

# **HOUSTON MILITARY AFFAIRS COMMITTEE BYLAWS**

## **ARTICLE I - NAME**

The name of this organization shall be the HOUSTON MILITARY AFFAIRS COMMITTEE, hereafter referred to as the COMMITTEE. The COMMITTEE is a nonprofit organization associated with the Houston Chamber of Commerce and operating in cooperation with the Greater Houston Community Foundation, an entity within the Houston Chamber of Commerce.

## **ARTICLE II - OBJECTIVE**

The objectives and purposes of the COMMITTEE are to promote the image of the Armed Forces of the United States by providing a forum for appropriate speakers, participating in special events having local and national significance, supporting the activities of both Active and Reserve Forces, and creating an organization which will meet the professional and social needs of its members in the Houston area.

## **ARTICLE III - MEMBERSHIP**

Section 1. Classes of Membership: There shall be four (4) classes of membership, to wit: Active, Associate, Business and Corporate.

Section 2. Qualifications for Membership: The following persons and companies shall be eligible for the various classes of membership in this COMMITTEE.

(a) Active Membership: Any current or former members of one of the Armed Forces of the United States of America, the United States Public Health Service, or NASA in an Active or Reserve category, Active Duty, Inactive Duty, or in a Retired Status - officer or enlisted - shall be eligible for Active Membership.

(b) Associate Membership: Any citizen of the United States or its recognized allies who desires to associate with an organization having the objectives and purposes as stated herein, is eligible for Associate Membership. Associate Members shall have all the rights and privileges of an Active Member, except they shall not be eligible to hold office or to vote on COMMITTEE business.

(c) Business Membership: Any business entity desiring to associate with an organization having the objectives and purposes as stated herein is eligible to apply for Business Membership. The Committee's Advisory Board shall consider and approve each Business Membership application. A Business Membership shall entitle that business entity to designate two (2) individuals as representatives to the COMMITTEE. Those representatives shall have all the rights and privileges of an Active Member, except they shall not be eligible to hold office or to vote on COMMITTEE business.

(d) Corporate Membership: Any corporate entity desiring to associate with an organization having the objectives and purposes as stated herein is eligible to apply for Corporate Membership. The COMMITTEE's Advisory Board shall consider and approve

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each Corporate Membership application. A Corporate Membership shall entitle that business entity to designate five (5) individuals as representatives to the COMMITTEE. Those representatives shall have all the rights and privileges of an Active Member except they shall not be eligible to hold office or to vote on COMMITTEE business.

### **Section 3. Admission to Membership:**

(a) An applicant for Active or Associate Membership in the COMMITTEE shall, upon application, approval by the Advisory Board, and payment to the COMMITTEE Treasurer of the annual dues become a member of the COMMITTEE.

(b) An applicant for Business or Corporate Membership in the COMMITTEE shall, upon application, approval by the Advisory Board and payment to the COMMITTEE of the annual dues become a member of the COMMITTEE.

### **Section 4. Expulsion and Discipline:**

(a) The COMMITTEE shall be the judge of its own membership. A member may be suspended or expelled from the COMMITTEE for conduct detrimental to the COMMITTEE or for nonpayment of dues. In actions to expel a member for conduct detrimental to the COMMITTEE, all charges must be made under oath, in writing by the complainant. No member in good standing shall lose a class of membership until given a full hearing by the Advisory Board and the COMMITTEE adopts by majority vote the recommendation of that Board to suspend or expel the individual or business/corporate entity.

(b) A suspended or expelled member may petition the COMMITTEE in writing to be reinstated. Such petition shall be considered in a full hearing by the Advisory Board and a recommendation made to the COMMITTEE. Action on the Advisory Board recommendation shall be approved or rejected by majority vote of the COMMITTEE at the next regularly scheduled meeting.

### **Section 5. Non-transferability of Membership:**

(a) Membership shall not be transferred from one individual or business/corporation to another.

## **ARTICLE IV - ORGANIZATION**

### **Section 1. Organization:**

(a) The COMMITTEE will be organized into an Executive Committee consisting of the Chairman and a Board of Advisors, and an Operating Committee consisting of the Chairman, the Chairman (Elect), six (6) Vice Chairmen, Secretary, Treasurer, and five (5) Subcommittees representing the various branches of the Armed Forces of the United States.

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### Section 2. Executive Committee:

(a) The governing body of the COMMITTEE shall be the Executive Committee composed of the Chairman; Board of Advisors, consisting of six (6) appointed senior representatives, one each from the Army, Marine Corps, Navy, Air Force, Coast Guard and NASA, the immediate Past Chairman of the COMMITTEE; and not more than two (2) additional Representatives-at-Large, appointed by the Chairman, with the advice and consent of the Executive Committee.

### Section 3. Operating Committee:

(a) The operating body of the COMMITTEE shall be the Operating Committee composed of the Chairman, the Chairman (Elect), Vice Chairman (Membership), Vice Chairman (Programs), Vice Chairman (Arrangements), Vice Chairman (Special Events), Vice Chairman (Public Affairs), Vice Chairman (Awards), Secretary, Treasurer, and the five (5) Subcommittee Chairmen and Vice Chairmen representing the various branches of the Armed Forces of the United States.

### Section 4. Officers:

(a) The Officers of the COMMITTEE shall consist of the Chairman, Chairman (Elect), six (6) Vice Chairmen, Secretary, and Treasurer.

### Section 5. Board of Advisors:

(a) The Board of Advisors shall consist of the Chairman, six (6) appointed senior representatives, one (1) each from the Army, Marine Corps, Navy, Air Force, Coast Guard and NASA, the immediate Past Chairman of the COMMITTEE and not more than two (2) additional Representatives-at-Large. The representatives may be Active, Reserve, National Guard, or retired in the branch of the Armed Forces they represent. The NASA representative may be either a military officer or civilian employee of the United States Government.

## **ARTICLE V - EXECUTIVE COMMITTEE**

### Section 1. Power and Authority:

(a) All executive authority shall be vested in the Executive Committee. The Executive Committee shall have general supervision of the affairs of the COMMITTEE shall cause the Bylaws of the COMMITTEE to be properly adopted and administered; shall exercise all executive authority through itself or committees over subcommittees and members of the COMMITTEE shall have full control and management of all matters as to nominations, disputes, discipline and funds except when otherwise provided by the Bylaws; and shall have full power and authority to interpret the Bylaws of the COMMITTEE.

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(b) The Executive Committee shall serve as a Nominating Committee in preparation of a slate of candidates for the Officer positions of the COMMITTEE.

(c) The Executive Committee shall serve as advisors to the Chairman in recommending the appointment of the Subcommittee Chairmen and Vice Chairmen of the several Subcommittees representing the various branches of the Armed Forces of the United States.

### Section 2. Meetings of the Executive Committee:

(a) Regular meetings of the Executive Committee shall be held on call of the Chairman at such time and place as the Chairman may determine with the advice and consent of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of Executive Committee business.

(b) Special meetings of the Executive Committee may be held on call of the Chairman upon request of a majority of the membership of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of Executive Committee business.

## **ARTICLE VI - BOARD OF ADVISORS**

### Section 1. Power and Authority:

(a) The Board of Advisors shall act as advisors to the Chairman and the COMMITTEE in matters of policy and planning. The Board of Advisors shall conduct the required hearings attendant to actions to suspend, expel, or to reinstate members and make recommendations in such cases for consideration and action by the COMMITTEE. The Board of Advisors, as a portion of the Executive Committee, shall also serve as a Nominating Committee for nominating COMMITTEE Officers.

(b) The Board of Advisors shall oversee the administration and distribution of charitable funds donated to the Houston Military Affairs Committee in the Committee's status as an Internal Revenue Service designated 501 (c) (3) non-profit organization.

### Section 2. Meetings of the Board of Advisors

(a) Regular meetings of the Advisory Board shall be held on call of the Chairman at such time and place as the Chairman may determine with the advice and consent of the Advisory Board. A majority of the members of the Advisory Board shall constitute a quorum for the transaction of any formal Advisory Board business,

(b) Special meetings of the Advisory Board may be held on call of the Chairman or upon request of a majority of the membership of the Advisory Board. A majority of the members of the Advisory Board shall constitute a quorum for the transaction of any formal Advisory Board business.

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## **ARTICLE VII - ELECTIONS**

### Section 1. Election of Officers

(a) The COMMITTEE shall elect officers annually during the month of November each year. The Executive Board, by 1 October of each year, shall propose a slate of candidates, one or more for each of the following officers: Chairman, Chairman (Elect), Vice Chairman (Membership), Vice Chairman (Programs), Vice Chairman (Arrangements), Vice Chairman (Special Events), Vice Chairman (Public Affairs), Vice Chairman (Awards), Secretary and Treasurer.

(b) The results of the balloting shall be certified at the regularly scheduled November COMMITTEE meeting and the new Officers will begin their term of office on 1 January of the year following their election.

### Section 2. Voting:

(a) The officers will be elected by paper ballot distributed, received and counted by the Executive Committee. All Active Members will be provided a ballot by mail during the month of October and the nominated officers shall be elected by a majority of the ballots as voted and returned to the Executive Committee prior to the regularly scheduled November COMMITTEE meeting or 15 November, whichever date is the earliest.

## **ARTICLE VIII - OFFICER DUTIES**

### Section 1. Chairman:

(a) The Chairman shall be the Chief Executive Officer of the COMMITTEE and represent the COMMITTEE in all matters pertaining to its affairs. He, or the Chairman (Elect) shall preside at the COMMITTEE meetings. He shall enforce all the laws and regulations of the COMMITTEE. He shall, with advice and consent of the Executive Committee, appoint all senior service representatives to constitute the Board of Advisors; as many as two (2) additional Representatives-at-Large and the Chairman and Vice Chairman of each of the five (5) Subcommittees representing the various branches of the Armed Forces of the United States. He shall also be the Chairman of the Executive Committee and shall perform such other duties as are consistent with his office and the Bylaws of the COMMITTEE.

### Section 2. Chairman (Elect):

(a) The Chairman (Elect) shall be the Chief Operating Officer of the COMMITTEE and represent, in the absence of the Chairman, the COMMITTEE in all matters pertaining to its affairs. He shall preside at COMMITTEE meetings in the absence of the Chairman. He shall also be the Chairman of the Operating Committee and shall perform such other duties as directed by the Chairman, as are consistent with his office and the Bylaws of the Committee.

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### Section 3. Vice Chairman (Membership):

(a) The vice Chairman (Membership) shall be responsible for all aspects of membership in the Committee. In cooperation with the Board of Advisors, he will solicit members - Active, Associate, Business and Corporate - for the Committee working with the Secretary/Treasurer, he will cause Dues Notices to be distributed annually to the membership in December of each year, or for new members, upon application for membership.

### Section 4. Vice Chairman (Programs):

(a) The Vice Chairman (Programs) shall be responsible for all aspects of obtaining appropriate COMMITTEE programs including the procurement of guests-of-honor and/or principal speakers for Committee meetings. He shall cooperate with the Vice Chairman (Arrangements) in providing required accommodations for such individuals. He shall also provide the point of contact for those external organizations desirous of having joint meetings with the COMMITTEE.

### Section 5. Vice Chairman (Arrangements):

(a) The Vice Chairman (Arrangements) shall be responsible for obtaining the regular Committee meeting places, arranging for accommodations and transportation for guests as required, preparation of guest awards, and cooperating as required with the Vice Chairman (Special Events).

### Section 6. Vice Chairman (Special Events):

(a) The Vice Chairman (Special Events) shall be responsible for planning and carrying out such special events as the observance of Armed Forces Day, Annual Military Ball, and such similar events as directed by the Chairman.

### Section 7. Vice Chairman (Public Affairs):

(a) The Vice Chairman (Public Affairs) shall be responsible for maintaining an effective relationship with the public media for the purpose of obtaining the publicity required to support the Committee activity. He shall cooperate with the other COMMITTEE Vice Chairmen as required to ensure the success of Committee programs.

### Section 8. Vice Chairman (Awards):

(a) The Vice Chairman (Awards) shall be responsible for all aspects of the Committee's awards program. His duties shall include arrangements for procurement and presentation of the Houston Military Affairs Committee's PRO PATRIA VITA award for distinguished service by a committee member and for procurement and presentations of awards to schools designated by the COMMITTEE: and for selection of awardees, procurement and presentations to the Armed Forces enlisted servicemen-of-the-year.

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(b) The PRO PATRIA VITA award program will be administered by the board of advisors with the advice and consent of the Executive Committee. This award is made to a member of the Houston Military Affairs Committee in recognition of distinguished service to the committee over a significant period of time. There is no intention for this award to be awarded annually or with any other periodicity, but rather when the Board of Advisors determine that a COMMITTEE member's participation warrants consideration for the PRO PATRIA VITA award. Nominations for this award will be made by a member of the Advisory Board and submitted to the Executive Committee for approval. The nomination shall be written and of such detail and nature as to provide adequate information from which the award's citation may be prepared, if the nomination is approved. The Advisory Board member representing the service of the recipient shall cause the citation to be prepared, and in conjunction with the vice Chairman (Awards), arrange the appropriate awards ceremony. All deliberations of the Executive Committee in support of the PRO PATRIA VITA award program will be confidential.

(c) In performance of his duties in procuring and presenting awards to schools, the Vice Chairman (Awards) shall determine the requirements of and presentation of awards to ROTC and JROTC unit members, oversee the expense and procurement of these awards, and establish and act as subcommittee chairman of a subcommittee of members of the Houston Military Affairs Committee who will make awards presentations.

(d) In performance of his duties in procuring and presenting awards to the Armed Forces enlisted servicemen-of-the-year, the Vice Chairman (Awards) shall coordinate the selection of candidates with the various services, HMAC service Subcommittee Chairmen, and the HMAC Board of Advisors. He shall oversee the expense and procurement of these awards, and establish and act as subcommittee chairman of members of the Houston Military Affairs Committee and other distinguished personnel who will make the awards.

### Section 9. Secretary:

(a) The Secretary shall be responsible, at the direction of the Chairman, for the preparation and mailing of meeting notices; maintenance of attendance records; publication of membership rosters; correspondence support of the COMMITTEE; and maintenance of the Committee's files. He shall be empowered, within the provisions of the COMMITTEE Budget, to employ a part-time secretary to handle certain of these responsibilities. The Secretary will prepare and distribute an Annual Report covering his tenure year. The Immediate Past Secretary shall distribute such report no later than 1 February of the New Year.

### Section 10. Treasurer:

(a) The Treasurer shall be responsible, at the direction of the Chairman, for the reception of reservations and payments therefore; confirmation of reservations with the Vice Chairmen of the five (5) Service Subcommittee Chairmen and Vice Chairman (Arrangements); and depositing and disbursement of funds required in the

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COMMITTEE'S operations as well as confirming anticipated meeting attendance with the facility being utilized, He will recommend, with input from all Officers, a COMMITTEE Budget for submission to the Chairman, no later than 1 November, to support the COMMITTEE during its coming year. The Treasurer will prepare and distribute an Annual Report covering his tenure year. Such report shall be available for inclusion in any required tax submissions and shall be distributed by the Immediate Past Treasurer, no later than 1 February of the New Year.

### **ARTICLE IX - APPOINTEES**

#### Section 1. The Chairman:

(a) The Chairman, with the advice and consent of the Board of Advisors, may appoint up to two (2) Representatives- at-Large to the Executive Committee, as well as one (1) representative from the Greater Houston Community Foundation. The Chairman likewise will appoint the five (5) Subcommittee Chairmen and Vice Chairmen representing the various branches of the Armed Forces of the United States. The appointees shall serve at the pleasure of the Chairman and their tenure will be the same as the Chairman that appointed them.

#### Section 2. Representatives-at-Large:

(a) The Representatives-at-Large appointed to the Executive Committee may be assigned specific responsibilities by the Chairman.

#### Section 3. Subcommittee Chairmen and Vice Chairmen:

(a) The Chairmen of the five (5) Subcommittees, (Army, Marine Corps, Navy, Air Force, and Coast Guard) shall serve as their service's representatives on the Committee. It shall be their responsibility to suggest speakers and/or programs, maintain membership, recruit new members, promote meeting attendance, and further the cause and image of the specific service branch within the COMMITTEE.

(b) The Vice Chairmen of the five (5) Subcommittees will assist their Chairmen as required and will serve as Chairman in his absence.

### **ARTICLE X - VACANCIES IN OFFICE**

#### Section 1. Vacancies Among Elected Officers:

(a) Vacancies among elected officers shall be filled for the unexpired portion by appointment by the COMMITTEE Chairman, with the approval of the Executive Committee. In the case of a vacancy in the office of the Chairman, the Chairman (Elect) shall fill the unexpired portion of the term of office prior to beginning the term to which he was elected. In the event that the Chairman (Elect) and the Vice Chairmen are not



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available, an Active member will be appointed by the Board of Advisors to fulfill the unexpired portion of the term of offices vacated.

### **ARTICLE XI - DUES**

Section 1. Amount:

- (a) The annual dues for membership shall be set by the Executive Committee.
- (b) The Executive Committee will establish separate dues amounts which are equal for Active and Associate membership and higher for Business and Corporate membership.

Section 2. Delinquent and Apportionment:

- (a) Annual dues are payable on 1 January of each year and dues are considered delinquent on 1 February. Members will be expelled from the COMMITTEE if dues are not paid by 1 April.
- (b) The Executive Committee will establish an apportionment, varied by calendar quarters, to determine the amount of dues an individual, business or corporation that joins during the year should pay.

### **ARTICLE XII - AMENDMENTS TO BYLAWS**

These Bylaws may be amended by the submission of the proposed amendment (s) by an Active Member or by the Executive Committee. Notice of the proposed amendment(s) must be given to all members at least thirty (30) days in advance of a regular meeting of the Committee. To be ratified, such proposed amendment(s) must be approved by a two-thirds vote of the Executive Committee and a two-thirds vote of the Active Members present at a regular meeting of the COMMITTEE.

### **ARTICLE XIII – NATIONAL EMERGENCY**

In the event of war or national emergency requiring a deployment of the Active Armed Forces and general mobilization of the Reserve; and the Officers, Executive Committee and Operating Committee are unable to perform their usual duties, the COMMITTEE shall vest its entire affairs, with committee powers in the hands of one or more Active members designated by the Executive Committee, and known as Trustee(s). The Trustee(s) shall maintain the COMMITTEE in an appropriate status with authority to suspend any or all activities during the period of emergency. The Trustee(s) shall be responsible for reactivating the Committee at the termination of the national *urgency* and when demobilization has occurred. The reactivation shall be done in such manner as the Trustee(s) may deem appropriate, but in any event, not later than one (1) year after general mobilization has begun. Upon the declaration by the Trustee(s) that the Committee's officials who were in office at the time the Committee was suspended have

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been demobilized, said Trustee(s) shall allow those who are available to resume the positions held by them until successors have been elected. All vacancies created by said war or national emergency shall be filled by temporary appointment by the Trustee(s), and the Trustee (or senior ranking Trustee if there are more than one (1) Trustee) shall serve as Acting Chairman if the Chairman immediately preceding the suspension of the Committee is not available.

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