

**Bylaws
Of
Hawaii Aloha Chapter
Effective date May 1, 2015**

PREAMBLE

As Hawaii is the most unique State of all of these United States of America because of its ethnic and cultural diversity, this organization of men and women who serve or have served in our nation's uniformed services, National Guard, and reserve components, as well as their spouses or their widows and widowers, must be reflective of that diversity. The understanding and appreciation of that diversity underlie the essence of our name "Hawaii Aloha" and the rainbow in its logo represents the many ethnicities, cultures, and service components of its members.

ARTICLE I Name

The name of this organization shall be the Hawaii Aloha Chapter, Military Officers Association of America (MOAA); herein referred to as "the Chapter".

ARTICLE II Purposes

The purposes of the Chapter shall be to:

- a. Promote the purposes and objectives of the Military Officers Association of America;
- b. Foster friendly relations among active, retired and former officers of the uniformed services, their National Guard and reserve components and their spouses;
- c. Protect the rights and interests of active duty, retired, reserve and National Guard personnel of the uniformed services and their dependents and survivors;
- d. Provide social and recreational services for its members.
- e. Conduct programs for charitable and educational purposes; and
- f. Serve the community and the nation.

ARTICLE III Status

Section 1. The Chapter shall be an unincorporated nonprofit association:

- a. Organized under Hawaii Revised Statutes Chapter 429; and
- b. Operated exclusively within the meaning of section 501(c)(19) of the Internal Revenue Code and for the purposes specified in Article II above.

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

Section 3. Nothing herein shall constitute members of the Chapter as partners for any purpose. No member, officer, or agent of the Chapter shall be liable for acts or failures to act on the part of any other members, officer or agent. Nor shall any member, officer, or agent be held liable for acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

Section 4. The Chapter shall use its funds only to accomplish the purposes specified in Article II above, and no part of Chapter funds shall inure or be distributed to members.

ARTICLE IV Affiliation

Section 1. The Chapter shall be affiliated with the Military Officers Association of America.

Section 2. The Chapter shall not have any provisions in its bylaws that will violate the bylaws of the Military Officers Association of America.

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 National Guard or reserve components as a commissioned or warrant officer in one of the seven uniformed services - Army (USA), Navy (USN), Air Force (USAF), Marine Corps (USMC), Coast Guard (USCG), National Oceanic and Atmospheric Administration

(NOAA), and Public Health Service (USPHS). In addition, the survivor of a deceased person who, if living, would be eligible for membership or a spouse of any eligible officer may become a member.

Section 2. Subject to the provisions above, membership shall be of five six classes: regular, life, auxiliary, life auxiliary, associate and honorary.

a. Regular members. Men and women who are serving or have served in one of the seven uniformed services above;

b. Life Members. Those eligible for membership, as prescribed in Section 2a of this Article, who applied for life membership and paid the prescribed life membership fee; however, no new life membership will be offered;

c. Auxiliary members. Surviving spouses of deceased persons who, if living, would be eligible for regular membership, or any spouse of a regular member or an officer eligible for membership;

d. Life auxiliary members. Widows or widowers of deceased life members or any widow or widower of any de-ceased individual who would have been eligible for membership, who paid the prescribed life auxiliary membership fee; however, no new life auxiliary membership will be offered; and

e. Associate Members. A spouse of a regular or life member is designated an associate member. Associate membership status of spouses: (i) of regular members is contingent upon the regular membership of his/her spouse being in good standing; (ii) of life members is presumed to be in good standing; and

f. 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 regular or auxiliary membership shall not be granted honorary member-ships.

Section 3. Applications for memberships shall be submitted to the membership committee that shall be empowered to accept or reject applications based on the above criteria.

Section 4. Membership may be terminated:

a. By the Executive Committee for non-payment of dues 120 days beyond expiration of membership, or

b. By the board of directors for good and sufficient cause after that member has been given the opportunity to be heard. Termination for good and sufficient cause shall include termination for such things as fraud or dishonesty, willful violation of Chapter bylaws, or intentionally working against the interests of the Chapter.

Section 5. Excluding associate and honorary members, all other classes of members are required to hold and maintain membership in the Military Officers Association of America.

ARTICLE VI Membership Privileges

All members, except honorary, may serve in any capacity in the Chapter; except, further, that an Associate member may not serve as Chapter president.

ARTICLE VII Voting

Section 1. All Only regular, life, auxiliary and life auxiliary members in good standing, except honorary, present at a meeting of the Chapter shall be entitled to vote., except that associate members appointed on committees shall be entitled to vote at executive committee meetings.

Section 2. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote.

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

Section 4. When urgent matters must be decided outside their regular or special meetings, voting electronic meetings shall be permitted only among the board of directors or the executive committee. Any vote taken by email must be unanimous.

ARTICLE VIII Dues

Section 1. The board of directors shall determine annual dues for regular and auxiliary members. Honorary members shall not be assessed any dues.

Section 2. The death of a regular member in good standing shall entitle the surviving spouse to an automatic auxiliary membership and dues shall be considered paid-up through the period for which the deceased had paid, plus one year. The death of a life member shall entitle the surviving spouse to an auto-matic life auxiliary membership with no further payment of dues required.

ARTICLE IX – General Membership, Regular and Special Meetings

Section 1. There shall normally be an annual general membership meeting during the month of November for the election of directors and transaction of other business.

Section 2. Regular meetings of the Chapter shall normally be held monthly unless otherwise decided by the board of directors.

Section 3. Special meetings shall be held when requested by more than fifteen of all regular and auxiliary members or when authorized by the board of directors.

Section 4. Fifteen members of the Chapter shall constitute a quorum for general membership, regular and special meetings at which business will be transacted.

ARTICLE X Board of Directors

Section 1. There shall be a board of directors of not more than nine (9) persons, without regard to service affiliation, elected from among regular, life and auxiliary members who are in good standing within the Chapter and who are willing to serve.

Section 2. The term of office of board members shall be three (3) years. Terms shall be staggered to insure that up to one-third of all directors is elected each year. Directors shall take office upon their election and shall hold office until their successors are elected.

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 amount specified;
- d. Adopt resolutions or establish positions in the name of the Chapter only with membership approval;
- e. Elect the chairman of the board when a vacancy occurs in that position; and
- f. Appoint the chair and members of the nominating committee.

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

Section 5. The chairman of the board shall preside at the annual general membership meeting.

ARTICLE XI Chapter Officers

Section 1. The board shall appoint any eligible Chapter member to serve as president. Subject to approval by the board, The president shall select and appoint other eligible members to serve as vice president, secretary and treasurer.

Section 2. The president shall preside at annual general membership, regular and special meetings of the Chapter, executive committee meetings, and shall be an ex-officio member of all committees with the right to vote, except in the nomination committee.

ARTICLE XII Executive Committee

Section 1. The Chapter officers appointed under Article XI, Section 1 above, chairs of committees established in Article XIII, section 1 below, and the immediate past president shall comprise the executive committee of the Chapter.

Section 2. The executive committee shall:

- a. Implement the policies and objectives established by the board of directors;
- b. Conduct Chapter programs and activities, which enhance members' participation;
- c. Conduct annual fundraising activities;
- d. Ensure Chapter representation at appropriate military events and memorial ceremonies;
- e. Support community services;
- f. Strive to increase membership from all uniformed services active and retired personnel;
- g. Publicize Chapter activities and programs through multiple communication media;
- h. Support national and state legislative initiatives that benefit military members, veterans and their families;
- i. Recommend new programs and services; and
- j. Meet monthly unless postponed by the president.

Section 3. A majority of members serving on the executive committee shall constitute a quorum capable of transacting any business that may come before the executive committee.

ARTICLE XIII

Section 1. Subject to approval by the board of directors, the president shall annually appoint chairs for standing and ad hoc committees required by the bylaws.

Section 2. The standing committees of the Chapter shall include membership, legislative, personal affairs, community services, programs, publications and public relations, ROTC and veteran affairs and others that may be deemed advisable.

Section 3. Ad hoc committees of the Chapter may be established to perform such temporary activities that the president might determine to be required.

Section 4. Every standing committee shall prepare and maintain a charter approved by the board of directors that, as a minimum, includes its purposes and objectives. Charters shall be reviewed and revalidated periodically, but not less than once every two years. Ad hoc committees established to perform tasks of limited scope and duration do not require a charter.

Section 5. A nominating committee of up to three members, appointed by the board of directors not later than September 1, shall nominate eligible members to fill any vacant director position.

ARTICLE XIV Annual Reports

Unless otherwise exempted by the board, all officers and committee chairs shall submit annual reports on the past year's activities at the annual general membership meeting in November. Reports shall include statistical and/or narrative statements of their activities, accomplishments, and impacts made on the community, MOAA, and the Chapter.

ARTICLE XV Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised 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 XVI Flags

Section 1. The American flag and the State of Hawaii flag shall normally be displayed and honored at all meetings in accordance with established protocol.

Section 2. The Chapter flag with all award streamers shall normally be displayed at all meetings and at appropriate military events or veterans' memorial ceremonies.

ARTICLE XVII Dissolution

In the event of dissolution of the Chapter, and after the discharge of all liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the Chapter, such organization to be designated by the board of directors.

ARTICLE XVIII Amendments

These bylaws may be amended at any regular or special meeting of the Chapter by a two-thirds vote, provided that the amendment has been submitted to all members in writing not less than 15 days prior to that meeting.

Amendments were adopted by more than two-thirds majority vote of members present at a special general membership meeting of the Hawaii Aloha Chapter, MOAA held on April 23, 2015, at Hale Ikena, Fort Shafter, Hawaii, with effective date of May 1, 2015.

/s/ John Ma
Chapter President

/s/Ira Tagawa
Chapter Secretary