

**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.
- 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.
- Protect the interest of retired, active, reserve and National Guard personnel of the uniformed services and their dependents and survivors.
- Provide useful services for members and their dependents and survivors.
- Serve the community and the nation.
- Protect the 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.

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).

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.

ARTICLE IV: MEMBERSHIP

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.

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

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.

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.

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, video-teleconference 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

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.

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.

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.

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.

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.

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.

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 subject(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 video-conferencing 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 video-conference.

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

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.

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.

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.

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

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

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.

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.

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.

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, adding the reference to LLC status, were approved and adopted at the 15 May 2021 meeting of the North Carolina State Council of Chapters.

President, NCCOC, MOAA

Secretary, NCCOC, MOAA

Date

Date