

**THE BYLAWS OF
NORTH CAROLINA STATE COUNCIL OF CHAPTERS, LLC,
THE MILITARY OFFICERS ASSOCIATION OF AMERICA**

ARTICLE I: NAME

The name of this organization shall be: North Carolina State Council of Chapters, LLC [hereinafter “Council”] of the Military Officers Association of America.

ARTICLE II: PURPOSES

The purposes of the Council shall be to:

- Promote the aims of the Military Officers’ Association of America [hereinafter “MOAA”] as stated in the preamble of the Bylaws to that Association.
- Further the legislative and other objectives of MOAA.

Current:

- Foster fraternal relationships among retired, active and former officers of the uniformed services of the United States and the National Guard and reserve components, and surviving spouses of the aforementioned officers.

Proposed:

- **Foster fraternal relationships among retired, active and former officers of the uniformed services and their reserve components, and their surviving spouses.**

Rationale: Eliminate redundancy, the term “reserve components” includes National Guard.

Current:

- Protect the interest of retired, active, reserve and National Guard personnel of the uniformed services and their dependents and survivors.

Proposed:

- **Protect the rights and interests of retired, active and reserve components personnel of the uniformed services, their dependents and survivors.**

Rationale: Eliminate redundancy and add “rights”.

- Provide useful services for members and their dependents and survivors.
 - Serve the community and the nation.
 - Protect the rights and interests of the service retirees and active-duty military members in matters of North Carolina state legislation.
 - Organize and coordinate the collective actions of the Member Chapters in the state of North Carolina.
 - Provide the assistance necessary to Member Chapters to enable them to effectively serve their members, their communities and the nation.

ARTICLE III: STATUS

Section 1. The Council is a Nonprofit Organization (IRS Code 501(c) (19) (EIN 37-1478273) operated exclusively for the purposes specified in Article II and is a Limited Liability Corporation, LLC as per the Department of the Secretary of State, North Carolina dated March 2021.

Section 2. In the accomplishment of the purposes set forth in Article II, the Council may function in a political, but non-partisan fashion. This should be accomplished by encouraging chapters and members to invite and be aware of positions of candidates on issues affecting members, but not to endorse a particular candidate. The Council should never tell any member chapter or individual how to vote but should communicate and educate regarding the positions taken by candidates on issues of importance to the purposes listed in Article II.

Section 3. Officers and appointive officials shall not receive any stated compensation for their services, but the Council may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section 4. Nothing herein shall constitute Member Chapters as partners for any purpose. No member chapter, officer or agent of the Council shall be liable for the acts or failure to act on the part of any member chapter, officer, or agent; nor shall any member chapter, officer, or agent be liable for its acts or failure to act under these bylaws, excepting only acts or failure to act arising out of willful misfeasance or malfeasance.

Current:

Section 5. The Council shall use its funds only to accomplish the purposes specified in Article II above. Exceptions may be made by a majority vote of elected officers and chapter presidents (delegates).

Proposed:

Section 5. The Council shall use its funds only to accomplish the purposes specified in Article II above.

Rationale: There should be no exceptions, nor are any foreseen.

Current:

Section 6. 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 size or, if approved by a majority vote of the chapters, assigned to the MOAA national scholarship fund.

Proposed:

Section 6. 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 size.

Rationale: No other option is necessary. As the primary financiers of the Council, the Member Chapters should be the recipients of any residual financial assets of the Council should it be dissolved.

ARTICLE IV: MEMBERSHIP

Current:

Section 1. The membership of the Council shall be composed of local organizations of officers of the eight uniformed services, herein referred to as member Chapters which are affiliated with MOAA and Council.

Proposed:

Section 1. The membership of the Council shall be composed of local organizations of officers of the eight uniformed services, herein referred to as member Chapters which are affiliated with MOAA.

Rationale: Deleted superfluous verbiage.

Section 2. Any Chapter affiliated with MOAA may, upon application to and approval by Council, become affiliated with the Council. Such affiliation does not authorize the Council to participate in the organizational or managerial affairs of the chapter unless requested by the chapter.

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

ARTICLE V: VOTING

Current:

Section 1. Except as otherwise provided in these bylaws, all questions coming before the Council shall be decided by a majority vote of the voting members present and voting.

Proposed:

Section 1. Except as otherwise provided in these bylaws, all matters coming before the Council shall be decided by a majority vote of the voting members present and voting.

Rationale: The word "matters" is a better fix than "questions" in this context.

Current:

Section 2. Voting rights shall be vested in the President of each member chapter, or in a delegate appointed by the Chapter President, and in each elected officer of the Council, except the President. The President will cast a vote if required to break a tie vote. The immediate past Council President will have voting rights. Each chapter will have only one vote.

Proposed:

Section 2. Voting rights shall be vested in the President of each member chapter, or in a delegate appointed by the Chapter President, and in each elected officer of the Council. The immediate past Council President may provide consultation of a historical perspective but will not have a vote. Each chapter will have only one vote.

Rationale: It is simply absurd that the past president has a vote and the serving president, the chief executive of the council does not.

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

Section 4. In urgent matters, special or regular meetings, the President shall be authorized to put question to a vote my mail, fax, email, videoconference or teleconference. The minutes of the vote will reflect the results and will be included as agenda topics for the following quarterly meeting.

Section 5. If a delegate deems a question too important for his/her individual judgment and desires to meet with his/her chapter prior to voting, he/she may move that the question be tabled. A motion to table an important question shall take precedence in a meeting over all other actions, whether introduced by the President or by a delegate, and this motion shall be voted on, if seconded, before other business can be considered.

ARTICLE VI: FINANCE

Current:

Section 1. The Council shall operate on a cash basis and will not obligate or expend any funds not on hand. The Council can recommend a per chapter member annual assessment (dues). A two-thirds vote on this assessment will be binding on all Member Chapters of the Council.

Proposed:

Section 1. The Council shall operate on a cash basis and will not obligate or expend any funds not readily available. The Council can recommend a per chapter member annual assessment (dues) after consulting with all Member Chapter Presidents. A two-thirds vote on this assessment will be binding on all Member Chapters of the Council.

Rationale: Funds in savings accounts are not considered "readily available" and should not be obligated without a specific action to transfer those funds to operating accounts. All Member Chapters should be consulted when a dues increase is being considered to avoid "blind-sighting" and assess adverse impacts on the chapters.

Current:

Section 2. The annual dues and budget shall cover the calendar year and shall be determined by the Council at its fourth quarterly meeting of the year for the coming year. Dues are payable on 1 January and are due by 1 March. The dues are delinquent on 1 April. A failure to pay by April 1st of each year will constitute a penalty of 10% of total dues.

Proposed:

Section 2. The annual dues and budget shall cover the calendar year and shall be determined by the Council at its fourth quarterly meeting of the year for the coming year. Dues are payable on 1 January and are due by 1 March. The dues are delinquent on 1 April. A failure to pay by April 1st will incur a penalty of 10% of total dues.

Rationale: The term “incur” vis-a-vis “constitute” is more appropriate in this context. It is inconceivable how the penalty could be enforced since chapter membership in the Council is voluntary and therefore payment of dues. However, it is hoped that the threat of penalty might serve as an incentive to ensure timely compliance.

Current:

Section 3. Dues shall be paid to the Council. The total assessment (dues) will be based on the December 31st Committee Module and on dues-paying chapter members. The dues will be submitted NLT January 31st.

Proposed:

Section 3. Dues shall be paid to the Council. The total assessment (dues) will be based on the December 31st Committee Module and on dues-paying chapter members. Member Chapters are the sole determinants of who are dues-paying members in their chapters.

Rationale: It makes clear that only Member Chapter can determine who their dues-paying members are. Deleting the submission date of January 31st eliminates confusion with Section 2 above.

Current:

Section 4. If the activities of the Council require expenditures in excess of the funds provided by the annual dues, an additional assessment may be made when approved by a two-thirds vote of the Council.

Proposed:

Delete the entire provision.

Rationale: It is contrary to Section 1 above.

Section 5. No chapter shall be held accountable for any expenses or obligations of the Council. Member Chapters are accountable only for the dues and assessments specified in this Article VI.

Current:

Section 6. A reconciliation of the financial records will be conducted when the president and/or treasurer is changed. The Finance Committee will appoint the team to conduct the reconciliation.

Proposed:

Section 6. A reconciliation of the financial records will be conducted when the president and/or treasurer change. The Council President will appoint a disinterested party to conduct the reconciliation.

Rationale: The Council President should appoint a disinterested person to conduct the reconciliation, not the Finance Committee which is very much an interested party. Moreover, a team is not necessary, any individual who can balance a checkbook can conduct a reconciliation.

Proposed:

Section 7. The Council Executive Board will have the authority to approve expenditures from the operating fund account to defray financial obligations incident to the administration of the Council, payment of membership dues to state veterans organizations, or purchase or repair of special equipment such as audio/visual equipment, flags and accessories, etc.

Rationale: Self-explanatory.

ARTICLE VII: MEETINGS

Section 1. 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 of the meeting will be posted on the Council website at least 30 days in advance of the meeting.

Section 2. There shall be an annual business 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 meeting will be posted on the Council website at least 30 days in advance of the appointed date for the meeting.

Section 3. The President may call special meetings of the Council. Notice of any special meeting time, place, and information about the issue (s) to be considered shall be sent electronically to each officer and appointed official of the Council and each chapter President at least 10 days in advance of such special meeting. Notice will also be posted on the Council website. Teleconferencing or videoconferencing may be used to conduct these meetings.

Section 4. To be as flexible and responsive as possible, regular meetings, educational programs and demonstrations may be conducted by teleconference or videoconference.

Section 5. Based on the secretary's roll call, a greater than or equal to 50% attendance of voting members shall constitute a quorum.

Section 6. 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 and any special rules of order the Council may adopt.

ARTICLE VIII: OFFICERS

Current:

Section 1. The elected officers shall be a President, a first Vice President and a second Vice President. A Secretary, Treasurer and Surviving Spouse Liaison will be appointed by the President and may include naming a spouse of a member. Other officers of the Council may be the Immediate Past President. Each officer shall be a member or spouse of a member in good standing of a member Chapter and MOAA. Past Presidents, beyond the Immediate Past President shall be considered Council Officer Emeritus and may attend Council functions and meetings, express opinions on issues but have no voting rights. They may participate in Council Committees, as designated by the President.

Proposed:

Section 1. The elected officers shall be a President, a First Vice President, and a Second Vice President. A Secretary, Treasurer and Surviving Spouse Liaison will be appointed by the President. Collectively, these six individual incumbents will constitute the “Council Executive Board”. Any of these positions may be filled by a member, spouse of a member, or a surviving spouse who are members in good standing of a Chapter and MOAA. Other officers of the Council may be the Immediate Past President. Past presidents, beyond the Immediate Past President shall be considered Council Officer Emeritus and may attend Council functions and meetings, express opinions on issues but have no voting rights. They may participate in Council Committees, as designated by the President.

Rationale: It is necessary to distinguish the “Executive Board” of the council from the whole council which includes all Member Chapter Presidents. The revision also clarifies that surviving spouses are also eligible to hold office. The Executive Board has its unique responsibilities of administering the affairs of the Council, managing and accounting for its financial assets, scheduling meetings and other activities, and serving as a conduit for information flow between its Chapters and MOAA National.

Section 2. The elective officers shall be elected biannually in odd numbered years by the voting Council members. Each elected or appointed officer shall take office at the annual meeting following the election and appointment and shall serve for a term of two years and until a successor is duly elected and installed.

Section 3. Elected or appointed Council officers shall be eligible to serve no more than two consecutive two-year terms in the same elective office or appointed position; however, those elected or appointed Council officers who have served more than two consecutive two-year terms shall be grandfathered until the next election.

Section 4. A vacancy in the office of the President shall be filled automatically by the First Vice President. A vacancy in the office of the First Vice President shall be filled automatically by the Second Vice President.

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 for 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 as would tend to increase the effectiveness of the Council. Further, the President shall perform such other duties as are necessarily incident to the office of the President.

Section 6. In the event of the President's temporary disability or absence, the Vice Presidents, in numerical order, shall perform the duties of the President. The Vice Presidents shall perform such other duties as the President may assign.

Current:

Section 7. The treasurer shall maintain a record of all sums received and expended by the Council, make such disbursements as are authorized by the president and treasurer, 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 funds, books, and vouchers in the treasurer's custody shall always be subject to inspection and verification by the Council.

Proposed:

Section 7. The Treasurer shall maintain a record of all funds 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 Treasurer shall deposit all funds 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, the signature of the President. The funds, books, and vouchers in the Treasurer's custody shall always be subject to inspection and verification by the Council.

Rationale: The term "funds" vs "sums" is more appropriate in this context. Disbursements are generally approved by the Council and executed by the Treasurer.

Section 8. The secretary 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. Further, the secretary shall prepare such correspondence as may be required and 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 shall not be authorized either individually or collectively to adopt resolutions or to establish positions in the name of the Council without the approval of a majority of the voting members present and voting.

ARTICLE IX: COMMITTEES

Current:

Section 1. There shall be three standing committees: The Executive Committee, the Nominating Committee, the Finance Committee.

Proposed:

Section 1. There shall be three standing committees: The Legislative Affairs Committee, the Nominating Committee, and the Finance Committee.

Rationale: The “Executive Committee” is replaced by the “Council Executive Board” in Article VIII, Section 1. The Legislative Affairs Committee is added to emphasize the most important mission of the Council, i.e., to promote the legislative priorities of MOAA through its state congressional delegation and to influence state legislation effecting the military by coordinating the grassroots legislative efforts of its member chapters.

Current:

Section 2. The Executive Committee shall consist of the elected and appointed Council officers. They shall consider items which arise between meetings of the Council, provide advice and guidance to member Chapters, and have the authority to approve special expenditures not to exceed \$250.

Proposed:

Section 2. The Legislative Affairs Committee shall be chaired by one of the Council Vice Presidents selected by the President. The membership of this committee will be composed of the legislative chairs of all the member chapters.

Rationale: Absolutely essential for the Council to executive its keynote mission of promoting the legislation priorities of MOAA and influencing state legislation effecting the military and veterans.

Section 3. The Nominating Committee shall be chaired by the off-going Immediate Past President, as appointed by the President. Additional members of the committee should number three or four and include at least one Member Chapter president. At the third quarterly meeting of odd numbered years, the Nominating Committee shall submit for approval a slate of nominees for each elective office. The secretary shall include the proposed slate in the notice of the annual meeting.

Current:

Section 4. The Finance Committee shall consist of the President, Treasurer, and the Immediate Past President. The Finance Committee shall prepare the next year’s annual budget for approval at the annual meeting.

Proposed:

Section 4. The Finance Committee shall consist of the President, Treasurer, and one Member Chapter President. The Finance Committee shall prepare the next year's annual budget for approval at the annual meeting.

Rationale: Member Chapter representation in this committee is essential. The Immediate Past President may be consulted by the committee, if necessary, but should not be a member of the committee.

Section 5. The President shall appoint other such standing and special committees as may be required by the bylaws or as the President may find advisable. Such appointments, unless terminated sooner, shall expire upon the completion of the President's term of office.

ARTICLE X: CONFLICT OF INTEREST

A conflict of interest occurs when an entity or individual becomes unreliable because of a clash between personal (or self-serving) interest and professional duties or responsibilities. Such a conflict occurs when a company or person has a vested interest such as money, status, knowledge, relationship, or reputation which puts in question whether their actions, judgment, and/or decision making can be unbiased. When such a situation arises, the party is usually asked to remove/excuse themselves.

ARTICLE XI: AMENDMENTS

The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote at any duly organized meeting of the Council. A copy of the amendment or amendments proposed for consideration must be posted on the website at least 21 days before the meeting. 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 record.

ARTICLE XII: THE FLAG

The American Flag shall be displayed and honored at all meetings of the Council.

ARTICLE XIII: INDEMNIFICATION

Section 1. Any person who at the time serves or has served as an officer of the Council, or in such capacity at the request of the Council shall have the right to be indemnified by the Council up to \$10,000.00 for (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil criminal, administrative, or investigative, and whether or not brought by or on behalf of the Council, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he/she may have become liable in any such action, suit or proceeding.

Section 2. The Officers shall take all such action(s) as may be necessary and appropriate to authorize the Council to pay the indemnification provided by this bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her.

This is to certify that these bylaws were approved and adopted at the organizational annual meeting of the North Carolina Council of Chapter at _____ on _____.

JAY E. GARBUS
CW5, US Army, Retired
President

SUE MARRIS
Secretary