



**Silicon Valley Chapter  
Military Officers Association of America**

**By-Laws**

**Adopted: 18 January 2023**



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## **Article I – Name and Status**

- Section 1.** This organization shall be known as the Silicon Valley Chapter of the Military Officers Association of America (SVC MOAA).
- Section 2.** SVC MOAA shall be a nonprofit and nonpartisan corporation, incorporated as a 501c(19) organization under the laws of California and operated exclusively for the purposes specified in Article II.
- Section 3.** No officers or other members of the Board of Directors shall receive any salary, wage, or other compensation for their services. The Board of Directors may, by resolution, authorize reimbursement of approved personal expenses incurred in the performance of SVC MOAA business.
- Section 4.** In the event of the dissolution of SVC MOAA, and after the discharge of all lawful obligations, any remaining assets shall be given to a nonprofit organization whose purposes, objectives, and tax-exempt status are similar to those of SVC MOAA. Selection of such organization will be designated by majority vote of the Board of Directors.

## **Article II – Purposes**

- Section 1.** The purposes of this organization shall be to:
- (a) promote within our membership and our community an appreciation for the United States, its constitutional form of government and its flag;
  - (b) promote within our membership and our community an understanding of and support for the mission, people and veterans of our nation’s armed forces; and
  - (c) facilitate mutual support and camaraderie among active duty and former officers of the uniformed services, as well as their dependents and survivors.

## **Article III – Membership and Voting Rights**

- Section 1.** The regular, voting membership of SVC MOAA shall be comprised of men and women who are or have served as active duty, former, retired and National Guard and Reserve commissioned and warrant officers of the U.S. uniformed services.

**Section 2.** Surviving Spouses: Widows and widowers of any deceased individuals who would, if living, be eligible for regular membership may choose to associate with SVC as Surviving Spouses. Remarriage will not affect eligibility. Because as a 501(c)(19) organization SVC MOAA is required to maintain a 90 percent ratio of war veterans, Surviving Spouses are not members and may not vote or be required to pay dues, unless concurrently serving as an Officer or Director. They are classified instead as honored individuals and are encouraged to participate in all committees and functions of SVC MOAA.

Any Surviving Spouse may be nominated and elected to serve as an Officer or Director, and will in those circumstances receive provisional membership while serving in that office. Once the Surviving Spouse's term in office is complete, his or her membership will expire and revert to the previous status as an honored individual, with all the rights and responsibilities thereof.

**Section 3.** Membership is open without regard to race, sex, color, age, national origin sexual orientation, gender identity or religion.

**Section 4.** SVC MOAA members are not required (but are encouraged) to be members of the national organization of the MOAA.

#### **Article IV – Finance**

**Section 1.**

- (a) The fiscal year of SVC MOAA shall commence on the first day of January and end on the last day of December of each calendar year.
- (b) The Treasurer shall prepare a budget for submission to the Board of Directors no later than the November Board of Directors meeting. The Board of Directors shall recommend that the Chapter membership approve a final budget no later than the December General Membership Meeting.

**Section 2.** Annual dues shall be paid by all SVC MOAA members, other than:

- (a) those who have joined within the current calendar year;
- (b) Emeritus Members (those over 90 years of age); and
- (c) Surviving Spouses.

- Section 3.** Changes to the annual dues amount shall be determined by the assembled membership at the chapter's regular meeting in November, based on the recommendation of the Board of Directors. If no action is taken by the voting membership, the dues shall remain unchanged.
- Section 4.** The annual dues are payable on the first day of January of each year. Members who fail to pay their dues within 60 days of that date shall be notified by the Treasurer that payment is due within the next succeeding 60 days or membership shall be suspended until dues are paid.
- Section 5.** SVC MOAA dues are separate from national MOAA dues, as they support Chapter administrative expenses.

### **Article V – Meetings**

- Section 1.** There shall be an annual meeting of SVC MOAA for the election of Officers and Directors, the determination of annual dues, and any other business requiring membership approval. This meeting will normally be combined with the regular meeting held each November. Notice of this meeting shall be disseminated via e-mail preceding the month of the meeting.
- Section 2.** Regular meetings shall be held on such date, place and time as determined by the Board of Directors. Subject to approval by the Board of Directors, regular meetings of the membership shall be held monthly.
- Section 3.** Special meetings may be called by the President, or any three members of the Board of Directors.
- Section 4.** When it becomes necessary to postpone or cancel a meeting, the membership shall be notified as expeditiously as possible.

### **Article VI – Officers and Directors**

- Section 1.** The Officers of SVC MOAA shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President. There shall also be not less than three Directors, who, excepting the Immediate Past President, shall be elected annually and serve for a term of one year or until a successor has been elected or appointed.

**Section 2.** The President shall preside at all Board of Directors meetings.

**Section 3.** The Vice President shall preside at all Board of Directors meetings in the absence of the President and shall be Chairman of the Programs Committee.

**Section 4.** The Secretary shall:

- (a) keep and publish appropriate minutes of all Board of Directors, membership or special meetings, and shall conduct official correspondence.
- (b) be custodian of SVC MOAA property.
- (c) arrange for meeting places and the sending of timely notices thereof.
- (d) appoint, subject to Board of Directors approval, an Assistant Secretary, and assign duties.
- (e) Maintain official records of SVC MOAA By-Laws.

**Section 5.** The Treasurer shall:

- (a) collect all dues, contributions and money belonging to SVC MOAA; record and account for the same; and deposit such funds into a recognized financial institution, the accounts of which are insured by an agency of the Federal Government, unless otherwise directed by the Board of Directors.
- (b) secure proper documentation and authority, then record, account for and pay all proper expenses of SVC MOAA.
- (c) monitor the annual budget and report monthly the financial status to the Board of Directors.
- (d) submit a full and complete annual financial report to the Board of Directors at the first meeting of the following year.
- (e) submit required documentation to government offices in compliance with state and federal tax laws.

**Section 6.** Any duties of the officers not specifically covered above (or not specified by Robert's Rules of Order, Revised) may be assigned by instruction of the President, subject to approval by the Board of Directors.

## Article VII – Board of Directors

**Section 1.** The Board of Directors shall consist of not less than three members, with the exact number determined by the Board of Directors. The Board of Directors shall include:

- (a) elected Officers;
- (b) elected Directors;
- (c) the Immediate Past President; and
- (d) other Past Presidents for up to one year after their terms as Immediate Past President are superseded.

**Section 2.** The Board of Directors shall:

- (a) supervise the business of SVC MOAA;
- (b) oversee management of funds and property; and
- (c) temporarily fill unexpected vacancies occurring among Officers and Directors, until such time as elections may be held.

**Section 3.** All members of the Board of Directors shall have one vote.

**Section 4.** When changes are made to routine SVC MOAA functions, notification of any new Standing Orders will be included in the Monthly Board meeting minutes and distributed electronically to all SVC members.

## Article VIII – Committees

**Section 1.** A Nominating Committee shall be appointed by the President and approved by the Board of Directors not later than 30 September each year. This Committee shall consist of at least three members and shall prepare a slate of Officer and Director nominees for membership approval, according to Article IX procedures.

**Section 2.** There shall be nine standing SVC MOAA committees:

- (a) Programs Committee, chaired by the Vice President, responsible for planning a program of activities consistent with the purposes of the chapter and the desires of the membership, with a focus on arranging and managing luncheon speakers.

- (b) Membership Committee responsible for recruiting and maintaining a roster of active members, including a list of prospective members.
- (c) Legislative Committee responsible for active support of national MOAA legislative initiatives to protect earned entitlements, along with special efforts to advance state and local legislation which is in the best interests of chapter members.
- (d) Surviving Spouses Liaison responsible for working with MOAA's Surviving Spouse Advisory Council to develop support activities for the chapter's surviving spouses.
- (e) Scholarship Committee responsible for managing the annual ROTC scholarship program; maintain effective contact with university ROTC programs; and manage an effective cadet awards program.
- (f) CALMOAA Committee responsible for liaison with CALMOAA, and keeping the Board of Directors informed of state council events, activities and requirements.
- (g) Web Site Committee responsible for establishing and maintaining the chapter's website.
- (h) JROTC Committee responsible for managing the high school Junior ROTC programs and an effective cadet awards and recognition program.
- (i) Military Outreach Committee responsible for establishing and maintaining liaison with area defense and military associations, in order to identify best practices and determine appropriate means the chapter might use to achieve its mission.

**Section 3.** Other committees may be appointed when deemed necessary by the President with approval of the Board of Directors.

### **Article IX – Elections**

**Section 1.** Election of Officers and Directors for the ensuing calendar year will be held at the annual meeting of the membership in November, with installation ceremonies to take place at the membership meeting in December. Should these dates prove to be impractical, the Board of Directors may adjust the dates by not more than one month earlier or later.

### **Article X – Quorum**

- Section 1.** The minimum number of members present and voting to constitute a quorum at any annual, regular or special meeting of the SVC MOAA general membership shall be ten.
- Section 2.** The minimum number of Directors and Officers to constitute a quorum to conduct a Board meeting shall be five.

### **Article XI – Amendments**

- Section 1.** Amendments to these By-Laws may be proposed in writing at any regular monthly meeting of the membership and shall be voted upon at the next regular monthly meeting of the membership.
- Section 2.** A majority of two-thirds of those present and voting, subject to a quorum, is required to amend the By-Laws.

### **Article XII – Rules of Order**

- Section 1.** SVC MOAA shall be governed by the procedures set forth in the Robert's Rules of order (<https://robertsrules.com/>) unless specified otherwise in these By-Laws.

### **Article XIII – Statutory Compliance**

- Section 1.** If any part of these By-Laws are found to be in non-compliance with state or federal statutes, they are automatically amended to conform to and meet the requirements of these statutes.
- Section 2.** These By-Laws are severable. If any part of these By-Laws is found not to be in compliance with law, the remaining provisions remain in force.

#### **Article XIV – Fundraising Activities**

The SVC MOAA shall have the power to raise funds as necessary to its operation, in such manner as the Chapter deems appropriate provided they do not diverge from the purposes of the MOAA.

#### **Article XV – Religion and Politics**

SVC MOAA, being non-sectarian and non-political, is prohibited from advocating sectarian or partisan topics.