

BY-LAWS  
MOAA Tucson Chapter Fund Inc

ARTICLE I  
NAME AND STATUS

The name of this corporation shall be the MOAA Tucson Chapter Fund Inc, hereinafter referred to as the “Chapter”.

The Chapter shall be a nonprofit organization under the laws of the State of Arizona.

MOAA Tucson Chapter Fund, Inc. is a 501(c)(3) organization created 20 August 2020. It is classified by the IRS as a private foundation within the meaning of IRC Section 509(a). The Employer Identification Number is 85-1893759.

The Chapter values all who have served as unique individuals, and the Chapter welcomes the variety of experiences each brings to the Chapter. As such, the Chapter has a strict non-discrimination policy. The Chapter believes everyone should be treated equally regardless of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, genetic information, pregnancy, or any other characteristic protected by law.

ARTICLE II  
MISSION STATEMENT

Section 1. Mission Statement. The Chapter’s mission is threefold:

- a. To advocate and support MOAA national goals, programs and priorities.
- b. To advocate and support the State of Arizona and metro Tucson programs, activities, and proposed legislation that benefit military personnel, military retirees, veterans and their families.
- c. To encourage and promote a spirit of volunteerism and participation in programs and activities beneficial to our metro Tucson civic and military communities.

Section 2. Beneficial Interest. The Chapter shall be operated exclusively for the purposes beneficial to the interests of active, former and retired uniformed services personnel of the United States of America, their dependents and survivors.

Section 3. Dissolution. In the event of dissolution or liquidation of the Chapter, after the discharge of all liabilities, the remaining assets (including Chapter funds) shall be given to a non-profit 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 III  
LOCATION

Section 1. Principal Office. The principal office of the corporation shall be located in the County of Pima, State of Arizona.

Section 2. Mailing Address. The mailing address of the corporation, hereinafter referred to as the Chapter, shall be prescribed by the Board of Directors.

ARTICLE IV  
AFFILIATION

Section 1. Parent Body. The Chapter shall remain faithful to its Charter of Affiliation with MOAA and shall uphold the declared principles and objectives of that body.

Section 2. Headquarters Delegate. The Chapter may designate one of its members to attend meetings of the national MOAA Board of Directors in order to represent the Chapter.

Section 3. Council of Chapters. The Chapter shall maintain membership in the Arizona Council of Chapters of MOAA, of which it is a Charter member.

Section 4. Veterans Delegate. The Chapter may be represented by a delegate and alternate delegate to the City of Tucson Veterans Affairs Committee. Such delegates may be appointed annually by the Chapter president with the approval of the Board of Directors and shall be authorized to present Chapter views. They shall make reports to the Board of Directors and to the membership as requested by the president.

ARTICLE V  
MEMBERSHIP

Section 1. Categories. There shall be four categories of members: Regular, Surviving Spouse, Spouses and Honorary.

a. Regular Members.

1. Men and women who are active, former or retired commissioned officers and warrant officers of the U.S. uniformed services which includes members of the U. S. Army, Navy, Air Force, Marine Corps, Space Force, United States Coast Guard, National Oceanic and Atmospheric Administration and Public Health Service. Regular members include personnel who served in the National Guard or as reserve members of any branch of the uniformed services.

2. A Regular member in good standing shall be entitled to all the privileges of this Chapter, including the right to vote and hold elective office.

b. Surviving Spouse Members.

1. Widows and widowers of uniformed services officers (to include both commissioned and warrant officers) who were members of the Chapter are eligible to become surviving spouse members. Widows and widowers of uniformed services officers who were not members of the Chapter are eligible to join as a surviving spouse member upon application for membership and payment of annual dues.
2. A surviving spouse member shall be entitled to all the privileges of membership, including the right to vote and the right to hold elective office.
3. A person who is qualified for regular or surviving spouse membership may elect the status desired.

c. Spouses. A spouse of a uniformed services officer shall be entitled to all the privileges of membership including the right to vote and the right to hold elective office.

d. Honorary Members. An honorary member must be designated by the Board of Directors, and is normally used to honor distinguished persons. An honorary member shall be entitled to all the privileges of membership except the right to vote and to hold elective or appointive office. Honorary members shall not be required to pay dues.

Section 2. Votes and Office. The right to vote applies to all proceedings at meetings of the general membership.

Section 3. Applications. Persons desiring membership should apply to the membership committee chair for membership and payment of membership dues. Annual membership dues may be prorated based on the months remaining in the calendar year. The membership committee chair will determine if the dues should be prorated based on the months remaining in the calendar year.

Section 4. Review. The membership committee chair is authorized to approve or disapprove all membership applications.

Section 5. Satellite Chapters. Groups of Chapter members located at distant locations are authorized to form Satellite Chapters to address their concerns and interests.

- a. Satellite Chapters and their members shall abide by these bylaws.
- b. The members of a Satellite Chapter may elect officers and establish their own meetings, bylaws, and dues, all of which shall be subject to approval by the Chapter Board of Directors.
- c. The Chapter president or first vice president may authorize financial

expenditures by a satellite chapter as prescribed by these bylaws.

d. Satellite chapters may receive a rebate of the portion of their annual chapter dues; such rebate, if any, will be decided annually by the Chapter's Board of Directors

e. National MOAA members that are not members of the Chapter will be welcomed and encouraged to participate in satellite meetings, programs, and activities.

## ARTICLE VI PAYMENT OF DUES

Section 1. Regular. Dues for all Regular members shall be as designated by the Board of Directors..

Section 2. Spouses. Dues for all spouse members shall be as designated by the Board of Directors.

Section 3. Surviving Spouses. Dues for all surviving spouse members shall be as designated by the Board of Directors.

Section 4. When Payable. Dues are payable in advance upon joining the Chapter and on January 1<sup>st</sup> thereafter. A new member paying dues after September 30<sup>th</sup> shall pay a prorated rate for the time remaining in the calendar year.

Section 5. Good Standing. A member is in good standing upon payment of dues for a calendar year. A member ceases to be in good standing after January 31<sup>st</sup> unless their dues have been paid for the current year. Members who fail to pay current dues prior to March 31<sup>st</sup> shall be dropped from the master roster and mailing list. A member so dropped may be reinstated upon payment of current dues.

## ARTICLE VII MEETINGS OF MEMBERS

Section 1. Regular Meetings. There shall be at least six regular monthly meetings of the members every calendar year. There will be no meetings in June, July, and August, and November and December meetings are optional.

Section 2. Annual Meeting. The annual meeting of the members shall be the meeting held in January of each year.

Section 3. Notice of Monthly and Annual Meeting. Notice of all monthly meetings, the holiday party, the annual meeting, and cancellation of any monthly meeting shall be announced in the Chapter newsletter and, when possible, by email to Chapter members. Such newsletter or email shall be distributed to the members not less than ten days before

such meeting.

Section 4. Special Meetings. A special meeting of the members may be called by the Chapter President, or by ten percent of the regular members, with not less than three days notice of the meeting, to include the purpose of the meeting.

Section 5. Quorum. A minimum of ten percent of chapter members must be present at a meeting to constitute a quorum.

Section 6. Voting. Voting may be done electronically or by mailing printed ballots to the members. Each member shall be entitled to one vote. No proxy voting shall be permitted. Voting for Chapter officers must be completed by 31 December.

## ARTICLE VIII BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have general oversight and management of the Chapter. Regular, Surviving Spouse, or Spouse members may be members of the Board of Directors. At regular or specially convened meetings, they may adopt, by majority vote, such rules for the conduct of their meetings and management of the Chapter as they deem proper, consistent with these By-Laws, the By-Laws of MOAA, the Articles of Incorporation and the laws of the State of Arizona.

Section 2. Number and Qualifications. The Board of Directors consists of the President, two Vice-Presidents, the Secretary, Treasurer, the Legislative Liaison, the Scholarship Committee Chair, Membership Committee Chair, and the Surviving Spouse Liaison, for a total of nine members..

Section 3. Appointment. Non-elected Board of Directors (that is, not Chapter officers) are appointed to their position by the President of the Chapter.

Section 4. Vacancies on the Board. Any Board of Director's vacancy of a non-elected officer among Board of Director members shall be filled by the President as he or she desires without board members approval.

Section 5. Quorum. At all Board of Directors meetings, five Board of Directors are necessary to constitute a quorum for the transaction of business, and in the absence of a quorum the majority of the directors present may adjourn any meeting until a quorum is present.

Section 6. Meetings of Directors. The Board of Directors shall meet at least quarterly to conduct business. Meeting may be in-person or by ZOOM or other electronic means. Minutes of Board of Directors meetings must be taken and maintained by the Chapter Secretary.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chapter President, or any two directors, with not less

than three days notice, to include the purpose of such meeting.

Section 8. Chairman. At all meetings of the Board of Directors, the President shall serve as chairman, or, in his/her absence, the first Vice President, or in his/her absence, the second Vice President present, shall act as chairman, and if none are present, the directors present shall choose by majority vote a director to preside as chairman.

Section 9. Removal of Non-elected Directors. Non-elected Board of Directors may be removed from their appointment by the Chapter President.

## ARTICLE IX OFFICERS

Section 1. Designations. The officers of the Chapter shall be the President, first Vice President, Secretary, Treasurer, and Surviving Spouse Liaison. Any officer, other than the President, may hold more than one office.

Section 2. Qualifications. The officers of the Chapter shall be regular, surviving spouse or spouse members of the Chapter.

Section 3. Election. A nominating committee appointed by the President shall present a proposed slate of officers in the combined November and/or December newsletter, at the November or December membership meeting, or by email or written communication to members. Nominations may also be made from the floor when the slate of officers is proposed at a Chapter membership meeting. Elections will be conducted during the fall of every even-numbered calendar year. Elections can be performed with either electronic ballots or paper ballots, emailed or mailed to members, or a combination of the two ballots. Elections must be completed by 31 December. For written and electronic ballots, a write-in must be provided for each officer up for election.

Section 4. Term of Office. Each officer shall take office on the day on which installed, and shall service for a maximum term of two years, or until his or her death, or his or her resignation. Service to fill a vacancy shall be considered a term if the position is filled for more than 12 months. Officers, except the President, may serve multiple back-to-back terms. The President is limited to serve two back-to-back terms unless there are no volunteers to assume the office, the current President agrees, and a majority of the Board of Directors concurs in having the President serve another term.

Section 5. Removal. Any officer elected by the membership may be removed only by unanimous vote by the Board, after opportunity to be heard, whenever in the Board of Director's judgment the best interests of the Chapter would be served by removing the officer.

Section 6. Vacancies. A vacancy of any elected officer shall be filled by the Board of Directors without undue delay, at any regular Board of Director's meeting, or at a meeting specifically called for that purpose. The President of the Board of Directors may nominate a chapter member or non-member to temporarily fill a chapter officer

position. Upon approval vote by a majority of the Board of Directors present at that meeting, the nominee will be approved to temporarily fill the vacant position. A temporarily-appointed officer may serve no more than 12 months.

Section 7. President. The President shall be the Chief Executive Officer of the Chapter, He or she shall be Chairman of the Board of Directors, preside at the meetings of the membership, be an ex-officio member of all committees except the nominating committee, and perform such other duties as necessarily incident to the office of the President. The President shall have the right to offer motions and to vote at Board of Directors meetings, but shall not have these rights at membership meetings except that he/she may vote to break a tie. The President is authorized to sign Chapter checks and charge expenses against a Chapter debit card.

Section 8. First Vice President. The first Vice President shall, in the absence or incapacity of the President, perform the duties of President. The first Vice President shall be chairman of the program committee, the duties of which are prescribed in Article XI, and perform such other duties as the President may assign. The first Vice President may be authorized by the President to also sign Chapter checks.

Section 9. Second Vice President. The second Vice President shall, in the absence or incapacity of the first Vice President, perform the duties of the first Vice President. The second Vice President shall perform such other duties as the President may assign.

Section 10. Secretary. The Secretary shall perform the customary duties as secretary; keep the minutes of the membership and Board of Directors meetings, and attend to the giving and serving of all required notices.

- a. The Secretary shall handle routine correspondence, maintain the Chapter's correspondence files, and safeguard all important records and documents. and such other duties as the President may assign.
- b. The Secretary shall perform such other duties as are commensurate with the office or as assigned by the Chapter President. The Secretary may delegate some of his/her duties with the approval of the President..

Section 11. Treasurer. The Treasurer shall have the care and custody of Chapter funds. The Treasurer shall keep books of the accounts in accordance with generally accepted accounting principles, and render monthly reports to the Board of Directors. .

- a. He/she shall pay valid Chapter bills, receive dues, and provide the Secretary and membership committee chair with membership information accordingly.
- b. He/she shall deposit all monies received in a federally insured checking and/or savings account.
- c. He/she shall sign all checks and use the Chapter's debit cards to pay

expenses. The President and First Vice President area also authorized to sign Chapter checks charge expenses to a Chapter debit card.

d. The Treasurer shall file an annual report with the Arizona Corporation Commission for the preceding year ending December 31<sup>st</sup>, in accordance with Arizona statutes.

e. The Treasurer shall file the required IRS forms for the Chapter.

f. The Treasurer shall pay dues out of the operating fund to the Arizona Council of Chapters when requested by the Arizona Council of Chapters.

g. A CPA or auditor should perform a financial review of the Chapter's financial records at least once every three years. The CPA or auditor shall not be a member of the Board of Directors. The CPA or auditor must provide a written summary of their review of the Chapter's financial records.

h. The Treasurer shall perform such other duties as may be assigned by the Chapter President.

i. All requests for reimbursement of expenses incurred in the course of Chapter duties require the approval of the Chapter President or Chapter First Vice President. Receipts are required for reimbursement of all expenses.

j. No member of the Chapter or Board of Directors may obligate the Chapter for more than Fifty Dollars (\$50) without prior approval by the President or first Vice President.

## ARTICLE X INSTALLATION

Section 1. When Installed. The elected officers shall be installed at the January membership meeting.

## ARTICLE XI COMMITTEES

Section 1. Standing Committees. Standing committees may include: Membership, Program, Scholarship, Public Affairs, and Personal Affairs. Their chairmen shall be appointed by the Chapter President.

Section 2. Program Committee. The first Vice President shall chair the program committee. The program committee shall provide a varied schedule of speakers and other entertainment for all monthly membership meetings.

Section 3. Scholarship Committee. The scholarship committee shall solicit applicants for college and university scholarships from current ROTC students at University of

Arizona and/or children of uniformed personnel, commissioned or enlisted, active duty, former, retired or deceased, and shall raise funds for such scholarships. All scholarship grants shall be approved by the Board. The Scholarship Committee should be self-supporting as much as possible.

- A. All scholarship fund monies shall be managed by the Treasurer. Excess funds may be invested upon recommendation of the Treasurer.
- b. All withdrawal documents or transfer from chapter funds for scholarships must be authorized by the Scholarship Committee chair.
- c. All expenses of the Scholarship Committee shall be paid from the Chapter Funds. Scholarship amounts may be recommended by the Scholarship Committee but must be approved by the Board of Directors. The awardees and parent(s) or guardian(s) should be invited to attend a regular Chapter meeting, usually in April, where the scholarship awards will be announced. All expenses for the meals for the scholarship awardees and parents or guardians may be paid for with Chapter funds or scholarship funds.

Section 4. Public Affairs Committee Chair. The public affairs committee chair shall represent this Chapter at meetings and other proceedings of civic, fraternal, and official municipal bodies. The President shall prescribe such bodies and the degree of Chapter participation and commitment. The committee shall also arrange publicity for Chapter meetings and other events.

Section 5. Personal Affairs Committee. The personal affairs committee shall provide information to members and survivors on their military service entitlements, and assist in preparing claims to governmental agencies.

- a. In case of illness or death, the committee shall express sympathy to the next of kin and offer assistance as needed.
- b. They shall keep members informed through the Chapter newsletter of facilities and services available in the area, such as commissary, exchange, hospital, and officers' club.

Section 6. Nominating Committee. No later than in October of an election year, the President shall appoint a nominating committee of three members who are not elected officers of the Chapter to make nominations of Chapter officers for the coming year.

- a. The President shall provide instructions, as necessary, for the conduct of the Nominating Committee. The Secretary shall provide a current Chapter roster of members and a copy of the Chapter By-Laws to all committee members immediately upon their appointment. The names of the committee members shall be printed in the Chapter newsletter and announced at a membership meeting.
- b. The committee shall report a slate of nominees to the President no later than

the November Board meeting. The slate shall be printed in the November and/or December newsletters and shall be announced at the December membership meeting.

Section 7. Term of Office. All committee chairmen and members may serve as long as desired until they resign or, for committee chairs, are replaced by another president-appointed committee chair. .

## ARTICLE XII MEMBERSHIP AND LEGISLATIVE LIAISON

Section 1. Membership Chair. The membership chair shall be appointed by the Chapter President. The membership chair shall conduct an ongoing recruitment campaign with special emphasis on obtaining the return of non-renewing members. The membership chair shall maintain an accurate roster of chapter members and shall periodically update national MOAA's roster of chapter members.

Section 2. Legislative Liaison. The Legislative Liaison shall keep the membership informed of applicable federal and state proposed and pending legislation.

- a. The Legislative Liaison shall solicit legislator support, pro or con, on items of MOAA interest.
  
- b. The Legislative Liaison shall be a member of national MOAA's Legislative Action Center and maintain contact with the Legislative Liaison of the Arizona Council of Chapters.

## ARTICLE XIII INDEMNIFICATION

The Chapter shall indemnify all of its directors, officers, members, employees and agents against any and all expenses incurred by them, including, but not limited to, legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any or all of them for or on account of any act or omission alleged to have been committed while acting within the scope of their respective duties and capacities in the Chapter; provided, however, that such act or omission was not willful or with fraudulent intent or grossly negligent or with criminal intent. No such indemnification shall be available to any director, officer, member, employee or agent who shall unreasonably refuse to permit the Chapter, at its own expense and through counsel of its own choosing, to defend him in said action. The Board may arrange for appropriate insurance. (See Volunteer Protection Act of 1997. PL 105-19)

## ARTICLE XIV SEAL

The Board may provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Chapter and the words and figures "INCORPORATED

JANUARY 1, 2003, ARIZONA” or word and figures of similar import.

ARTICLE XV  
FISCAL YEAR

The fiscal year of the Chapter shall be 1 July to 30 June..

ARTICLE XVI  
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these by-laws, the Articles of Incorporation, or under the laws of the State of Arizona, a waiver in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII  
PARLIMENTARY AUTHORITY

Section 1. Rules of Order. Robert’s Rules of Order, current edition, shall govern proceedings of the membership and Board of Directors meetings when applicable and when not inconsistent with these by-laws and any rules of order the Chapter may adopt.

Section 3. Majority Vote. Motions at all membership and Board meetings shall be decided by simple majority vote of members present eligible to vote.

ARTICLE XVIII  
AMENDMENTS

Section 1. Approval. After approval of the complete text of proposed amendments by a majority vote of the Board of Directors, they shall become effective upon a majority vote of the members present at a membership meeting, provided:

- a. The general nature of the amendments shall have been announced at the preceding regular meeting, and
- b. The complete text of the amendments shall have been furnished the membership at least ten days in advance of the regular meeting at which the vote is to be taken.

Approved by the Board of Directors: 2 April 2025

Approved by the Regular Membership: 24 April 2025

Signed: Charles F. Vaughan 4/25/2025  
Charles F. Vaughan, CAPT, USN, retired, Treasurer Date

Addendum:

This is the initial By-Laws of the MOAA Tucson Chapter Fund Inc