



BYLAWS July 1, 2019

The Chapter bylaws dated April 14, 2016 are amended and republished as follows

COVER PAGE

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INTERIM CHANGES

#	DATE	ART	SEC	MODIFICATION	NOTES

Article I – Name

The name of this corporation shall be “LUKE CHAPTER, Military Officers Association of America,” an Arizona nonprofit corporation, hereinafter referred to as the “Chapter.” The Chapter shall be an affiliate of the national organization formerly known as “The Retired Officers Association” and now known as the “Military Officers Association of America,” hereinafter referred to as “National”.

Article II – Purposes

The Purposes of the Chapter shall be to

- promote and support the purposes and objectives of National;
- encourage camaraderie and foster fraternal relations among active, retired and former officers of the seven uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service), and their National Guard and Reserve Components;
- support currently serving service members, veterans and their families;
- endorse and support legislation favorable and beneficial to members, spouses and survivors of all military personnel;
- protect the rights and interests of present and future active duty, retired, National Guard and Reserve personnel of the uniformed services and their dependents and survivors;
- provide useful services for chapter members, their dependents and survivors;
- serve the community and the nation; and
- support JROTC and ROTC programs and other local, state or national military programs.

Article III – Status

Section 1: The Chapter shall be a nonprofit corporation under Title 10, Chapter 24 through 42, Arizona Revised Statutes, hereinafter known as ARS, and operated exclusively for the purposes specified in Article II above.

Section 2: The Chapter’s officers, directors, and appointed officials shall not receive any compensation for their services. However, the Board of Directors, hereinafter referred to as the Board, authorizes the Chapter Treasurer to reimburse them for expenses incurred in the performance of their duties and approved by the Board.

Section 3: Nothing herein shall constitute members of the Chapter as partners for any purpose. No member, officer or agent of the Chapter shall be liable for 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 Bylaws, excepting only acts or failure to act arising out of willful malfeasance.

Section 4: The Chapter shall use its funds only to accomplish the purposes specified in Article II, and no part of said funds shall be distributed to members, except for reimbursement to Chapter officers and officials described in Article III, Section 2.

Section 5: In the event of dissolution of the Chapter and after the discharge of all liabilities, the remaining assets shall be donated to a nonprofit organization whose purposes and objectives are similar to those of the Chapter, such organization to be designated by a majority vote of the Board of Directors.

Article IV – Membership

Section 1: The membership of the Chapter shall be composed of men and women who are serving or have served on active duty or in one of the National Guard or Reserve Components as a commissioned or warrant officer in one of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service), as well as surviving spouses of any deceased individuals who, if living, would be eligible for membership. Officers of NATO and ANZUS Countries are also eligible for membership as associate members.

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

- (1) Regular members: active, retired, and former military officers;
- (2) Surviving Spouse members: surviving spouses of deceased individuals as defined in Section 1;
- (3) Associate (non-voting) members: officers of NATO and ANZUS Pact Countries; and
- (4) Honorary (non-voting) members.

Section 3: Applications for regular or surviving spouse membership shall be submitted in writing or electronically to the Board of Directors. Regular and Surviving Spouse members shall submit recommendations for Honorary membership in writing or verbally to the Board of Directors. The Board may grant Honorary membership to certain individuals in recognition of their service to the Chapter, the retired or active duty officer community, or the nation. Honorary members shall not be required to pay annual dues. Normally, an individual eligible for regular, surviving spouse or associate membership is not eligible for honorary membership. However, any person who holds an elective or appointed office at the MOAA National, State or Local level may be extended an honorary membership during his or her tenure of office. The Board may grant Honorary membership to local business executives and their spouses. The Board shall be empowered to accept or reject any application or recommendation for membership.

Section 4: The Board may drop any member for good and sufficient cause after that member has been given an opportunity to be heard.

Section 5: Regular and Surviving Spouse members are encouraged to obtain and maintain membership in National.

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.

Section 2: Only regular and surviving spouse members present and in good standing at a meeting of the Chapter shall be entitled to vote. Additionally, spouses of chapter members who are currently serving officers or directors shall be entitled to vote. Good standing requires that Chapter dues are paid for the current fiscal year.

Section 3: Proxy voting shall not be permitted at any meeting of the Chapter, including both membership and Board of Director meetings.

Article VI – Dues

Section 1: Annual dues are reviewed and determined by the Board. If deemed necessary, the Board may increase or decrease the annual dues, or set different amounts for dues depending upon the date the member joins the Chapter.

Section 2: The annual dues for the Chapter's fiscal year beginning July 1st shall become due on October 1st and delinquent if unpaid by December 31st of that year.

Section 3: Members who fail to pay their dues within 60 days from the time they become due shall be notified on or about December 1st by the Membership chairman by individual letters sent to the member's most recent address.

Section 4: Any member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of the annual dues.

Article VII – Membership Meetings

Section 1: There shall be an annual meeting of the Chapter during the month of April for the presentation of annual reports, the announcement of annual dues for the next fiscal year, the election of officers and directors, and the transaction of other business. Notice and purpose of the annual meeting shall be mailed/emailed to the Chapter's membership at least 15 days in advance of the meeting date, and in accordance with Arizona law.

Section 2: Regular meetings of the Chapter shall be held during the months of October through May unless otherwise decided by the Board of Directors. Notices will be placed in the monthly NewsGram and on the website of monthly meetings at least 15 days in advance of the date of any meeting, except for special meetings (see Section 3 below).

Section 3: Special meetings of the Chapter may be called by the President. Notice of any special meeting shall be mailed/emailed to each member at least 15 days in advance of said meeting, stating the date, time, place, and subject(s) to be considered by the membership.

Section 4: Twenty percent of all regular and surviving spouse members qualified to vote at any meeting of the Chapter shall constitute a quorum (see Article V, Section 2 for qualifications).

Section 5: The guidelines contained in the current edition of ROBERT'S RULES OF ORDER shall, at the discretion of the Chairman of the Board, guide the conduct and resolve any disputes that may arise, 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 have adopted prior to a meeting.

Article VIII – Board of Directors

Section 1: The Board shall be composed of a minimum of six and not more than twenty members. Directors of the Board shall be the elected officers (President, who shall also be the Chairman, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, Treasurer), directors elected or appointed by the President, and the Immediate Past President. As deemed appropriate and necessary by the President, Co-Secretaries and Co-Treasurers may be elected as officers and to the Board. The Chapter shall use the organizational structure recommended by National as guidance to organize, control, and give direction to the management team in accordance with the Organizational Chart shown in the current National Chapter Handbook and follow the leadership roles described for the Board, all Chapter Officers, Chaplain, and Transition Liaison Officer.

Section 2: The elected officers, who are also directors, shall be elected annually by the membership at the annual meeting. Additional directors at large may be elected or appointed by the President. Each officer, director or other official appointees who have agreed to serve for the ensuing year shall be installed at the regular May meeting of the Chapter, to take office effective upon commencement of the fiscal year on July 1, and serve for a term of one year. Directors or other official appointees, after agreeing to accept appointment by the Chapter President and approved by the Board, shall be installed by the President or a Vice President at meetings of the membership.

Section 3: The Board 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 4: The Board shall not be authorized to engage in partisan political activity, adopt resolutions, or to establish positions on candidates for public office in the name of the Chapter. However, the Chapter may lobby or adopt resolutions or establish positions on pending legislation, community or public issues and similar topics in the name of the Chapter.

Section 5: The Board shall meet in regular meetings upon the call of the President at such times and places as the President may designate. Formal written notice of the next regular meeting of the Board of Directors shall not be required, but shall normally be announced at the previous Board meeting. The Board shall be called to meet in a special meeting upon demand of the President, or by a majority of its members. All members of the Board shall be notified by phone, email, or in writing at least three business days in advance of such special meeting stating the date, time, location, and subject of the meeting.

Section 6: A majority of the currently serving directors of the Board shall constitute a quorum at any meeting of the Board.

Section 7: All questions coming before the Board shall be decided by a majority vote, with each voting member of the Board present being entitled to one vote. Proxy voting shall not be permitted.

Article IX – Officers

Section 1: The elected officers shall be a President, a 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary, and Treasurer, each of whom shall be a regular or surviving spouse member, or a spouse of a member. As deemed appropriate and necessary, “co” officers may be elected for the Secretary and Treasurer positions, who shall be regular or surviving spouse members, or a spouse of a member.

Section 2: The elected officers shall be elected annually by the membership at the annual meeting of the Chapter Membership in April of each year. Each elected officer shall be installed as a Chapter Officer at the regular May meeting each year to serve a term of one year effective and commencing upon July 1 of each year.

Section 3: Normally, a member shall not serve more than two consecutive terms (or more than two years in total) as President; however, this provision may be waived if there are no volunteers to assume the office and the member agrees and the Board of Directors concur in having the member serve another term or serve beyond two years.

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. A vacancy in the office of the 2nd Vice President shall be filled by the 3rd Vice President. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 5: The Chapter President shall be the chief elected officer and Chairman of the Board, shall preside at meetings of the Chapter and of the Board and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. The President shall also, at the annual meeting and at such other times as might be deemed proper, communicate to the Board and/or to the Chapter members such information or such proposals that would in his/her opinion tend to promote the welfare and increase the potential of the Chapter. Further, the President 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 Immediate Past President shall, if willing and able to do so, temporarily perform the duties of the President until the President's disability or absence is resolved or a new president is elected by the Members. If the Immediate Past President is unwilling or unable to perform the duties of the President, then the 1st Vice President shall perform the duties of the President.

Section 7: The Secretary (and Co-Secretary, if any) shall provide timely written notification of all meetings of the Chapter and of the Board of Directors and shall maintain a record of all proceedings. The Secretary also shall carry out these duties: prepare minutes for each Board meeting, prepare such correspondence as might be required, maintain the Chapter's correspondence files, and safeguard all important records, documents and valuable equipment belonging to the Chapter. Furthermore, the Secretary shall perform such other duties commensurate with the office or as might be assigned by the Board of Directors or the President.

Section 8: The Treasurer (and Co-Treasurer, if any) shall maintain a record of all sums received and expended by the Chapter; collect the members' annual dues, make such disbursements as are authorized by the Chapter or the Board of Directors, deposit all sums received in a financial institution approved by the Board of Directors, and make a financial report at the annual meeting or when called upon by the President. Funds may be drawn from the account in the financial institution only upon the signature of the Treasurer or of the President. The funds, books, and vouchers in the custody of the Treasurer shall at all times be subject to inspection and verification by the Board of Directors or audit committee.

Section 9: An audit committee shall conduct a financial review (not a formal audit) of the Treasurer's records. The audit committee shall consist of at least two Board Directors who are not allowed to sign checks or transfer funds, and who shall be appointed by the President and approved by the Board. If needed and authorized by the Board, the audit committee may engage the services of an outside accountant to support the financial review. The financial review shall be conducted no later than 15 October of each year or within 30 days after the change of Treasurers, except when a new Treasurer is installed as a new officer in May. In this case, the outgoing Treasurer shall close the Chapter's books on 30 June and the incoming Treasurer shall reopen the books on 1 July of that year. In the discretion of the Board, a formal audit by outside accounting personnel may be authorized at any time.

Article X – Committees

Section 1: The President, subject to the approval of the Board, shall annually appoint standing and special committees such as might be required by the Bylaws or deemed necessary by the Board of Directors.

Section 2: The standing committees of the Chapter shall consist of a membership committee, a program committee, a legislative committee, a personal affairs committee, a leadership succession and nominating committee, and a strategic planning committee,.

Section 3: Each year at the regular January Board Meeting or at least 90 days before the annual meeting, the President shall appoint a nominating committee, approved by the Board, consisting of up to three regular members or surviving spouse members, to nominate candidates for elective offices. The committee shall notify the Secretary in writing, at least 10 days before the March Board meeting in order to meet the deadline to announce its slate of officers and directors for the next ensuing year and give notice for the Annual Meeting of the membership to the members, such notice to include any changes in dues or proposed amendments to the Bylaws.

Article XI – Fiduciary Matters and Conflicts of Interest

Section 1: General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Chapter.

(b) Reliance on Information, Reports, etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the Chapter whom the director or officer reasonably believes to be reliable and competent in the matters presented; and (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 1(b) unwarranted.

(c) Liability to the Chapter or Its Members. A director or officer shall not be liable as such to the Chapter or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this section.

(d) Limitation on Compensation. No member of the Chapter may receive compensation for services rendered in support of the activities of the Chapter from nonmembers or outside sources without approval of the Board. This includes merchandise, services, benefits, or rebates from vendors providing services or merchandise to the Chapter that are not provided to every member. This does not preclude reimbursement of actual expenses or reasonable compensation to Chapter members from the Chapter funds for services rendered. Further, this does not preclude discounts to members for merchandise or services that are provided equally to all members or all participants in a particular activity sponsored by the Chapter.

(e) Chapter Debts. Debts of the Chapter shall be satisfied prior to any dissolution of the Chapter. See the Articles of Incorporation for the Chapter for further provisions in the event of dissolution of the Chapter.

Section 2: Conflicts of Interest.

(a) Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the Chapter.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the Chapter, and specifically includes, without limitation, directors and officers of the Chapter. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the Chapter” includes any interest in any contract, transaction or other financial relationship with the Chapter, and any interest in an entity whose best interests may be impaired by the best interests of the Chapter, including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Chapter, an entity in which the Chapter has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Chapter.

(b) Disclosure. If a responsible person is aware that the Chapter is about to enter into any transaction or make any decision involving a conflict of interest (a “conflicting interest transaction”), such person shall (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Chapter of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Chapter entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The Chapter may enter into a conflicting interest transaction, provided either

(i) The material facts regarding the responsible person’s relationship or interest and regarding the conflicting interest transaction are disclosed or are known to the Board, and the Board authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum; or

(ii) The material facts regarding the responsible person’s relationship or interest and regarding the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair with respect to the Chapter.

Article XII – Amendments

The Bylaws may be amended, repealed, or altered in whole or in part by either:

- (i) the Board of Directors of the Chapter by a majority vote in the regular course of business at a Board meeting, or
- (ii) by a majority vote of the members present and qualified to vote at any annual, regular or special meeting of the Chapter, provided that the date and time of said meeting to amend the Bylaws along with a copy of any amendment proposed for consideration or a summary of the proposed amendments, shall be mailed or e-mailed to each member qualified to vote at least 15 days before the meeting. The Chapter also will provide a copy of the proposed amended Bylaws to the members requesting it who are present at the scheduled meeting. After review by the membership, the proposed amendment to the Bylaws will be voted upon.

Article XIII – The Flag

The American Flag and Luke Chapter Flag shall be displayed and honored at all meetings of the Chapter and the Board.

CERTIFICATE OF ADOPTION

This is to certify that these Bylaws were approved and adopted by the Board of Directors of Luke Chapter, Military Officers Association of America at a regularly scheduled meeting of the board in Sun City West, AZ on May 2, 2019.

Colonel Michael Kramer, USAFR (Ret)
President

Carol Mungas
Co-Secretary

LTC Dennis DeFrain, USA (Ret)
1st Vice President

Colonel Stephen Pohl, USAF (Ret)
2nd Vice President