

By-Laws
of the
Mahoning and Shenango Valleys Chapter (MSVC)
of the
Military Officers Association of America

ARTICLE I—TYPES OF MEMBERSHIP

The membership in MSVC shall be composed of:

Section 1: 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 seven U.S. uniformed services (Army, Marine Corps, Navy, Air Force, Coast Guard, Public Health Service and National Oceanic and Atmospheric Administration)

Section 2: Surviving Spouses of deceased commissioned or warrant officers are eligible for membership.

Section 3: Spouse membership, MSVC membership only. Spouse of a MSVC member as stated in Section 1.

Section 4: Honorary members, who are elected by the Board of Directors for MSVC membership only.

Section 5: MSVC Life membership who have MOAA life membership and meet MSVC age requirement.

Section 6: Friends, who are eligible for MSVC membership only.

Subject to the provisions of Article 1, Section 1, there shall be six (6) classes of MSVC membership which are prescribed below:

- a. **Section 1.** Regular Member – Those persons eligible for membership as prescribed in Article 1, Section 1.
- b. **Section 2.** Surviving Spouse Member – Those eligible for membership as prescribed in Article 1, Section 2.
- c. **Section 3.** Spouse Member – Those eligible for membership as prescribed in Article 1, Section 3.
- d. **Section 4.** Honorary Member – Those eligible for membership as prescribed in Article 1, Section 4. Honorary members are elected annually by the Board of Directors to individuals in recognition of their service to the Nation, the Military Officers Association of America, to MSVC, or the community. An individual holding elective or appointive office at a national, state, or local level may be extended honorary membership. Honorary membership shall not convey any voting rights.
- e. **Section 5.** Life Members of MSVC are those eligible for membership as prescribed in Article 1, Section 5. Those members are individuals who have been a MSVC member for five years, has a life membership in Military Officers Association of America and is 85 years of age. They shall not pay dues.
- f. **Section 6.** Friends of MSVC are persons eligible for membership as prescribed in Article 1, Section 6. They must be individuals who had military service but are not officers. These individuals are not eligible for membership as a Regular Member, cannot hold an office position of President, Vice president, Secretary and/or Treasurer or Board Member at Large and have no voting rights. They are permitted to serve on committees as chairperson and as committee member, working for and assisting in the goals of MSVC. Dues would be only as a donation and

not required. The number of individuals in this category is not to exceed 5% of MSVC total membership.

Section 7. Applications for regular, surviving spouse, or spouse membership shall be submitted in writing to the Board of Directors. Regular, surviving spouse or spouse members may submit recommendations for individuals to be considered for election of 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 8. The Board of Directors may terminate the membership of any officer or member for good and sufficient cause after that member has been given an opportunity to reply to the Board. Guidelines for sufficient cause is the Uniformed Code of Military Justice Article 133.

Section 9. Regular members are encouraged to hold and maintain membership in the Military Officers Association of America. Surviving spouse members holding MSVC office are encouraged to hold and maintain membership in the Military Officers Association of America. Life members of MSVC are required to have life membership in the Military Officers Association of America. All surviving spouse members are also encouraged to acquire and maintain such membership.

ARTICLE II —VOTING

Section 1. Except as otherwise provided in these bylaws, all issues coming before the membership shall be decided by a majority vote. Twenty-five percent of the membership denotes a quorum.

Section 2. Only regular, surviving spouse, spouse members and lifetime MSVC members in good standing-present at a meeting of MSVC shall be entitled to vote.

Section 3. Proxy voting, electronic voting or proxy attendance to acquire a quorum shall not be permitted at any meeting of MSVC.

ARTICLE III—DUES

Section 1. The annual dues for each Regular, Surviving Spouse and Spouse Member for the calendar year shall be determined by the Board of Directors and approved by the membership at its annual Business Meeting. New members who join after July 1 shall pay one-half of the annual dues, which are due with their application. Members who leave/retire from active duty, the Reserves, or National Guard remain exempt from dues for the remainder of the calendar year, and, if they continue their membership, begin paying dues January 1 of the following year. Dues shall be solicited via electronic communication, newsletter notices, and letter mail.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year.

Section 3. The Board of Directors shall notify members who fail to remit dues by March 1 informing him/her that if payment is not received by April 1, the member will be suspended. A Suspended Member will continue to receive chapter communications, but he/she may not attend chapter events or cast votes on any amendments to the Constitution and/or By-Laws until full payment of dues for the entire calendar year is received.

Section 4. A Suspended Member who fails to pay their annual dues by July 1 shall have their MSVC membership revoked by the Board. A Revoked Member shall receive no further chapter communications, may not attend chapter events, and may not cast votes on any amendments to the Constitution and/or By-Laws. A Revoked Member may reapply for membership in the current year provided that the full year's dues are paid with the reapplication.”

ARTICLE IV—MEETINGS

Section 1. There shall be an annual meeting of MSVC for the receipt of annual reports, the determination of annual dues for the next calendar year, the election of the Board of Directors and transaction of other business. MSVC members must be notified at least 15 days in advance. (Note: If a MSVC is incorporated, it must conform to any notice requirements of relevant state laws.)

Section 2. MSVC shall hold at least ten meetings/events during the year unless otherwise decided by the Board of Directors. MSVC members must be notified of each such meeting/event at least 15 days in advance.

Section 3. *Robert's Rules of Order* shall be the parliamentary authority of all matters of procedure not specifically covered by the Constitution and Bylaws of MSVC.

Section 4. The American flag shall be displayed and honored at all meetings of MSVC.

ARTICLE V—BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the elected officers President, First Vice President, Second Vice President, Secretary, Treasurer and six Members at Large elected from the general membership.

Section 2. The elected Board of Directors members shall be elected biennially by the membership at the annual meeting. President, First Vice President, Treasurer and three Members at Large will be elected to take office for a two- year term on even number years. Second Vice President, Secretary and three Members at Large will be elected to take office for a two-year term on odd number of years. Each elected officer/board member shall take office at the first regular or special meeting in the calendar year following election. President, First Vice President, Second Vice President shall serve no more than two consecutive terms. Secretary, Treasurer and Members at Large do not have term limits.

Section 3. The Board of Directors shall have supervision, control and direction of the affairs of MSVC, 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 MSVC 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 three members of the Board of Directors, at such times and places as they may designate. The Board of Directors must be notified of each meeting at least 10 days in advance. The Board of Directors shall meet at least quarterly.

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

Section 6. All issues coming before the board shall be decided by a majority vote, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

ARTICLE VI—OFFICERS

Section 1. The elected officers shall be a President, First Vice President, Second Vice President, Secretary, Treasurer and six Members at Large, who are directors, each of whom shall be a regular, surviving spouse, life member, or spouse member of MSVC.

Section 2. The officers shall be elected by the membership 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 two years, with the exception as provided in Article 5, Section 2.

Section 3. In the event of the President's temporary disability or absence, the First Vice President shall perform the duties of the President. In the event of the temporary disability or absence of the President

and First Vice President, the Second Vice President shall perform the duties of the President. Vacancies in other offices shall be filled as the Board of Directors may decide.

Section 4. The President shall be the chief elected officer of MSVC, but shall be subordinate to the Board of Directors. The President shall preside at meetings of MSVC 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 MSVC or the Board of Director's information or proposals to help in achieving the purposes of MSVC. Further, the President shall perform such other duties as are necessarily incident to the office of the President.

Section 5. The First Vice President shall chair or serve on a committee. The First Vice President shall perform other duties as the President might assign.

Section 6. The Second Vice President shall chair or serve on a committee. The First Vice President shall perform other duties as the President might assign.

Section 7. The Secretary shall provide timely written notification of all meetings of MSVC and of the Board of Directors and shall maintain a record of all proceedings. The Secretary shall also carry out these duties: maintain the membership records, prepare such correspondence as might be required, maintain MSVC's correspondence files and safeguard all important records, documents and valuable equipment belonging to MSVC. Further, the Secretary shall perform such other duties as are commensurate with the office or as might be assigned by the Board of Directors or by the president.

Section 8. The Treasurer shall maintain a record of all money received and expended by MSVC, collect the members' annual dues, make such disbursements as are authorized by MSVC or the Board of Directors, deposit all money 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 audit/review shall be performed annually.

Section 9. The Immediate Past President shall automatically serve as ex officio for the succeeding years or until replaced by the next Past President

Section 10. Members at Large may chair or serve on a committee. The Members at Large shall perform other duties as the President might assign.

ARTICLE VI—COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint a chaplain, a historian, standing committees, special committees and their chair persons such as might be required by the bylaws or might be advisable.

Section 2. The standing committees of MSVC shall include

Legislative Affairs Committee

Membership Committee

Nomination Committee

Personal Affairs Committee

Program Committee

Public Affairs/Communications Committee

Student Affairs (ROTC) Committee

Surviving Spouse Committee

Roster and E-mail Point of Contact Committee

- a. **Legislative Affairs Committee** monitors state and national legislative developments that might

affect service retirees. Inform the council and member MSVCs of legislative developments of interest to the membership.

- b. **Membership Committee** is to retain existing members and recruit new ones.
- c. **Nominating Committee** develops a proposed slate of elective officers and board members for the next calendar year and confirms their willingness to serve, if elected.
- d. **Personal Affairs Committee** is a source of information to questions or problems about issues such as military rights and privileges, survivor benefits and entitlements, etcetera; and coordinate directly with MOAA's Benefits Information and Financial Education Department.
- e. **Programs Committee**, should plan and execute a program of activities in consonance with the purposes of MSVC and the desires of the membership. It is vital that planned activities be varied and appeal to all members so they will want to participate and remain MSVC members.
- f. **Public Relations/Communications Committee** oversees, newsletters, news releases for newspapers and the web page.
- g. **Student Affairs Committee** arrange to present MOAA medal to ROTC and JROTC at local colleges and schools that have the program.
- h. **Surviving Spouse Committee** as a point of contact for surviving spouse issues with MSVC counterparts; coordinate directly with national MOAA's Surviving Spouse Advisory Committee and provide information for dealing with questions or problems concerning surviving-spouse issues, to include legislation and benefits information.
- i. **Roster and E-mail Point of Contact Committee**, this committee will assist the secretary and membership committee by maintaining the electronic membership roster. Other responsibilities are email addresses and information distributed to the membership electronically.

Section 3. At least 60 days before the annual meeting, the Board of Directors shall appoint a nominating committee of three general members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the secretary at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall list in MSVC's newsletter the nominated candidates for the elected offices or notified each regular member at least 20 days before the annual meeting.

ARTICLE VII—AMENDMENTS

Section 1. The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the membership at any duly organized meeting of MSVC, provided that a copy of any amendment proposed for consideration has been given to each member qualified to vote at least 20 days before the meeting.

ARTICLE VIII—INDEMNIFICATION OF OFFICERS AND OTHER PERSONS

Section 1. The Board of Directors and officers of MSVC or of a subsidiary of MSVC shall be indemnified consisted with the fullest extent now or hereafter permitted by law in connection with any actual or threatened action, suit or proceeding, civil, administrative, or investigative, or other (whether brought by or in the right of MSVC or a subsidiary or otherwise), arising out of their service to MSVC or a subsidiary or to another organization at the request of MSVC, or because of their positions with MSVC. Persons who are not directors or officers of MSVC may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of MSVC. MSVC may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability, cost, or expense incurred in respect of such service, whether or not the Association would have the power to indemnify him or her against such liability, cost, or expense by law or under the provisions of this

article. The provisions of this Article shall be applicable (1) to actions, suits, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, (2) to persons who have been directors or officers of a constituent corporation absorbed in a consolidation or merger, and (3) to persons who have ceased to be directors or officers, and shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnity hereunder.

Section 2. Officer Liability—To the fullest extent that the law of the State of Ohio as the same exists or may hereafter be amended, permits resolution of personal liability of officers-

Section 3. Provisions—The provisions of this Article VIII shall be deemed to be a contract with each director of this MSVC who serves as such at any time while this Article VIII is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article VIII. Any amendment or repeal of this Article or adoption of any Bylaw of this MSVC or other provision of the Certificate of Incorporation of this MSVC which has the effect of increasing officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of this MSVC prior to such amendment, repeal, Bylaw, or other provision becoming effective.

Adopted at the organizing meeting October 27, 2011, and amended and effective on this day October 15, 2021.

//signed//

RODERICK HOSLER

LIEUTENANT COLONEL, USA (RET)

President

//signed//

ALBERT E. LIND

FORMER LIEUTENANT, USNR

Secretary