Northwest Florida Military Officers Association, Inc.

BYLAWS

Revised April 2025– Approved by membership on July 3, 2025.

ARTICLE I PREAMBLE

Northwest Florida Military Officers Association, Inc.

The corporation is formed so as to be the premier professional association for active, retired, and former military officers and warrant officers in Northwest Florida. The Association is dedicated to advance our members' comradery, support for the military, and the best interests of the United States of America.

ARTICLE II
NAME

Section 1. Name

The name of this corporation is Northwest Florida Military Officers Association, Inc., here after referred to as "NWFMOA".

ARTICLE III MISSION

Section 1. Mission

The mission of NWFMOA is to benefit current and former members of the Uniformed Services who reside in the local area, their families, and survivors. Additionally, NWFMOA advocates for a strong national defense, while providing needed support to the local community.

Section 2. Purposes

(a) To promote the wellbeing of the Veteran and actively serving military community.
(b) To conduct programs for charitable, scientific, and/or educational purposes.
(c) To sponsor or participate in activities of a patriotic nature.
(d) To provide social and educational activities for its members.

Section 3. Powers and Limitations

(a) This corporation is organized exclusively for the above stated purposes, and no part of any net earnings shall benefit any member, director, or officer.

(b) This corporation shall have and exercise all rights and powers conferred upon corporations under the law of the State of Florida; provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of NWFMOA Mission in Article III Section 1, and Purpose in Article III, Section 2.

(c) This corporation shall have a perpetual existence until dissolved in accordance with Section XI.

ARTICLE IV MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation; the different classes of membership, if any; the voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

Section 1. Classes of Membership

(a) VOTING MEMBERS. Men and women who apply for membership and pay dues who are or have been commissioned officers or warrant officers of the Army, Navy, Air Force, Marine Corps, Space Force, Coast Guard, National Oceanic and Atmospheric Administrations, Public Health Service, the reserve and other components of these services, and auxiliary members. Dues shall be as prescribed in Article VI, Section 4a.

(b) AUXILIARY MEMBERS. Surviving spouses of any deceased member and relatives within two degrees of consanguinity. First degree is comprised of: spouse, children, and parents. Second degree is comprised of brothers/sisters, half-brothers, half-sisters, grandchildren, and grandparents. Individuals who fall within one of these two degrees are eligible for membership. All membership privileges, including the right to vote and hold elected offices shall be extended. Surviving Spouses do not pay dues. Dues for other Auxiliary members shall be as prescribed in Article VII, Section 4a. Dues for Auxiliary Members shall be as prescribed in Article VII, Section 4a.

(c) HONORARY MEMBERS. Those individuals, with or without military status, who have made outstanding contributions to the Department of Defense, or who have given extraordinary assistance to this Association in its endeavors, will be accorded Honorary Membership at the discretion of and by invitation of the Board of Directors. Honorary members do not have voting privileges and do not pay dues.

(d) ASSOCIATE MEMBERS. Those individuals who are not eligible for Voting or Auxiliary Membership, but who have an interest in supporting and participating in NWFMOA programs and functions. Examples would be business partners and non-member donors to the Scholarship Fund, Chamber of Commerce/Military Affairs Council Members, business leaders/executives, etc. Associate Members are non-voting members of the Chapter. The total number of Associate Members in the Chapter at any time may not exceed 2.5 percent of the total voting membership of this Association. Annually in January, the Board of Directors will determine the total number of Associate Membership slots available for the upcoming year. Prior year Associate Members can be extended if (1) they actively express interest in continuing and (2) they are approved by the NWFMOA Board of Directors. Dues for Associate Members shall be the same as for Voting Members as indicated in ARTICLE VII, Section 4.

Section 2. Removal from Membership

Removal of an individual from membership in the Association is at the discretion of the Board of Directors.

ARTICLE V THE MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five (5) officers and five (5) to seven (7) directors. The number of directors herein provided for may be changed by a bylaw duly adopted by the members entitled to vote. Officers and Directors shall be elected annually by vote of the membership.

Section 2. Elective Officers

The officers of this corporation shall be a President, two Vice-Presidents, Secretary, and Treasurer. Other offices and officers, including Directors, may be established or appointed by members of this corporation at any annual meeting. The qualifications, the time and manner of electing or appointing the duties of, the terms of office, and the manner of removing officers shall be set forth in the bylaws.

Section 3. Powers

The Board of Directors shall have the authority to control and manage the operations and funds of NWFMOA as described by the Not-for-Profit Corporation Act. A simple majority vote of those directors present for the meeting or by proxy shall be required for approval of any proposal.

Section 4. Meetings

(a) Regular meetings of the Board of Directors may be called by the President or shall be called by the President at the request of any four members of the Board. For out-of-cycle meetings not held in conjunction with a regularly scheduled meeting, the Board of Directors shall be given at least five working days written notice of the meeting of the Board of Directors. Email constitutes sufficient written notice.

(b) A quorum for meetings of the Board of Directors shall be a majority of the Board.

(c) An absent officer or director may appoint a proxy to act on their behalf. Proxies must be appointed prior to the meeting and the Secretary and President must be notified in writing (email will suffice) by the officer or director who intends convey their proxy to another officer or director prior to the meeting commencing.

(d) The act of a majority of the members of the Board of Directors present and verified at a meeting at which a quorum is present shall be the Act of the Board of Directors. Exceptions where otherwise provided in these bylaws.

(d) Each member of the Board of Directors shall be entitled to only one (1) vote upon each matter submitted to vote at a meeting of the Board of Directors.

ARTICLE VI OFFICERS AND DUTIES

Section 1. Board of Directors

(a) The elected officers of this Association are: President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The elected officers, together with the five (5) to seven (7) directors at large, meeting in session, constitute the Board of Directors, of which the President is Chairman. The Immediate Past President serves as an Ex-Officio member of the Board and is non-voting.

(b) The elected officers and directors of this Association are elected by the voting members named in Article IV and hold office for one year or until their successors are duly elected and installed, unless sooner removed or otherwise disqualified; the officers serve without compensation.

(c) Duties of directors:

1. Attend NWFMOA membership meetings and Board of Directors meetings.
2. Review agenda materials carefully prior to board meetings.
3. Approve the strategic direction and monthly financial statements for NWFMOA.
4. Participate in opportunities for Board of Directors continuing education.
5. Approve the operational and capital budgets.
6. Represent NWFMOA to the community and express the value of NWFMOA.
7. Recruit new members for NWFMOA.
8. Manage the Event Charge Cash Box for the monthly Chapter meeting.

Section 2. President

The President of the Board shall preside at meetings of the Board of Directors and shall perform the usual duties related to the office of the President. The President shall preside at meetings of the membership and the Board of Directors. The President appoints Committee Chairs to all committees that he/she is not chairing. The President chairs the Budget Committee and the Finance Committee. The President manages the Board's dynamics and shall coach directors, as necessary, in governance performance and conduct.

Section 3. 1st Vice-President

The 1st Vice President shall perform the duties of the office of President when the President is unable to do so. In addition, the 1st Vice-President shall carry out such other duties as may be prescribed from time to time by the President.

Section 4. 2nd Vice President

The 2nd Vice-President shall act as the Membership Committee Chair.

Section 5. The Immediate Past-President

The Immediate Past-President shall act as an ex-officio and non-voting member of the Board of Directors.

Section 6. The Treasurer

The Chapter Treasurer shall have charge and custody of, and shall be responsible for, all funds due and collected, receipts and disbursements given, and securities of NWFMOA. Disbursements are made on vouchers approved by the Board of Directors, or as may be appropriate upon authorization of the Board of Directors. The duties of the Chapter Treasurer shall be subject to such regulations as imposed by the IRS and the State of Florida. Further, the Board of Directors may make specific requests for information or expenditure of funds as needed. The Chapter Treasurer will provide the Board monthly reports on the financial status of NWFMOA.

Section 7. The Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and see that notices are given in accordance with the provision of these bylaws. With the exception of the financial records which are kept by the Treasurer, the Secretary keeps all records, to include past editions of the association newsletter, and the minutes of its meetings, including meetings of the Board of Directors. The Secretary keeps a register of the names and mailing address of all members, including those who also belong to national. The Secretary keeps on file a complete copy of the Articles of Incorporation and a complete copy of the NWFMOA Bylaws.

Section 8. Event of Absence of an Officer

During any temporary absence or disability of the President, the First Vice President shall perform the duties of the President. During any temporary absence of disability of the Secretary, the Treasurer shall perform the duties of the Secretary. During any temporary absence or disability of the Treasurer, the Secretary shall perform the duties of the Treasurer.

Section 9. Removal of Officers

Any officer may be removed at any time by an affirmative vote of two-thirds of the voting members of the Board of Directors whenever, in the judgment of the Board of Directors, such action will serve the best interests of NWFMOA. A permanent resignation of an officer requires the President to select a nominee from membership to serve as a replacement officer until the end of the term.

ARTICLE VII COMMITTEES, MEETINGS, DUES

Section 1. Executive Committee

(a) There shall be an Executive Committee of the Board of Directors composed of the President,1st Vice-President, 2nd Vice-President, Secretary, and Treasurer. The Executive Committee has the power to act or follow up on matters that, in the opinion of the President, require action prior to the next Board of Directors meeting. Approval by the majority of the above listed members is required for action.

(b) In case of a vacancy in the office of President, the First Vice President shall become President for the remainder of the term. In the event of a vacancy in any other office, a replacement shall be appointed by the President.

(c) The Board of Directors shall conduct all Association business, provided, however, that certain functions may be delegated to the committees hereinafter provided and such other committees as the Board of Directors shall see fit to constitute; and provided further, that the Board of Directors is authorized to select a reasonable number of advisors which may meet with the Board of Directors and participate with the Board of Directors in a manner to be determined by the Board of Directors.

Section 2. Standing Committees

The President shall appoint from the overall membership of the Association: a Budget Committee, a Finance Committee, a Scholarship Fund Committee, a Legislative Committee, a Program Committee, a Membership Committee, a Nominating Committee, and such other committees as may be required. Committee chairmen shall be responsible to the Board of Directors for policies and programs associated with the activities of their respective committees.

Section 3. Meetings

The December meeting shall be the Annual Meeting of this Association. The Association shall meet at the call of the Board of Directors in accordance with the approved schedule of the Program Committee. Special meetings may be called when appropriate. Notice of meetings and special meetings of the NWFMOA membership shall be by means of the periodic Association Newsletter. Meeting of the Board of Directors may be called by the President or shall be called by the President at the request of any four members of the Board. For out-of-cycle meetings not held in conjunction with the monthly meeting, the Board of Directors shall be given five working days written notice of meetings of the Board. Email constitutes sufficient written notification.

Section 4. Dues

The annual dues for members of this Association shall be from January 1 to December 31 and become due and payable on 1 January of each year. There are no annual dues for Surviving Spouses. The annual dues for Auxiliary Members by virtue of being related to an eligible member within two degrees of consanguinity shall be 100 percent of the annual dues of the Voting Members.

(a) In case of necessity, the Board of Directors may assess Members additional dues during the year, but the total of such assessment shall not exceed 50 percent of the annual dues per voting member for any calendar year unless authorized by a vote of the membership.

(b) A Member will be dropped from membership for nonpayment of dues if his or her dues remain unpaid for a period of 90 days after 1 January of each year. A member who has been dropped for nonpayment of dues or special assessment may be reinstated upon payment of current annual dues or assessments, as the case may be.

(c) The dues schedule for Voting Members and Associate Members is as follows:

1. New Members joining in a given year receive membership through December 31 of the following year for $25.00
2. Membership Renewal: 1 year--$25.00. 2-year--$48.00. 3-year--$65.0
3. Life Membership Dues:

Age	Dues
101+	Free
96-100	$50.00
91-95	$75.00
86-90	$110.00
81-85	$150.00
76-80	$195.00
71-75	$240.00
66-70	$275.00
61-65	$295.00
56-60	$335.00
51-55	$360.00
50 & under	$395.00

Surviving Spouses of NWFMOA Members are given a free Life Membership.

ARTICLE VIII ELECTIONS

Section 1. Elections

(a) Not later than 60 days prior to the Annual Meeting, the President shall appoint a Nominating Committee. This committee shall recommend to the Board of Directors one nominee for each position to be filled by the election. Offices to be filled are those listed in Article VII, Section 1 of these bylaws.

(b) The report of the Nominating Committee shall be presented to the membership at the regular meeting preceding the annual meeting. Additional nominations may be made from the floor at this meeting, but require prior approval by the person being nominated. Voting for contested offices will be by written secret ballot. Nominees for the respective offices are elected by a simple majority of the members present and voting. The newly elected officers will be installed at the January Meeting.

ARTICLE IX FINANCIAL TRANSACTIONS

Section 1. Budget

The Budget Committee, chaired by the President, will build the annual budget for the Board's approval at the January meeting. The budget will mirror the calendar year. The Board will be advised monthly of the organization's financial status by the Chapter Treasurer. The prior year budget will be closed out and assessed at the February Board meeting.

Section 2. Expenditures
All expenditures must be approved by the Board via the approved current year budget or by specific Board vote. The Executive Committee may expend funds not in the approved budget, when the Board is not in session, with a two-thirds vote by the Executive Committee to approve the expenditure of funds. The Executive Committee must inform the Board of any non-budgeted expenditures at the next scheduled Board meeting.

Section 3. Contracts
Except as otherwise provided in these bylaws, the Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name and on behalf of NWFMOA. The authority will be confined to specific instances and project(s).

Section 4. Calendar Year
The calendar year of NWFMOA shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

Section 5. Financial Institutions
The President, Chapter Treasurer, and Secretary shall be on the bank signature card and have access to all NWFMOA bank and financial information.

Section 6. Financial Management
(a) NWFMOA operates three accounts. A Scholarship Fund, a Community Outreach, and a general Chapter Account. Separate accounts are established, maintained, and used solely for the specific purpose of the funds. There will be no commingling of funds in accounts between the Scholarship Fund, Community Outreach, and/or the Chapter's general account.

(b) The Scholarship Fund operates under the direction of a separate board comprised of officers and directors from the NWFMOA Chapter and appointed by the NWFMOA President. The Scholarship Fund is a recognized IRS 501(c)3 and has its own bylaws and articles of incorporation.

(1) The Scholarship Fund President will provide the NWFMOA President and the NWFMOA Board an annual report of the Scholarship Fund in January.
(2) The NWFMOA President can request a Scholarship Fund report at any time.

(c) The Chapter Treasurer will provide the NWFMOA Board and the NWFMOA President an annual report of the Community Outreach and Chapter General funds in January.

(d) Whenever the Chapter President, Chapter Treasurer, Scholarship Fund President, Scholarship Fund Treasurer, and/or anyone who is listed on a NWFMOA bank account and/or has access to NWFMOA funds leaves their position, there will be a mandatory internal audit conducted within 30 days. The Chapter President will appoint three NWFMOA members to conduct the audit. If the Chapter President is the one departing, then the First Vice President will oversee and appoint the members to conduct the audit.

(e) Both the Chapter and Scholarship Fund will have an internal audit performed at least once every three years. The Chapter President will direct when the audit will be done and by whom. Both the Chapter and Scholarship Fund Boards will be briefed on the results of all internal audits.

ARTICLE X AMENDMENT OF ARTICLES

Section 1. Amendments

(a) Amendments to these bylaws shall be proposed in writing to the Bylaws Committee or the Board of Directors. Proposed changes shall include a copy of the language of the proposed alteration, amendment or repeal of amendment. The term "amendment" shall include the amendment of an existing bylaw and the adoption of a new bylaw. Any member of NWFMOA may present to any Board Director such recommendation(s). These should be referred to the Bylaws Committee which shall advise on and report the recommendations for the proposed change to the bylaws to the Board of Directors.

(b) Amendments may be proposed by members by presenting desired amendments to the Board of Directors at any regular meeting of the Board. The amendment, if Board approved, will then be presented as a resolution to the membership at two consecutive NWFMOA meetings with no less than sixty (60) days' notice. A simple majority vote of members present will be conducted at the third general NWFMOA meeting.

(c) Upon approval of the amendment by the membership, the amendment becomes a part of the bylaws.

(d) The Secretary shall notify each active member of NWFMOA of any changes to these bylaws. Publishing changes in the association newsletter constitutes notification to each active member.

Section 2. Mandatory Review

The bylaws will be reviewed every three years commencing in January (2026, 2029, etc.) with the expectation that the Board and Chapter Membership will vote to recertify or adopt recommend changes by the July meeting of the same year.

ARTICLE XI DISSOLUTION

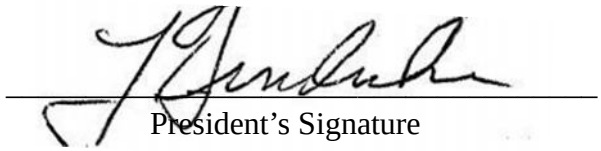
Section 1. Dissolution

(a) This corporation shall be dissolved and its affairs terminated by a two-thirds vote of the corporation's present and voting members. The Board of Directors then holding office shall distribute the assets remaining after the payment, satisfaction, and discharge of all liabilities and obligations in accordance with IRS regulations for non-profit organizations.

(b) In the event of dissolution, property of the corporation shall be donated to the various relief agencies of the military services divided proportionately to the membership of that particular service to the total membership of the Association at the end of the previous year.

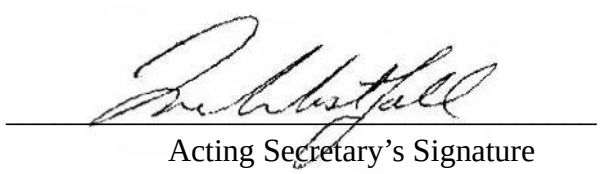
Certification

I, Francis L. Hendricks, President of NWFMOA do hereby certify that the foregoing is a true and correct copy of the Bylaws of Northwest Florida Military Officers Association as amended through July 8, 2025.



President's Signature

In witness whereof, I have hereto set my hand this 8th day of July, 2025.



Acting Secretary's Signature