

**2023 AMENDED AND RESTATED
BY-LAWS
OF THE
CATALINA MOUNTAINS CHAPTER MOAA, INC.**

ARTICLE 1. NAME OF CORPORATION, PURPOSE, AND STATUS

- Section 1.1 The name of the corporation is the Catalina Mountains Chapter MOAA, Inc., hereinafter referred to as the “Chapter.”
- Section 1.2 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: to promote the purposes and objectives of the national Military Officers Association of America (MOAA); foster fraternal relations among active duty, former, and retired officers of the uniformed services and their reserve or national guard components; protect the rights and interests of active duty, former, retired, and reserve and national guard component 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.
- Section 1.3 The Chapter shall be a nonprofit organization under the laws of the State of Arizona.
- Section 1.4 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 2. MEMBERSHIP

- Section 2.1 Members of the Chapter shall be comprised of those who are serving or have served on active duty or in one of the reserve or national guard 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).
- Section 2.2 Members are required to obtain and maintain membership in national MOAA.
- Section 2.3 Applications for membership shall be in writing on the form approved by the Board of Directors and submitted in writing to the Membership Chair or other designee of the Board of Directors. The Membership Chair or other designee of

the Board of Directors shall be empowered to accept or reject an application for membership.

- Section 2.4 There are two groups of honorary members— surviving spouse honorary members and non-surviving spouse honorary members, neither of which have voting rights, as further discussed in Section 2.4.3, below.
- Section 2.4.1 Surviving spouse honorary members are those who are the surviving partner, spouse, or individual of similar relationship to a deceased individual who would, if living, be eligible for membership in the Chapter. Surviving spouse honorary members are required to make application for honorary membership using the form provided by the Chapter.
- Section 2.4.2 Any member may submit a written recommendation to make an individual a non-surviving spouse honorary member. Those who may be considered for this status are those who do not meet the criteria for Chapter membership. This recommendation shall be submitted to the Board of Directors via the President. The Board of Directors is empowered to accept or reject the recommendation for non-surviving spouse honorary membership based on the individual’s exemplary service to or support of active-duty members or veterans of the uniformed services and their reserve or national guard components.
- Section 2.4.3 An honorary member is not a member of the Chapter. Honorary members pay no membership dues, may not hold any elective office, and have no voting rights. On the other hand, honorary members may attend monthly meetings of the Chapter, as well as similar gatherings. Honorary members may also participate in Chapter committees, including being appointed a chair of a committee.
- Section 2.5 Any member may resign by filing a written resignation with the Membership Chair or other designee of the Board of Directors. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.
- Section 2.6 The Board of Directors may remove any member or honorary member for good and sufficient cause after that member or honorary member has been given an opportunity to be heard. The member or honorary member shall thereupon forfeit all rights and privileges of membership or honorary membership.

ARTICLE 3. DUES

- Section 3.1 The annual dues for each member and honorary member shall be determined by the Board of Directors.
- Section 3.2 The annual dues shall become due on January 1st of that year.

- Section 3.3 The dues for any member joining after January 1st of the year, shall pay the dues amount determined by the President.
- Section 3.4 The Membership Chair or other designee of the Board of Directors may, without further notice and further hearing, remove any member from the rolls for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership.
- Section 3.5 Any member who has been removed for nonpayment of dues may be reinstated upon reapplication for membership and payment of annual dues for the current year.

ARTICLE 4. MEMBER VOTING

- Section 4.1 Except as otherwise provided in these By-Laws, all questions coming before the membership shall be decided by a majority vote of all members casting a vote either electronically, or in the event of a member does not have an email address, by mail. Each member shall have one vote.
- Section 4.2 All regular members in good standing shall be entitled to vote.
- Section 4.3 Proxy voting shall not be permitted.

ARTICLE 5. MEMBERSHIP MEETINGS

- Section 5.1 Regular meetings of the Chapter shall be held at least once a month during the months of the year and on the days determined by the Board of Directors. Notice of each meeting shall be emailed, or if no email address mailed, to each member at least fifteen (15) days in advance.
- Section 5.2 During November of each odd-numbered year the election of officers shall be conducted by electronic mail, or if no email address by mail, to each member at least fifteen (15) days in advance. A special election may be held at the pleasure of the Board of Directors whenever there may be a vacancy in any office.
- Section 5.3 Special meetings may be called by the Board of Directors or the President at any time following notice as discussed in the following section.
- Section 5.4 Written notice of meetings stating the place, day, and hour of the meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than fifteen (15) nor more than fifty (50) days before the date of the meeting, by written notice delivered personally, by mail, or by other commercially acceptable means of business communications including, but not limited to, overnight mail, electronic mail, or facsimile to each member at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposited in the United States mail, postage prepaid, addressed to the member.

ARTICLE 6. BOARD OF DIRECTORS

- Section 6.1 The Board of Directors shall be composed of the following three current or past Presidents of the Chapter:
- (A) Current President, who shall also serve as Chair of the Board.
 - (B) Immediate past President of the Chapter.
 - (C) Next previous President of the Chapter.
- Section 6.2 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 By-Laws, shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds through the Treasurer or other designee. It may adopt such rules and regulations for the conduct of its business as deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. Members of the Board of Directors serve without compensation.
- Section 6.3 The Board shall meet upon the call of the President and Chair 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. The Board shall meet at least twice a year--once in the spring and once in the fall. Notice of each meeting of the Board of Directors shall be emailed to each member of the board at least ten (10) days in advance as prescribed in Section 5.4, above.
- Section 6.4 A majority of the Board of Directors shall constitute a quorum at any meeting of the board.
- Section 6.5 All questions coming before the Board shall be decided by a majority vote, with each member of the Board of Directors present being entitled to one vote. Proxy voting shall not be permitted.
- Section 6.6 Whenever a person designated in Section 6.1, above is unable or unwilling to serve, or any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors from among any previously elected officer and also then a current member of the Chapter.
- Section 6.7 Pursuant to A.R.S. §10-821, the Board of Directors may take an action without a meeting if the action is taken by the directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as

such in any document. Any director may revoke a consent by delivering a signed revocation of the consent to the president or secretary before the date the last director signs the consent or consents.

Section 6.8 The majority of the Board of Directors may remove any director from the board for good and sufficient cause after that director has been given an opportunity to be heard. The director shall thereupon no longer serve on the Board of Directors.

ARTICLE 7. OFFICERS

Section 7.1 The elected officers shall be a President, who will also serve as Chair of the Board of Directors while in office and as a member of the Board of Directors for the first several years after leaving office; Vice President(s); a Secretary; and a Treasurer, each of whom shall be a regular member of the Chapter. The Board of Directors shall decide the number of vice presidents, as well whether any other officer positions should be created. All officers serve without compensation.

Section 7.2 Each elected officer shall take office at the first regular meeting in the calendar year following election and shall serve for a term of two years or until a successor is duly elected and installed.

Section 7.3 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, the member agrees, and the Board of Directors concurs in having the member serve another term.

Section 7.4 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, with right to vote, of all committees except the Nominating Committee. The President shall 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. Once a President leaves office, he or she will continue to serve another two years as a member of the Board of Directors provided, he or she remains a member and is willing to do so.

Section 7.5 The President will also be the Chapter representative to the Arizona Council of Chapters and participate to the extent possible in the council's meetings.

Section 7.6 The Vice President (s) shall plan, develop and enforce policies and objectives of the Chapter to ensure it maintains its values and meets its established goals. The Vice Presidents shall perform other duties such as the President might assign.

Section 7.7 In the event of the President's temporary disability or absence, the First Vice President shall perform the duties of the President. The Vice Presidents shall perform other duties such as the president might assign.

- Section 7.7 The First Vice President shall fill a vacancy in the office of the President automatically. The Second Vice President shall fill a vacancy in the office of the First Vice President automatically. Vacancies in other offices shall be filled as the Board of Directors may decide
- Section 7.8 The Secretary shall provide timely email notification of all meetings of the Chapter and of the Board of Directors, as well as attend all Board of Directors meeting in a nonvoting capacity and maintain a record of all Board of Director meetings. The Secretary shall maintain the Chapter's membership records locally for the Chapter. The Secretary also shall carryout the following duties: prepare such correspondence as might be required, maintain the Chapter's correspondence files, and safeguard all important documents and records. The Secretary shall perform such other duties as are commensurate with the office or as assigned by the President or the Board of Directors.
- Section 7.9 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 President or the Board of Directors, deposit all sums received in a financial institution approved by the board of directors, and make a financial report when called upon by the President. Funds may be drawn from the account in the financial institution only upon the authorization or signature of the Treasurer, the First Vice President, or any other officer the Board of Directors may so designate. The funds, books, and vouchers in the custody of the Treasurer shall always be subject to inspection and verification by the President and the Board of Directors.
- Section 7.10 The Board of Directors may remove any officer for good and sufficient cause after that officer has been given an opportunity to be heard. The officer shall thereupon no longer serve in that capacity.

ARTICLE 8. COMMITTEES

- Section 8.1 The President shall annually appoint standing and special committees such as might be required by the By-Laws or might be advisable, as well as the chair of such committees. Such appointments shall be in writing with a copy of the committee chair and all members. The committee members, as well as the chair serve at the pleasure of the President, and may be removed at any time.
- Section 8.2 The Membership, Legislative, and Surviving Spouse Committees shall be standing committees of the Chapter. ~~The~~ Membership Committee Chair shall maintain the Chapter's membership records with National MOAA.
- Section 8.3 At least sixty (60) days before the November elections, the President shall appoint a Nominating Committee of no less than three and no more than five regular members, not currently holding elective or appointive office, to nominate

candidates for the elective offices. The committee shall notify the President and Secretary in writing (or email), at least thirty (30) days before the November elections, of its proposed slate of officers for the next calendar year. The list of nominated candidates for each elective office shall be included in an email to each regular member at least twenty (20) days before the due date for each electronic ballot.

ARTICLE 9. STATUS, PLACE OF BUSINESS, AND DISSOLUTION

- Section 9.1 The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Section 1.2, above.
- Section 9.2 The Chapter through its Secretary shall engage a statutory agent in the State of Arizona to meet the requirements of A.R.S. §10-3501.
- Section 9.2 The known place of business of the Chapter, as required by A.R.S. §10-3501 to be maintained in the State of Arizona, will be the address of the President. Each new President shall advise the Corporation Commission in accordance with A.R.S. §10-3502, of the change in the Chapter's known place of business.
- Section 9.3 The Chapter shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, reasonably incurred by reason of being or having been 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 these By-Laws.
- Section 9.4 The Chapter shall procure appropriate commercial general liability insurance to protect the interests of the Chapter.
- Section 9.5 The Chapter shall use its funds only to accomplish the purposes specified in Section 1.2 above, and no part of said funds shall inure or be distributed to any Member, except to the extent these funds are to reimburse a Member for approved expenses incurred on behalf of the Chapter.
- Section 9.6 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 like those of the Chapter, such organization to be designated by a majority vote of the Board of Directors.

ARTICLE 10. AMENDMENTS

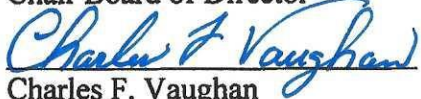
Section 10.1 The By-Laws may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors at any duly noticed meeting, provided that a copy of any amendment proposed for consideration has been emailed to each Board Member at least fifteen (15) days before the meeting.

ARTICLE 11. FLAG

Section 11.1 The American flag shall be displayed and honored at all meetings of the chapter, including the reciting the Pledge of Allegiance before each Chapter meetings.

This is to certify that these By-Laws were approved and adopted at the Board of Directors at its meeting on September 25, 2023.

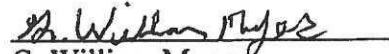
Chair Board of Director



Charles F. Vaughan

Captain, U.S. Navy, Retired

Chapter Secretary



G. William Myers

Lieutenant, CEC, U.S. Navy, Former