



Bylaws Of Lone Star Officers Club, Inc.

An Affiliate of Military Officers Association of America

Article I—Name

Section 1. The name of this organization shall be the Lone Star Officers Club, Inc., hereinafter referred to as LSOC. The chapter is incorporated in the State of Texas.

Article II—Purposes

Section 1. The purposes of the chapter shall be to:

- (1) Promote the purposes and objectives of the Military Officers Association of America (MOAA);
- (2) Foster fraternal relations among retired, active duty, and former officers of the uniformed services and their reserve components;
- (3) Protect the rights and interests of active duty, retired and reserve component personnel of the uniformed services and their dependents and survivors;
- (4) Provide useful services for members and their dependents and survivors;
- (5) Serve the community and the nation; and
- (6) Provide scholarships for students in various ROTC units pursuant to qualifications as established, and in accordance with, the regulations of the Internal Revenue Service (IRS).

Article III—Status

Section 1. The chapter shall be a nonprofit, tax exempt organization [under IRC 501(c)(19)], 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. The president or the treasurer may authorize disbursement under \$500.00. The president and the treasurer must authorize disbursements of \$500.00 or greater.

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 malfeasance or misfeasance. Nor shall any officer, board member or member be liable as an individual for preparing any tax return required by the Internal Revenue Service (IRS) or by regulations of the State of Texas.

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 a 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.a. The regular membership of the chapter shall be composed of active duty, former, retired, Reserve or National Guard commissioned and warrant officer and cadets and midshipmen of the uniformed services (Army, Marine Corps, Navy, Air Force, Coast Guard, Public Health Service and National Oceanic and Atmospheric Administration).

Section 1.b. Auxiliary membership shall be composed of survivors of former national MOAA members who are deceased or survivors of deceased individuals, who would, if living, be eligible for membership.

Section 1.c. Honorary membership may be granted to certain individuals in recognition of their services to the nation, the state, the community or the LSOC. An individual eligible for regular or auxiliary membership is not eligible for honorary membership. However, if any individual who holds an elective or appointive office at the national, state or local level; he/she may be extended honorary membership to be effective only during the tenure of office. The board of directors also may grant honorary membership to foreign officers who are not otherwise ineligible. Honorary members shall not have any voting rights and shall be responsible for payment of such dues as may be established by the board of directors. Honorary members shall comprise no more than 2.5% of the total membership.

Section 1.d. IRS regulations limit the total number of honorary and auxiliary members to no more than 25% of total membership in order to qualify as a tax-exempt organization.

Section 2. Applications for regular or auxiliary membership shall be submitted in writing with appropriate dues to the treasurer who submits them through the secretary to the board of directors. Regular and auxiliary members shall submit recommendations for honorary membership in writing to the board of directors. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section 3. The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to have a hearing before the board. The board's recommendation after the hearing, if one is requested, will be presented to the full membership at the next general meeting. A 2/3 vote of those members present is required for expulsion.

Section 4. Regular members are required to hold and maintain membership in national MOAA. Auxiliary members holding chapter offices are required to hold and maintain membership in national MOAA. All auxiliary members also are encouraged to acquire and maintain such membership.

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 of those present and eligible to vote.

Section 2. Only regular and auxiliary members in good standing or, as determined by the board of directors, 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 – Fiscal Year

The fiscal year of LSOC shall be 1 January through 31 December of the same year.

Article VII—Dues

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting in November, after receiving the board of directors' recommendation in the matter.

Section 2. The annual dues for a calendar year shall become due on January 1 of that year. For new chapter members, any dues paid after August 1 of one year shall apply until December 31 of the following year.

Section 3. Members who fail to pay their dues by March 31 of the year shall be notified by the secretary and, if payment is not made by May 31 of that year shall, without further notice and without hearing, be dropped from the rolls. The member shall thereupon forfeit all rights and privileges of membership.

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

Article VIII—Meetings

Section 1. There shall be an 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 officers and directors, and the transaction of other business. Notice of the meeting shall be provided in the chapter's newsletter or to each member at least 14 days in advance.

Section 2. Regular/special meetings of the chapter shall be held as determined by the board of directors. Notice of each such meeting shall be provided to each member at least 14 days in advance.

Section 3. Board meetings are open to all members.

Section 4. The rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article IX—Board of Directors

Section 1. The board of directors shall be composed of the elected officers (president, first vice president, second vice president) and at least two elected directors who are regular or auxiliary members. Every effort should be made to ensure an odd number of directors.

Section 2. The elected officers/directors shall be elected annually by a majority vote of the membership attending the annual meeting. Each elected officer/director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year.

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 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 provided to each member of the board in the chapter's newsletter or at least 7 days in advance.

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, with each member of the board present being entitled to one vote. With the approval of the president, voting may be conducted electronically or through conference calls. Proxy voting shall not be permitted.

Articles X—Officers

Section 1. The elected officers shall be a president, first vice president and second vice president, each of whom shall be a regular or auxiliary member of the chapter.

Section 2. The membership shall elect officers at the annual meeting. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year or 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 the president shall be filled automatically by the first vice president. Vacancies in other offices shall be filled as the board of directors may decide.

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, 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 6. In the event of the president's temporary disability or absence, the first vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president and the vice president, the second vice president shall perform the duties of the president. The vice presidents shall perform other duties such as the president might assign, although the first vice president will normally function as the program chairman and the second vice president will normally function as the meeting location coordinator and the chair of the Reservations Committee, if one is established.

Section 7. A secretary, who may be a regular or auxiliary member or a spouse of a member, shall be appointed by the board of directors as an agent of LSOC. The secretary shall provide timely notification of all meetings of the chapter and of the board of directors and shall maintain a record of all proceedings. Also, the secretary shall post all important official records, excepting personal information, on CONNECT.MOAA.ORG LSOC chapter microsite. The secretary shall also carry out these duties: maintain the membership records; 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. 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. A treasurer, who may be a regular or auxiliary member or a spouse of a member, shall be appointed by the board of directors as an agent of LSOC. 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, prepare required tax documents and make a financial report at the annual meeting or when called upon by the president. The financial records, 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 financial balance sheet shall be published in the chapter newsletter at least annually at the beginning of the new fiscal year.

Article XI—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.a. The special committees of the chapter may include membership, legislative, personal affairs and others deemed appropriate by the president and board of directors.

Section 2.b. An Audit/Review Committee consisting of at least three members shall conduct an annual informal review of the records of income and disbursements to determine that the chapter assets and expenses are properly controlled and recorded. The review will normally be conducted near the end of the fiscal year in order to report findings to the incoming and outgoing boards.

Section 3. At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee of no less than two chapter members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The nominating committee is required to present a written report to the secretary at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall list in the chapter's newsletter the nominated candidates for the elected offices or otherwise provide a copy thereof to each chapter member at least 14 days before the annual meeting.

Section 4. Spouses of regular and auxiliary members may serve in committee positions, as determined by the chapter president.

Article XII – Gender and Number

Section 1. Whenever in the bylaws a gender designation of “he”, “him” or “his” is used, it shall include both male and female as is appropriate from the context, also the singular shall include the plural as is appropriate from the context.

Article XIII—Amendments

Section 1. These bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership present at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been approved by the board of directors and provided to each member qualified to vote at least 14 days before the meeting.

Article XIV—The Flag

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

This is to certify that these bylaws were approved and adopted by a two-thirds vote of members present at the general membership meeting on _____ and constitute the complete and current bylaws of the Lone Star Officers Club, Inc. as of that date.

Daniel A. Kile
(Name)

Gary P. Howe
(Name)

Colonel, USA (Ret.)
(Rank/Grade and Service)

Major, USAF (Ret.)
(Rank/Grade and Service)

President

Secretary

Revised and Adopted: November 20, 2013