501(C)3 – EIN: 85-1685945

Military Officers Association of Southwest Florida Foundation, Inc.
P.O. Box 1212
Naples, FL 34106

BYLAWS

ARTICLE I—NAME OF CORPORATION

The name of this organization shall be the Military Officers Association of South West Florida Foundation, Inc. (MOASWF). Chapter hereinafter referred to as the Chapter or such other name or names as the Board of Directors may from time to time authorize.

ARTICLE II – ORGANIZATION AND OFFICES

SECTION 1 – ORGANIZATION – The organization will operate under the Articles of Incorporation filed with the State of Florida on September 9, 2019 and all operations shall be solely those as permitted under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2 - CORPORATE OFFICE: The principal office of this corporation in the State of Florida shall be at a location designated by the Board of Directors.

SECTION 3 - REGISTERED AGENT FOR SERVICE OF PROCESS: The Board of Directors may from time to time change the Registered Address of the corporation and the Registered Agent by duly adopted resolution and filing the appropriate amendment with the State of Florida.

ARTICLE III—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 members of the uniformed services and their National Guard or Reserve components; protect the rights and interests of active duty, retired, Reserve and National Guard personnel of the uniformed services and their dependents and survivors; foster fraternal relations with the public; provide useful services for members and their dependents and survivors; support educational and charitable causes; and serve the community and the nation as selected by the Military Officers Association of Southwest Florida Foundation, Inc. The activities of the Chapter shall be undertaken for carrying out the aims of the entity and other activities related to the Purpose, so long as all activities are those as permitted under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. The Chapter shall be a non-profit organization, operated exclusively for the purposes specified in Article III, Section 1 above.

Section 3. Fiscal Year. The fiscal year for the Chapter shall be from January 1 through December 31st.

Section 4. Depositories.

The Board of Directors shall have the power to select depositories for the funds of the Corporation and authority to direct the method and manner of signing checks, notes, and other instruments binding on the Corporation.

Section 5. Policy Manual

The Chapter shall be administered according to policies and procedures as outlined in the Military Officers Association of Southwest Florida Foundation, Inc. or the Military Officers Association of America and Chapter Policies, and Procedures Guide hereinafter referred to National MOAA.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. Board of Directors – Term and Powers

The Board of Directors hereinafter referred to as the Board shall have supervision, control, and direction of the affairs of the Chapter. The Board 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.

a. The Board shall be composed of five (5) elected officers (President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer), the immediate past president, and a minimum of two (2) elected Directors. The Board shall not exceed a total of nine (9) members.
b. The Directors shall be elected from the slate of candidates nominated by the Nominating Committee by a majority vote of the members present at the Annual Business Meeting
c. Each Director is elected for a three (3) year term. Director terms of office shall be staggered so that no more than 1/3rd of the Directors are elected each year. The Directors shall be elected at the Annual Business Meeting each year. Each elected Director shall take office at the first regular or special meeting in the calendar year following the election.

Section 3. Vacancy in the Board of Directors or Officers of the Chapter

a. If a vacancy occurs in the Board of Directors or Officers of the Chapter, the Board of Directors may, by a simple majority vote by the Board, fill the vacancy with a qualified candidate for the unexpired period of the term.
b. The Board of Directors may declare vacant the office of a Director or Officer if the Director meets any of the following criteria:
    1) he or she is declared of unsound mind by an Order of the Court or
    2) is convicted of a felony, or
    3) if within 60 (sixty) days after notice of his or her selection, he or she does not accept such office in writing or by direct verbal communication to the Board of Directors,
    4) he or she fails to attend three or more Board meetings without requesting a leave of absence in writing, or
    5) disclosing confidential or sensitive information about the corporation to unauthorized persons, or
    6) using the corporation for his or her own personal gain
    7) violating the corporation's code of ethics or any other written agreements the business has among the directors, or

8) creating an unhealthy or dysfunctional boardroom through inappropriate behavior or disrespecting the other members of the corporation, or
9) fails to meet each requirement of qualification as the Bylaws or Policy and Procedures (National MOAA) may specify, or
10) If deemed unfit to serve by the majority of the Board.

c. If the Directors remaining in office constitute less than a quorum, they may fill the vacancy by the affirmative vote of a two-thirds majority of the Directors remaining in office.
d. A Director shall be elected to hold office for the unexpired term of his or her predecessor, or if there is no predecessor, until the next regular or special meeting designated to elect Directors.

Section 4. Meetings of the Board of Directors

a. The Annual Business Meeting of the membership shall be held in the month of November or at another time and place as the Board shall designate.
b. Regular meetings of the Board of Directors shall occur once a month, other than the Annual Business Meeting at such time and place as the Board shall designate.
c. Special Meetings of the Board of Directors may be called by the President at such times as the President shall deem necessary. A majority of Directors may also call a Special Meeting.
d. Notice of any meeting of the Board of Directors shall be given to each Director.
    1) For any Meeting, notice must be by prudent written means: telegraph, teletype, email or another form of wire or wireless communication, or by mail or private carrier. For any emergency or adjourned meeting, notice may be either written or oral and may be communicated in person, by telephone, telegraphy, teletype, email, or another form of wire or wireless communication, or by mail or private carrier.
    2) At a reconvened meeting of an adjourned meeting, the Board of Directors may transact any business which might have been transacted at the original meeting, if a quorum is present.
e. A quorum of fifty percent (50%) of the Directors duly elected and then serving in office for the Board of Directors is required to transact the business of the Corporation.
    1) If a quorum exists, the affirmative vote of a majority of Directors present shall bind the Board of Directors, except where the vote of a greater number is required by these Bylaws or by the Florida Not-For-Profit Corporation Law in connection with transactions involving Director conflicts of interest; Bylaw amendments, charter amendments; mergers, and the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets other than in the regular course of activities.
    2) When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present.
    3) Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of such Board or committee by

f. Roberts Rules of Orders shall be the parliamentary authority for meetings of the Chapter except where inconsistent with law or these bylaws.
g. Each Director shall cast one vote.
h. Cumulative and proxy voting by Directors is prohibited.

Section 5. Removal of Directors and/or Officers

i. Any Officer or Director may be removed, with cause, by a vote of two-thirds of the Directors then in office and approval by the President.

Section 6. Resignation of a Director

j. An Officer or Director may resign by tendering notice in writing to the Board of Directors or President. A resignation shall be effective when notice is so delivered unless the notice specifies a later effective date.

Section 7. Consent of Directors in Lieu of Meeting

a. Any action required or permitted to be taken at a meeting of the Board of Directors, or a committee thereof may be taken without a meeting.
b. If the majority of Directors constitute a quorum of Directors or quorum of committee members consents to taking such action without a meeting, the affirmative vote of the majority of Directors or committee members that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors or committee thereof, as the case may be.
c. Such action must be evidenced by one (1) or more written consents describing the action taken and indicating each signing person's vote or abstention on the action, and such written consent or consents shall be included in the minutes or filed with the corporate records reflecting the action taken.
d. Written consents and signatures may be affected by electronic transmission.
e. Any action taken under this Section shall be effective when the last Director of committee member approving such action signs the consent unless the consent specifies a different effective date.
f. A consent under this Section shall have the effect of a meeting vote and may be described as such in any document.
g. This Section shall not be used to approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets.

Section 8. Committees

a. The President or the Board of Directors may create committees in addition to the standing committees of the Board as may be determined to help discharge the Board's responsibilities.
b. Each such committee shall consist of such persons, whether Directors or others, as may be approved by the Board of Directors.
c. Each committee shall perform such functions as may be lawfully assigned to it by the Board of Directors.
d. So far as applicable, the provisions of Article IV relating to meetings, notice, and waiver of notice of meetings and quorum voting requirements of the Board of Directors shall apply to the committees as well.
e. There shall be standing and special committees of the Board: Legislative, Membership, Personal Affairs, JROTC, Public Relations, Auxiliary, and others as deemed necessary by the Board.

f. Special Committees may be appointed from time to time, i.e., Bylaws or Program Committee. A special committee's term ends when it has completed its assigned task; i.e., Fund Raising, Scholarship, and Auxiliary (Spouses Luncheon).
g. The Chairpersons of the Committees may be appointed by the Board of Directors as non-voting members of the Board of Directors. Non-voting members of the Board shall not be included in any requirements for quorums.
h. The Nominating Committee. At least 60 days before the Annual Business Meeting, the board of directors shall appoint a nominating committee of three (3) chapter members, preferably not currently holding elective or appointive office, to:
   1) Develop a proposed slate of elective officers and directors for the next calendar year and determine their willingness to serve, if elected.
   2) Shall furnish the slate of nominated candidates for the elected offices to each regular member at least 30 calendar days before the Annual Business Meeting. The secretary shall furnish the slate of nominated candidates for the elected offices to each regular member at least 20 calendar days before the Annual Business Meeting. Notification to members shall be either by mail, e-mail, or fax at least 20 days before the Annual Business Meeting.
   3) The nominating committee's term ends upon its presentation of the list of candidates for officers of the Chapter to the membership.

ARTICLE V – OFFICERS AND DUTIES

a. The Chapter's officers shall be a President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer, each of whom shall be a regular or auxiliary member of the chapter.
b. The elected officers shall be elected at the Annual Business Meeting. Each elected officer shall take office at the first regular or special meeting following the election and shall normally serve for a term of three years or until a successor is duly elected and installed.
c. The Officers shall be elected from the slate of candidates nominated by the Nominating Committee by a majority vote of the members present at the Annual Business Meeting
d. 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 and the member agrees and the Board of Directors concur in having the member serve another term.
e. Duties of Officers:
   a. **PRESIDENT** –

      i. The President shall preside at all meetings of the membership. He/she shall also be present at all meetings of the Board of Directors.

      ii. The President shall be present at each annual meeting of the membership and preside thereover. The President shall present the Board of Directors a report of the condition of the business of the corporation prior to the annual meeting of the membership.

iii. The President shall call the regular and special meetings of the membership, in accordance with these By-Laws.

iv. The President shall make and sign all contracts and agreements in the name of the corporation.

v. The President shall see that the books, reports, statements and certificates required by law are properly kept and filed.

vi. The President shall sign all necessary documents on behalf of the corporation.

vii. The President shall have general charge of, and control over, the day to day affairs of the corporation and shall perform all duties incident to his/her position office.

b. **VICE PRESIDENT**

During the absence or inability of the President to render and perform his duties or exercise his powers, the First Vice President shall perform and exercise these duties and powers. When so acting, said First Vice Present shall have all the powers and be subject to all the responsibilities given to or imposed upon such President. If, in the event the First Vice President is unable to so act, then, the Second Vice President shall exercise these powers and responsibilities.

c. **SECRETARY** –

(i.) The Secretary shall keep the minutes of the meetings of the membership in appropriate permanent books of record.

(ii.) The Secretary shall give and serve all notices required, or on behalf of the corporation.

(iii.) The Secretary shall be the custodian of the records and of the seal and affix the latter when required.

(iv.) The Secretary shall prepare the annual report of the corporation and shall submit the report to the Board of Directors at or before the annual membership meeting each year.

(v.) The Secretary shall countersign all necessary correspondence and perform all duties of the office of Secretary.

when so acting shall have the power of, and be subject to all the responsibilities given to or imposed upon such Vice Presidents. However, the Secretary shall not exercise any of the powers specifically given to the President by law or by these By-Laws.

(d) **TREASURER** –

(i.) The Treasurer shall keep accounts of and have the care and custody of and be responsible for all the funds and securities of the corporation, and all corporate property. The Treasurer shall deposit all such funds and hold such properties in the name of the corporation in such banks, Savings and Loan Associations, Trust Companies, money market companies, safe deposit vaults or any other repository as the Board of Directors may determine.

(ii.) The Treasurer shall exhibit at all times, required by law, or by these By-Laws his books and accounts to any Directors or members of the corporation upon application at the office of the corporation doing business hours.

(iii.) The Treasurer shall render a statement of the condition of finances of the corporation prior to each annual meeting of the membership and shall render this report to the Board of Directors. The Treasurer shall render such other reports at other times as shall be required of him/her and shall have a full financial report available for review at the annual membership meeting.

(iv.) The Treasurer shall keep at the offices of the corporation, or at his/her business office, if the Board of Directors approves, the correct books of account of all of the business of the corporation and transactions and such other books of account as the Board of Directors may determine.

(v.) The Treasurer shall do and perform all of the duties pertaining to the office of the Treasurer.

ARTICLE VI – DONATIONS AND GRANTS

All gifts received and accepted by the Board shall become a part of the Corporation's property and may be commingled with other assets of the Corporation for investment purposes unless the contrary is expressly required by a donor. Subject to restrictions as to any gift, the Florida Non-Profit Corporation Law and the Articles of Incorporation, the Board shall have the following powers with respect any contributions or funds received by the Corporation.

a. To invest and reinvest principal and income in such securities and such property, real or personal, wherever situated as is deemed advisable and, in making such investments, the Board shall not be restricted to securities or other property of the character authorized or required by applicable law for investments of fiduciaries;

b. To purchase or subscribe for any securities or other property and to retain the same;

c. To sell, exchange, convey, transfer or otherwise dispose of any securities or other property;

d. To vote any stocks, bonds or other securities; to give general or special proxies or powers of attorney with or without power of substitution; to exercise any conversion privileges, subscription rights or other options and to make any payment incidental thereto; to oppose or consent to or to otherwise participate in corporate reorganizations or other changes affecting corporate securities, and to delegate discretionary powers; to pay any assessments or charges in connection therewith; and in general to exercise any of the powers of an owner with respect to stocks, bonds, securities or other property held;

e. To cause any securities or other property to be registered in the name of the Corporation or, to the extent permitted by law, in the name of a nominee with or without the addition of words indicating that such securities are held in a fiduciary capacity, and to hold any securities in unregistered or in bearer form;

f. To keep such portion of the fund balances in cash as the Board may from time to time deem to be in the best interests of the corporation without liability for interest thereon;

g. To accept and retain for such time as the Board may deem advisable any securities
or other property received as gifts, whether or not such securities or other properly would normally be purchased as investments for a fund.

ARTICLE VII – INDEMNIFICATION

To the fullest extent permitted by applicable law, each Board Officer, Director, President & CEO and committee member of Chapter shall be indemnified and held harmless by Chapter for any and all claims made against them by reason of having served as a Board Officer, Director, President & CEO or committee member of Chapter, while acting within the scope of their duties for Chapter. Such indemnification shall be funded by liability insurance paid by Chapter in amounts from time to time deemed appropriate by the Board of Directors. This policy of indemnification shall include but not be limited to coverage of reasonable attorney's fees, court costs, deposition and transcript costs in connection with any legal proceeding (or settlement or appeal of such proceeding). This coverage shall start with the first dollar of expense incurred. Any insurance deductible will be applied against and paid by Chapter and not its Board Officers, Directors, President & CEO or committee members. Nothing herein shall be construed to make the right of indemnification available against claims or liability arising out of a Board Officer's, Director's, President's or committee member's own willful misconduct or gross negligence; limit the fight of indemnification to the amount of liability insurance carried by Chapter; indemnify a Board Officer, Director, President & CEO or committee member in an amount that exceeds his or her actual reasonable and necessary expenses incurred; nor shall the right of indemnification provided by this Article be exclusive of any of the rights to which any Director, Board Officer, President & CEO or committee member of Chapter may otherwise be entitled by law. By resolutions duly adopted, the Board of Directors may also authorize Chapter to indemnify any or all of its employees and agents to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor statute.

ARTICLE VIII – COMPENSATION OF OFFICERS AND DIRECTORS

a. 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.
b. Officers, directors, and appointed officials may be reimbursed for out-of-pocket expenses related to the performing of their duties.
c. Officers or Directors, or related parties shall not be compensated for professional services or products provided to the Chapter.
d. 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.

ARTICLE IX – RELIANCE ON PROFESSIONAL ADVICE

To the full extent allowed by law, a member of the Board of Directors, or a member of any committee of the Board of Directors, shall, in the performance of his or her duties, be protected in relying in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

a. One or more Directors or agents of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
b. Legal counsel, public accountants, or other persons as to matters, the Director reasonably believes are within the person's professional or expert competence; or
c. A committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

ARTICLE X —MEMBERSHIP

Section 1. Eligibility requirements for chapter membership are

a. Regular: Men and women who are or have been federally commissioned in one of the seven U.S. uniformed services (Army, Navy, Air Force, Marine Corps, Coast Guard, National Oceanic, and Atmospheric Administration, Public Health Service and Space Force. Regular members may be elected to the Board of Directors.
b. Auxiliary: Spouses of former national MOAA or the Chapter members who are deceased or survivors of deceased individuals who would, if living, be eligible for membership. Auxiliary members may be elected to the Board of Directors.

the nonprofit, the funds remaining shall be distributed to organizations that have 501(c)(3) status with the Internal Revenue Service. None of the assets will be distributed to any officer or director of the Corporation.

ARTICLE XV—AMENDMENTS

Section 1. The bylaws may be amended, repealed or altered in whole or in part by a majority vote of the attending members at any organized Business Meeting of the Chapter, provided that a copy of any amendment proposed for consideration has been furnished to each member qualified to vote with due notice before the meeting.

ARTICLE XVI—THE FLAG

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

ARTICLE XVII—ADOPTION OF BYLAWS

Adopted by the Board of Directors by unanimous consent pursuant to the resolution attached hereto and incorporated herein on 23 November, 2020 by the Military Officers Association of Southwest Florida Foundation, Inc.. Board of Directors.

Susan Farr

Susan Farr, President

Certified by:

Neil Frost

Neil Frost, Acting Secretary