



**The Tampa Chapter of the Military Officers Association, Inc.**

**P.O. Box 6383  
Tampa, FL 33608-0383**



## **Chapter By-laws**

*(rev. 25 May 2021)*

### **ARTICLE I — NAME**

**Section 1.** The name of this organization shall be the Tampa Chapter Military Officers Association of America, Inc. hereinafter referred to as the Chapter.

**Section 2.** The chapter is an affiliate of the Military Officers Association of America (MOAA) and the Florida Council of Chapters. The Association is a non-profit organization operated exclusively for purposes beneficial to the interests of the Nation and its Uniformed Services personnel, their dependents, and survivors.

### **ARTICLE II — PURPOSE**

The purposes of the chapter shall be to promote the purposes and objectives of the MOAA; foster fraternal relations among retired, active duty, and former officers of the Uniformed Services and their reserve components; protect the rights and interests of active duty, retired, and reserve component personnel of the Uniformed Services and their former officers, dependents and survivors; provide useful services for members and their dependents and survivors; and serve the community and the Nation.

### **ARTICLE III — STATUS**

**Section 1.** The chapter is organized as a nonprofit organization and shall be administered and operated exclusively within the meaning of section [501(c)(3) or 501(c)(19)] of the Internal Revenue Code.

**Section 2.** Officers, directors, and appointed officials shall not receive any stated compensation for their services, but the board of directors may authorize reimbursement of expenses incurred in the performance of their duties.

**Section 3.** Indemnification. To the extent not covered by any insurance policy and in the sole discretion of the board the chapter shall in whole or in part indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the chapter, or is or was serving at the request of the chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise in all circumstances in which and to the extent that such indemnification is specifically permitted and provided for by the laws of the state as then in effect. Indemnification will not be made when the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The power of indemnification under state law shall not be denied or limited by the By-laws.



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**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 be distributed to members.

**Section 5.** In the event of dissolution of the chapter and after the discharge of all liabilities, the closing procedures will be executed in accordance with current national MOAA Chapter Closing Procedures.

**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 the reserve components as a commissioned or warrant officer in one of the U.S. uniformed services (Army, Marine Corps, Navy, Air Force, Space Force, Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration), surviving spouses and honorary members.

**1a. Surviving Spouses:** Surviving spouses of any deceased individuals who would, if living, be eligible for membership in MOAA are also eligible to be MOAA members.

**1b. Honorary Members:** In recognition of their service to the Nation, the community, or the Chapter, elected or appointed individuals holding offices or positions at the national, state or local level; Commanding Officers of the major units currently based at MacDill AFB; officers and former officers of the Armed Forces of foreign countries considered “allied” to the United States who have been recommended by the membership committee are eligible to be honorary MOAA members. Honorary membership shall remain in force during the tenure of the elected office holder. Extensions of honorary membership, in increments of no more than five (5) years, may be granted by the Board of Directors.

**Section 2.** Applications for membership shall be submitted in writing to the Chapter’s Membership Committee. The Membership Committee will then present new members to the board of directors at the next regularly scheduled board meeting. Regular members shall submit recommendations for honorary membership in writing to the board of directors. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

**Section 3.** The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard. The member shall thereupon forfeit all rights and privileges of membership. Good and sufficient cause will include, but not be limited to, not a member



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of national MOAA, non-payment of dues, any and all actions not in the best interests of MOAA or the Tampa Chapter, activities which bring negative

attention to membership in MOAA or the Tampa Chapter and actions not in support of the military or the United States of America.

**Section 4.** Regular members are required to hold and maintain membership in national MOAA.

**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 of those present.

**Section 2.** Only regular members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote.

**Section 3.** Proxy voting shall not be permitted at any meeting of the chapter.

**ARTICLE VI — DUES**

**Section 1.** The annual dues for each member for the next calendar year shall be determined by the board of directors and announced to the membership at the annual meeting.

**Section 2.** The annual dues for a calendar year shall become due no later than 1 January of that year. If dues are not paid by 31 March the member will be placed on the inactive roster.

**Section 3.** The board of directors may, without further notice and further hearing, drop any regular member from the rolls for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership and will be so notified.

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

**ARTICLE VII — MEETINGS**

**Section 1.** There shall be an annual meeting of the chapter held on the second Thursday of October of each year for the receipt of annual reports, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be emailed to each member at least 14 days in advance and shall be published in the September issue of the RETROSPECT.

**Section 2.** Regular meetings of the chapter shall be held monthly or unless otherwise decided by the board of directors. A meeting notice shall be emailed to each member at least 14 days in advance. Special meetings may be scheduled by the board of directors with a 14-day advanced notice.



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**ARTICLE VIII — BOARD OF DIRECTORS**

**Section 1.** The board of directors shall be composed of the elected officers (president, vice president(s), secretary, treasurer, and surviving spouse liaison), the immediate past president, and elected directors.

**Section 2.** The elected officers/directors shall be elected biennially by the membership at the annual meeting. Each elected officer/director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of two years.

**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 meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the board of directors shall be emailed to each member of the board at least 7 days in advance.

**Section 5.** A majority of the entire board shall constitute a quorum at any meeting of the board.

**Section 6.** All questions coming before the board shall be decided by a majority vote of the officers, with each member present, including live virtual attendees, entitled to one vote; email voting is permitted. Proxy voting shall not be permitted.

**ARTICLE IX — OFFICERS**

**Section 1.** The elected officers shall be a president, vice president(s), a secretary, a treasurer, and a surviving spouse liaison, each of whom shall be a regular member of the chapter and a member of MOAA National.

**Section 2.** The membership shall elect officers at the annual meeting. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one or two years or until a successor is duly elected and installed.

**Section 3.** Normally, a member shall not serve more than two consecutive terms as president; however, this provision may be waived if there are no volunteers to assume the office, the member agrees, and the board of directors concurs in having the member serve another term.



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**Section 4.** The first vice president shall fill a vacancy in the office of the president automatically. The second vice president shall fill a vacancy in the office of the first vice president automatically. Vacancies in other offices shall be filled as the board of directors may decide.

**Section 5.** The president shall be the chief elected officer of the chapter, shall preside at meetings of the chapter and of the board of directors, 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 board of directors any information or proposals to help achieve 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 first vice president shall perform the duties of the president. The vice presidents shall perform other duties as assigned by the president.

**Section 7.** The secretary 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 carryout these duties: codify membership information received from the Membership Committee Chair and record appropriately; 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. The secretary shall perform such other duties as are commensurate with the office or as assigned by the board of directors or by the president.

**Section 8.** The treasurer shall maintain a record of all sums received and expended by the chapter; make such disbursements as are authorized by 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. 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. An annual audit of the previous year ending 31 December shall be conducted in January of the following year. Quarterly reviews (March, June, September, and December) shall be conducted and forwarded to the board of directors for review.

**ARTICLE X — COMMITTEES**

**Section 1.** The president, subject to the approval of the board of directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

**Section 2.** The committees with elected officers of the chapter shall include but are not limited to Education/Training/Events, Communications, Legal Affairs, Legislative and such others as may be deemed appropriate by the board of directors.



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**Section 3.** At least 90 days before the annual meeting (July board meeting), the board of directors shall appoint a nominating committee of five regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the secretary in writing (or email), at least 60 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year. The secretary shall publish a list of the nominated candidates for the elected offices in the chapter’s September newsletter. The Secretary will also email a list of the nominated candidates for the elected offices to each regular member at least 14 days before the annual meeting.

**ARTICLE XI — AMENDMENTS**

The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership present at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been mailed, or emailed, to each member qualified to vote at least 14 days before the meeting.

**ARTICLE XII — THE FLAG**

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

This is to certify that these by-laws were approved and adopted at the organizational (or annual or regular or special) meeting of the Tampa Chapter at the on .

*Charles Dalcourt*

*Geoff Harrington*

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President’s Signature

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Secretary’s Signature

Charles Dalcourt  
[Name]

Geoff Harrington  
[Name]

COL, USA Retired  
[Grade and Service]

CDR, USNR Retired  
[Grade and Service]