

BYLAWS OF THE HAWAII ALOHA CHAPTER
(18 February 2021)

ARTICLE I — NAME

Section 1. The name of this organization shall be the Hawaii Aloha Chapter, hereinafter referred to as the Chapter.

Section 2. The Chapter is an affiliate of the Military Officers Association of America. The Association is a nonprofit 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 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 to promote the purposes and objectives of the Military Officers Association of America (MOAA); to foster fraternal relations among retired, active duty, and former Officers of the uniformed services and their reserve components and their dependents and survivors; to protect the rights and interests of active duty, retired, and reserve component personnel of the uniformed services and their dependents and survivors, and to provide useful services for members and their dependents and survivors, and serve the community and the nation.

ARTICLE III — STATUS

Section 1. The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

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. 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 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.

Section 5. In the event of dissolution of the Chapter and after the discharge of all liabilities, the remaining assets shall be given to the Hawaii Aloha Chapter Scholarship Fund 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 IV — MEMBERSHIP

Section 1. Regular members. 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 eight U.S. uniformed services (Air Force, Army, Coast Guard, Marine Corps, National Oceanic and Atmospheric Administration, Navy, Public Health Service and Space Force), former Chapter life members, spouses of any regular living member, and surviving spouses of any deceased individuals who would, if living, be eligible for regular membership.

Section 2. Honorary members. The Board of Directors may confer an honorary membership in recognition of a person's service to the United States, State of Hawaii or any of its counties. Except for those elected or appointed to public office, persons eligible for membership according to Section 1 above, shall not be granted honorary memberships. Regular members may submit recommendations for honorary membership in writing to the Board of Directors.

Section 3. The Board of Directors is empowered to accept or reject any application or recommendation for membership.

Section 4. The Board of Directors may remove from the Chapter 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.

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

Section 6. All members, except honorary may serve in any capacity in the Chapter, but surviving spouses may not serve as Chapter president.

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. Passage of any business by vote requires the presence of a quorum.

Section 2. Only regular members and Officers in good standing or, as determined by the Board of Directors, who are 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 membership at the annual meeting, after receiving the Board of Directors' recommendation on the matter and may be prorated by the Board of Directors according to when his/her membership is approved by the Board of Directors.

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

Section 3. The Board of Directors may, without further notice and further hearing, drop any member from the rolls for nonpayment of dues by the end of February. The member shall thereupon forfeit all rights and privileges of membership.

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 in person annual meeting of the Chapter during the month of November for the receipt of annual reports, the determination of annual dues for the next calendar year, the election of Directors, and the transaction of other business. Notice of the meeting shall be mailed or emailed to each member at least 20 days in advance.

Section 2. Regular meetings of the Chapter shall be held monthly unless otherwise decided by the Board of Directors. Notice of each meeting shall be mailed or emailed to each member at least 15 days in advance. Regular meetings may be in person, virtual, or some combination of both.

Section 3. Quorum. Fifteen (15) individuals, each of whom shall be a regular member, present at any regular meeting or annual general meeting shall constitute a quorum.

ARTICLE VIII — BOARD OF DIRECTORS

Section 1. There shall be Board of Directors of not more than nine (9) persons, each of whom shall be a regular member of the Chapter or the spouse of a regular Chapter member. Directors shall be elected by the members at the annual meeting. Exception: Vacancies on the Board created when a member is unable to fill their term shall be filled by an election by the Board.

Section 2. The term of office of a Board member shall be three (3) years. Terms shall be staggered to insure that up to one third of all Directors shall be elected each year. Directors shall take office upon their election and shall hold office until their resignation or removal or until their successor is elected. Directors elected by the Board to fill unexpired terms shall only serve the remainder of the unexpired term.

Section 3. The Board of Directors shall.

- a. Be responsible to the members for supervising, controlling and directing the affairs of the Chapter.
- b. Determine Chapter policies or changes thereto within the limits of these Bylaws.
- c. Have overall authority to approve the disbursement of Chapter funds. Board of Director's approval of a budget line item is authority for its proponent to expend up to the amounts specified.
- d. Adopt resolutions or establish positions in the name of the Chapter only with membership approval.
- e. Elect Officers when vacancies occur.

Section 4. Quorum. A majority of members serving on the Board shall constitute a quorum capable of transacting any business that may come before the meeting of the Board of Directors.

Section 5. 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 mailed or emailed to each member of the Board at least 10 days in advance.

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

Section 7. Removal. Any director may be removed for cause by an affirmative vote of a majority of all Directors. A special meeting of the Board of Directors shall be called for that purpose.

ARTICLE IX — OFFICERS

Section 1. There shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. The Board of Directors shall elect Officers from the Board of Directors when vacancies occur. Each elected officer shall take office immediately upon election and shall serve for a term equal to their remaining term as director, or until a successor is duly elected and installed, or until they resign or are removed from their office, or until they are no longer

on the Board. Officers elected by the Board to fill unexpired terms shall only serve for a term equal to their remaining term as director.

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 and the member agrees and the Board of Directors concurs in having the member serve another term.

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 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 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 5. In the event of the President's temporary disability or absence, the Vice President shall perform the duties of the President. The Vice President shall perform other duties such as the President might assign.

Section 6. 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 carry out these duties: 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 7. The Treasurer shall maintain a record of all sums received and expended by the Chapter, collect the members' annual dues, make such disbursements as are authorized by the Chapter or 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. Funds may be drawn from the account in a financial institution only upon signature of the Treasurer, or, in his/her absence, the President or Vice President. For expenses over a limit approved by the Board, written approval by the Treasurer and President or Vice President (in the absence of the President) is required. 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. The Treasurer may not participate in any audit process directed by the Board of Directors other than provide information as requested.

Section 8. Removal. Any officer may be removed for cause by an affirmative vote of a majority of all Directors at a special Board meeting called for that purpose. The Board shall elect a replacement, who shall serve for a term equal to his/her remaining term as director.

ARTICLE X — COMMITTEES

Section 1. The President, subject to the approval of the Board of Directors, shall annually appoint standing and special committee chairs such as might be required by the Bylaws or might be advisable. The Committee Chair may then appoint committee members from the regular members of the Chapter, as needed.

Section 2. The standing committees of the Chapter shall include membership, legislative, and program committees with duties as assigned and approved by the Board.

Section 3. Special committees. Special committees may be established for any purpose and with duties as determined by the Board, which may include, for example, Personal Affairs, Community Services, Publications and Public Relations, JROTC/ROTC Awards, Surviving Spouses, and Veteran Affairs.

Section 4. At least 60 days before the annual meeting, the Board of Directors shall appoint a nominating committee of up to three (3) regular members. The nominating committee shall notify the secretary in writing (or email), at least 30 days before the annual meeting, of its proposed slate of Directors for the next calendar year, and the secretary shall list in the Chapter's newsletter the nominated candidates for Director or email a copy thereof to each regular member at least 20 days before the annual meeting.

ARTICLE XI – AUDIT

The accounts and books of the organization shall be audited from time to time and a report shall be submitted to the Board of Directors at the organization's annual general meeting.

ARTICLE XII – AMENDMENTS

The Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the members present at any duly organized meeting of the Chapter, provided a quorum is present, and that a copy of any amendment proposed for consideration has been mailed or emailed to each member qualified to vote at least 30 days before the meeting.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Parliamentary Procedure shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Chapter may adopt.

ARTICLE XIV—THE FLAG

If available, the United States of America flag shall be displayed and honored at all meetings of the Chapter. The Hawaii State flag and Chapter flag may also be displayed.

This is to certify that these Bylaws were approved and adopted at the organizational annual meeting of the Hawaii Aloha Chapter via virtual on 18 February 2021.

Board of Directors and Bylaws Committee

COL Wesley F. Fong, USA (Ret)
Chair, Board of Directors

Capt Fred P. Staedel, USAF (Vet)
Secretary

LCDR Mark Webster, USN (Ret)
President

Directors

CW4 Tamara I. DeGrafenread, USA (Ret)
Col Michael Fricano, USAF (Ret)
Lt Col John S.S. Kim, USAF (Ret)
MG Calvin Lau, USA (Ret)
Col William O. Nations, USAF (Ret)
LTC Ruth Stepulis, USA (Ret)