



Bylaws for Military Outreach for Service (MOS)

Amended and Approved: December 2, 2013

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MOS Mission Statement

The mission of the Military Outreach for Service (MOS) employee organization is to advocate for and provide support to our veterans of the United States Armed Forces (Army, Navy, Air Force, Marines, Coast Guard, National Guard, Reserves) who have sacrificed so much through their efforts to defend our nation and to further the cause of peace and freedom around the world. In providing support to military veterans and their family members, MOS will simultaneously further the interests of the federal government and other Federal employees as the unique features of the veteran community are brought together to enrich life.

Article I: Name and Office

Section 1. Name

The name of the nonprofit entity will be "Military Outreach for Service," also known as "MOS."

Section 2. Principal Office

- a) The principal office of MOS will be located at the current National President's federal post of duty, wherever that may be. This non-profit corporation is titled and chartered in the State of Ohio.
- b) The principal office of a recognized Chapter of MOS will be the federal post of the Chapter's president.

Article II: Purpose

The purpose of MOS is to:

- a) Protect and promote the interests of military veterans working for the federal government.
- b) Provide a forum to identify, address, and communicate the issues and needs of veterans employed by the federal government.
- c) Champion the military veteran in the federal workplace, especially concerning issues of veteran retention and career development.
- d) Educate and inform federal employees and managers regarding benefits and laws applicable to veterans employed by the federal government.
- e) Work to ensure the skills and abilities veterans acquired during their military service are effectively understood and documented in employment forms so that the Federal Government can take full advantage of veteran capabilities in the workplace.
- f) Work with veterans transitioning from military to Federal service and help them adjust to civilian culture, leadership, management styles, and other challenges that they may face.
- g) Help disabled veterans more rapidly adapt to their Federal position through informal mentoring and other assistance.

- h) Assist military veterans employed by the Federal government, Federal employees activated and deployed to military posts, the military relatives of Federal employees, and the families of active military and veterans, within the abilities and resources of the organization.
- i) Support federal agency veteran recruiting efforts.
- j) Educate and enhance perceptions of managers and hiring authorities to the benefits of hiring veterans.
- k) Provide a social venue to recognize the sacrifices made by our membership in the military service of the United States, provide an avenue for sharing and understanding the unique experiences of our collective service, and mutually enhance the esteem of our federal military veterans.

Article III: Organization and Status

MOS will operate as a nonprofit charitable organization under the Articles of Incorporation filed on (date filed) with the State of Ohio and will maintain 501(c)(3) tax-exempt status. MOS will also operate as an employee-affinity organization under the rules of 5 C.F.R. 251.202. MOS will comply with the State of Ohio's law and regulations regarding non-profit operations.

Article IV: Membership and Voting Privileges

Section 1. Membership

Membership in MOS is open to:

- a) All federal government employees and retirees,
- b) Federal government interns, and
- c) Federal contract employees (but they cannot stand for local or national elected office).

No person will be excluded from membership, segregated or discriminated against within the organization based on sex, race, color, religion, marital status, national origin, age, sexual orientation, political affiliation, or physical/mental disability. All membership inquiries will be made to the Secretary.

Section 2. Chapter Membership

MOS members in good standing will become members of the local Chapter within the geographic boundaries of that chapter. If no such chapter exists, the member will join membership-at-large.

Section 3. Member in good standing

- a) A member in good standing is one who remains current with National and/or Chapter dues as appropriate and responds timely to membership inquiries, and participates in local Chapter or national MOS activities.
- b) A new member will be deemed to be in good standing upon completion and approval of the MOS membership application and paying appropriate dues as determined in (f).
- c) A member in good standing may stand for office in their local Chapter or as an officer of the National Governance Board or serve on a local or national committee of the MOS. Such member may also submit agenda items for local Chapter consideration at an official Chapter meeting.

- d) Membership renewal will occur during October of each year. Any member who does not renew or pay current dues by the end of October will automatically be removed from active rolls and loses voting privileges. New members may enroll throughout the year.
- e) If a person wishes to reapply for membership, he or she must pay his or her dues in full for that whole year.
- f) National dues are set by the National Governance Board and are prorated for new members. The board may occasionally waive dues.

Section 4. Voting privileges

A member in good standing will be entitled to:

- a) Vote in National elections for officers to serve the National Governance Board,
- b) Vote on issues of National MOS interest which are open to the national membership, and
- c) Vote in local Chapter elections.

Article V: National Governance Board

Section 1. Number and makeup

The National Governance Board will manage the affairs of the nonprofit. Principal Officers are the President, Vice President, Secretary, Treasurer, and Communications Director. Other members will be appointed by the Board as deemed necessary.

Section 2. Election

Officers will be elected as the National Governance Board of MOS by the general membership. All members in good standing as 30 days before the announced election date are entitled to vote. Refer to Article IV, Section 3 regarding voting privileges.

- a) *National election process:* By August 1 of each year, the national president will appoint an election committee to implement, oversee, and certify the election of expiring or vacant national board positions. MOS will conduct national board elections in September of each year with the new board members in position on October 1.
- b) *Administrative transition:* The outgoing president will provide mentoring services to the incoming president for a period of six months following the inauguration of the new president.
- c) *Fiscal transition:* The outgoing Treasurer will maintain the books of the nonprofit until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the new board unless he/she is also a member of the new board.

Section 3. Term of Office

Each Director will hold office for two (2) years. Directors may be re-elected. Directors may not serve more than three (3) consecutive terms in any one position. All directors will hold office until their respective successors are elected, except in the case of resignation, death, disability or removal. Election of Directors will be staggered so that approximately one-half of the Directors are elected in even-

numbered years and the remaining are elected in odd-numbered years. The Nominations Committee will select a slate of candidates based on qualifications and present those candidates for election. Candidates for the Board will be nominated only with the consent of the nominee.

Section 4. Vacancy

Any vacancy or unfilled position on the National Governance Board will be filled for the unexpired term by appointment. The President (or Vice President, if the presidency is vacant) of MOS will nominate a candidate who must be ratified by a majority of the National Governance Board.

Section 5. Resignation and Forfeiture

Any director may resign at any time by giving written notice to the Board. Any director may be removed from the National Governance Board for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 6. Compensation

Directors will not receive any salary or compensation for their services.

Section 7. Contracts

The National Governance Board may authorize any officer or officers, agent or agents of the nonprofit, to enter into any contract or execute and deliver any instrument with board concurrence in the name of and on behalf of the nonprofit and such authority may be general or confined to specific instances.

Section 8. Executive Advisory Board

The National Governance Board will solicit Senior Executive Service directors to serve on the Executive Advisory Board (EAB). The EAB may advise the National Governance Board on issues related to organizational governance, communications with Federal agency officials, mentor Board officers, and other issues related to the mission of MOS. The National Governance Board will replace EAB members upon their resignation, retirement, or separation from the Federal Government.

Section 9. Reporting

The National Governance Board will be responsible for complying with all federal and state reporting requirements of the nonprofit organization.

Section 10. Conflict of Interest

Each member of the Board will be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest will be noted in the Board's minutes and if a vote on the matter is taken, the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" will be defined as a member who has a vested fiscal or personal interest in the outcome of a board action. Each new director will submit a conflict of interest statement to the National Secretary within one month of assuming office. The board will review the statements within 60 days of the new board member's appointment or election. Any board member may request an additional review by and advice from the Executive Advisory Board.

Section 11. Indemnification

The Directors will be indemnified and held harmless to the extent and in the manner permitted by (State) Nonprofit Corporation Law. The board will pursue bonding of appropriate members.

Article VI: Meetings

Section 1. Annual Meeting

MOS will conduct a membership meeting of the nonprofit each year either in a central location or online using virtual technology. Notice of the annual meeting will be published no less than ten (10) days before the meeting.

Section 2. Financial Advisory Meeting

The National Treasurer will conduct a meeting between July 1 and July 31 of each year to present a draft budget for National Governance Board consideration and approval for the upcoming fiscal year. Notice of the advisory meeting will be published no less than ten (10) calendar days before the meeting.

Section 3. Regular and Special Meetings

The National Governance Board will conduct regular business meetings at least six (6) times during the fiscal year. The President, any two (2) Board members or any three recognized chapter presidents can call special meetings of the National Governance Board. Members may request time on the agenda by asking the President at least 48 hours prior to the meeting. Chapter presidents should submit agenda items to the National Secretary at least 24 hours in advance of the meeting.

Section 4. Notice of Meetings

Notice of a time and place for any regular meeting or special meeting of the National Governance Board will be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to the meeting.

Section 5. Quorum

A majority of the National Governance Board will constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present will determine the outcome of issues brought before the Board.

Section 6. Action without Meeting

Any action of the National Governance Board may be taken without a meeting if a majority (51%) of all members of the Board consents to this action via e-mail voting. The President will determine the method of voting on the action and be responsible for providing written results of the action to the Secretary. Results of consent and the action will be filed with the minutes of the proceedings of the Board.

Article VII: Officers

Section 1. Officers

The officers of the nonprofit will be a President, Vice-President, Secretary, Treasurer, and Communications Director. Officers must be members of the National Governance Board, and may not be related by blood, marriage, or reside in the same household. There will be no supervisor-employer relationships among board members. Officers must be MOS members in good standing.

Section 2. Removal

The National Governance Board, at a duly advertised meeting, may vote by two-thirds (2/3) majority to remove a National officer. An Officer of the Board may be removed when:

- a) An officer fails to attend two (2) consecutive meetings without adequate excuse, and/or
- b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws, and/or
- c) An officer engages in conduct that the National Governance Board determines to be injurious to the organization or its purposes.

Section 3. Vacancy

A vacancy in any office may be filled through appointment by the President (or Vice President if the vacancy is the President) and ratified by a majority of the National Governance Board.

Section 4. Elected Officer Roles

The officers of the National Governance Board will propose, establish and manage such policies and procedures so as to efficiently manage the affairs of MOS.

- a) **President.** The President will serve as chief executive officer of MOS. The President will preside over all board meetings and the annual meeting of the nonprofit, will, in general, supervise and control all of the business and affairs of the nonprofit, represent MOS within the organization, the federal government, and externally and provide leadership to Chapter presidents, and will be responsible for reporting to the Board, as required, on the activities and operation of the organization. He/She will be an ex-officio member of all committees except the election committee. The President will also focus on leadership.
- b) **Vice-President.** The Vice-President will, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions of the President. The Vice-President will assist in developing MOS resources and new chapters; provide day-to-day administration; represent MOS within the organization, the federal government, and externally and perform such other duties from time to time as may be assigned to him/her by the President or the National Governance Board.
- c) **Treasurer.** The Treasurer will have charge and custody of and be responsible for all funds and securities of the nonprofit, and will be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit. The Treasurer should manage quarterly reports to the NGB, reconcile the bank account, manage the national budget, ensure the chapters report to the NGB as required at the end of the year. The Treasurer will collect dues, pay all bills, reimburse chapters for board-approved expenses, provide information to the Secretary regarding delinquent dues, account for all income and expenses (including that of chapters) and ensure tax reports are submitted to Internal Revenue Service and the State of Ohio in a timely manner. The Treasurer, with input from the other board members, will draw up the annual budget prior to the beginning of the new fiscal year
- d) **Secretary.** The Secretary will keep the minutes of the annual meeting and meetings of the National Governance Board, ensure all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the nonprofit's records, and in general perform all duties incident to the office of Secretary. The secretary will also receive copies of monthly bank

statements, mailed directly from the bank, for review. Secretary will also set up conference calls, take minutes, do the mailings, send delinquency notices to late members, manage the membership roster, send a welcome letter to new members, and perform other duties to assist the board.

- e) **Communications Director.** The Communications Director will have responsibility for social media aspects of the MOS to include maintaining the website, Facebook, and other sources deemed appropriate and useful by the National Governance Board.

Article VIII: Committees

Section 1. Committees

There will be such committees created by the National Governance Board as may be required to carry on the work of the nonprofit. The quorum for a committee meeting will be a majority of its members. At least one (1) committee member must be a member of the Board. All other committee members must be members of the nonprofit.

- a) Required committee: Election Committee
- b) Other committees may include (but are not limited to): Special Projects, Fundraising, Public Affairs, Bylaws, etc.

Section 2. Appointment

The President, subject to the ratification of the National Governance Board, will appoint the chairperson and members of committees.

Section 3. Term

The chairperson and members may serve through the end of the incumbent president's term. However, the National Governance Board retains the right to review committee work and makeup at any time and take action as needed.

Article IX: Financial Administration

Section 1. Use of Funds

The MOS will use funds to pay normal administrative expenses involved in supporting the MOS, and in a manner that does not conflict with the Foundation's Bylaws, Public Policies, or Memorandum of Understanding. Spending of funds requires approval of three out of five National Governance Board officers.

Section 2. Books and Records

The nonprofit will keep correct and complete books and records of account and will keep minutes of the proceedings of its National Governance Board and committees having any of the authority of the National Governance Board. Any member in good standing, or his agent or attorney, authorized representative for any proper purpose at any reasonable time, and upon reasonable notice, may inspect all books and records of the nonprofit.

Section 3. Required Reporting

The National Governance Board will provide reasonable periodic reporting to the Foundation, as required by the nonprofit.

Section 4. Notes of Indebtedness

The Treasurer will sign all checks or drafts issued in the name of the nonprofit but only with written approval of at least two other officers (President, Vice-President, or Secretary).

Section 5. Auditing

An auditor, appointed by the President, will audit the books and financial records of the nonprofit annually. The auditor may be any individual the President chooses, but cannot be a current Officer of the nonprofit. The Board must approve the appointed auditor. Results of the audit will be made available to the National Governance Board by the end of December.

Section 6. Fiscal Year

The fiscal year of the nonprofit will annually begin on the first day of October and end with the last day of September.

Article X: Chapters

Section 1. Chapter Formation

MOS members in good standing may collectively form and operate a local Chapter of MOS based on geographic location at a recognized federal post of duty. Chapter boundaries will be established and submitted to the National Governance Board for approval and may be modified with National Board approval. Establishment of a viable chapter requires completion of a chapter application and endorsement and an initial membership of six (6) local members of MOS. The Chapter applicant will develop and submit local Bylaws and, upon national approval, elect appropriate officers to govern the local Chapter. The local Chapter must adhere to all policies and procedures of the national organization. The local Chapter must request approval from the National Governance Board for any local policies that deviate from the MOS Bylaws or national policy.

A chapter in good standing, one that is formally recognized by the National Governance Board:

- a) Receives national recognition,
- b) Is entitled to a local website affiliated with the National website,
- c) May solicit local dues,
- d) May request financial and material assistance from the National Governance Board, and
- e) Use the national federal employer identification number for official business.
- f) Submit, through its local Chapter president, items for consideration by the National Governance Board.

A local chapter operating informally is not entitled to the benefits and privileges of a formally recognized chapter.

Section 2. Chapter Dues

Chapters are responsible for collecting and submitting national dues. Chapters may establish and collect local dues as agreed upon by a majority of local members in good standing.

Section 3. Local Chapter Administration

- a) Each Chapter will annually elect a President, Vice-President, and Secretary and may have a Treasurer who together will act as the Chapter's main administrative body. There will be no supervisor-employer relationships among chapter officers.
- b) Chapter Officers will conduct a minimum of four (4) meetings per year, at least once a quarter, with the local membership.
- c) Chapter Officers are required to relinquish and/or turn over all Chapter business files to the incoming newly-elected Chapter Officers within 10 working days from the date of official election results.
- d) In the event of an unexplained or non-justifiable absence by the Chapter President, consisting of 60 or more consecutive business days (not including holidays), or in the event of a permanent vacancy of the Chapter Presidency, the Chapter Vice-President will assume the administrative duties of the Chapter President's office. This will be for the remaining term or until such time, if the Vice-President so chooses, that a special election is held to fill the Chapter Presidency.
- e) Chapters may set local policies and procedures where they do not conflict with National Board policies and procedures or these Bylaws.
- f) Should the Chapter President and Vice-President positions be simultaneously vacant, the Chapter will lose its charter. A petition to reorganize the chapter must be submitted to the National Governance Board.
- g) Chapters are responsible for complying with all appropriate state and local laws and regulations regarding nonprofit operations. Chapters will maintain copies of filings and communications with their respective state or local governments and have these documents available for inspection by the National Board at any time.

Section 4. Duties and Responsibilities of Local Chapter Officers

- a) Chapter Officers are responsible for applying and implementing MOS Bylaws fairly and equitably. If a Chapter member objects to the interpretation offered by their President or Vice-President, the member can elevate and appeal the decision to the National Governance Board.
- b) Chapter Officers are responsible for the establishment and maintenance of local policies and procedures for the efficient and effective administration of the local chapter. Local policies and procedures will not contravene the stated mission or national policies and procedures of MOS.
- c) **The Chapter President will:**
 1. The Chapter President will have primary administrative authority and discretion in transacting the Chapter's day-to-day business operations.
 2. The Chapter President and Secretary will, in November of each year, conduct an annual confirmation of local membership and provide an updated list to the National Secretary.

3. The Chapter President will, in August of each year, provide a written summary of Chapter activities for the past year to the National Governance Board and President.
4. The Chapter President will form Chapter ad hoc and special committees as needed to conduct local Chapter business.
5. The Chapter President will seek out and collaborate with regional and/or local Federal Employee Organization Coalitions, attend meetings and inform Chapter members on the Coalition's activities.
6. The Chapter President will preside over meetings. In his/her absence, the Chapter Vice-President will temporarily assume the President's responsibilities.

d) The Chapter Vice-President will:

1. The Vice-President will, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions of the President. The Vice-President will assist in developing Chapter programs and help provide day-to-day administration.

e) The Chapter Secretary will:

1. The Chapter Secretary will record meeting minutes for Chapter meetings and present them at the next chapter meeting for approval.
2. The Chapter Secretary will work with the Chapter Treasurer to maintain the local membership roll.

f) The Chapter Treasurer will:

1. As needed, establish and maintain a local Chapter bank checking account with dual signature authority for the Treasurer and President.
2. Timely pay all legal obligations of the Chapter with approval of at least one other Chapter officer.
3. Collaborate with the Chapter Secretary to ensure membership dues are timely collected, deposited and reported to the local chapter board and the National Governance Board.
4. Accurately account for all Chapter funds and expenditures and report quarterly, no later than 45 days after the end of the quarter, to the Chapter membership and the National Governance Board through the National Treasurer.
5. Work with the Chapter Officers and the National Treasurer to ensure annual federal and state tax reports are timely completed and filed. Failure to do so may result in revocation of the chapter charter.

Section 5. Local Chapter Dissolution

The National Governance Board may dissolve a local Chapter or combine it with a nearby chapter if the board:

- a) Does not receive timely and accurate reporting from the local chapter,
- b) Receives a request in writing by a majority of existing local members,
- c) Receives documented evidence of substantive inappropriate activities, or
- d) Perceives and validates a lack of local chapter activity or interest for a period of one year.

Upon chapter dissolution, the officers will forward all surplus funds and materials to the National Office for disposition.

Article XI: Dissolution

Upon dissolution or final liquidation of MOS, any remaining assets will be, after payment or the making of provision for payment of all the lawful debts and liabilities of the nonprofit, distributed to a nonprofit 501(c)(3) or 501(c)(19) organization in good standing with the Internal Revenue Service that is dedicated to the betterment of American military veterans. Selection of such organization will be decided through a majority vote of the remaining membership.

Article XII: Official Conduct

Chapter and National Board officers are expected at all times to maintain professionalism, treat all members and guests with respect, and embrace the role of democracy in our society.

Article XIII: Amendment to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the National Governance Board present at a duly called meeting, provided a quorum is present. If a quorum is not met, a vote may be taken electronically but still requires an affirmative vote of two-thirds of the current National Governance Board.

All prior Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the National Governance Board. The Bylaws in force will be publicly displayed on the website of MOS.

Adopted on **December 2, 2013**, by the Military Outreach for Service (MOS) National Governance Board:

/s Carol A. Permar

President

/s Allen L. Lichtenwalner, Jr.

Vice-President

/s Penny D. Heiner

Secretary

(Vacant on amendment date)

Name, Treasurer

/s David W. Heiser

Communications Director