

BYLAWS
of the
NEW YORK STATE CAPITAL DISTRICT CHAPTER, Inc.
MILITARY OFFICERS ASSOCIATION of AMERICA

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| <p>ARTICLE I VOTING</p> | <p><u>Section 1.</u> Only regular members and surviving spouses in good standing, actually present at a meeting of the Chapter, shall be entitled to vote.</p> <p><u>Section 2.</u> Except as otherwise provided in these By- Laws, all questions coming before the membership shall be decided by quorum vote.</p> <p><u>Section 3.</u> Proxy voting shall not be permitted at any meeting of this Chapter.</p> |
| <p>ARTICLE II DUES</p> | <p><u>Section 1.</u> The annual dues for each member, for the next calendar year, shall be determined by the Board of Directors.</p> <p><u>Section 2.</u> The annual dues for a calendar year shall become due on 1 January of that year.</p> <p><u>Section 3.</u> Any member who fails to pay the dues within 90 days from the time they become due shall be notified by the Treasurer of this delinquency. If the member fails to make payment within the next 60 days, the Board of Directors may, without further notice and without hearing, drop the member from the roll. The member shall thereupon forfeit all rights and privileges of membership.</p> <p><u>Section 4.</u> Any member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.</p> |
| <p>ARTICLE III MEETINGS</p> | <p><u>Section 1.</u> There shall be an annual meeting of the Chapter during the month of December for the receipt of annual reports, the announcement of annual dues for the next calendar year, the election of officers and directors, and the transaction of other business.</p> <p><u>Section 2.</u> Regular meetings of the Chapter shall be held in December and each of four (4) other months, as selected by the Board of Directors. The regular meetings will normally be dinner or luncheon meetings. Additional meetings and/or field trips may be scheduled in any other months not selected for regular meetings.</p> <p><u>Section 3.</u> Special meetings of the Chapter may be called by the President. The notice of any special meeting shall include information as to the subject or subjects to be considered. No other business may be transacted at a special meeting.</p> <p><u>Section 4.</u> Notice of each meeting of the Chapter shall be mailed to the last recorded address of each member at least fifteen (15) days in advance.</p> <p><u>Section 5.</u> Ten percent of the entire membership possessing voting rights shall constitute a quorum at any meeting of the Chapter.</p> <p><u>Section 6.</u> The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these By- Laws or any special rules of order the Chapter may adopt.</p> |

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| <p>ARTICLE IV OFFICERS</p> | <p><u>Section 1.</u> The Board of Directors shall be composed of:</p> <ul style="list-style-type: none">(1) The elective officers (5) President, First and Second Vice Presidents, Secretary and Treasurer(2) The immediate Past President(3) Eight (8) elective directors <p><u>Section 2.</u> The elective directors shall be elected bi-annually (in even numbered years) by the membership at the annual meeting in December. Each elective director shall take office at the first regular or special meeting in the calendar year following election and shall serve a term of two (2) years. Any regular member or surviving spouse shall be eligible for election as an elective director.</p> <p><u>Section 3.</u> The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter, shall determine its policies or changes therein within the limits of the By -Laws, 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.</p> <p><u>Section 4.</u> The Board shall meet upon the call of the President at such times and places as may be designated and shall be called to meet upon the demand of a majority of its members. Notice of each meeting of the Board of Directors shall be mailed to the last recorded address of each member of the Board at least 7 days in advance.</p> <p><u>Section 5.</u> Five members of the Board shall constitute a quorum at any meeting of the Board.</p> <p><u>Section 6.</u> All questions coming before the Board shall be decided by a majority vote, with each member of the Board actually present being entitled to one vote. Proxy voting shall not be permitted.</p> <p><u>Section 7.</u> The President, with concurrence of the Board, shall appoint a Chaplain from any clergy among its members. The Chapter Chaplain shall serve as an ex-officio member of the Board of Directors.</p> <p><u>Section 8.</u> If the President is unable to represent the Chapter as its delegate to the NY State Council of Chapter Conferences, the President, with concurrence of the Board, shall appoint a Chapter member as the Chapter's delegate. That delegate shall serve as an ex-officio member of the Board of Directors.</p> <p><u>Section 9.</u> Elective members of the Board may also serve as Chaplain and/or delegate. These appointments shall be for one (1) calendar year beginning in January. Members may be re-appointed for successive one (1) year terms.</p> <p><u>Section 10.</u> The Treasurer shall submit timely annual IRS Form 990 to the IRS.</p> |
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| <p>ARTICLE V COMMITTEES</p> | <p><u>Section 1.</u> The President, subject to the approval of the Board of Directors, shall appoint such standing and special committees may be required by the By- Laws or as may be advisable.</p> <p><u>Section 2.</u> The standing committees of the Chapter shall include:</p> <ul style="list-style-type: none">(1) membership committee(2) program committee(3) legislative committee(4) personal affairs committee(5) public relations committee(6) the transition assistance program (TAP) committee(7) community action committee(8) surviving spouse committee <p><u>Section 3.</u> The special committees shall include:</p> <ul style="list-style-type: none">(1) nominating committee(2) audit committee(3) such other committee(s) as is deemed appropriate <p><u>Section 4.</u> At least sixty (60) days before the bi-annual meeting to elect officers and directors, the Board of Directors shall appoint a nominating committee of at least three (3) members to nominate at least one (1) candidate for each elective office. The nominating committee shall notify the Board of Directors, in writing, of its proposed slate of elective officers and directors for the next two (2) years. The secretary shall mail this listing of nominations to the last recorded address of each member at least fifteen (15) days before the annual meeting to elect officers and directors.</p> <p><u>Section 5.</u> Nominations to any elective office may be made from the floor at the bi-annual meeting to elect officers and directors providing, that the person whose name is placed in nomination has given permission, in writing, prior to such nomination. If more than one person is nominated for an elective office, there shall be balloting for the office by written ballot. The presiding officer shall appoint two (2) tellers to count and report the vote.</p> <p><u>Section 6.</u> A special committee shall go out of existence as soon as the task(s) assigned is completed and accepted by the Board of Directors.</p> <p><u>Section 7.</u> The Board of Directors shall list the duties and responsibilities of the standing and special committees and shall review and revise them when applicable and appropriate. Job descriptions for all elected and appointed positions can be found in the MOAA Council and Chapter Policies and Procedures Guide.</p> <p><u>Section 8.</u> A committee chairperson may be elected officer or director and if not, committee chairperson will be an ex-officio member of the Board of Directors.</p> |
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| ARTICLE VI AMENDMENTS | <u>Section 1.</u> These By Laws may be amended or repealed in whole or in part by a majority vote at any organized meeting of the Chapter, provided that a copy of the amendment(s) proposed for amendment has been read at a meeting and posted for 15 days at the Chapter’s website least 15 days before the meeting at which the vote shall be taken. |
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This version of the By Laws supersedes all previous versions. It includes the seventh and eighth revisions that appear for the first time in this version.

The original By-Laws of this Chapter were adopted on 16 September 1971.

- First revision 20 April 1972
- Second revision 16 April 1976
- Third revision 19 November 1981
- Fourth revision 20 April 1983
- Fifth revision 17 November 1983
- Sixth revision 21 March 2004
- *Seventh revision 10 April 2016*
- *Eighth revision 11 June 2023*

I certify that the *seventh* and *eighth* revisions of these By Laws were approved at regular meetings of the New York State Capital District Chapter, Inc., Military Officers Association of America at Rexford, New York, on 10 April 2016, and at Lansingburgh, New York, on 11 June 2023.

/s/

Alfred M. Memole, LTC USA RET
President
26 February 2026