



Bylaws



of

The Maryland Council of Chapters

April 2008

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 Military Officers Association of America (MOAA), as stated in the preamble to the Bylaws of that Association.
- Further the legislative and other objectives of the MOAA and the Council.
- Foster fraternal relationships among retired, active and former officers of the uniformed services and their National Guard or Reserve components.
- Serve the community and the nation.
- Promote the rights and interests of retired, active, National Guard, and Reserve personnel of the uniformed services and their dependents and survivors.
- 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. 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.

Section 3. Nothing herein shall constitute Member Chapters as “partners” for any purpose. Each Member Chapter 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 number of active members in good standing.

ARTICLE IV-MEMBERSHIP

Section 1. The membership of the Council shall be composed of elected office holders of Member Chapters which are affiliated with MOAA and the Council.

Section 2. Any Member Chapter affiliated with MOAA may, upon application to and approval 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. Except as otherwise provided 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, at the discretion of the elected Council officers, past Council Presidents may also be given voting rights.

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

Section 4. In urgent matters, the President shall be authorized to put questions to a vote by email, regular mail or 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 (annual dues) for approval by each Member Chapter. The total assessment (dues) amount for each Member Chapter shall be determined by multiplying the approved per member assessment by the number of active members in good standing as of 31 December of the calendar year in which the dues are approved. The per member assessment 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 01 February and become delinquent on 01 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 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 email or regular mail to each officer and appointed official of the Council and each Member Chapter President at least thirty days before the appointed meeting date.

Section 2. There shall be a regular meeting of the Council during each of the first three quarters of each calendar year unless otherwise decided by the President. Notice of time and place shall be by email 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 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 First Vice President, and a Second Vice President, all of whom shall be members of a Member Chapter and also a member of MOAA. Other officers of the Council may be Treasurer and Secretary (both appointed by the President), the Immediate Past Council President and up to four appointed directors (each appointed by the President), all of whom shall be members of a Member Chapter and also members of MOAA.

Section 2. The Council officers shall be elected biennially. Election shall be by ballot. Each elected officer shall take office at the first regular or special meeting in the calendar year 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. There are no term limits for appointed officers.

Section 4. The First Vice President shall fill a vacancy in the office of the President automatically. The Second Vice President shall fill a vacancy in the office of the First Vice President automatically. Vacancies in other elective or appointive offices shall be filled 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.

Section 6. In the event of the President's temporary disability or absence, the First Vice President shall perform the duties of the President. In the event of the temporary disability or absence of both the President and the First Vice President, the Second 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 a federally insured financial institution. 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 times be subject to inspection, audit and verification by the Council and/or the Finance Committee.

Section 8. The Secretary, appointed by the President, shall provide timely written notification of all annual, regular 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, collect the annual dues and transfer all sums 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, documents and valuable equipment 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.

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 committees of the Council should include a Legislative Affairs Committee, a Member Chapter Committee, a Public Relations Committee and a Finance Committee.

Section 3. At the third quarterly meeting, 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 elective offices. At least sixty days before the date of the (fourth quarterly) 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 email 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 shall be forwarded to the Department 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 meetings of the Council.

This is to certify that these Bylaws were approved and adopted at the regular meeting of the Maryland Council of Chapters on 27 April 2008.

Thomas N. Smith
LCDR USN-Ret.
President
Maryland Council of Chapters

James T. Pede
Major USAF-Ret.
Secretary
Maryland Council of Chapters