**CONSTITUTION AND BY-LAWS**

**OF THE**

**THE COLUMBIA RIVER CHAPTER**

**MILITARY OFFICERS ASSOCIATION OF AMERICA**

**February 16, 2023**

**PREAMBLE**

We, the members of The Columbia River Chapter of the Military Officers

Association of America, do hereby unite to:

* Exemplify and promote patriotism, love, and respect for our country, flag, Constitution, institutions, and way of life.
* Advocate adequate defense of our country, and support for those serving in the uniformed services as well as veterans, dependents, and survivors.
* Encourage support and participation in the activities, programs, and interests of the Military Officers Association of America.
* Foster fraternal relations and camaraderie within our community among those serving, and those who have served, in the various components and branches of the uniformed military services.
* Promote the welfare, well-being, and education of local service personnel, veterans, dependents, and survivors.
* Provide for, and participate in, programs and activities that support the foregoing.

Therefore, we do hereby establish the following as our Constitution:

**ARTICLE I—NAME**

The name of this organization shall be The Columbia River Chapter of the Military

Officers Association of America; hereinafter referred to as the Chapter.

**ARTICLE II—PURPOSES**

The purposes of the Chapter shall be to promote the purposes and objectives of

the Military Officers Association of America; foster fraternal relations among

retired, active and former officers of the uniformed services and their National

Guard or Reserve components; protect the rights and interests of active duty,

retired, Reserve and National Guard personnel and veterans of the uniformed

services and their dependents and survivors; provide useful services for members

and their dependents and survivors; and serve the community and the nation. The

Chapter is a non-partisan affiliate of the Military Officers Association of America.

**ARTICLE III—STATUS**

**Section 1.** The Chapter shall be a non-profit organization, operated exclusively

for the purposes specified in Article II above.

**Section 2.** Officers, directors, and appointed officials shall not receive any

compensation for their services, but the Chapter Executive Board may authorize

reimbursement of expenses incurred in the performance of their duties.

**Section 3.** Nothing herein shall constitute members of the Chapter as partners for

any purpose. No member, office, or agent of the Chapter shall be liable for acts

or failures to act on the part of any other member, officer, or agent. No member,

officer, or agent will be liable for acts or failures to act under these by-laws,

excepting only acts or failures to act arising out of willful malfeasance or

misfeasance.

**Section 4.** The Chapter shall use its funds only to accomplish the purposes

specified in Article II above, and no part of said funds shall inure or be distributed

to members. Moreover, no expenditure of funds, or actions and activities of the

Chapter and its Executive Board, shall directly or indirectly, or otherwise explicitly

or implicitly convey, support for political candidates, political parties, and partisan

issues at any level.

**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 eight

U.S. uniformed services (Army, Navy, Air Force, Space Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) as well as widows and widowers of any deceased individuals who would, if living, be

eligible for membership.

**Section 2.** Subject to the provisions of Section 1 above, membership shall be of

three classes: Regular, Surviving Spouse, and Honorary.

**Section 2a.** Regular Members: Men and women who are or have been

federally commissioned in one of the eight U.S. uniformed services (Army,

Navy, Air Force, Space Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services) or the National

Guard or other Reserve Components of those services. These include:

o Officers (whether drawing retired pay or not) who are on the retired

lists

o Active Duty Officers

o Warrant Officers

o Officers serving in one of the National Guard or Reserve

Components

o Former officers who were separated under conditions acceptable to

the Chapter Executive Board

**Section 2b.** Surviving Spouse Members: Widows and widowers of a

deceased individual, who would, if living, be eligible for Chapter

membership. Surviving Spouse Members have all the rights and privileges

of Regular Members.

**Section 2c.** Honorary Members: The Chapter Executive Board may grant

honorary membership to certain individuals in recognition of their services

to the nation, the military community, or the Chapter. Honorary membership

may be extended for the purpose of establishing good relations with certain

influential persons, but not be overdone to the extent that honorary

membership loses its special significance. Honorary membership may also

be extended to full-time college students residing in the Southwest

Washington area who are enrolled in the Reserve Officer Training Corps at

their college. In the latter case, honorary membership is granted only for

the period the student is enrolled in the Reserve Officer Training Corps. An

individual eligible for Regular or Surviving spouse membership is not eligible

for this class of membership.

**Section 3.** Applications for regular or Surviving Spouse membership shall be

submitted in writing to the Chapter Executive Board. Regular and Surviving

spouse members shall submit recommendations for honorary membership in

writing to the Chapter Executive Board. The Chapter Executive Board shall be

empowered to accept or reject any application or recommendation for

membership.

**Section 4.** The Chapter Executive Board may drop any member for good and

sufficient cause after that member has been given an opportunity to be heard.

**Section 5.** Regular members are required to hold and maintain membership in

the Military Officers Association of America.

**ARTICLE V—VOTING**

**Section 1.** Except as otherwise provided in these by-laws, all questions coming

before the membership shall be decided by a majority vote of members present.

**Section 2.** Regular members in good standing and Surviving Spouse members

who are present at a convened meeting of the Chapter shall be entitled to vote.

**Section 3.** At least ten percent (10%) of Regular Members in good standing and

Surviving Spouse Members must be present at a regularly convened meeting to

constitute a quorum. To be in good standing, dues must be current.

**Section 4.** Proxy meetings, and proxy votes, shall not be permitted.

**Section 5**. Honorary members are not eligible to vote.

**ARTICLE VI—DUES**

**Section 1.** The annual dues for each Regular Member for the next calendar year

shall be determined by the Chapter Executive Board.

**Section 2.** The annual dues for a calendar year shall become effective and due

on first day of January that calendar year for Regular members. Surviving Spouse,

Honorary members, and Regular Members 90 years of age and over are exempt

from annual dues.

**Section 3.** The Chapter Executive Board may, without further notice and without

hearing, drop any member from the rolls whose dues remain unpaid after a period

of ninety (90) days past January 1st of the calendar year for which the dues are

due. A member who is dropped from the rolls shall thereupon forfeit all rights and

privileges of membership.

**Section 4.** Any Regular member who has been dropped for non-payment of dues

may be reinstated upon reapplication for membership and payment of the annual

dues for the current year. Annual dues shall not be pro-rated.

**ARTICLE VII—MEETINGS**

**Section 1.** There shall be an annual meeting of the Chapter during the first

calendar quarter for annual reports, the election of officers, and the transaction of

other business. Notice of the meeting shall be mailed, e-mailed, or sent by other

electronic means to each member at least fifteen business (15) days in advance.

**Section 2.** In addition to the annual meeting, at least four regular meetings of the

Chapter shall be held during the year. Notice of each such meeting shall be

mailed, e-mailed, or sent by other electronic means to each member.

**ARTICLE VIII—OFFICERS**

**Section 1.** The elected officers shall be a President, a First (1st) Vice President,

a Second (2nd) Vice President, a Secretary, and a Treasurer. Elected officers must be a regular member in good standing, and may be a member spouse, or Surviving

Spouse.

**Section 2.** The elected officers shall be elected by the membership at the annual

meeting. Each elected officer shall take office upon being installed at the end of

the annual meeting, and shall serve for a term of two (2) years, or until a successor

is duly elected and installed.

**Section 3.** A member shall not serve more than two (2) consecutive terms as

President: however, a member may serve more than two terms as President as

long as no more than two (2) terms are consecutive within any six (6) year period

except as otherwise provided by Sections 4 and 6 of this Article.

**Section 4.** The 1st Vice President shall fill a vacancy in the office of the President

automatically until the next election cycle held in conjunction with the annual

meeting. The 2nd Vice President has the option to either fill the now vacated 1st

Vice President position; or remain as 2nd Vice President. The 2nd Vice President

must decide and inform the Executive Board prior to the next Board or Chapter

meeting—whichever occurs first. Remaining vacancies, except the office of

President, shall be filled as the Executive Board decides subject to concurrence

by the membership at the next regularly convened Chapter meeting.

**Section 5.** The President shall be the chief elected officer of the Chapter, shall

preside at meetings of the Chapter and of the Executive 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 Chapter or the Chapter

Executive Board information or proposals to help in achieving the purposes 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 1st

Vice President shall perform the duties of the President. In the event of the

temporary disability or absence of the President and the 1st Vice President, the

2nd Vice President shall perform the duties of the President. If the President and

both Vice Presidents are unable to temporarily perform the duties of the

President, the Immediate Past President shall perform the duties of President.

The vice presidents shall perform other duties such as the President might

assign.

**Section 7.** The Secretary shall provide timely written notification of all meetings

of the Chapter and of the Chapter Executive Board, and shall maintain a record of

all proceedings. The Secretary shall also maintain the membership records/roster,

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 as are commensurate with the office or as might be assigned by the Chapter Executive Board or by the President. It shall be his/her

duty, in coordination with the President and Treasurer, to ensure that all certificates

or forms required by any local, state, or federal statute, are filed in a timely manner.

**Section 8.** The Treasurer shall perform the functions of receiving income and making disbursements on behalf of the Chapter, regularly reporting the financial transactions and balances to the Chapter’s Executive Board and preparing the proposed annual Chapter Budget and related reporting.

**8A.** Principal duties of the Treasurer include collecting members’ annual dues and other income; making disbursements in accordance with the approved Chapter Budget or otherwise authorized by the Chapter Executive Board; depositing income, and performing such other related duties as assigned by the Chapter’s President or Executive Board.

**Section 8B.** The Treasurer is responsible for keeping records of transactions in such recording media and formats that support a clear audit trail, record retrieval, and financial management reports to the Chapter Executive Board.

**Section 8C.** The Treasurer will coordinate with the Chapter President and Secretary during the fourth quarter of each calendar year to verify that all certificates, filings, and forms required by state or federal statute for the next calendar year are filed in a timely manner including any payment required with a respective filing.

**Section 8D.** Receipt and disbursement of funds by the Treasurer will comply with written and approved policies and procedures established by the Chapter Executive Board as well as transactions directed and approved by either the Chapter Executive Board or vote by the membership at a meeting convened in accordance with Article VII. A copy of the source documentation of these procedures and policies will be maintained as part of the Treasurer’s records.

**Section 8E.** Treasurer will also perform those duties and responsibilities as specified in Article XII.

**Section 8F.** An up-to-date turnover folder specifying actions for recurring processes and procedures to be followed to perform duties as specified in Article VIII, Section 8, and Article XII of the By-laws; documenting all policy instructions related to financial management and practices as directed by the Executive Board; and containing the most recent Audit Report will be maintained by the Chapter Treasurer.

**Section 9.** The appointed officers shall be the Chapter Chaplain, standing

Committee Chairpersons, Surviving Spouse Representative, and the Service

Representatives for the eight U.S. uniformed services (Army, Navy, Air Force,

Marine Corps, Space Force, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Services). Service Representatives shall be Regular members. The other appointed officers may be Regular, Surviving Spouse, Honorary members, or member spouses. The President shall make the appointment when a vacancy occurs. The President may leave an appointed officer position vacant provided that the Chapter Executive Board concurs. Appointed officers are expected to serve for a period of not less than two years unless elected to an elected officer position.

**Section 10.** When either an elected or appointed officer of the Chapter is unable

to attend five (5) consecutive regularly scheduled Chapter and Executive Board

meetings, in any combination, the President will submit for the Executive Board's

approval a report and recommendation whether to consider the position vacant.

Upon the determination by the Executive Board that a position is vacant, actions

in accordance with these By-laws will be taken to fill the vacancy.

**ARTICLE IX—CHAPTER EXECUTIVE BOARD**

**Section 1.** The Executive Board shall be composed of the five elected officers,

the Immediate Past President, currently serving President of the Columbia River

MOAA Foundation (CRMF), and the appointed officers.

**Section 2.** A member of the Chapter Executive Board who is eligible to vote on

regular Chapter business in accordance Article V, Section 2 also has a vote on the

Executive Board. Any member of the Board who holds more than one position on

the Board has only one vote per motion.

**Section 3.** The Executive 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 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.

**Section 4.** The Executive Board shall not be authorized to adopt resolutions or to

establish positions in the name of the Chapter.

**Section 5.** The Executive Board shall meet upon the call of the President, at such

time and place as he/she may designate, and shall meet upon demand of a

majority of the Executive Board’s voting members. Notice to the members of the

Executive Board shall be given to each member at least seven (7) days in advance.

**Section 6.** At least two (2) elected officers shall constitute a quorum at any

regularly scheduled meeting of the Board. The Immediate Past President shall be

considered an “elected officer” for the purpose of determining a quorum.

**Section 7.** All questions coming before the Executive Board shall be decided by

a majority vote of Board members present, with each voting member of the Board

present being entitled to one vote. Proxy voting shall not be permitted.

**Section 8.** Any question being considered, or subsequently decided, by the

Executive Board may be subject to ratification by the Chapter membership before

being implemented or executed if either the President (or next senior elected

officer in the absence of the President) so rules, or a majority of the voting

members present so vote.

**Section 9.** Non-voting members of the Executive Board are encouraged to attend

the Board meeting and participate in the discussion and deliberations of the Board.

Non-voting members may make proposals and offer motions for consideration, but

may not second a motion or vote.

**Section 10.** Executive Board meetings are open to all classes of Chapter

membership. Members of the Chapter who are not members of the Board may

offer proposals for consideration, but may neither make or second a motion, nor

vote.

**ARTICLE X—STANDING COMMITTEES**

**Section 1.** The President shall appoint the chairperson for each of the Standing

Committees, and may establish and appoint the chairperson for temporary special

committees when needed.

**Section 2.** The Standing Committees of the Chapter shall include Programs,

Membership Recruitment, Membership Services, Scholarship, Public Affairs, and

Legislative Affairs Committees.

**Section 2a.** The President shall assign one Vice President to the

Membership Services Committee as an ex officio member and the other Vice

President to the Programs Committee as an ex officio member. Each Vice

President shall serve as an advisor to the chairperson and the respective

committee to which assigned.

**Section 2b**. The Public Affairs Committee shall have a representative

serving on the Programs and Membership Services Committees.

**Section 2c**. The Immediate Past President, the Service Representatives,

and the Surviving Spouse Representative shall serve on the Membership

Recruitment, and Membership Services Committees.

**Section 2d.** Committees, including the committee chairpersons, will be

comprised of as many members from the Chapter’s general membership as

needed to ensure a broad cross-section of interests and views in sufficient

numbers for the respective committees to adequately perform their responsibilities

and tasks. All members of the Chapter and their spouses, regardless of status,

may serve on committees and may also serve as a committee chairperson. Voting

eligibility is still governed by the provisions of Article V and Section 2 of Article IX.

**Section 2e.** Subject to the approval of the Executive Board, any standing

committee may be comprised of two or more subcommittees if determined to be in

the best interest of the Chapter in efficiently and effectively performing committee

tasks. The committee chairperson is authorized, with the concurrence of the

Chapter President, to appoint the subcommittee chairperson.

**Section 2f.** Elected officers other than the President may serve as a

standing committee chairperson for one standing committee. No chairperson for

a standing committee may serve as chairperson for a second standing committee,

but may also serve concurrently as a chairperson for a special committee. Elected

and appointed officers may serve as a committee member on as many committees

as needed commensurate with, and not detracting from, their regular primary

duties on the Board.

**Section 3.** At least sixty (60) days before the meeting to elect new officers, the

President shall appoint a Nominating Committee to nominate candidates for the

elective offices.

**Section 3a.** The Committee Chairperson shall be the Immediate Past

President. The Service Representatives shall comprise the remainder of

the committee. Membership on the committee does not preclude such

member from being nominated for an elected office.

**Section 3b.** The committee shall notify the Secretary in writing, at least

thirty (30) days before the annual meeting, of its proposed slate of officers.

**Section 3c.** The Secretary shall list in the chapter’s newsletter the

nominated candidates for the elected offices, and mail, e-mailed, or sent by

other electronic means a copy thereof to each Regular member fifteen (15)

days before the annual meeting.

**ARTICLE XI—ELECTIONS**

**Section 1.** Elections shall be held at the annual meeting for the year in which the

current terms of the elected officers end. At the annual meeting, the proposed

slate of officers proposed by the Nominating Committee will be read by the Chapter

Secretary. Additional nominations will be called from the floor. Nominations will

then be closed, and the elections held beginning with the position of president.

**Section 2.** Candidates not elected to a position for which they were nominated

may, with the nominees’ concurrence, automatically be eligible to be nominated as

a candidate for another elected position.

**Section 3.** A majority of votes cast by the Regular members present will determine

the outcome for each position.

**ARTICLE XII—FINANCIAL ACCOUNTABILITY**

**Section 1.** The Chapter President has overall responsibility for the Chapter’s financial management, accounting, stewardship, and other actions and activities assigned by the Chapter’s By-laws, and policies and procedures approved and issued by the Chapter Executive Board. The President is assisted in executing all financial responsibilities by the Executive Board and standing and special committees appointed by the President.

**Section 2.** The Chapter’s fiscal year opens on the first day of January of a calendar year and closes on the 31st day of December of that same year.

**Section 3.** The Chapter Executive Board, in support of the Chapter President, manages the finances of the Chapter as described and limited by this Article and the other Articles within these By-laws. The Board is required to formulate, approve, and issue policies and Chapter-wide procedures as needed to specify actions required for income, expenditure, reimbursement, and acquisition and disposal of assets. The Board shall, to the best of its ability and experience, exercise due diligence and sound business practices in making financial decisions on behalf of the Chapter.

**Section 3A**. During the fourth quarter of the fiscal year, the Board is responsible for providing budget guidance for the next fiscal year to both the Chapter Treasurer and the Columbia River MOAA Foundation (CRMF). Fiscal guidance should include any special funding or projects projected to have significant impact on the next year’s budgets of the Chapter and also the CRMF.

**Section 3B.** The Board must approve the annual Chapter Budget prior to the Chapter’s Annual Meeting at the beginning of the calendar year.

**Section 3C.** The Board must act within the first three quarters of the calendar year on the recommendations contained in the previous year’s Annual Audit.

**Section 3D.** The Board must approve and follow the agreed procedures as established by the Chapter and CRMF for the collection of donations and disbursement of funds from CRMF.

**ARTICLE XIII—LIABILITY**

The Chapter is a non-profit organization operated solely and exclusively for the

purposes set forth in the Preamble hereto. No member of this chapter shall be

liable for the debts, liabilities, or other financial obligations of the Chapter other

than in the proper exercise of functions as an officer of the Chapter.

**ARTICLE XIV--THE FLAG**

The American flag shall be displayed and honored at all meetings of the Chapter.

**ARTICLE XV—AMENDMENTS**

These by-laws may be amended, repealed, or altered in whole or in part by a two thirds

vote of the Regular membership present at any duly organized meeting of

the Chapter, provided that a notice that an amendment will be proposed for

consideration has been mailed to each member qualified to vote at least fifteen

(15) days before the meeting, and a quorum is present.

**ARTICLE XVI—CHAPTER DISSOLUTION**

Upon dissolution of the Chapter, all monies and assets held by the Chapter shall

be transferred to the Columbia River MOAA Foundation (CRMF), an IRC 501(c)3

public nonprofit charity.

**ARTICLE XVII—SUPERSESSION**

The Preamble and By-Laws established by the Articles herein replace and

supersede any previously approved and published Chapter Constitution, By-Laws,

or amendments thereto. This document reflects changes made by previous

Amendments, and new changes needed to facilitate the effective and efficient

operations of the Chapter.

We certify that this Amended Constitution and its By-Laws were approved and

adopted by the membership at the Annual Business meeting of The Columbia

River Chapter of the Military Officers Association of America, at Vancouver,

Washington, on the 20th day of the month of January in the year 2018.

SECRETARY: PRESIDENT:

**James Morse** **Rodney Williams**

/s/ /s/

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(Signature) (Signature)

Date: February 16, 2023 Date: February 16, 2023