

**BYLAWS
OF
THE UPPER CUMBERLAND CHAPTER
THE MILITARY OFFICERS ASSOCIATION OF AMERICA**

ARTICLE I – NAME

The name of the organization shall be THE UPPER CUMBERLAND CHAPTER, The Military Officers Association of America (MOAA).

ARTICLE II – PURPOSES

The purposes of this organization shall be to: support Area of Membership Officer Training programs with member volunteers and funding to include an Annual Post-Secondary Education Scholarship, encourage and facilitate camaraderie among retired, active and former officers of the Uniformed Services; participate in appropriate community service projects; monitor and further the national legislative programs and other objectives of MOAA; monitor and further the legislative objectives of the former, present, or retired military residents of Tennessee; and provide useful services for the protection of interests of members, their dependents, and survivors

The Chapter is organized exclusively for service and philanthropic purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1966, or the corresponding provisions of any future United States Internal Revenue law. Notwithstanding any other provisions of these articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(19) of the Internal Revenue law.

ARTICLE III – STATUS

Section 1. This organization shall be a tax-exempt 501(c)(19) organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers and 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 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, officers, or agent. Nor shall any member, officer, or agent, be liable for his acts or failure to act under these bylaws, excepting only acts or omissions arising out of malfeasance.

Section 4. The organization shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure to or be distributed to members.

Section 5. In the event of dissolution of the organization, and after the discharge of all its liabilities, the remaining assets shall be given to a not-for-profit organization whose purposes and objectives are similar to those of this organization, such organization to be designated by a majority vote of the Board of Directors.

ARTICLE IV – MEMBERSHIP AND VOTING RIGHTS

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

(a). Men and women who are, or have been, commissioned officers or warrant officers of the Army, Navy, Marine Corps, Air Force, Coast Guard, Space Force, National Oceanic and Atmospheric Administration, Public Health Corps, and the Reserve, National Guard, and State Guard components of these services.

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

(c). Individuals elected as an Honorary Members as set forth in Section 2(c) of this article.

(d). There shall be no discrimination in membership or participation in the affairs of the chapter by reason of race, creed, color, national origin, sex, handicap, or age.

Section 2. Membership shall be of four classes:

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

(b). AUXILIARY MEMBERS. Widows or widowers of deceased members or of any deceased individual who would have been eligible for membership. Auxiliary members shall pay no dues.

(c). HONORARY MEMBERS. Individuals, whether or not eligible for regular membership as set forth in Section 1(a) of this article, may be extended Honorary Membership by the Board of Directors. The Board of Directors may grant Honorary Membership to certain individuals in recognition of their services to the nation, the community, or the Chapter. 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 payment of dues.

(d). LIFE MEMBERS. Charter members automatically become Life Members on the 20 year anniversary of the founding of the Chapter. Life members shall pay no dues.

Section 3. Application for 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 members.

Section 4. The Board of Directors shall be empowered to accept or reject any application or recommendation by members.

Section 5. Any member may be dropped for good and sufficient cause by the Board of Directors after being given an opportunity to be heard.

Section 6. Members of the local MOAA Chapter are required to hold and maintain membership in the national association.

Section 7. 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. Annual member dues shall be determined by the membership after receiving the Board of Directors recommendation.

Section 2. The annual dues for a calendar year shall become due on 1 January of that year.

Section 3. Members who fail to pay their dues within a reasonable time, shall, upon the recommendation of the Board of Directors, be dropped from the rolls.

Section 4. Members who have been dropped for nonpayment of dues may be reinstated upon re-application for membership and payment of the annual dues for the current dues.

ARTICLE VI – MEETINGS

Section 1. There shall be an annual meeting of the organization during December for the election of officers and directors (biennially), the determination of annual dues, the receipt of annual reports, and the transaction of other business. Notice of such meeting shall be mailed/emailed to the last recorded address of each member at least 20 days before the time appointed for the meeting.

Section 2. Regular meetings of the organization shall be quarterly unless otherwise decided by the Board of Directors. Each member shall be notified of time and place at least 15 days in advance of each meeting.

Section 3. Special meetings of the organization may be called by the President. Each member shall be notified at least 15 days in advance, with a statement of the time and place and information as to the subject or subjects to be considered.

Section 4. Fifteen members present at any meeting of the organization shall constitute a quorum.

Section 5. The rules contained in the current edition of Robert's Rules of Order shall govern the organization 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 organization may adopt.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elective officers (President, Vice-President, Secretary, and Treasurer), the immediate past President, and two to six elective directors. Three directors shall be elected at the biennial meeting of the Chapter to serve for a period of three years. Each Board member (exclusive of Officers) shall be assigned an Area of Responsibility to include but not limited to the following: a) Membership Meeting Programs, b) Public Relations, c) ROTC/JROTC Programs, and d) Membership. The purpose of this assignment is to ensure oversight and coordination for these major topic areas at the Board level. These Board Members will work with Chapter members who are engaged in these initiatives.

Section 2. The officers shall be elected at an Annual Meeting to serve for a period of two years. A majority of the votes cast shall elect. An installation ceremony shall take place following the election and the new officers and directors shall assume their duties immediately.

Section 3. The Board of Directors shall have supervision, control and direction of the affairs of the organization, 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 of 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 organization. Such matters shall be decided by a majority vote of members present at any meeting of the organization.

Section 5. The newly elected Board of Directors shall have a regular board meeting as soon as possible after their installation, thereafter, 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. Notice of all meetings of the Board of Directors shall be transmitted to each member of the Board at least ten days in advance of the meeting.

Section 6. A majority of the entire board shall constitute a quorum at any meeting of the Board.

Section 7. Each member of the Board shall be entitled to one vote. Proxy voting shall be permitted.

Section 8. All members may attend any meeting.

ARTICLE VIII – OFFICERS

Section 1. The elective officers shall be a President, Vice-President, Secretary, and a Treasurer, each of whom shall be a member of the organization.

Section 2. The elective officers shall be elected biennially by the membership at the annual meeting. A majority of the votes cast shall elect.

Section 3. No member shall be eligible to serve more than two consecutive terms as President.

Section 4. A vacancy in the office of the President shall be filled automatically by the Vice-President. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 5. The President shall be the principal officer of the organization, shall preside at meetings of the organization 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 organization 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 organization. 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 Vice-President shall perform the duties of the President. The Vice-President shall perform such other duties as the President may assign.

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

Section 8. The Treasurer shall maintain a record of all sums received and expended for the use of the organization and shall make disbursements authorized by the organization or the Board of Directors and approved by the President. 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 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 by the Board of Directors. The financial records shall be audited annually. He/she shall maintain the membership records and shall collect the annual dues.

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 bylaws, or as he/she may find advisable.

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

Section 3. At least 60 days before the election meeting, the President, with the approval of the Board of Directors, shall appoint a nominating committee of five members, not currently holding office, to nominate candidates for the elective offices. The committee shall notify the Secretary in writing at least 30 days before the date of the annual meeting of the names of the candidates it proposes, and the Secretary shall mail/email a copy thereof to the last recorded address of each member at least 20 days before the annual meeting.

ARTICLE X – BYLAWS

The bylaws may be amended, repealed, or altered, in whole or in part (after approval by the Board of Directors), by a two-thirds vote at any duly organized meeting of the organization, provided a copy of any amendment proposed for consideration has been mailed to the last recorded address of each member at least 15 days prior to the date of the meeting.

ARTICLE XI – THE FLAG

The American Flag shall be displayed and either the Pledge of Allegiance recited or the National Anthem sung at all meetings of this organization.

ARTICLE XII – THE MOTTO

The Upper Cumberland Chapter motto shall be “Continuing to Serve”.

Ratified June 27, 1990, by a two-thirds majority of members present as submitted by Robert L. Usher, President, Upper Cumberland Chapter, MOAA.

I certify that this copy of the Bylaws of the Upper Cumberland Chapter, Military Officers Association of America, is a complete and accurate copy of the original signed and dated document (as amended).

08/07/2023

Date

Mary K Jacobsen

Mary K. Jacobsen, Secretary

Amendments: 06/05/2023
03/03/2003
04/02/2003
03/05/2007
03/02/2009
06/06/2016