

In 2015 MAC sent in an application for a 501(c)(3) and needed the By-Laws updated to satisfy the requirements. These bylaws were approved on May 14, 2015.

**Key West Military Affairs Committee, Inc.
BYLAWS**

ARTICLE I NAME

The name of the corporation is Key West Military Affairs Committee, Inc.

ARTICLE II OBJECT

The purpose of Key West Military Affairs Committee, commonly referred to as "MAC", shall be to foster and strengthen the relationship between the military and civilian communities. This will be accomplished through education and service to those communities in order to lessen the burdens of government and quell tensions in the communities. The MAC shall strive to provide educational opportunities to the communities to increase understanding of initiatives to avoid potential conflicts and incompatible operations. Quality of life initiatives such as sponsoring programs for the well-being of the military and supporting Sigsbee School, Wounded Warrior Project's Soldier Ride and USS KEY WEST, are key focus areas for mutual public benefit. MAC shall strive to raise the awareness of the value of the military in Key West and the Florida Keys. This committee is a not for profit entity solely for charitable purposes.

ARTICLE III MEMBERSHIP

Section 1. Classes of membership and voting privileges

- a. Civilian Membership
- b. Position Membership
- c. Military Membership
- d. Honorary Membership
- e. Senior Active Civilian Membership

The **Civilian Membership** shall not exceed fifty (50) members and they must be full time residents of the Lower Florida Keys. No member will be invited to join if there exists any known conflict of interest with the MAC or its activities. No member will engage in self-dealing transactions in its capacity as a MAC member. If a conflict of interest arises after becoming a member, it is grounds for immediate disenrollment. Civilian Members in good standing have all voting privileges.

The **Position Membership** shall consist of various community leaders, designated by MAC, whose professional position should have familiarity with military personnel. Position Membership is only for the position holder and not for their designees. Position Membership is as follows:

- a. State Representative for Monroe County
- b. Monroe County State Attorney
- c. Mayor, Board of County Commissioners (BOCC)
- d. County Commissioners who represent Key West on BOCC (2 seats)
- e. Monroe County Administrator
- f. Sheriff of Monroe County

- g. Mayor, City of Key West
- h. City Manager, City of Key West
- i. Chief of Police, City of Key West
- j. Senior Officer (Key West), Florida Fish & Wildlife Conservation Commission
- k. Key West Port Director, U.S. Customs and Border Protection
- l. President of Florida Keys Community College
- m. President of the Key West Chamber of Commerce
- n. Publisher of the Key West Citizen Newspaper
- o. Superintendent of Monroe County Schools

Position Members will be non-voting members of the MAC.

The **Military Membership** shall be an approximate equal number of military personnel not to exceed the number of Civilian Members. The Military Membership makeup shall be a coordinated effort of MAC President and Commanding Officer Naval Air Station Key West that adequately represents all the military commands (Navy, Coast Guard and Army) in Key West and the Florida Keys. Military Members shall be non-voting members of MAC.

Honorary Membership shall be limited to all retired officers of Flag Officer Rank or General Officer Rank living in the greater Key West area, as well as the Commanding Officer, USS KEY WEST (SSN 722). Honorary members shall be non-voting members of MAC.

A **Senior Active Civilian Member** shall have all rights, privileges and obligations of the regular Civilian Member with the exception of attendance requirements; further, a Senior Active Civilian member may not be an officer but may be a member of the Executive Board. Any Civilian member who has been active and in good standing for a period of ten(10) years may apply for Senior Active Civilian Membership Status. Senior Active Civilian Members shall not be included in the fifty (50) member cap for Civilian Membership. There is no cap on the number of Senior Active Civilian Members. Senior Active Civilian Members in good standing shall have all voting privileges.

Position, Military and Honorary Members receive complimentary breakfasts. All **Civilian, Position, Honorary, or Senior Active** members who bring guests to the monthly breakfast meeting shall be required to pay the cost of the meal for their guests. The cost of the meal shall be determined and set by the Executive Board.

Section 2. Vacancies

When a vacancy occurs in the Civilian Membership, the new member shall be selected from applications received and voted on at a regular meeting. Each applicant must have a MAC sponsor. Each application shall be signed by the member sponsoring the applicant or the application is invalid. All prospective members shall undergo a vetting process prescribed by the Executive Board and must attend at least one meeting of the membership to be formally introduced by the MAC sponsor prior to obtaining membership. The meeting when the vote will take place will be noticed to all voting members by email at least forty-eight (48) hours in advance. The membership will be provided the applications of the prospective members via email for their review in advance of the vote. All voting will be by secret ballot unless a motion

is passed for an alternative method of voting as provided in the parliamentary authority. A majority vote in the affirmative is required to become a MAC member.

Section 3. Attendance

All Civilian Members are expected to attend all meetings. Any Civilian Member who does not attend at least half of the regular meetings, without a reasonable excuse given in advance of the meetings, will be considered to have resigned and will not be billed for dues the following year. The membership committee shall maintain all attendance records and propose any disenrollment to the Executive Board for final approval and notification. All Civilian Members are required to personally sign in on the attendance roster at all meetings or be considered absent.

Section 4. Dues

Only Civilian and Senior Active Members shall be required to pay annual dues. The Executive Board shall set the amount of annual dues to be paid. However, members may be assessed in addition to the regular dues if it be the will of the majority of the membership. There may be additional fund raising activities agreed upon by the Executive Board but participation by the membership will be voluntary. Dues are due 1 January of each year. If dues are not received by 28 February, the member shall be considered to have voluntarily resigned. Members who join after 31 January will pay dues that are prorated by month.

ARTICLE IV OFFICERS

Section 1. Officers of this organization shall be a President, President-elect, Secretary and Treasurer

No member shall hold more than one (1) office at a time.

None of the Officers will receive any compensation for their activities in the MAC.

Section 2. Conflict of interest

None of the Officers of the MAC will have any conflict of interest with the MAC or its activities or will engage in self-dealing transactions in its capacity as a MAC officer.

Section 3. Nominating Procedures

At the Executive Board meeting in October, a Nominating Committee composed of three members shall be appointed by the Executive Board, not including the President. At the regular meeting in October, the Nominating Committee will be announced. The Nominating Committee shall nominate a candidate for each office and report its nominations to the membership at the regular November meeting for discussion. The nominee for president should be the current President-elect.

Section 4. Ballot Election/Voting, Term of Office, Removal from Office, Filling Vacancies

Only Civilian and Senior Active Civilian members will have voting privileges. Election of officers shall be at the regular meeting in December. Voting shall be by voice vote unless a motion of another method is approved as provided in the parliamentary authority. Officers shall be elected to one year terms beginning 1 January and ending 31 December or until their successors are elected. Any officer may be removed at the pleasure of the voting membership by a two thirds vote as provided in the parliamentary authority. Vacancies shall be filled by the Executive Board for the remainder of the term as provided in the parliamentary authority.

Section 5. Duties of Officers

The President shall preside at all regular meetings of the membership and the Executive Board and will be the primary representative of the MAC at all events. The President will finalize all meeting agendas.

The President-elect, in the absence of the President, shall preside and do all such other duties as the President may assign to him. In addition, President-elect shall be responsible for the proper functioning of all committees. The President-elect will be elected to become the next President.

The Treasurer shall be responsible for collecting dues, writing and signing checks for expenditures, depositing funds, paying approved invoices, maintaining a current accounting ledger and notifying the Executive Board of any foreseen budgetary problems and shortfalls. The Treasurer will comply with all local, state, and federal filing requirements. The Treasurer shall be the primary officer to sign checks for transactional purposes. In addition, the President and President-elect are authorized to sign checks. Only one signature is required for any check. Proper paperwork and signatures must be on file at MAC's financial institution.

The Secretary shall record and distribute minutes of each regular membership and Executive Board meeting, including results of votes taken. The Secretary shall maintain appropriate records in an electronic repository for the purpose of transferring to succeeding secretaries. The Secretary shall ensure the corporate annual report has been filed by the Treasurer prior to May of each year.

In addition to the above prescribed duties, each officer shall perform such other duties as needed or as applicable to the office as prescribed in the parliamentary authority adopted by the MAC.

Section 6. Dissolution

If MAC is dissolved, the process will be as prescribed by the parliamentary authority adopted. After all expenses have been paid by the Treasurer, all remaining funds will be dispersed to another 501(c)(3) entity. That entity will preferably be a local entity that supports the Military in Key West.

ARTICLE V MEETINGS

Section 1. Regular Meetings

Unless otherwise ordered by the Executive Board, regular meetings of the MAC will generally be held on the second Thursday of each month. Meetings will be called to order at approximately 7:30 AM and adjourned at approximately 8:30 AM and will include breakfast. Each member will receive an email notice as to the time and location of the meeting.

Section 2. Annual Meetings

The December meeting shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for discussing any other business that may arise.

Section 3. Special Meetings

Special meetings may be called by the President, the Executive Board, or upon written request of seven (7) members of the MAC. The purpose of the meeting shall be stated in the call. Except in an emergency, at least three (3) days' notice shall be given.

Section 4. Quorum

A majority (fifty percent plus one member) of the Executive Board shall constitute a quorum for Executive Board meetings. A majority (fifty percent plus one member) of the Civilian Membership shall constitute a quorum for regular meetings.

Article VI EXECUTIVE BOARD

Section 1. Board Composition, Term of Office

The Executive Board shall be composed of the four MAC officers (President, President-elect, Secretary and Treasurer), the immediate past President of the MAC, and four additional MAC members appointed by the current MAC President. All terms of office shall be for one calendar year.

Section 2. Board Duties and Powers

The Executive Board shall have general supervision of the MAC between business meetings, fix the hour and place of meetings, make recommendations to the membership and perform such duties as specified in these bylaws. The Executive Board shall be subject to orders of the MAC Civilian and Senior Active Civilian membership.

Section 3. Executive Board Meetings

Executive Board shall have meetings prior to regular or special meetings when called by the President or upon the written request of three (3) members of the Executive Board.

Section 4. Executive Assistant

The Committee will contract for a part-time employee to help coordinate MAC meetings and activities as needed by the president, other officers and Executive Board. This includes: arranging the monthly regular meetings; managing the monthly military awards program; maintaining important documents of MAC and lists including membership; noticing meetings; sending agendas and other information to the membership; buying supplies and negotiating prices as needed, etc. The amount of compensation is set in advance annually and is a line item on the MAC annual budget.

ARTICLE VII COMMITTEES

The following committees are considered standing committees. Members of the committees shall be appointed by the MAC president as required. Of all the standing committees, only the Finance and Audit Committees are required. Each president may determine the other standing committees. In addition, the Executive Board can direct and the president can appoint ad hoc committees as deemed necessary. The President will be an ex-officio member of each committee with the exception of the Nominating Committee. The President shall appoint a chair to each committee who will appoint a vice chair. The chair will control the activities of the committee. Each Civilian Member of the MAC is expected to serve on at least one committee. All the committees membership lists are maintained and updated by the Executive Assistant and may continue year after year.

Section 1. Finance Committee, Fiscal Year

The main goal of the Finance Committee is to prepare the annual budget in detail and submit it to the Executive Board and finally the Membership for approval at the February meeting. The President shall appoint a three-member Finance Committee which will include the Treasurer. The Fiscal Year for MAC will begin on 1 March and end on the last day of February. All additions or changes to the budget once adopted by the membership must be approved by the Executive Board.

Section 2. Audit Committee

The main goal of the Audit Committee is to audit the Treasurer's accounts at the close of the fiscal year and to report its findings at the following meetings of both the Executive Board and the Membership. The Audit Committee shall be composed of three (3) members appointed by the President at the MAC's March meeting.

Section 3. Membership Committee

The main goal of the Membership Committee is to strive to maintain a full roster of Civilian Members at all times and work to transition those civilian members who qualify and seek it, the chance to become Senior Active Members. This committee will develop and maintain a list of applicants for future membership consideration when openings occur. This committee will maintain an accurate attendance record of meetings and recommend to disenroll inactive members as provided in these bylaws. This committee will develop and conduct a vetting process with the Executive Board for each new member. This committee will maintain a list of elected officials, military commanders, etc. who will be recognized at each regular meeting they attend. This list will be presented to the president prior to each meeting. The committee shall work closely with the Treasurer in order to notify members who have not paid their dues by February 1 of each year that they will be dropped from membership per Article III Section 4 of these bylaws. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 4. Activity/Social Committee

The main goal of this committee is, at the beginning of each calendar year, to prepare a complete calendar of events and dates the MAC will participate in throughout the year. This list of events will be presented continually to the membership to ensure participation. The committee shall be responsible for real time updates of activities throughout the year. A committee member should be assigned to each event and have responsibility for its success. This committee will work with the Public Affairs Committee to ensure the MAC gets the needed media attention. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 5. Public Affairs Committee

The main goal of this committee is to maximize exposure to the community of important military related events. At the beginning of each year, the committee will update and maintain a current media list and develop a media plan. The plan will include press releases with photos, radio interviews, social media development and maintenance, etc. The committee will organize for photographs to be taken at each meeting and event and regularly submit to local media and post on social media. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 6. Fundraising Committee

The main goal of this committee will be to determine in advance those events that are not line items on the annual budget that the MAC will support that year. Once the events are identified, the committee will set time lines, monetary goals, procedures, etc. and work to secure the funds. The Chairman of the committee and the MAC President will present the contribution to the recipient. When a one time fund raising event becomes an annual occurrence, the committee will determine if it should be considered to become a line item on future budgets. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 7. Government Affairs Committee

The main goal of this committee is to raise the awareness of the military value of the commands operating in Key West and the Florida Keys to government officials at all levels. The committee will work to organize briefs and tours to all national, state and local government leaders when visiting the local area. This committee will promote outreach by special invitation for these government leaders to be briefed by the MAC. The committee will work to organize the presence of these leaders when visiting in Key West or by special invitation to attend special MAC meetings and coordinate meetings with all the base commanding officers during the visit. Once a meeting has been set, the committee will create and coordinate a schedule that will offer optimal use of the allocated time. Critical issues will be addressed with these government officials for possible aid and resolution. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 8. Soldier Ride Committee

The main goal of this committee is to conduct a successful Soldier Ride each January as part of the Wounded Warrior Project and set new community participation records over past years. The committee will make a detailed plan including event dates, budgets, committee meetings and all aspects of the several day event. Past plans will be used as a guide to set new goals. This committee requires close coordination with the national Wounded Warrior Project Soldier Ride, county/city government, the military and various other organizations. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 9. Sigsbee Charter School Committee

The main goal of this committee is to meet with school officials at the start of each year and make a plan of assistance based upon the needs of the school and MAC's resources. Priorities will be set and the plan executed. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 10. USS KEY WEST Support Committee

The main goal of this committee is to maintain contact and show support of its namesake vessel, the USS KEY WEST. The committee shall endeavor to show that Key West is a proud supporter of its namesake vessel. The committee shall strive to maintain communications with USS KEY WEST and keep her apprised of events of her namesake. This committee will periodically collect Key West memorabilia and send to the boat. A report will be submitted each month to the President-elect to be discussed at the Executive Board Meeting.

Section 11. Nominating Committee

See Article IV Officers, Section 3 Nominating Procedures.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the MAC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the MAC may adopt.

ARTICLE IX AMENDMENT OF BYLAWS

These bylaws may be amended at any business meeting by a two-thirds vote of the Civilian Membership, provided that previous notice has been given to the membership. This notice may be made at the previous meeting orally or by written notice.

Passed and adopted by the members of the Key West Military Affairs Committee, Inc.
on 14 May 2015



Phillip L. Goodman,
President, Key West Military Affairs Committee, Inc.

14 May 2015

Date