

BY-LAWS
of
THE NEW HAMPSHIRE CHAPTER
of the
MILITARY OFFICERS ASSOCIATION OF AMERICA

PREAMBLE

To inculcate love of the United States of America and its flag; To support and defend the honor, integrity and supremacy of the Constitution of the United States; To advocate for military forces adequate to the defense of our country; To foster fraternal relations between all branches of the Services from which our members are drawn; To further the education of children of Service personnel; To aid Active, Reserve Component, Former and Retired personnel of the various Services from which our members are drawn, and their dependents and survivors; To support and advocate MOAA Key Advocacy Issues, Active Duty, Families, Guard and Reserve, Retirees, Survivors, and Veterans

ARTICLE I – Name

Section 1. The name of this organization shall be the New Hampshire Chapter of the Military Officers Association of America (MOAA), hereinafter referred to as the Chapter.

Section 2. The chapter is an affiliate of the Military Officers Association of America. 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 – Purposes

The chapter is organized, and shall be administered and operated, exclusively for the following purposes, within the meaning of section 501(c)(19) of the Internal Revenue Code.

The purposes of the chapter shall be:

- a. to promote the purposes and objectives of the Military Officers Association of America (MOAA).
- b. to foster fraternal relations among retired, active duty, and former officers of the uniformed services and their reserve components.
- c. to protect the rights and interests of active duty, retired, and reserve component personnel of the uniformed services and their dependents and survivors.
- d. to provide useful services for members and their dependents and survivors.
- e. to serve the NH community and the nation.

ARTICLE III - Articles of Agreement

The name of the Corporation, the object for which the Corporation was established, and the location of the Corporation's offices, are set forth in the Articles of Agreement, as amended. The Articles of Agreement and these By-Laws and any amendments thereto which may, from time to time be made, set forth the powers of the Corporation, its incorporators, directors, and officers and shall govern and regulate the conduct of the business of the Corporation.

ARTICLE IV–Status

Section 1. The Chapter shall be a non-profit organization operated exclusively for the purposes specified in Article II above and the applicable New Hampshire statutes.

Section 2. The Corporation is not organized for pecuniary profit and shall not declare dividends. No part of its net earnings shall inure to the benefit of any incorporator, director, officer or stockholder.

Section 3. Officers, Directors, and others 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 4. Indemnification. The chapter shall 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 Bylaws.

Section 5. 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.

Section 6. In the event of dissolution of the chapter and after the discharge of all liabilities, the remaining assets shall be given to MOAA National or another nonprofit organization whose purposes and objectives are similar to those of the chapter, such organization to be designated by a majority vote of the board of directors.

ARTICLE V – 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 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) as well as survivors of any deceased individuals who would, if living, be eligible for membership.

Section 2 Application for membership shall be submitted in writing to the Board of Directors. The Board of Directors may reject any application for cause. The applicant will be notified of the rejection and the reason therefore.

Section 3. The Board of Directors may grant honorary membership to certain individuals in recognition of their services to the nation, the state, the officer community, or the Chapter. Normally, an individual otherwise eligible for membership would not be considered for honorary membership. However, if the individual holds an elective or appointive office at the national, state, or local level an honorary membership may be extended during their tenure in office. Honorary membership shall not convey any voting rights and shall not entail any payment of dues. Honorary members who were voting members of the Chapter at the time of becoming honorary members may continue to vote on matters before the membership of the Chapter.

Section 4 The Board of Directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard. If the BOD determines, by majority vote, the member to be complicit, then the member shall thereupon forfeit all rights and privileges of membership. The Chapter shall maintain a record of all such proceedings.

Section 5. All Chapter members are strongly encouraged to hold and maintain membership in national MOAA.

ARTICLE VI–Voting

Section 1. Except as otherwise provided in these By-Laws, all questions coming before the membership shall be decided by a majority vote.

Section 2. Only members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote. Chapter members' spouses who are serving in a Chapter officer position shall have the right to vote at all meetings of the membership and Board of Directors.

Section 3. At all membership meetings of the Chapter, members present exercising their voting privilege shall constitute a quorum capable of transacting all business properly brought before the membership.

Section 4. Proxy voting shall not be permitted at any meeting of the chapter.

ARTICLE VII Dues

Section 1. The amount of dues for each member shall be approved by the membership and, thereafter, may be assessed by the Board of Directors. The annual dues for a calendar year shall become due and payable on January 1 of that year.

Section 2. Any increase in the annual dues shall be proposed by the Board of Directors and approved by the membership.

Section 3. Members who fail to pay their dues when due shall be notified mid-year and again in January. If the dues are not paid prior to March 31 of the succeeding year, their membership will be terminated.

Section 4. Members who have been dropped for non-payment of dues may be reinstated upon reapplication for membership and payment of the annual dues for the current year.

Section 5. If annual dues are changed, the Board of Directors will review the life membership dues and may adjust them accordingly.

Section 6. Life membership fees will be established by the Board of Directors. The Board shall periodically review the status of the Life Membership Fund and may adjust the Life Membership fee to assure that the fund remains actuarially sound.

ARTICLE VIII- Meetings

Section 1. There shall be an annual meeting of the Chapter at a place, date, and time in the fall of each year as determined by the Board of Directors, for the election of directors, the receipt of the annual reports and the transaction of such other business as may be appropriate.

Section 2. Regular meetings of the Chapter shall be held at such times and places as the Board of Directors shall set.

Section 3. Special meetings of the Chapter, or select members, may be called by the President. The notification for each special meeting shall set the time, place, and purpose for which the meeting is called.

Section 4. The Board of Directors shall provide a notice for all meetings by mailing or by electronic medium to each member at his last recorded address the Chapter's newsletter, a bulletin, or other direct mailing as the circumstances may dictate.

Section 5. Notice of the annual and regular meetings shall be given at least twenty (20) days before the date set for the meeting. Notice for a special meeting shall be given at least ten (10) days before the date set.

Section 6. The rules contained in the current edition of "Robert's Rules of Order" shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Chapter may adopt.

ARTICLE IX - Board of Directors

Section 1 The Board of Directors shall be composed of the elected Officers (president, vice president, secretary, treasurer, surviving spouse liaison) the immediate past president, and elected Directors. The number of Directors shall be proposed by the Board of Directors and approved by the Chapter membership at an annual meeting. Any member of the Chapter, in good standing, is eligible to be a Director. All Directors may serve successive terms.

Section 2. Directors shall be elected each year for a three-year term. All vacancies existing at the time of the annual meeting shall be filled by the election of a Director for the unexpired term of that vacancy.

Section 3. Election shall be by ballot and a majority of the votes cast shall elect. Each Director shall take office at the first meeting of the Board of Directors following their election. (See Section 5) In the event of death, resignation, or removal from office of a Director, the Board shall appoint another Director from the membership; such Director to serve until the next annual meeting. The Director position will then be filled at the annual meeting pursuant to the provisions of section 2.

Section 4. The Board of Directors shall have supervision, control, and direction of the affairs of the chapter, shall determine its policies or changes thereto within the limits of the by-laws, shall actively promote

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. The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the chapter.

Section 5. The Board of Directors shall meet in regular session immediately following the annual meeting of the membership. In addition, the Board shall meet at the call of the president at such times and places as he may designate; provided, the president shall call a meeting upon demand of a majority of the Board. Normally, the president shall, at each meeting of the Board, set the place, date and time of the next regular meeting and no further notice shall be required. Notice of all meetings which have not been announced at the regular meeting of the Board, shall be sent by mail or email to each member, at his or her last recorded address, at least ten (10) days in advance of the meeting date.

Section 6. Chairs of committees and individual members may and are encouraged to attend and participate in the work of the Board of Directors but may not vote on questions of policy before the Board. A majority of the entire Board, as comprised in Section 1, shall constitute a quorum for the transaction of business.

Section 7. Each member of the Board of Directors shall be entitled to one vote. Proxy voting shall not be permitted.

Section 8. Any Board of Directors member who fails to attend three consecutive meetings for reasons other than health, or without prior notification to the President or Secretary, may be dropped by action of the Board. If a vacancy occurs on the board, except for the offices of President, Vice President, Secretary and Treasurer the Board of Directors shall, by a quorum vote, select a Chapter member to fill the position.

ARTICLE X – Officers

Section 1. The elected officers of the Chapter shall be a president, vice-president, secretary, treasurer, and surviving spouse liaison each of whom shall be a regular member of the chapter or the spouse of a chapter member. All officers may serve successive terms.

Section 2. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting. (See Article IX, Section 5). Election shall be by ballot and a majority of the votes cast shall elect. Each officer shall be installed as soon as possible following the election and shall serve for a term of one year or until a successor is duly elected and installed. An individual elected by the membership as a director may serve concurrently as an officer of the Chapter.

Section 3. In the event of a vacancy in the office of the president, the vice-president shall automatically become the president for the remaining portion of the year. In the event of a vacancy in any other office, the Board of Directors, at its next meeting after the vacancy occurs, shall elect a regular member of the Chapter to fill that vacancy for the remaining portion of that year. The election procedures to fill any vacancies shall be the same as for regular elections.

Section 4. The president shall preside at all 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 committees. He or she shall also, at the annual meeting and at such other times as may be deemed proper, communicate to the Chapter or to the Board such information or such proposals as would in his or her opinion tend to promote the welfare and enhance the effectiveness of the Chapter. Further, the president shall perform such other duties as are necessary and incident to the office of president.

Section 5. In the event of the temporary absence or disability of the president, the vice-president shall perform the duties of the president. In the event of temporary absence or disability of both the president and the vice-president, the secretary shall perform the duties of president.

Section 6. The vice-president shall perform such duties as the president may assign.

Section 7. The secretary shall give notice of and attend all meetings of the Chapter and keep a record of the proceedings, maintain the membership records and send annual dues notices to the members, maintain the Chapter's correspondence files and provide safekeeping for all important documents and records belonging to the Chapter, and perform such other duties as are commensurate with the office or as may be assigned by the Board of Directors or the president.

Section 8. The president shall appoint a recording secretary from the membership who will keep an

accurate record of all the meetings of the Board of Directors, and forward a copy of same to all officers, members of the Board and chairs of committees.

Section 9. The treasurer shall maintain a record of all sums received and expended for the use of the Chapter and shall make disbursements authorized by the Chapter or the Board of Directors. All sums received shall be deposited in a financial institution approved by the Board. Funds may be drawn therefrom only upon the signature of the treasurer or such other person as the treasurer may designate with the approval of the Board. The treasurer shall make a report concerning the finances of the Chapter at the annual meeting or when called upon to do so by the president.

Section 10. 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.

Section 11. The surviving spouse liaison serves as the primary point of contact for issues associated with military rights and entitlements with special emphasis on survivor benefits information. When called upon, helps members and survivors in the submission of inquiries, and claims to governmental agencies such as VA, military personnel offices and finance centers, and Social Security offices. In case of serious illness or death, expresses sympathy to the next-of-kin and offers assistance as needed. Makes reports to the Board of Directors.

ARTICLE XI– Committees

Section 1. The president, subject to the approval of the Board of Directors, shall annually appoint such standing and special committees as may be required by the by-laws or as he or she may find advisable.

Section 2. The standing committees of the organization shall include a membership committee, a program committee, a legislative committee, a personal affairs committee, and a scholarship committee.

Section 3. At least ninety (90) days before the annual meeting, the president shall appoint a Board of Directors Nominating Committee consisting of three Chapter members not currently serving as an officer or on the Board of Directors, to nominate candidates to be elected to the Board. The nominees will be proposed for the expiring three-year terms, plus one for each unexpired term having been filled temporarily under the provisions of Article IX, section 3. The committee shall notify the secretary in writing at least forty-five (45) days before the date of the annual meeting, of the names of the candidates it proposes. The notice of the annual meeting shall include a list of the candidates proposed by the nominating committee. Nominations from the floor at the time of election shall be in accordance with 'Robert's Rules of Order'.

Section 4. At least ninety (90) days before the annual meeting, the president shall appoint a Chapter Officers Nominating Committee consisting of three members of the current Board of Directors and the immediate past president of the Chapter, to nominate candidates for the offices of president, vice-president, secretary, treasurer and surviving spouse liaison for the ensuing year. Prior to the annual meeting of the Chapter the committee will ensure that all current members of the Board and the nominees for election to the Board at the annual meeting are informed of the names of the candidates to be proposed as officers at the first Board meeting convened in accordance with Article IX, Section 5. Nominations from the floor at the time of election shall be in accordance with “Robert's Rules of Order”.

ARTICLE XII - Trust Fund

Section 1. There shall be established a New Hampshire Chapter of MOAA Trust Fund, hereinafter referred to as "The Trust Fund". The Trust Fund will be separate from the Treasury of the Chapter and will be administered independently of the regular operating funds by a Board of Trustees of The Trust Fund.

Section 2. The Board of Trustees of The Trust Fund shall consist of a chairman and two other members appointed by the president and approved by the Board of Directors. One member shall be appointed each year for a term of three years. At least two Trustees shall be current members of the Board of Directors. Trustees may serve successive terms.

Section 3. Deposits into The Trust Fund shall include all funds received by the Chapter for Life Memberships, Scholarships (See Annex B), and Memorials. The Board of Directors may from time to

time direct the transfer of excess funds from the Treasury to The Trust Fund. Funds to establish additional special projects may be received when authorized by the Board of Directors subject to the approval of the membership at any regular meeting of the Chapter provided that due notice of same has been provided to the membership ten (10) days in advance.

Section 4. The Board of Directors shall establish operating procedures for the Trustees of the Trust Funds. (See Annex B).

Section 5. Expenditures from The Trust Fund shall be made to the Chapter on an annual basis for accrued membership fees for Life Members and to the Scholarship Committee as needed. Expenditures for all other purposes shall be directed by specific resolution of the Board of Directors.

ARTICLE XIII – Amendments

Section 1. These by-laws shall be reviewed at least every five years or more often, if requirements dictate, to ensure that they remain viable.

Section 2. These by-laws may be amended, repealed, or altered, in whole or in part, by a two-thirds majority vote of those members present at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been disseminated to the last recorded address of each member at least fifteen (15) days prior to the date of the meeting.

ARTICLE XIV - The Flag

The flag of the United States of America shall be displayed and honored at all meetings of this Chapter.

ARTICLE XV - Fiscal Year

The fiscal year of the Chapter shall run from January 1 through December 31 of each year.



Lt Col Laurance M. Miller, USAFR (Ret.)
Chapter President
November 2, 2024



CDR Michael A. McLean, USN (Ret)
Chapter Secretary
November 2, 2024

ANNEX A

Operating Procedures for The Board of Trustees of The Trust fund New Hampshire Chapter of MOAA

The Board of Trustees of The Trust Fund shall be responsible for the following:

- a. Safe-keeping, prompt deposit and accounting of all monies received by the Fund.
- b. Appropriate investment of such funds as may become available so as to assure that the Life Membership account shall be self-sustaining.
- c. Appropriate investment of such funds as may become available in excess of the annual operating funds for the Scholarship Fund so as to assure a reasonable return to further the Scholarship goals of the Chapter.
- d. Such further investment as may be deemed advisable in the circumstances to achieve the goals for which other special purpose funds may be received.
- e. Disbursement of annual dues for life members to the Treasurer of the Chapter.
- f. Disbursement of funds from the Scholarship account as may be requested by the Scholarship Committee.
- g. Disbursements of such other accounts only as may be authorized by the Board of Directors.
- h. Reporting at least quarterly to the Board of Directors on the status of the Trust Funds. (Report at the first meeting of each quarter for the status at the end of the preceding quarter.)
- i. Conducting an audit at the end of September each year and presenting a summary report of activity to the October meeting of the Board of Directors. This report shall also be made to the membership of the Chapter at the annual meeting each year.

ANNEX B

Responsibilities of The Scholarship Committee The New Hampshire Chapter of MOAA

The Scholarship Committee shall administer the Scholarship Program for the Chapter and be responsible for:

- a. Assuring information on the Chapter Scholarship Program is made available to as wide a spectrum of eligible candidates as possible.
- b. Establishing and approving the application process.
- c. Selecting individuals to receive the student grant.
- d. Awarding the grants in amounts not to exceed the amount previously approved by the Board of Directors.
- e. Managing the revolving scholarship fund to include drawing additional funds from the Scholarship Trust Fund when needed.
- f. Reporting to the Board of Directors periodically during the year on the status of the program.
- g. Reporting to the general membership of the Chapter each year at the annual meeting the total number of dollars collected that year and the total amount donated to date to support the program.

ANNEX C

Operating Procedures for The Board of Directors Nominating Committee New Hampshire Chapter of MOAA

In accordance with Article XI, section 3 of the by-laws, the president will appoint a Board of Directors Nominating Committee annually not later than 1 August. The appointment will normally be done by letter to the chair selected by the president. The other members normally will be selected by the chair. The names of the chair and the other members constituting the committee will be reported to the Board of Directors at the August meeting by the president.

The committee shall:

- a. Obtain a membership list from the chair of the Membership Committee.
- b. Solicit applications from members to serve on the Board.
- c. Contact members who have indicated an interest in serving on the Board. Current members of the Board may be nominated for successive terms.
- d. Report to the Board of Directors not later than the September Board meeting the names of the nominees.

Nominations shall be made for the vacancies for three-year terms normally occurring on the Board. In addition, a nomination will be made to fill any unexpired term filled temporarily under the provisions of Article IX, section 3.

The Committee should be sensitive to the desirability, that the Board reflect the various services, ranks and cultures of the members of the Chapter.

The overriding consideration should be the total qualification of the individual to provide sound direction to the Chapter over the next three years and the individual's willingness to make the commitment to serve the Chapter as a working member of the Board of Directors.

The report of the Board of Directors Nominating Committee shall be acted upon by the Board at the September meeting. The approved final slate of nominees shall be published with the notice for the annual meeting. Election shall take place at the annual meeting.