



Pikes Peak Chapter
Military Officers Association of America
(MOAA)
P.O. Box 15319
Colorado Springs, CO 80935-5319



BYLAWS

PREAMBLE

Chapter Vision: Model World Class Chapter

Chapter Mission: To support the MOAA mission at the community level, providing first-class service to our members and supporting a strong national defense and the interests of men and women of the uniformed services at every stage of their lives and careers.

Chapter Objectives:

- To inculcate and stimulate 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 the integrity and prestige of uniformed service;
- 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 personnel of the Services from which our members are drawn, and their family members and survivors, in every proper and legitimate manner; and
- To present their rights and interests when Service matters are under consideration.
- To promote the beneficial development, welfare and prestige of the Pikes Peak Area and its Military and Civilian Communities.
- To further and participate, as appropriate, in local military and community programs, events and activities.
- To foster harmony and a spirit of camaraderie among all officers of the uniformed services.
- To conduct an organized program of social and fraternal activities.

ARTICLE I - OFFICES

1.01 PRINCIPAL OFFICE. This corporation, a non-profit organization, is known as the Pikes Peak Chapter, Military Officers Association of America, Inc., (hereafter referred to in these Bylaws as the Chapter). Its principal office is located in the County of El Paso, State of Colorado. It operates exclusively for the mission specified in the Preamble.

1.02 REGISTERED OFFICE. The registered office of the corporation is required by the Colorado Corporation Code to be maintained in the State of Colorado, but need not be identical with the principal office and the address of the registered office may be changed from time to time by the Board of Directors (hereafter referred to as the Board) (Paragraph 7.01).

1.03 SATELLITE. One or more Satellites may be established as subsidiaries of The Pikes Peak Chapter to further serve Chapter members in diverse geographic areas of the Pikes Peak Region. All Chapter members are eligible to participate in Satellite activities and Satellites will not have separate memberships. Satellites shall not maintain Principal Offices or Registered Offices separate from the Chapter offices.

ARTICLE II - MEMBERSHIP, CATEGORIES AND VOTING RIGHTS

2.01 QUALIFICATIONS. Subject to the provisions hereof, membership shall be composed of men and women who pay dues to the chapter and who are, or have been, active duty, former, retired, Reserve and National Guard commissioned and warrant officers and cadets and midshipmen of the uniformed services — Army, Marine Corps, Navy, Air Force, Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration, surviving spouses of qualified officers, and honorees. All members must be still serving, either as active duty, reservists, or National Guard, be honorably discharged, or retired.

2.02 MEMBERSHIP CATEGORIES. Membership shall consist of four categories:

a. REGULAR MEMBERS. Qualified members, as defined in Paragraph 2.01, who are also current members of the national organization of MOAA.

b. ASSOCIATE MEMBERS. Qualified members, as defined in Paragraph 2.01, who pay dues to the Chapter but are not current members of the national organization of MOAA.

c. AUXILIARY MEMBERS. The surviving spouse of any qualified individual, as defined in Paragraph 2.01.

d. HONORARY MEMBERS. Selected individuals, who are not eligible for any of the above categories of membership, may be granted honorary membership at the discretion of the Board. Such persons shall have made significant and unique contributions to one or more of the values stated in the Preamble above. Recommendations for Honorary membership shall be made in writing by any Chapter member and addressed to the President.

2.03 APPLICATION FOR MEMBERSHIP, DISENROLLMENT AND REINSTATEMENT.

a. APPLICATION FOR MEMBERSHIP: Application for membership as a Regular, Associate, or Auxiliary member shall be in writing and addressed to the Membership Chairperson.

b. DISENROLLMENT: Members will be disenrolled for:

- (1) Nonpayment of dues. When their annual dues are unpaid on March 1st for that year.
- (2) Cause. Disenrollment of a member for cause shall be the sole responsibility of the Board, after the individual concerned has been given 30 days to be heard or represented.

c. REINSTATEMENT: Any member who has been disenrolled for non-payment of dues may be reinstated upon written application for membership and payment of dues for the current year.

2.04 NATIONAL MOAA MEMBERSHIP. Regular members are required to hold and maintain membership in the Military Officers Association of America, 201 North Washington Street, Alexandria, VA 22314-2539. Associate and Auxiliary members are encouraged to acquire and maintain such membership.

2.05 MEMBER VOTE. Members in good standing (dues paid for current year) shall be entitled to vote on items submitted to the membership for a vote. All membership categories shall be entitled to vote for

the slate of nominated officers at the Annual Membership Meeting or at any other monthly meeting during the year to confirm the appointment of a member to fill a vacancy of the Elected Officers of the Chapter. Proxy voting shall not be accepted at any meeting of the Chapter or the Board.

ARTICLE III - MEMBERSHIP MEETINGS

3.01 MEMBERSHIP MEETINGS. Chapter membership meetings shall be held monthly throughout the year at a place, date and hour determined by the Board.

3.02 ANNUAL MEMBERSHIP MEETING. The monthly members meeting held in November is designated as the Annual Membership Meeting.

3.03 SPECIAL MEETINGS, SATELLITE MEETINGS AND OTHER ACTIVITIES. Special meetings and other activities may be held at a time and place determined by the Chapter Board or Satellite Committee. Satellite meetings may be held during those months when Chapter meetings are held. Members may attend the Chapter monthly meeting and/or any meetings held by an authorized Chapter Satellite. Satellite monthly meetings may not conflict with Chapter monthly meetings.

3.04 QUORUM. A quorum shall consist of the voting members present at any regularly scheduled monthly meeting.

ARTICLE IV - BOARD OF DIRECTORS

4.01 COMPOSITION. There shall be a Board of Directors, chaired by the President, composed of the elected Officers of the Chapter (Article V. 5.01). All Board members, except the Treasurer, have the right to a vote. A minimum of 50% of the currently serving elected officers shall constitute a quorum for a meeting of the Board. The board shall meet at least monthly upon the call of the president at such times and places as he may designate and shall be called to meet upon demand of a majority of its members. Board members may attend in person or by telephone conference (when a telephone conference can be provided).

4.02 MANAGEMENT. The business management and affairs of the Chapter shall be under the direction of the Board. It shall have authority to expend funds, incur liabilities, authorize contracts, order audits or reviews of funds, and attend to such other matters as may occur. No amount of funds in excess of \$1,000.00 shall be expended without prior approval of the Finance Committee except for social functions and meetings, to the extent reimbursed by members.

4.03 ATTENDANCE. All elected officers are expected to attend at least 75% of the regularly scheduled Board meetings, unless excused for cause, or be subject to replacement. The Secretary will maintain a roster of attendance as part of the Board meetings to document attendance. Board members may attend in person or by telephone conference.

ARTICLE V – OFFICERS

5.01 ELECTED OFFICERS. The Chapter Officers shall be Regular members, the spouse of a regular member, or Auxiliary Members and consist of a President, First Vice President (Programs), Second Vice President (Communications), Vice President for Membership, Vice President for Fund Development, Satellite Chairperson, Secretary, Treasurer, Auxiliary Representative, and the Immediate Past President. The term of office for Officers shall be one year unless they are sooner removed, otherwise disqualified, or reelected to the same office, or until their successor is appointed or elected.

5.02 VACANCIES. A vacancy in the office of President shall be filled by the First Vice President for the unexpired term. In the case of vacancies in other elected offices, the President, with the advice and consent of the Board, shall appoint a qualified member to fill the position. Such an appointment shall be confirmed by the membership at the next monthly meeting.

5.03 DUTIES OF THE OFFICERS.

a. PRESIDENT: The President is the chief executive officer of the Chapter and shall preside at Board of Directors and membership meetings. The President shall have general oversight of the work of the Chapter, sign official documents, appoint liaison officers, appoint committees not otherwise provided for, be an ex-officio member of all committees, and be a voting member of the Colorado Council of Chapters.

b. FIRST VICE PRESIDENT/PROGRAMS: The First Vice President shall be the deputy to the President, perform such duties as the President may request, maintain cognizance of all policy matters and act on behalf of the President in the absence or disability of the President and, at those times, shall have full authority to carry out the President's duties. The First Vice President shall also be the Chairperson of the Programs Committee.

c. SECOND VICE PRESIDENT/COMMUNICATIONS CHAIRPERSON: The Second Vice President shall be the Chairperson of the Communications Committee. The 2nd Vice President shall work closely with the Vice President for Membership to ensure communications methods support recruiting and retention efforts.

d. VICE PRESIDENT OF MEMBERSHIP: The Membership Chairperson shall chair the Membership Committee and work with the Chapter's Second Vice President to establish recruiting and retention goals. The Membership Chairperson shall supervise membership record keeping, recruiting programs, flyers, liaison with local military installations and other local organizations. The Membership Chairperson shall pick up all dues, personal data changes and "postage due" items from the Chapter Post Office Box. All dues and Scholarship Fund donations will be forwarded to the Treasurer in a timely manner. The Membership Chairperson shall maintain close coordination with the Secretary, Treasurer, and *THE EAGLE* Editor.

e. VICE PRESIDENT FOR FUND DEVELOPMENT: The Vice President for Fund Development shall be responsible for raising funds to build capacity and sustainability for the Chapter. The Vice President for Fund Development shall develop a fund raising plan and keep the President, Board, and Chapter membership advised of all fund raising activities.

f. CHAIRPERSON OF SATELLITE COMMITTEE: The Chairperson of a Chapter Satellite shall keep the President, Board, and Chapter membership advised of all Satellite activities.

g. TREASURER: The Treasurer shall be responsible and accountable for the receipt of all monies and other assets, for depositing same in such financial institutions as the Board may approve, and for disbursing funds in accordance with the Board's instructions. The Treasurer shall maintain accurate records of all receipts and disbursements, render a monthly report to the Board (or at such other times as the Board directs), and prepare an annual Treasurer's report and present it to the membership at the Chapter Annual Meeting. The Treasurer shall be a member of the Financial Committee and assist in the preparation of the annual budget. The Treasurer shall prepare and maintain all tax exemption documents and submit the necessary documentation to maintain the Chapter's tax-exempt status. The Treasurer is a voting member and treasurer on the Scholarship Fund Board of Directors.

h. SECRETARY: The Secretary shall maintain the Chapter records, including Bylaws, minutes of meetings, and other records provided to him/her from other Board members. The Secretary shall initiate or answer correspondence and perform other duties as requested by the President. The Secretary shall maintain an annual calendar to include significant suspense dates, obligations, or other noteworthy dates.

i. AUXILIARY REPRESENTATIVE: The Auxiliary Representative shall represent the interests of the Auxiliary membership to the Board.

j. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall be the Chairperson of the Nominating Committee, Chairperson of the Senior Advisory Council (Article XII), and may perform other functions as requested by the President.

ARTICLE VI – DEPUTY OFFICERS

6.01 DEPUTY OFFICERS. The Chapter Deputy Officers shall be a Regular member, the spouse of a regular member, or an Auxiliary Member and consist a Deputy to the First Vice President, Deputy to the Second Vice President, Deputy to the Vice President for Membership, Deputy to the Vice President for Fund Development, Deputy to the Treasurer, and Deputy to the Secretary. Chapter Officers shall nominate to the Board qualified members to fill the respective Deputy Officer positions. The nominated Deputy Officers shall assume their positions upon majority Board vote.

6.02 DUTIES OF THE DEPUTY OFFICERS.

a. DEPUTY TO THE FIRST VICE PRESIDENT. The Deputy to the First Vice President will maintain a working knowledge of the First Vice President’s duties, procedures, files, and responsibilities, assist the First Vice President as needed, and be prepared to assume the position of First Vice President, if required. The Deputy to the First Vice President shall hold a proxy for the First Vice President in all board votes for which the First Vice President is absent.

b. DEPUTY TO THE SECOND VICE PRESIDENT. The Deputy to the Second Vice President will maintain a working knowledge of the Second Vice President’s duties, procedures, files, and responsibilities, assist the Second Vice President as needed, and be prepared to assume the position of the Second Vice President, if required. The Deputy to the Second Vice President shall hold a proxy for the Second Vice President in all board votes for which the Second Vice President is absent.

c. DEPUTY TO THE VICE PRESIDENT OF MEMBERSHIP. The Deputy to the Vice President of Membership will maintain a working knowledge of the Vice President of Membership’s duties, procedures, files, and responsibilities, assist the Vice President of Membership as needed, and be prepared to assume the position of the Vice President of Membership, if required. The Deputy to the Vice President for Membership shall hold a proxy for the Vice President of Membership in all board votes for which the Vice President of Membership is absent.

d. DEPUTY TO THE VICE PRESIDENT FOR FUND DEVELOPMENT. The Deputy to the Vice President for Fund Development will maintain a working knowledge of the Vice President for Fund Development’s duties, procedures, files, and responsibilities and assist the Vice President for Fund Development as needed, and be prepared to assume the position of the Vice President for Fund Development, if required. The Deputy to the Vice President for Fund Development shall hold a proxy for the Vice President for Fund Development in all board votes for which the Vice President for Fund Development is absent.

e. DEPUTY TO THE TREASURER: The Deputy to the Treasurer shall maintain a working knowledge of the Treasurer's duties, responsibilities, procedures, files and accounting practices; assist the Treasurer as needed in routine and special tasks; and be prepared to assume the position of Treasurer, if required.

f. DEPUTY TO THE SECRETARY: The Deputy to the Secretary shall maintain a working knowledge of the Secretary's duties, responsibilities, procedures, files and equipment; assist the Secretary as needed in routine and special tasks; and be prepared to assume the position of Secretary, if required.

ARTICLE VII – APPOINTED OFFICIALS

7.01 APPOINTED OFFICIALS. The President is authorized to appoint officials as he/she deems necessary to assist in supporting the Chapter. Such officials may include a Chaplain, Historian, Photographer, Legal Advisor, Medical Advisor, Sergeant-at-Arms, TOPS Mentors, Legislative Affairs, Public Information, Personal Affairs, *THE EAGLE* Editor, Membership Database Manager, Webmaster, Training Officer and other officials, as necessary. Appointed Officials are not members of the Board of Directors and do not vote on chapter action matters.

ARTICLE VIII – COMPENSATION

8.01 COMPENSATION. Elected Officers, Deputy Officers, and Appointed Officials shall not receive compensation for their services. However, the Board may authorize reimbursement of certain expenses incurred in the performance of duties. The type, amount and extent of expenses to be reimbursed shall be determined by the Board within budget allocations.

ARTICLE IX - NOMINATIONS AND ELECTIONS

9.01 APPOINTMENT OF A NOMINATING COMMITTEE. No later than August 1st, the President and Past president shall appoint a Nominating Committee for the forthcoming year. This committee will present, at the members meeting in October, a slate of names of Regular and Auxiliary members which it recommends to serve as the Officers (Article V. 5.01) for the forthcoming year.

9.03 NOMINATIONS. The Nominating Committee shall consider nominating Chapter Officers for a second term; consider nominating the 2nd Vice President or the Deputy to the 1st Vice President for the office of 1st Vice President; and consider nominating the Deputy Officers to the respective Officer positions.

9.02 NOMINATIONS FROM THE FLOOR. Nominations from the floor may be made at the November Annual Membership Meeting and shall conform to the following procedures: Nominations must be made by a member in good standing and seconded by two other members in good standing at the time of the meeting. The nominee must be present at the meeting and state that, if elected, he/she agrees to serve in the office to which nominated. At the same time, a written Letter of Nomination, signed by the three nominators and the nominee, shall be submitted to the Nominating Committee attesting to the membership of the nominators and the qualifications of the nominee to hold elected office.

9.03 ELECTION. At the November Annual Membership Meeting, the Nominating Committee will present their recommendations and additional nominations shall be called for from the floor in accordance with Paragraph 8.02. After all nominations have been received, nominations will then be closed and the election for Officers will be held. A majority of votes cast for each nominee shall determine the outcome of the election for each Officer. The newly elected Officers will be installed at the monthly meeting in January.

9.04 APPROVAL OF THE SCHOLARSHIP FUND BOARD OF DIRECTORS. In accordance with Section 2, ARTICLE VI, of the Bylaws of the Pikes Peak Chapter Scholarship Fund, the Board of Directors of the Pikes Peak Chapter shall approve the Board of Directors of the Pikes Peak Chapter Scholarship Fund. This approval is normally held at the second meeting of the Chapter Board of Directors in the calendar year. The Chapter Treasurer is a voting member and the Treasurer on the Scholarship Fund Board of Directors.

ARTICLE X - DUES

10.01 DETERMINATION OF DUES. Annual and life membership dues shall be determined by the Board and approved by the membership at the Annual Membership Meeting held in November or any other membership meeting called for that purpose.

10.02 ANNUAL DUES. Except as specified in Paragraph 9.04, Regular, Associate, and Auxiliary members shall pay annual dues for each calendar year. Honorary members shall be exempt from the payment of dues.

10.03 LIFE MEMBERSHIP DUES. The payment of Life Membership dues, in lieu of annual dues, is an option available to Regular and Auxiliary members. These dues shall be deposited into the Life Members Fund and only the interest or other appreciated funds may be expended or transferred into the General Fund.

10.04 AUXILIARY MEMBERS. Auxiliary members shall not be required to pay dues for the balance of the year in which their spouses died, and the amount of dues already paid by the deceased spouse shall be credited to the auxiliary member's dues for the year(s) following the year in which the spouse died. Upon the death of a Life Member, the Life Membership shall automatically transfer to the surviving spouse.

10.05 PRORATION OF DUES. Annual dues shall be prorated as follows:

- a. New members joining the first half of the calendar year shall pay the full amount of annual dues.
- b. New members joining in the last half of the calendar year shall pay one-half of the annual dues, except that:
- c. New members joining in November or December shall pay the full amount of annual dues, which shall be credited to the forthcoming year.

ARTICLE XI - COMMITTEES

11.01 COMMITTEES. There shall be such committees as the President may appoint including the following Standing Committees:

a. FINANCE: This committee shall be responsible for all financial functions of the Chapter, to include investment of Chapter funds, preparation of an annual budget for the forthcoming year, monitoring current year budget compliance, preparation and submission of tax documents, and supervision of the Treasury. The Vice President for Fund Development shall be the chairperson of the Finance Committee. The Treasurer and the Deputy Treasurer shall be permanent members of this committee.

b. FINANCIAL REVIEW: A Financial Review Committee, appointed by the Board in December, shall be comprised of at least three Regular members who are not currently serving Officers of the Chapter and be chaired by a Past President. This committee shall conduct a review of all Chapter financial reports and records during January.

c. MEMBERSHIP: This committee shall be responsible to seek out and encourage eligible officers and spouses of deceased eligible officers to join the Chapter as new members and initiate plans to retain current members. The Vice President for Membership shall be the Chairperson of this committee. Other

members shall include the Deputy Membership Chairperson, membership Database Manager, TOPS Monitors, the Public Information Officer and other members as prescribed by the President.

d. COMMUNICATIONS: This committee shall be responsible to oversee all aspects of Chapter communications, both internal and external, to include the publication and distribution of the Chapter newsletter, *THE EAGLE*, and the Membership Directory, administration of the Chapter's website, and email communications. This committee includes *THE EAGLE* Editor, the Webmaster, and others as determined by the Second Vice President, who chairs this committee.

e. SATELLITE: This committee shall consist of the Satellite Chairperson and others appointed by the Satellite Chairperson to plan and carry out activities for the Satellite.

f. NOMINATING: This committee consists of, if practicable, a minimum of one member from each of the four principal uniformed services and one Auxiliary member. The Immediate Past President will act as the Nominating Committee Chairperson. This committee will present, at the monthly members meeting in October, a slate of names of Regular and Auxiliary members which it recommends to serve as the Officers (Article V. 5.01) for the forthcoming year.

g. PROGRAMS: This committee shall be responsible for planning and conducting Chapter programs such as guest speakers, entertainment, events, venues and menus for monthly members meetings and other special meetings as may be requested by the President. The First Vice President shall be the Programs Committee Chairperson and it shall consist of other members appointed by the Chairperson.

h. PERSONAL AFFAIRS: This committee shall be composed of three people, at least one of which should be a surviving spouse. It will provide practical information to survivors about their entitlements, help with submission of inquiries, applications and claims to government agencies and keep members informed about local services available.

ARTICLE XII - BUDGET AND AUDITS

12.01 BUDGET. The Finance Committee shall, by 1 October of each year, prepare an annual budget for the forthcoming calendar year and submit it to the Board. The Board shall review and approve the budget by 1 November of each year, submit it to the membership for adoption at the November Annual Membership Meeting and cause it to be published in the December issue of *THE EAGLE*.

12.02 AUDITS. The annual financial review shall be conducted in January by the Financial Review Committee. The previous year's Treasurer shall provide the Financial Review Committee with all records of transactions and answer any questions that may arise. Upon a change of the Treasurer, the Board shall direct a review of the financial records by the Financial Review Committee. Other reviews may be made at the call of the Board. The written results of the reviews shall be presented to the Board which shall review the reports and cause them to be published in the next available issue of *THE EAGLE* along with any corrective actions that may be necessary. The person(s) who do the review of the Chapter Funds shall be other than the person(s) who do the Scholarship Fund review.

ARTICLE XIII - SENIOR ADVISORY COUNCIL

13.01 THE SENIOR ADVISORY COUNCIL. This council shall consist of all Past Presidents acting as an advisory body to the Board and chaired each year by the Immediate Past President. In the event the Immediate Past President is unable or otherwise unavailable to act in this capacity, the preceding Past President will assume the position of Chairperson. Meetings will be held at the call of the Chairperson and the incumbent President shall be invited.

ARTICLE XIV - THE FLAG OF THE UNITED STATES OF AMERICA

14.01 THE FLAG OF THE UNITED STATES OF AMERICA shall be displayed at all meetings of the Chapter and the Board if practical and the Pledge of Allegiance shall be rendered at the beginning of each meeting if practical.

ARTICLE XV - CHANGES TO THE BYLAWS

15.01 These Bylaws may be altered, amended or changed, or new Bylaws adopted, by a two-thirds vote of a quorum of members present at any monthly meeting, or at a special meeting called for that purpose, provided at least a 30 day advance notice of such intent has been published in *THE EAGLE* or by email notification. Proposed amendments shall be submitted in writing to the Secretary. The Board shall review the proposed amendments and, if approved, shall follow the procedures outlined above. The Board of Directors should review the Bylaws at least every two years, and propose appropriate changes of the Bylaws to the membership.

Approved by the Membership: 02 June 2016
Certified by:

Signed
John Carrigan
President, 2016

Signed
Susan McGovern
Secretary, 2016