

THE GEORGIA MILITARY OFFICERS ASSOCIATION OF AMERICA, INC.

BY-LAWS

(As amended May 11, 2013)

ARTICLE I: NAME

Section 1: The name of the Association shall be the Georgia Military Officers Association of America, (GMOAA), hereafter referred to as the Association.

Section 2: The State Headquarters of this Association shall be located at an address designated by the incumbent President.

ARTICLE II: MISSION AND PURPOSES

Section 1: The mission of this Association is to support Georgians who serve or have served to protect our freedom.

Section 2: The purposed of this Association shall be:

(a) To assist new Chapters in the State of Georgia to obtain a Charter from The Military Officers Association of America, Inc.

(b) To assist the Chapters in the State of Georgia in their efforts to aid the retired, active and former members of the uniformed services and their National Guard or Reserve components.

(c) To support The Military Officers Association of America, Inc. (MOAA), in its mission to preserve the earned benefits of all members of the uniformed services and to maintain a strong defense.

ARTICLE III: STATUS

Section 1: The association shall be nonprofit, operated exclusively for the purposes specified in Article II above.

Section 2: Officers and appointive officials shall not receive any stated compensation for their services, but the Association may, by resolution authorize reimbursement of expenses incurred in the performance of their duties.

Section 3: Nothing herein shall constitute member chapters as partners for any purpose. No member chapter, officer or agent of the association shall be liable for the acts or failure to act on the part of any other member chapter, officer or agent; nor shall any member chapter, officer or agent be liable for its or their acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful misfeasance or malfeasance.

Section 4: In the event of dissolution of the Association and after the discharge of all liabilities, remaining assets shall be distributed to the member chapters in proportion to their size.

ARTICLE IV: MEMBERSHIP

Chapters within the State of Georgia that are affiliated with The Military Officers Association of America shall be, upon formal letter of application, chartered as a member chapter of the Georgia Military Officers Association of America (GMOAA).

ARTICLE V: OFFICERS

The elected officers shall be the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, Director for Legislative Affairs, Director for Membership & Chapter Development, Director for Veteran Services, Director for Transition Assistance and Director for Public Affairs. Appointed officers of the Association shall be the Judge Advocate, Chaplain, Historian and Auxiliary Liaison. The First and Second Vice President and Immediate Past President may serve in a dual capacity as one of the elected or appointed officers.

ARTICLE VI: BOARD OF DIRECTORS

The Board of Directors is the governing body of The Association. Members of the Board of Directors shall be the elected and appointed officers.

ARTICLE VII: ELECTIONS

Section 1: Officer positions that are being vacated shall be filled by nomination and election at the next State Convention by a majority of votes.

Section 2: All officers must be in good standing in The Military Officers Association of America and local chapters at the time of their election or appointment, and must agree to serve in the capacity to which elected or appointed. All elective officers must be present to accept their nomination and election unless a majority of the members present feel their absence is justified and/or unavoidable and vote to waive the requirement.

Section 3: All elected and appointed officers will serve for one two-year term.

Section 4: The President shall appoint the Judge Advocate, Chaplain, Historian and Auxiliary Liaison.

Section 5: Any elected officer can be removed from office for cause by a two-thirds majority vote.

ARTICLE VIII: VACANCIES

A vacancy in the office of President shall be filled by the First Vice President. A vacancy in the office of First Vice President shall be filled by the Second Vice President. Vacancies in other elective offices shall be filled by appointment by the President subject to the approval of the Board of Directors.

ARTICLE IX: FINANCES

Section 1: The association shall operate on a cash basis and will not obligate or expend any funds not on hand.

Section 2: Each Chapter of the State Association, on the 31st day of August each year, shall owe three dollars (\$3.00) for each dues-paying member in good standing within their Chapter. This amount shall be due The Georgia Military Officers Association of America not later than the 10th day of September of each year. Chapters failing to pay their dues prior to the beginning of the business meeting at the State Convention will not be allowed to vote on issues coming before the business meeting or on the floor of the Convention.

ARTICLE X: MEETINGS

Section 1: This Association shall meet in convention annually in the October-November period for the receipt of annual reports, the transaction of other business and the election of officers. The place of the convention will be determined by the Board of Directors after coordination with the host chapter(s). The host chapter(s) will announce the time and specific location at the preceding convention. Notice of such convention shall be mailed to each officer and appointed official of the association and each chapter president at least 60 days before the appointed convention.

Section 2: The Association will meet annually in the second quarter of the year at a time and place to be determined by the President. Notice of time and place shall be mailed to each officer and official of the association and each chapter president at least 60 days in advance of each meeting.

Section 3: Special meetings may be called by the President when deemed necessary, or by written request of at least ten (10) percent of the members in good standing.

Section 4: The President may call for special meetings to be conducted electronically by e-mail or Conference Call. Such meetings shall be called when it is important for the Board of Directors to consider a matter that should not be postponed until one of the meetings in Section 1 or 2.

Section 5: All meetings shall, in general, be conducted in accordance with *Roberts' Rules of Order* however, when requested by any member; the Judge Advocate will implement a strict adherence to *Roberts' Rules of Order*.

ARTICLE XI: DUTIES OF OFFICERS

Section 1: The President shall:

(a) Preside at all meetings of the Association, appoint all committees and be an ex-officio member of all committees without vote except in the case of a tie.

(b) Be accountable for the Association's property and shall immediately turn such property over to the incoming President. A joint inventory of items shall include:

(1) The State Charter to The Georgia Military Officers Association of America, Incorporated, from the Secretary of State, Atlanta, Georgia.

(2) The Charter of Affiliation of The Georgia Military Officers Association of America, Incorporated, with The Military Officers Association of America, Washington, D.C.

(3) The Georgia Military Officers Association of America State Standard with staff and stand.

(4) The American Flag with staff peak, case, and stand.

(5) The gavel of The Georgia Military Officers Association of America, Inc.

(c) Give suitable recognition to members of the Association in attendance at the State Annual Convention who have, during the year, attained their 50th Anniversary as Commissioned or Warrant Officers. Recognition shall also be given to each Past President in attendance at the TGMOAA Annual Convention.

Section 2: The President or a designated representative shall:

(a) Visit chapters of the State upon request.

(b) Represent this Association in matters of affiliation and cooperation with other Affiliate Chapters and Councils of Chapters of The Military Officers Association of America.

Section 3: The First Vice President, Second Vice President and Immediate Past President shall act as Assistants to the President and shall perform such duties as may be assigned by the President. During the absence of the President at any meeting or function, the First Vice President shall preside.

Section 4: The Secretary shall:

(a) Keep all records of the Association, record the minutes of each business meeting and issue timely notices of meetings called by the President.

(b) Maintain a factual information record of the affairs of the Association and shall keep the roster of Past Presidents of the Association up to date and publish it at the State Annual Convention.

(c) Send to the Historian such records of a historical nature for inclusion in the perpetual *History of the Georgia Military Officers Association of America*.

Section 5: The Treasurer shall:

(a) Receive all money paid in for dues or received from other sources, and shall deposit all monies received in the name of the Association in such bank designated by the President. All disbursements shall be made by check and only for such amounts as are authorized in the budget or approved by the Board of Directors. The Treasurer shall keep and maintain the necessary books of account. An audit of the Association's books of account will be conducted annually. The Treasurer shall maintain the Association's financial records in such condition as to permit examination when required.

(b) Forward the fee fixed by law for the annual registration to the Secretary of State, Corporations Commissioner, State Capitol, Atlanta, Georgia, together with certified statement for Annual Registration of a Corporation not later than the first of April each year.

Section 6: The Director for Legislative Affairs shall:

(a) Be responsible for both state and national legislative affairs that have an impact on association members and shall keep the President informed of action needed and will seek the President's council in determining and implementing the legislative agenda. The Vice President for Legislative Affairs is authorized to:

(b) Take action necessary to support legislation in the best interest of the association members.

(c) Work with other organizations (such as MOAA and the Georgia Federal/Military Retiree Coalition) in order to accomplish legislative results.

(d) Solicit assistance from individuals in or out of FGMOAA to assist in implementing the Association's legislative program. This includes assisting Chapter Presidents and Chapter Legislative Affairs Officers to get their members voices heard and recorded.

Section 7: The Director for Membership and Chapter Development shall be responsible for developing plans and maintaining efforts for the formation of new chapters and their affiliation with MOAA and assisting FGMOAA Chapters to increase their membership.

Section 8: The Director for Veteran Services is responsible for keeping the membership aware of state and national services available to members and, upon request, assist chapter Veteran Affairs Officers and other members to insure that members and their survivors have the information necessary to receive the services that they have been earned by those who served.

Section 9: The Director for Public Affairs is responsible for securing advertising revenue for the state convention, developing, maintaining and implementing a program of work that will seek out and publicize positive and supportive information about the uniformed services and assist Chapter Public Affairs Officers as requested.

Section 10: The Director for Transition Assistance will assist chapters in their efforts to support veterans retiring or separating from active service. The incumbent will channel information to chapters about assistance

essential to veterans successful reintegration into the civilian workforce.

Section 11: The Historian shall review all pertinent data deemed to be of interest to others at a later time. The Historian shall sort, assemble and at the Historian's discretion, file the documents in the perpetual *History of the Georgia Military Officers Association of America* for future review.

ARTICLE XII. COMMITTEES

Section 1: The president shall appoint such standing and special committees as deemed advisable. Such appointments, unless terminated sooner, shall expire upon the completion of the president's term of office.

Section 2: The standing committees of the Association shall be the Chapter Assistance, Nominating and Chapter Awards committees.

(a) The Chapter Assistance committee shall be chaired by the Director for Membership and Chapter Development. The committee shall provide support to potential chapters and chapters experiencing a decline in membership or participation and in need of revitalization.

(b) The Nominating Committee shall be chaired by a Past State President. Committee members shall be the First and Second Vice President and one at-large member appointed by the President. The committee will prepare and present the slate to the membership at the Annual Meeting, accept any nominations from the floor, and conduct the election.

(c) The Awards Committee shall be chaired by the First Vice President. Committee members shall be the Second Vice President and three at-large members appointed by the President.

ARTICLE XIII: VOTING

Section 1: Except as otherwise provided in these bylaws, all questions coming before the association will be decided by a majority vote of the voting members present.

Section 2: Each Association officer/director, chapter president or his/her designated representative and past Association president is authorized one vote.

Section 3: Auxiliary/Associate members who are surviving spouses of MOAA eligible members are authorized to vote when designated as their chapter representative.

Section 4: In urgent matters, the president shall be authorized to put questions to a vote by mail, e-mail or telephone.

ARTICLE XIV: AMENDMENTS

Proposed amendments and additions to these By-Laws shall be submitted to the Secretary in writing. Such proposals shall be referred to the Board of Directors or presented at the next Annual Convention as directed by the President. Time permitting, the Board of Directors may refer such proposals to each chapter for action at its next meeting following receipt of the notice. Chapter Presidents are urged to report on action taken at the Mid-Year Meeting and at the State Convention. Changes become effective on the date of approval.

ARTICLE XV: FLAGS AND STANDARDS

Section 1: The American Flag and the Georgia MOAA Standard shall be properly displayed at all regular meetings of the Association.

Section 2: Each chapter of the Association is encouraged to display its Chapter Standard Banner at the Annual Convention.

Section 3: An appropriate streamer for Chapter Standard, funded by the State Convention, will be awarded at the Annual State Convention to chapters falling into categories listed below.

- (a) Highest percentage of increased membership.
- (b) Highest percentage of members attending the State Annual Convention (excluding the host chapter).
- (c) Highest actual number of members attending the State Annual Convention (excluding the host chapter).
- (d) The above awards will be presented to the chapters at the State Convention.
- (e) A streamer reading "Host Chapter, State Convention (year)" will be presented to the chapter hosting the Convention.

AMENDED BY THE MEMBERSHIP DURING THE MID-YEAR CONFERENCE AT WARNER ROBINS
GEORGIA ON SATURDAY, MAY 11, 2013

Attest:

/s/ Dan Holtz
Col Dan Holtz, USAF, RET
Secretary

Approved:

/s/ Alton Johnson
Lt Col Alton Johnson, USAF, RET
President