



Bylaws of the Maryland Council of Chapters [Draft Update]

Approved by the Council

on

12 January 2019 [TBD]

**BYLAWS of THE MARYLAND COUNCIL OF CHAPTERS,
an Affiliate of MOAA**

ARTICLE I – NAME

The name of this organization shall be the Maryland Council of Chapters, hereinafter referred to as the Council. The Council is an affiliate of the Military Officers Association of America.

ARTICLE II – PURPOSE

The purpose of this Council shall be to:

- Promote the aims of the Military Officers Association of America (MOAA), as stated in the preamble to the Bylaws of that Association.
- Further the legislative and other objectives of MOAA and the Council.
- Foster fraternal relationships among retired, active, and former officers of the uniformed services, including their National Guard and Reserve components.
- Serve the community and the Nation.
- Promote the rights and interests of Active, Retired, National Guard, and Reserve personnel, and Veterans of the seven uniformed services and their family members.
- Provide the assistance necessary to Member Chapters to enable them to effectively serve their members, communities, and the Nation.

ARTICLE III – STATUS

Section 1. This Council shall be a non-profit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Elected officers and appointed officials shall not receive any stated compensation for their services; however, the Council may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Further, MOAA Headquarters may authorize special reimbursements (e.g., mileage allowances) out of funds it transfers to the Council. The Council Treasurer may reimburse Council members for expenses up to \$100 (with a paid receipt) without prior Council approval.

Section 3. Nothing herein shall constitute Member Chapters as “partners” for any purpose. Each Member Chapter of the Council is an autonomous legal entity. No Member Chapter,

officer or agent of this Council shall be liable for acts of omission or commission on the part of any other Member Chapter, officer or agent, excepting only acts of omission or commission arising out of willful misfeasance or malfeasance.

Section 4. The Council shall use its funds solely to accomplish the purposes specified in Article II above.

Section 5. In the event of dissolution of the Council and after the discharge of all Council liabilities, the remaining assets shall be distributed to the Member Chapters in proportion to their numbers of active members in good standing.

ARTICLE IV – MEMBERSHIP

Section 1. The membership of the Council shall be composed of the elected Presidents of Member Chapters which are affiliated with MOAA and the Council. Other Maryland MOAA members may be elected to the following Council Officer positions: President, 1st Vice President, and 2nd Vice President. In addition, other MOAA members in Maryland as well as spouses of members and surviving spouses shall be appointed by the President to fill the following positions on the Council, plus other positions at the President's discretion: Webmaster, Chaplain, Legislative Liaison Officer, Transition Liaison Officer, Spouse and Surviving Spouse Liaison Officer, and Commissioner on the Maryland Veterans Commission from MOAA. [By law, the Governor of Maryland appoints Commissioners from a group of nominees submitted by each Veterans organization in the State that operates under Federal Charter.] If an officer holds two Council positions concurrently, he/she may cast only one vote on each issue brought to a vote.

Section 2. Any newly-established Chapter in Maryland affiliated with MOAA may, upon application to and approval of by the Council, become affiliated with said Council. Such affiliation does not authorize the Council to participate in the organizational or managerial affairs of the Member Chapter unless requested by the Member Chapter to do so.

Section 3. The affiliation of a Member Chapter with the Council may be nullified either by the Member Chapter or by a two-thirds vote of the Council.

ARTICLE V – VOTING

Section 1. With the exception of specifications contained in these Bylaws, all questions coming before the Council will be decided by a majority vote of the voting members present and voting, as provided in Section 2.

Section 2. Voting rights shall be vested in each elected or appointed officer of the Council and in the President of each Member Chapter (or in a delegate appointed by the Member Chapter President). Additionally, Past Council Presidents also have voting rights.

Section 3. Proxy voting shall not be permitted at meetings of the Council.

Section 4. In urgent matters, the President and 1st Vice President shall be authorized to put questions to vote by email, regular USPS mail, or by telephone.

ARTICLE VI – FINANCES

Section 1. The Council shall operate on a cash basis and will not obligate or expend any funds not on hand. Annual dues shall be paid to the Council by the Member Chapters. The Annual dues and budget shall cover a calendar year and shall be determined by the Council at its fourth quarterly meeting of the current year for the next year. The Council will recommend a per chapter assessment (i.e., annual dues) for approval by each Member Chapter. The total assessment (dues amount for each Member Chapter) shall be determined by the number of active members in good standing as of 31 December of the calendar year in which the dues are approved. Per member assessments shall not be more than 10% of the annual dues paid by members to the Chapter. A two-thirds vote of the Member Chapters on this recommended assessment will be binding on all Member Chapters of the Council.

Section 2. Annual dues are payable on or before 1 March and become delinquent on 1 May of the assessment year.

ARTICLE VII – MEETINGS

Section 1. There shall be an annual meeting of the Council during the fourth quarter of each calendar year or in January of the following year for the receipt of annual reports, the transaction of other business and, every other year, the election of officers. Notice of such meetings shall be by e-mail or regular mail to each officer and appointed official of the Council and each Member Chapter President at least thirty days before the scheduled meeting date.

Section 2. There shall be regular meetings of the Council during each calendar quarter of each calendar year unless otherwise decided by the President. The annual meeting in Section 1, above, constitutes one of these required meetings. Notice of time and place shall be by e-mail or regular mail to each officer and official of the Council and each Member Chapter President at least thirty days in advance of each meeting.

Section 3. The President may call special meetings of the Council. Notice of any special meeting with a statement of time, place, and information as to the agenda to be considered shall be by email or regular USPS mail to each officer and appointed official of the Council and each Member Chapter President at least fourteen days in advance of each such special meeting.

Section 4. All persons with voting rights present at any meeting shall constitute a quorum.

Section 5. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Council may adopt.

ARTICLE VIII – OFFICERS

Section 1. The elective officers shall be a President, a 1st Vice President, and a 2nd Vice President, each of whom shall be a member of a Member Chapter and also a member of MOAA. Other officers of the Council may be the Immediate Past Council President, former Past Council Presidents, and up to four appointed Directors (each appointed by the President), all of whom shall be members of a Member Chapter and also a member of MOAA.

Section 2. The Council officers shall be elected biennially. Election shall be by ballot. Each elected officer shall take office during the first regular or special meeting the calendar year, immediately following the election, and shall serve for a term of two years, or until a successor is duly elected and installed.

Section 3. Elected Council officers shall be eligible to serve no more than one two-year term in each elected position and will be eligible for election to any Council position with a break in elected service. Customarily, the 2nd Vice President will be nominated at the end of his/her two-year term of office to run for election as 1st Vice President. The expected progression will then be to Council President (two years later via nomination and election). After two years as President, the member automatically becomes Immediate Past President. There are no term limits for appointed officers.

Section 4. The 1st Vice President shall fill a vacancy in the office of the President automatically. The 2nd Vice President shall fill a vacancy in the office of the 1st Vice President automatically. Vacancies in other officers positions shall be filled by appointment of the President or as the Council deems appropriate.

Section 5. The President shall be the principal elected officer of the Council, shall preside at meetings of the Council, and shall be an ex officio member of all committees with voting rights in all except the Nominating Committee. The President shall also, at the annual meetings and at such other times deemed proper, communicate to the Council such information or proposals that would increase the effectiveness of the Council. Further, the President shall perform such other duties as are necessary pertaining to the office of President. In addition, the President shall safeguard all flags and emblems belonging to the Council (e.g., the U.S. Flag, Maryland State Flag, MOAA Council Flag with streamers, bases for flags, etc.).

Section 6. In the event of the President's temporary disability or absence, the 1st Vice President shall perform the duties of the President. In the event of the temporary disability or absence of both the President and the 1st Vice President, the 2nd Vice President shall perform the duties of the President. The Vice Presidents shall perform such other duties as the President may assign.

Section 7. The Treasurer, appointed by the President, shall maintain a record of all sums received and expended by the Council, make such disbursements as are authorized by the Council and prepare, or have prepared, any and all tax returns required by law. The Treasurer shall deposit all sums received in one or more federally insured financial institutions. Funds may be withdrawn only upon signature of the Treasurer or, in the event of the Treasurer's disability or absence from the area, the signature of the President. The Treasurer shall make a financial report at the annual meeting (or when called upon by the President) and shall provide a copy to each Member Chapter President. The Treasurer shall prepare an annual budget at the request of the President. The funds, books, and vouchers in the Treasurer's custody shall at all time be subject to inspection, audit, and verification by the Council or one or more of its elected officers. The Treasurer shall safeguard all property of the Council with the exception of flag sets and accoutrements (a function of the Council President)—to include MOAA logo items for resale to Chapters.

Section 8. The Secretary, appointed by the President, shall provide timely written notification of all annual, regular quarterly, and special meetings of the Council, attend all meetings of the Council, and keep a record of all proceedings. The Secretary shall maintain the membership records and transfer any funds received to the Treasurer. Further, the Secretary shall prepare such correspondence as may be required and shall maintain the Council's correspondence files, prepare whatever administrative reports may be required by law, safeguard all important

records and documents belonging to the Council, and perform such other duties as are commensurate with the office or as may be assigned by the Council or the President.

Section 9. The officers of the Council are not authorized, either individually or collectively, to unilaterally adopt resolutions or to establish positions in the name of the Council. [The exception is a Council Presidential appointment under Article IV, Section 1, above.]

ARTICLE IX – COMMITTEES

Section 1. The President shall appoint such standing and special committees as may be required by the Bylaws or as the President may find advisable. Such appointments of any special committees, unless terminated sooner, shall expire upon the completion of the President’s term of office.

Section 2. The standing and special committees of the Council may include a Legislative Affairs Committee, a Member Chapter Committee, a Public Relations Committee, a Finance Committee, a “Storming the Hill” Committee, a Congressional Luncheon Committee, and a Nominations Committee, among others.

Section 3. At the third or fourth quarterly meeting every other year (i.e., before each biennial election) the President shall appoint a Nominating Committee of three persons, each of whom shall be a member of a Member Chapter, but not currently an elected officer of the Council, to nominate candidates for the elected offices. At least sixty days before the date of the fourth quarterly or annual meeting, the Committee shall notify the Secretary in writing of the names of the candidates proposed. The Secretary shall include the proposed slate of officers in the notice of the annual meeting.

ARTICLE X – AMENDMENTS

Section 1. These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote at any regularly scheduled or called meeting of the Council. A copy of the proposed action for consideration must be sent by e-mail or regular mail to each Council officer and each Member Chapter President at least twenty-one days before the announced meeting date. After due consideration and approval, a copy of the amended Bylaws will be forwarded to the Senior Director of the Office of Council and Chapter Affairs at National MOAA Headquarters for inclusion in the Council’s permanent records.

Section 2. These Bylaws cancel and supersede all previous Bylaws of the Maryland Council of Chapters.

ARTICLE XI – THE FLAG

Section 1. The American flag shall be displayed and honored at all meeting of the Council.

Section 2. The Maryland State Flag and the Council’s flag (colors, with streamers) shall be displayed at all gatherings of the Council, as appropriate and feasible—at the discretion of the Council President.

This is to certify that these Bylaws were approved and adopted at the regular quarterly meeting of the Maryland Council of Chapters on 12 January 2019 in Arnold, Maryland.

Harvey T. Kaplan

Colonel, U.S. Army (Ret.)

President

Maryland Council of Chapters

David K. Peterson

Captain, NOAA Commissioned Corps (Ret.)

Secretary

Maryland Council of Chapters

