



Sunflower Chapter

Serving the Kansas military community in Johnson and Wyandotte Counties

BYLAWS

of the

The Sunflower Chapter

**The Military Officers Association of America
P.O. Box 25421
Overland Park, KS 66225**

Article I

Name

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

Article II

Purposes

Section 1. The purposes of the chapter shall be to promote the purposes and objectives of The Military Officers Association of America; foster fraternal relations among retired, active, and former officers of the uniformed services; protect the rights and interests of personnel of the uniformed services and their dependents and survivors; 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 non-profit 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. 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 member, officer, or agent. Nor shall any member, officer, or agent be liable for acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful misfeasance.

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 case the Chapter is dissolved, and after the discharge of all its liabilities, the remaining assets shall be given to a non-profit organization whose purposes and objectives are similar to those of the Chapter. Such organization shall be designated by a majority vote of the Board of Directors.

Article IV Membership

Section 1. Regular members of the Chapter shall be men and women who are or have been commissioned or warrant officers of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) or components of those services. Widows and widowers of any deceased individual, who would have been eligible for membership, shall be eligible for membership in the chapter.

Section 2. Subject to the provisions of Section 1 above, membership shall be of two classes: regular and honorary members.

Section 3. Applications for regular membership shall be submitted in writing to the Board of Directors. Applications for honorary membership shall be submitted in writing by regular members to the Board of Directors. The Board of Directors shall be empowered to accept or reject any application or recommendation for membership.

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.

Section 5. Regular members are required to hold and maintain membership in The Military Officers Association of America.

Article V Voting

Section 1. Except as otherwise provided in these bylaws, all questions coming before a legally called Chapter meeting shall be decided by majority vote of the regular members present.

Section 2. Only regular members in good standing 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 in the matter.

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

Section 3. The secretary shall notify any member who fails to pay dues within 60 days from the time they become due of delinquency. If the member fails to make payment within the next 60 days, the Board of Directors may, without further notice and without hearing, drop the member from the roll. The member shall thereupon forfeit all rights and privileges of membership.

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

Article VII Meetings

Section 1. There shall be an annual meeting of the Chapter during the month of May. The purpose shall be to consider annual reports, determine annual dues for the next calendar year, elect officers and directors and transact other business. Notice of the annual meeting shall be mailed to each member at least 20 days in advance.

Section 2. Regular meetings of the Chapter shall be held each month unless otherwise decided by the vote of the membership. The Chapter Secretary shall endeavor to notify (via email or United States Postal Service (USPS)) each member about regular meetings at least 20 days in advance.

Article VIII Board of Directors

Section 1. The Board of Directors shall be composed of the elected officers (president, 1st vice president, 2nd vice president, secretary, and treasurer), the immediate past president, and five elected directors.

Section 2. The Board of Directors shall be elected annually by the membership at the annual meeting. Each director so elected shall take office at the first regular or special meeting in the calendar year following election. Initially, two directors shall be elected for a three-year term; two directors shall be elected for a two-year term; and one director shall be elected for a term of one year. Subsequently, all directors shall serve a term of two years. If a vacancy occurs on the Board of Directors, a replacement director may be elected to fill the unserved term at a regular or special Chapter meeting.

Section 3. The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter, 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 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.

Section 4. 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 at the call of the president at such times and places as the president 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 to each member of the board at least 10 days in advance. The 10-day advance notice may be waived by a quorum of the board at any meeting called with less than 10 days advance notice.

Section 6. A majority of the entire board shall constitute a quorum at any meeting of the board.

Section 7. All questions coming before the board shall be decided by a majority vote. Each member of the board present shall be entitled to one vote. Proxy voting shall not be permitted.

Article IX Officers

Section 1. The elected officers shall be a president, a 1st vice president, a 2nd vice president, a secretary, and a treasurer, each of whom shall be a regular member of the Chapter. The 1st vice president shall be designated "president elect" and shall become president after serving as 1st vice president for one year.

Section 2. The Chapter officers shall be elected annually by the membership at the annual meeting. Each elected officer shall take office at the next regular or special meeting after the election and serve a term of one year and until a successor is duly elected and installed.

Section 3. No member shall be eligible to serve more than two consecutive one-year terms as president.

Section 4. A vacancy in the office of president shall be filled automatically by the 1st Vice President. Vacancies in other offices shall be filled by vote of the membership at the next regular meeting.

Section 5. The president shall be the chief elected officer of the Chapter; shall preside at meetings of the Chapter and of the Board of Directors; and shall be a member ex officio, without the 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 to 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 necessary incident to the office of the president.

Section 6. If the president is temporarily disabled or absent, the 1st vice president, and in succession the 2nd vice president, shall perform the duties of the president. If the president and both vice presidents are temporarily disabled or absent, the secretary shall perform the duties of the president. The vice presidents shall perform such other duties as the president may assign.

Section 7. 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: maintain the membership records; collect the members' annual dues; prepare such correspondence as might be required; maintain the chapter's correspondence files and safeguard all of the chapter's important records, documents, and valuable equipment. 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 carry out these duties: maintain a record of all sums received and expended by the chapter, deposit all sums received in a financial institution approved by the Board of Directors, make such disbursements as are authorized by the Board of Directors, and make a financial report at the annual meeting or when requested by the president. Funds may be drawn from the account only upon the signature of the president or the treasurer. 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.

Article X Committees

Section 1. The president, subject to the approval of the Board of Directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

Section 2. The standing committees of the Chapter shall include membership, legislative, and personal affairs.

Section 3. At least 60 days before the annual meeting, the Board of Directors shall appoint a nominating committee of five members who are not holding a Chapter office,

and the two most recent past presidents, to nominate candidates for elective offices. The committee shall notify the secretary in writing at least 30 days before the annual meeting of its proposed slate of elected officers and directors for the next calendar year. The secretary shall mail a copy thereof to each regular member at least 20 days before the annual meeting.

Article XI Amendments

Section 1. These bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote at any duly organized meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been mailed (via email or United States Postal Service (USPS)) to each regular member at least 20 days before the meeting.

Article XII The Flag

Section 1. The American flag shall be displayed and honored at all meetings of the chapter.