed.
3. The Board of Directors shall have supervision, control, and direction of the affairs of the corporation; 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 deemed advisable.
4. The MOAACC Board of Directors shall meet upon call of the President or on demand of a majority of the Board of Directors. The Secretary will notify each Board member at least 10 days in advance advising of the time, place, and agenda to be considered.
5. A majority of the MOAACC Board of Directors shall constitute a quorum at any meeting of the Board.
6. Each member of the Board shall be entitled to one vote. Proxy voting is not permitted.
7. The Board of Directors shall adopt a budget for the ensuing year.
8. Any Board member who fails to attend two consecutive meetings for reasons other than health or military duty and without prior notification to the President or Secretary may be removed from office by Board action. Vacancies thus created shall be filled as provided in Article VIII Section 4.

ARTICLE VIII - OFFICERS

1. The elective officers shall be a President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Master-at-Arms, each of whom shall be a regular, surviving spouse, or spouse member of the corporation.
2. The elective officers shall be elected by the membership at the annual meeting. Election shall be by majority vote. Each elective officer shall take office at a meeting to be held not later than the month of February of the following year and shall serve for a term of one year and/or until a successor is duly elected and installed.
3. No member shall serve more than two consecutive terms as President.
4. The First Vice President shall normally fill a vacancy in the office of President if nominated by the Nominating Committee and approved by the General Membership. The Second Vice President shall fill a vacancy in the office of First Vice President if nominated by the Nominating Committee and approved by the General Membership. Vacancies in other offices shall be filled after a nomination by the Nominating Committee followed by approval of the General Membership. Temporary vacancies of no more than six (6) months may be authorized by a majority vote of the Board of Directors.
5. The President shall be the principal elective officer of the corporation, shall preside at meetings of the corporation and of the Board of Directors, and shall be a member *ex-officio* with right to vote at any committee meetings except the Nominating Committee. At the annual meeting and at such other times deemed proper, the President shall communicate to the corporation or to the Board of Directors such information or proposals that would promote the welfare and increase the usefulness of the corporation. The President shall appoint a Chaplain. The President shall appoint the President of The Good Deeds Foundation and the President of The Scholarship Corporation. The Board of Directors must approve, by majority vote, the President's appointments to these critical positions.
6. In case of the President's temporary disability or absence, the First Vice President shall perform the duties of the President. In case of the temporary disability or absence of the President and First Vice President, the Second Vice President shall perform the duties of the President. The Vice Presidents, Secretaries and Treasurers shall also perform other duties as the President may assign.
7. The Secretary shall:
 - a. Give notice of and attend all meetings of the corporation and keep a record of the proceedings of each meeting to include proceedings of Board of Directors meetings. The Assistant Secretary or one of the other board members may assume the duties of the Secretary in the absence of the Secretary.

b. Maintain the membership records with the assistance of the Membership Secretary and Database Manager, maintain the corporation's correspondence files, and provide safekeeping for all important documents and records belonging to the corporation.

c. Make a report at the annual meeting or when called upon by the President. The records, funds, books, and vouchers required by these Bylaws shall always be subject to inspection and verification by the Board of Directors.

d. Perform other duties as are commensurate with the office of Secretary or as may be assigned by the President.

8. The Treasurer shall:

a. Formulate and submit to the MOAACC Board of Directors a proposed annual budget to include the dues structure required to satisfy budget requirements.

b. Collect the annual dues and maintain a record of all funds received and expended by the corporation.

c. Disburse funds for expenses incurred in the course of chapter business within the approved annual budget. All other disbursements require approval by the Board of Directors. All sums received shall be deposited in a financial institution approved by the Board of Directors. Funds may be withdrawn only upon signature of the Treasurer, Assistant Treasurer, or the President.

d. Make a report at the annual meeting or when called upon by the President.

e. Maintain the records, funds, books, and vouchers required by these Bylaws such that they are available for inspection and verification by the Board of Directors.

f. Perform other duties as are commensurate with the office of Treasurer or as assigned by the President.

9. The Assistant Treasurer shall perform any and all such duties within the purview of the Treasurer as assigned by the Treasurer or the President.

10. The Master-at-Arms shall maintain custody of Chapter flags, banners, and other designated items; supervise overall welcoming arrangements at monthly luncheons in accordance with policies established by the Board of Directors; and perform other duties as assigned by the President.

ARTICLE IX - COMMITTEES AND CLUBS

1. The President, subject to the approval of the Board of Directors, shall annually appoint standing and special committees required by the Bylaws or as deemed advisable.
2. The standing committees of the corporation shall include a Membership Committee, a Survivor Assistance Committee, a Public Relations and Marketing Committee, a Legislative Affairs Committee, an Entertainment Committee, and a Student Affairs (ROTC/JROTC) Committee. Other standing committees may be formed with the approval of the Board of Directors.
3. Upon approval of the Board of Directors, members with common interests are authorized to form Chapter-sponsored clubs.
4. At least 90 days before the annual meeting, the Board of Directors shall appoint a Nominating Committee of at least three (3) regular, surviving spouse or spouse members, not currently holding elective office, to nominate candidates for elective offices. Members of this committee should be selected from the various services. The committee should select the best qualified members for each vacancy with further consideration that the position of President should be rotated among the services, where possible, and the slate as a whole should represent a reasonable balance among the services. The committee shall notify the Secretary, in writing, at least 30 days prior to the date of the annual meeting, of the candidates it proposes and send a copy for publication in *The Intercom* to be received by each member at least 10 days prior to the annual meeting. The MOAACC website and authorized social media outlets should also be used to post the names of the nominees.
5. Committee chairpersons and presidents of Chapter-sponsored clubs shall submit a written report of activities and accomplishments as requested by the MOAACC Board of Directors in November of each year.

ARTICLE X - AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by the membership at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration is made available to each member qualified to vote at least 15 days prior to the meeting.

Approved Date: _____

Tim Pishdad, MAJ, USA (Ret), President MOAACC, Inc.

Bill Muckler, Capt, USMC (Fmr), Secretary MOAACC, Inc.