



# Military Officers Club of Northeastern Wisconsin, Inc.

An affiliate of the Military Officers Association of America

Army Navy Marine Corps Air Force Coast Guard Space Force USPHS NOAA

March 12, 2026

## ARTICLE I – NAME

Section 1. The name of this organization shall be The Military Officers Club of Northeastern Wisconsin, Inc., hereafter referred to as the chapter.

Section 2. The chapter is an affiliate of the Military Officers Association of America (MOAA) and the Wisconsin council of chapters. The club is a non-profit organization operated exclusively for purposes beneficial to the interests of the Nation and its Uniformed Services personnel, their dependents, and survivors.

## ARTICLE II – PURPOSE

Section 1. To bring together Commissioned Officers and Warrant Officers, active, reserve, guard and retired, and persons who have held a status as Commissioned and Warrant Officers of the United States Army, Navy, Air Force, Space Force, Marine Corps, Coast Guard, the Public Health Service, National Oceanic and the Atmospheric Administration and the Reserve Components thereof for the purpose of supporting the following:

1. To inculcate and stimulate love of our country and our flag.
2. To defend the honor, integrity, and supremacy of our national government and the Constitution of the United States.
3. To advocate military forces adequate to the defense of our country, and to oppose any influence whatsoever calculated to weaken the national security.
4. To aid active and retired personnel of the Uniformed Services, their dependents and survivors in every proper and legitimate manner.
5. To create harmony and a spirit of camaraderie among all active, reserve, guard, and retired officers or persons who have held a status as officers of the Uniformed Services of the United States through an organized program of social and fraternal activities designed to accomplish these aims.

Section 2. To actively support the legislative aims and objectives of the Military Officers Association of America which have been adopted at the most recent convention of MOAA, when and if these aims and objectives are not at variance with the views of the majority of our own members as represented by a quorum at any given meeting.

## ARTICLE III – STATUS

Section 1. The chapter shall be a nonprofit organization, 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.

Section 3. Indemnification. The chapter shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was 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



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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 the Bylaws.

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 MOAA National or another nonprofit organization whose purposes and objectives are similar to those of the chapter, such organization to be designated by the majority vote of the board of directors.

## ARTICLE IV – MEMBERSHIP

Section 1. Subject to the provisions hereof, membership in this organization shall be composed of: (a) men and women who are or have been Commissioned or Warrant Officers of the eight U.S. Uniformed Services (Army, Navy, Air Force, Space Force, Marine Corps, Coast Guard, National Oceanic and Atmospheric Administration and Public Service) or the Reserve or other Components of these services and (b) widows and widowers of any deceased individuals who would, if living, be eligible for membership.

Section 2. Membership shall consist of three classes.

1. Regular Members. Those active, reserve, guard or retired individuals who meet the criteria enumerated in Section 1.
2. Life Members. Life membership will be granted to those members who will reach 80 years of age in the next dues-paying year, providing they have been a member of this chapter for a period of ten (10) years. The spouse of a deceased member will automatically be granted life membership regardless of age or deceased spouse's time of membership.
3. Honorary Members. Honorary membership may be extended to selected individuals in the community. Where an individual holds an elective office or appointment office at the national, state or local level he/she may be extended Honorary Membership without the requirement of the payment of dues during his/her tenure of office.

Section 3. Regular membership may be extended to the surviving spouse of any deceased individual who, if living, would be eligible for membership as provided in Section 2 above.

Section 4. Club members, with the exception of Honorary Members, are encouraged to hold and maintain membership in the Military Officers Association of America, Inc.

Section 5. Club members, with the exception of Honorary Members, shall be entitled to vote on any matter submitted to the membership for a vote.

Section 6. Application for membership shall be in writing and addressed to the Board of Directors, which may accept or reject any application for membership; however, no person shall be denied membership in this chapter solely on the basis of race, creed or color. Any member of the organization may be dropped from membership for good and sufficient cause by the Board of Directors after the individual has been given an opportunity to be heard.

Section 7. Recommendation for Honorary membership may be submitted by any club member; however, such recommendation shall be in writing and addressed to the Board of Directors and upon approval submitted to the membership for approval.



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## 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 the members present.

Section 2. Only regular members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote. Spouses of chapter members when serving in a chapter officer or board of directors position shall be afforded the right to vote.

Section 3. Proxy voting shall not be permitted at any meeting of the chapter.

## ARTICLE VI – DUES

Section 1. Annual dues of this organization shall be as determined by the board of directors.

Section 2. Dues shall be payable on or before January 1<sup>st</sup> of each year, with a grace period of thirty (30) days.

Section 3. A member may be dropped from membership in this chapter for nonpayment of dues when his/her dues have remained unpaid for a period of 90 days after January 1<sup>st</sup> of the year for which due.

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

## ARTICLE VII – MEETINGS

Section 1. The annual meeting of this organization shall be in March of each year.

Section 2. In addition to the annual meeting, regular meetings shall be held at least once during each quarter, including the quarter of the annual meeting. Other meetings of the chapter may be held at such time and place as the Board of Directors may determine.

Section 3. Notification by mail, email, or other electronic means shall be given to every member at least fifteen days preceding special meetings, accompanied by a statement of the purpose of the meeting.

Section 4. Ten percent (10%) of the members of the chapter shall constitute a quorum.

## ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The business management and the affairs of this organization shall be under the direction of the Board of Directors, which shall have authority to expend funds, incur liabilities, authorize contracts, and attend to such other matters associated with the conduct of organizational activities as are found necessary for the efficient accomplishment of the club's objectives.

Section 2. The Board of Directors of the club shall be composed of the elected officers, the Immediate Past President, the Programs Chairman, the Legislative Affairs Chairman and the Membership Chairman.

Section 3. Terms of office will normally be a minimum of two years.

Section 4. The Board of Directors meetings shall be open to all members.

Section 5. The board shall not be authorized to adopt resolutions or to establish positions in the name of the chapter.

Section 6. The board shall meet upon the call of the president at such times and places as he/she may designate and shall be called to meet upon the demand of a majority of its members. Notice of each meeting of the board of directors shall be mailed, emailed, or sent by other electronic means to each member of the board at least ten days in advance.



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Section 7. A majority of the entire board shall constitute a quorum at any meeting of the board.

Section 8. All questions coming before the board shall be decided by a majority vote of the members present, with each member of the board being entitled to one vote. Proxy voting shall not be permitted.

## ARTICLE IX – OFFICERS

Section 1. Officers of the organization shall consist of the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer.

Section 2. Officers shall be elected by the membership from among those who qualify as regular or life membership as set forth in Section 2 of ARTICLE IV. Normally they shall hold office for a minimum of two years, unless sooner removed or otherwise disqualified. Officers serve without compensation from the funds of the organization other than approved expense accounts which are authorized in advance by the membership or by the Board of Directors.

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

Section 4. A vacancy in the office of President shall be filled by the First Vice President for the unexpired term. Vacancies in the offices of the First Vice President, Second Vice President, Secretary or Treasurer may be filled by appointment of a qualified member by the President, with the advice and consent of the Board of Directors. The appointment of an individual to fill one of these vacancies shall be confirmed by the general membership at the next regularly scheduled meeting of the organization.

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 any 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. The secretary shall provide timely written notification of all meetings of the chapter and of the board of directors and shall maintain a record of all proceedings. The secretary also shall carry out these duties: 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. The secretary shall perform such other duties as are commensurate with the office or as assigned by the board of directors or by the president.

Section 7. 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, and make a financial report at the annual meeting or when called upon by the president. Funds may be drawn from the account in the financial institution only upon the signature of the treasurer. The funds, books, and vouchers in the custody of the treasurer shall at all times be subject to inspection and verification by the board of directors.

## ARTICLE X – COMMITTEES / ELECTIONS

Section 1. The president, subject to the approval of the Board of Directors, shall appoint standing and special committees such as might be required by the bylaws or might be advisable.



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Section 2. At the meeting of the organization held during the fourth quarter in odd-numbered years, the President shall appoint a Nomination Committee which will present at the annual meeting the names of the officers and other members of the Board of Directors recommended by it to preside for the ensuing two years.

Section 3. At the annual meeting in March of even numbered years, the recommendations of the Nominating Committee will be read and additional nominations will be invited from the floor. Nominations will then be closed and the election will be held. A majority of the votes cast by the members present will determine the outcome of the election. The Secretary shall publish to the membership the results of the election. The newly elected officers and other members of the Board of Directors will take office upon completion of the election.

## ARTICLE XI – AMENDMENTS

Section 1. The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the membership at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been mailed to each member qualified to vote at least 15 days before the meeting.

Section 2. The Bylaws become effective after approval by majority vote of the general membership at a properly scheduled meeting of the club membership.

## ARTICLE XII – THE FLAG

The American flag shall be displayed and honored at all meetings of this organization.

I certify that these By-Laws were approved and adopted at a general meeting of The Military Officers Club of Northeastern Wisconsin, Inc. on March 12, 2026.

Glenn Brunner  
Membership Chair