



Hampton Roads Chapter Military Officers Association of America



Chapter Constitution & By-laws

As Amended and Adopted November 18, 2022

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ARTICLE I -- NAME

The name of this Organization shall be the HAMPTON ROADS CHAPTER, Military Officers Association of America, also referred to by its acronym, HRCMOAA.

ARTICLE II -- PURPOSE

To inculcate and stimulate love of our Country and our Flag.

To defend the honor, and integrity of, and to support our National Government and the Constitution of the United States.

To advocate military forces adequate to the defense of our country, and to oppose any influence whatever that would be calculated to weaken the national security.

To aid active and retired personnel of the uniformed services, their dependents and survivors, in every proper and legitimate manner, and

To create harmony and a spirit of camaraderie among all officers of the uniformed services of the United States and to accomplish these aims through an organized program of social and fraternal activities.

ARTICLE III -- GENERAL PROVISIONS

Section 1. The Chapter will cooperate fully with the several Services in the dissemination of information to the public.

Section 2. In the event of the final dissolution or liquidation of this Chapter, and after the discharge of its liabilities, the remaining assets shall be disposed of as decided by the membership at the time.

Section 3. The Hampton Roads Chapter, Military Officers Association of America, will be a non-profit, nonstock corporation incorporated under the Virginia Nonstock Corporation Act, operating exclusively for the purposes beneficial to the interest of the nation, and its uniformed services, personnel, their dependents and survivors. No part of the income or net earnings of the organization shall inure to the benefit of any private shareholder or individual.

Section 4. The Chapter will bring together commissioned officers and warrant officers (active and retired) and persons who have held a status as commissioned or warrant officers, of the United States Army, Navy, Air Force, Marine Corps, Coast Guard, Public Health Service, National Oceanographic and Atmospheric Administration (and its predecessors, the Environmental Services Administration and the Coast and Geodetic Survey), Space Force, and the reserve components thereof, for the purpose of supporting the objectives as stated in Article II hereof, and for such other worthy causes as may be determined by the Chapter.

Section 5. The Chapter will actively support the legislative aims and objectives of the Military Officers Association of America adopted at its most recent Convention.

ARTICLE IV -- MEMBERSHIP AND VOTING RIGHTS

Section 1. The following persons are eligible for membership:

- a. 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, Atmospheric Administration, and Public Health Services, and Space Force) or the reserve or other components of those services.
- b. Surviving Spouses (widows and widowers) of any deceased individuals who would, if living, be eligible for membership.
- c. Honorary members as described in Section 2.c.

Section 2. Subject to the eligibility requirements set forth in Section 1., membership shall be of four classes:

- a. Regular Members:
 - (1) Active Duty officers.
 - (2) Officers who are on the retired lists, whether drawing retired pay or not.
 - (3) Former officers who were separated under conditions acceptable to the Board of Directors.
- b. Surviving Spouse Members:

Widows and widowers of any deceased officer who would, if living, be eligible for membership.
- c. Honorary Members:
 - (1) Honorary membership may, at the discretion of the Board of Directors, be extended to individuals of the community who may not be eligible for membership as Regular or Surviving Spouse members, but who should be recognized for their services to the nation or the Chapter. Exception: When an individual holds an elective or appointed office at the national, state, or local level, and is normally qualified for membership as a Regular member, such individual may be extended Honorary Membership without the requirement of dues during the tenure of office.
 - (2) The Board of Directors may grant honorary membership to certain foreign officers who are not eligible for any other class of membership.
 - (3) Honorary membership does not convey voting rights and does not require payment of dues.
 - (4) Recommendations for honorary membership may be submitted in writing to the Board of Directors by any Regular or Surviving Spouse member.
- d. Life Members:
 - (1) After the year 1988, Life membership is a designation of distinction as described in Sections 2.d.(2), (3) and (4), below.
 - (2) Life membership may be extended to a Regular Member who has rendered outstanding and exceptional service to the Military Officers Association of America (MOAA) or to the Hampton Roads Chapter of MOAA.
 - (3) Nomination of a Regular Member for this distinction shall be made in writing to the Board of Directors by at least three Regular members, and shall include in detail the reasons for the proposed nomination. Approval of the nomination by the Board of Directors must be unanimous.
 - (4) Life membership does not require payment of dues.
 - (5) Life members before the year 1989 will retain the designation with no further dues required.

Section 3. Application for membership shall be in writing and addressed to the Board of Directors.

Section 4. Any Regular, Surviving Spouse or Life Member in good standing is entitled to vote on any matter submitted to the membership for decision.

Section 5.

- a. Any member desiring to terminate their membership may submit the resignation orally or in writing to the Board of Directors.
- b. Non-payment of dues is sufficient cause for termination of membership (See ARTICLE VIII -- DUES). A member who has been disenrolled for non-payment of dues may be reinstated upon reapplication for membership and payment of current annual dues.
- c. The Board of Directors may disenroll any member for good and sufficient cause after the member has been given an opportunity to be heard.

Section 6. All Regular Members shall be encouraged to hold and maintain membership in the Military Officers Association of America, Alexandria, Va.

ARTICLE V -- OFFICERS AND ADMINISTRATION

Section 1. Elected officers of the Chapter shall be President, Vice President, Secretary, and Treasurer; these officers will be elected from members who qualify as Regular members as set forth in Section 2.a. and Surviving Spouse members as set forth in Section 2.b. of Article IV, in the manner and at the time hereinafter prescribed.

Section 2. The President may appoint a representative to the Virginia Council of Chapters, and a Historian. These positions shall continue in office until replaced by a succeeding appointee.

Section 3. The President, Vice President, Secretary, and Treasurer shall hold office for two years from January 1 following their election. These positions may be selected for additional two-year terms at the discretion of the Membership. Nothing herein contained shall be interpreted to deprive the Vice President, Secretary or the Treasurer from being elected to the next higher office in the Chapter nor shall it preclude the same person from holding both offices simultaneously. Three Directors at Large will be elected for two-year terms. The Chapter's Surviving Spouse Liaison, if filled, will hold the fourth position on the Board of Directors, and this position will be solely reserved to that member group. All board positions may be elected for an additional two-year term.

Section 4.

- a. The administration of the Chapter shall be vested in a Board of Directors and an Executive Committee. The Board of Directors shall consist of the four elected officers, the immediate Past President, and the four Directors to be elected as defined in Section 2.a. and 2.b. of Article IV and Article V, section 3. The President of the Chapter shall be the Chairman of the Board. In the absence of the President, the Vice President shall act as Chairman. Any five (5) Board members present shall constitute a quorum. Special meetings of the Board of Directors may be called by the President when deemed necessary or when requested in writing by two (2) Directors.
- b. The Executive Committee shall consist of the Chapter President, Vice President, Secretary, and Treasurer.
- c. The Executive Committee shall consider and act on all such matters that may be referred to it by the Board of Directors. It shall initiate such action as is believed for the betterment of the Chapter.

- d. The Executive Committee shall be limited to the sum of \$500.00 per item in its approval of expenditures.
- e. The presence of any three members shall constitute a quorum for the Executive Committee.
- f. The Executive Committee shall meet at the call of the President or when requested by three (3) of its members.
- g. Minutes will be kept of all meetings of the Executive Committee and will be read at the next meeting of the Board of Directors, unless otherwise desired.

Section 5.

- a. The Secretary shall maintain all correspondence files; record all Board meetings; and attend to such other matters as may be delegated by the President, the Board of Directors, or the By-Laws.
- b. The Treasurer shall have charge of the funds of the Chapter, depositing the same in any financial institution designated by the Board of Directors, make collection of all monies, pay all bills properly authorized by the President, file and preserve all vouchers, and report the financial condition of the Chapter whenever called on to do so.
- c. The Chapter accounts shall be audited biennially with the installation of new officers, by a committee appointed by the President; the audit will be made at such time as will permit the results to be reported to the membership during the first quarter of the succeeding calendar year.
- d. The Secretary and the Treasurer may, with the approval of the Board of Directors, each appoint an Assistant; Assistants as appointed will be ex-officio members of the Board of Directors, without a vote.

Section 6. It shall be the duty of the President to supervise and direct the normal affairs and operations of the Chapter. The President will act as spokesman for the Chapter, will assign appropriate duties to the Board Members, and appoint committees, both standing and special, as required. In matters of policy, the President will consult with the Board of Directors and be guided by the majority opinion of the Board. For the meetings of the Board of Directors, the President will have the Treasurer prepare a financial statement in sufficient detail to show the cash position, expenditures, and outstanding obligations of the Chapter, for presentation to the Board. Upon approval of the Board, these statements will be incorporated in the minutes of the meeting. The Board of Directors shall either approve or disapprove all proposed expenditures of Chapter funds in excess of five hundred dollars (\$500.00) unless authorized elsewhere in this Constitution and By-Laws or in the approved budget for the current year. The President shall see that minutes are kept of all Chapter and Board meetings in sufficient detail to reflect action or noteworthy happenings at these meetings.

ARTICLE VI -- MEETINGS

Section 1. The annual meeting of the Chapter shall be the November meeting of each calendar year.

Section 2. Regular meetings of the Chapter will normally be held bi-monthly on dates and at places and times as determined by the President.

Section 3. Special meetings of the Chapter may be called by the Board of Directors or on the request of not less than ten percent of the entire membership.

Section 4. All notices of Chapter meetings shall be mailed (either electronically or through USPS) to the membership at least two weeks in advance of the meetings.

Section 5. Officers and Directors elected at the annual meeting in November will be installed with appropriate ceremonies at the following January membership meeting.

Section 6. The voting membership present at any regular or special Chapter meeting shall constitute a quorum; however, the voting membership present at any meeting may, by majority vote, declare that in their opinion there are insufficient voting members present to pass upon any questions before the meeting.

Section 7. The conduct of business should be governed by the rules in the current edition of Roberts Rules of Order, Newly Revised, unless they are inconsistent with the Chapter's by-laws or any special rules of order adopted by the chapter.

ARTICLE VII -- ELECTIONS

Section 1. The President, before the October meeting each year, shall appoint a nominating committee consisting of no less than three nor more than five Regular members as defined in Article IV, Section 2.a. The Chairman of this committee shall be a Past President of the Chapter. The President shall announce the names of the committee to the membership present at the October meeting. The Chairman of the nominating committee shall deliver to the President the slate of Officers and Directors sufficiently in advance of the date of the annual meeting in November for the Secretary to include in the notes of the November meeting the Slate to be presented.

Section 2. At the annual meeting the proposed slate, as presented by the nominating committee, will be read and additional nominations called for from the floor. The Chair will then entertain a motion from the floor that nominations be closed. After the nominations are closed the elections shall be held. A majority of the votes cast by the members present will elect. The Secretary, or a person or persons appointed by the President, shall tally the vote and advise the Chair of the results of the election. The newly elected Officers and Directors will take office as of the following January 1st.

Section 3. Should a vacancy occur in the office of the President, the Vice President will assume the office of the President. Should a vacancy occur in the office of Secretary or Treasurer, the Board of Directors will appoint a qualified Regular member to serve for the balance of the term. Should a vacancy occur in any other elective office, the vacancy will be filled by a vote of the Regular membership at the next Chapter meeting.

Section 4. A member who fills a vacancy and serves the balance of an Officer's or Director's term shall not be barred from serving a like term if elected thereto in their own right.

ARTICLE VIII -- DUES

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at the next annual meeting, after receiving the Board of Directors' recommendation in the matter, and shall be appropriately published.

Section 2. Dues are payable on 1 January of each year.

Section 3. There shall be no fund-raising campaigns or special assessments levied on the membership unless authorized and approved by a two-thirds vote of the Regular Members present at a meeting called specifically to consider such questions.

Section 4. A member may be dropped from membership rolls for non-payment of dues if Chapter dues have remained unpaid for a period of 90 days after 1 January of the year for which dues have expired. A member who has been dropped for non-payment of dues may be reinstated upon reapplication for membership and payment of current annual dues.

Section 5. New members applying for membership and paying dues on October 1st or later of the year of application, will be credited for the remainder of that calendar year (CY) and regular membership will continue through the subsequent CY.

ARTICLE IX -- COMMITTEES

Section 1. The President shall appoint ad hoc committees as required:

- a. Membership Committee - To establish goals, to plan and carry out membership solicitation drives, and to follow up on all leads regarding prospective members.
- b. Programs Committee - To plan for and carry out a program of activities, in consonance with the Chapter's purposes, that will appeal to all members. Provides direct support for all matters pertaining to arrangements in support of individual events planned.
- c. Publicity Committee - To provide, where practicable and desirable, mass communications media coverage of Chapter activities.
- d. Personal Affairs Committee - To provide the Chapter with a method of keeping the membership advised of those members and next-of-kin who are indisposed or experience illness or death in the immediate family; to notify the Secretary of the illness or death of a member or of their immediate family; to send greeting cards and/or

memorials when authorized by the Secretary; to visit members who, for any reason, may be indisposed.

- e. Legislative Committee - To provide area coverage of national, state, and local legislative trends that may be of concern to the Chapter; to develop, and submit to the membership, substantive reports and recommendations concerning these matters, using appropriate Chapter media such as the bi-monthly Bulletin or announcements at meetings; to ascertain, and to publish to Chapter members, without recommendation, the views of all candidates on important issues, within the limits dictated by the politically non-partisan nature of the Chapter; endeavor to develop issue-oriented positions that will have the endorsement and active support of the members.
- f. Information Systems Committee - To maintain the chapter database of members; to provide chapter publications, including a bi-monthly newsletter and a biennial directory of members, and to arrange for their mailing; and to provide a chapter internet web page.
- g. Community Affairs Committee - To be alert for opportunities to foster and enhance chapter and community relations, acting within guidelines provided by the President and the Board of Directors.
- h. Virginia Council of Chapters – To represent the Chapter’s interests in the Virginia Council of Chapters

Section 2. The President may appoint such other committees as desired to assist in the efficient direction of Chapter affairs.

Section 3. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE X -- LIABILITY

This organization is a non-profit, nonstock corporation incorporated under the Virginia Nonstock Corporation Act and in accordance with Section 501 (c) (19) of the Revenue Code of the United States, operated solely and exclusively for the purposes set forth in ARTICLE II hereof. No member of this organization shall be liable for the debts, liabilities, or other financial obligations of the organization other than the proper exercise of functions as an officer of the Chapter.

ARTICLE XI -- CHANGES IN THE CONSTITUTION AND BY-LAWS

The constitution and by-laws of this Chapter may be altered, amended, or changed or a new constitution and by-laws adopted by a two-thirds vote of the Regular Members present at a regular or special meeting of the Chapter, provided the membership has been advised in writing not less than two weeks before the date of such meeting that such changes are proposed.

ARTICLE XII -- THE AMERICAN FLAG

The American Flag shall be displayed and honored at all meetings of this Chapter.