



## PROPOSED AMENDMENTS TO THE NCCOC BYLAWS

In February 2022, the Council President appointed COL (Ret) Juan Chavez, Past President of the Cape Fear Chapter to chair a committee to conduct a complete review of the NCCOC Bylaws and recommend revisions thereto as deemed necessary and appropriate.

Members of the committee include: Col (Ret) Walt Havenstein, President Sandhills Chapter; Lt. Col. (Ret) Gregory Chase, President TarHeel Central Chapter; LCDR (Ret) Al DelGarbino, President First Flight Chapter; and, COL (Ret) Jeri Graham, Past NCCOC President.

All Council Officers and Member Chapter Presidents were asked to review the existing bylaws and submit their comments and/or recommendations. Some recommendations were incorporated, others dismissed but all were afforded due consideration. The current NCCOC Bylaws in their entirety can be downloaded from the NCCOC website.

The following document is the committee's recommendations. Request you review thoroughly and be prepared to discuss at the 13 August 2022 quarterly meeting in Raleigh. Any additional changes agreed to at the meeting will be incorporated into the final revision. The revised bylaws will be presented for final approval at the 4-5 November 2022 annual meeting.

PROPOSED AMENDMENTS TO THE NCCOC BYLAWS

Article II – Purposes

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.”*

Article III – Status

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.*

## 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 more descriptive 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 irrational that the past president has a vote and the serving president, the chief executive of the council does not.*

## 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 Member Chapter 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 in the budget formulation process without a specific action to transfer those funds to operating accounts. All Member Chapters should be consulted when a dues assessment is considered to avoid “blind-sighting”, and to assess what impacts the assessment will have 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 1<sup>st</sup> 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 1<sup>st</sup> 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 31<sup>st</sup> Committee Module and on dues-paying chapter members. The dues will be submitted NLT January 31<sup>st</sup>.

Proposed:

**Section 3. Dues shall be paid to the Council. The total assessment (dues) will be based on the December 31<sup>st</sup> 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 31<sup>st</sup> 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: If Council operates on a cash-basis only as specified in Section 1 above, there should be no need for additional assessments. Procedures for assessments already covered in Section 1.*

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 certainly has a keen interest. Moreover, a team is not necessary, any individual who can balance a checkbook can conduct a reconciliation.*

Current: None

**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: Necessary to establish the limits of the Council Executive Board in the management of financial affairs.*

**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.*

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. Expenditures are essentially approved by the Council and disbursements executed by the Treasurer.*

#### 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: This committee is absolutely essential to enable the Council to execute its keynote mission of promoting the legislation priorities of MOAA and influencing state legislation effecting the military and veterans.*

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.*

\*\*\*\*\*NOTHING FOLLOWS\*\*\*\*\*