



Bylaws of the Maryland Council of Chapters

Approved by the Council

On

12 July 2025

BYLAWS of THE MARYLAND COUNCIL OF CHAPTERS an AFFILIATE of MOAA

ARTICLE 1 - 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. The Council National Identification Code is MD00.

ARTICLE 2 - 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 uniformed services and their family members
(as defined in 10 U.S.C. § 101 (A) (5)).
- Provide the assistance necessary to Member Chapters to enable them to effectively serve their members, communities, and the nation.

ARTICLE 3 - STATUS

Section 1. This Council shall be a non-profit organization, operating exclusively for the purposes specified in Article 2 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) and pre-approval of the Council President.

Section 3. 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 2 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. In the event of dissolution of all Member Chapters due to the Council dissolution, remaining assets shall be distributed to MOAA National Council and Chapters.

ARTICLE 4 - MEMBERSHIP

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

Section 2. Any Chapter in Maryland 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 cancelled either by the Member Chapter or by a two-third vote of the Council.

ARTICLE 5 - VOTING

Section 1. Except for specifications contained in these Bylaws, all questions coming before the Council will be decided by a two-third vote of the voting members present and voting, as provided in Section 2.

Section 2. Voting rights shall be vested in each elected officer of the Council and in the President of each Member Chapter (or in a delegate appointed by the Member Chapter President). Past Council Presidents shall have voting rights. Additionally, at the discretion of the elected council officers, appointed directors also may 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 vote by email, regular USPS mail, or by telephone.

ARTICLE 6 - FINANCES

Section 1. The Council shall operate on a cash basis and will not obligate or spend 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 paid 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-third 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 1March and become delinquent on 1May of the assessment year. Any member chapter failing to pay by 1May shall forfeit Council voting rights, until the delinquency is satisfied.

ARTICLE 7 - 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 reports, the transaction of other businesses and, every other year, the election of officers. Notice of such meetings and draft agendas 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, each Member Chapter President and officials of the Council at least thirty days in advance of each meeting. Meetings may be in person or virtual as determined by the officers.

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, each Member Chapter President and appointed officials of the Council at least fourteen days in advance of each such special meeting.

Section 4. The Secretary will verify that a quorum is present at the beginning of every Council meeting. Two-thirds of all people with voting rights present at any meeting constitute a quorum. Those with voting rights are the Chapter Presidents and the elected and appointed Council officers.

Section S. 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 8 – OFFICERS and APPOINTED POSITIONS

Section 1. The elective officers shall be a President, a 1st Vice President, a 2nd Vice President, each of whom shall be a member of a Member Chapter and a member of National MOAA. Other officials of the Council may be the Immediate Past Council President, former Past Council Presidents, and appointed Directors (each appointed by the President), all of whom shall be members of a Member Chapter and a member of National MOAA. 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: Treasurer, Secretary Webmaster, Chaplain, Legislative Liaison Director, Transition Liaison Director, Spouse and Surviving Spouse Liaison Director, 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. The Council officers shall be elected every two years. Election shall be by ballot or voice vote. Each elected officer shall take office during the first regular or special meetings of the calendar year, immediately following the election, and shall serve for a term of at least two years, or until a successor is duly elected and installed.

Section 3. Elected Council officers shall be eligible to serve 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 officials.

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. Then, a 2nd Vice President shall be nominated and voted into office. Vacancies in other officer 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. 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, all tax returns required by law. The Council shall approve one federally insured financial institution to be used for the depositing and withdrawing of all sums. The Treasurer shall deposit all funds received in the approved 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 always 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 except for flag sets and accoutrements (a function of the Council President)-to include MOAA logo items for resale to Chapters.

Section 7. 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 8. 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 7, Section 1, above.]

ARTICLE 9 - 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 committee, 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 Public Relations Committee, a Finance Committee, an "Advocacy in Action Committee", a New Chapter and Satellite Development Committee and a Congressional Luncheon Committee.

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 10 - 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 the 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 11 -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 and 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 July 2025



Cathy S. Hampton

President

Maryland Council of Chapters



David H. Peterson

Secretary

Maryland Council of Chapters

