

SOUTH CAROLINA COUNCIL OF CHAPTERS  
MILITARY OFFICERS ASSOCIATION OF AMERICA

BYLAWS  
OF  
THE SOUTH CAROLINA COUNCIL OF CHAPTERS

Article I - Name

Section 1. The name of this organization shall be The South Carolina Council of Chapters, the Military Officers Association of America.

Article II - Purpose

Section 1. The purposes of this Council shall be:

To promote the aims of the National organization known as the Military Officers Association of America (MOAA), as stated in the preamble to the Bylaws of that association.

To further the legislative and other objectives of the Military Officers Association of America.

To further state legislative actions in South Carolina of interest to its members and chapters.

To foster fraternal relationships among retired, active duty, and former officers of the uniformed services and their National Guard or Reserve components.

To protect the rights and interests of retired, active duty, reserve and national guard personnel of the uniformed services and their dependents and survivors.

To provide assistance to member chapters to enable them to effectively serve their members, their communities and the nation.

To expand the MOAA organization in South Carolina to the extent possible in order to make a chapter reasonably available to all potential members.

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. Council officer 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 3. Nothing herein shall constitute member chapters as partners for any purpose. No member chapter, officer or agent of this Council shall be liable for the acts or failure to act on the part of any other member chapter, officer or agent; nor shall any member chapter, officer or agent be liable for its act for failure to act under these bylaws, excepting only acts or failures to act arising out of a willful misfeasance or malfeasance.

Section 4. The council shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure, or be distributed to member chapters, except as approved by the Council.

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 size.

#### Article IV - Membership

Section 1. The membership of this Council shall be composed of local organizations of officers of the seven uniformed services, herein referred to as Member Chapters, which are affiliated with both the Military Officers Association of America and this Council.

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

Section 3. The affiliation of a chapter with the Council may be cancelled either by the chapter or by a two-thirds vote of the Council. Notice shall be in writing.

Section 4. Each chapter shall be represented on the Council by two delegates. These representatives shall be selected by the chapter they represent. One of the representatives, when possible should be the Chapter President.

#### Article V - Voting

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

Section 2. Voting rights shall be vested in the president of each member chapter, or in a delegate representing the member chapter. Each chapter shall have one vote. Voting rights are also vested in each elected officer of the Council.

Section 3. Proxy voting shall be permitted at meetings of the Council when the material presented has been provided to a Chapter President via mail or email and no representative of the Chapter is present at the meeting. A copy of the proxy must be mailed or emailed to the Council President and Secretary.

Section 4. In urgent matters, the President of the Council shall be authorized to put questions to a vote by mail, electronic mail, or telephone. Such votes will be documented in writing by the President and presented at the next scheduled meeting of the Council in order to be entered into the record. Also, such votes shall comply with Article VII as concerns a quorum.

#### 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 assessment (dues) for approval of each member chapter. A two-thirds vote of the member chapters 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 quarter meeting of the year for the coming year. Dues are payable on 1 January of the year and delinquent on 1 May of the year.

Section 3. Dues shall be paid to the Council. The total assessment (dues) amount shall be determined by multiplying the agreed-to per-member assessment by the numerical strength of the chapter regular dues-paying membership as of December 31 of the previous 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 approval of a budget for the next calendar year, the transaction of other business, and in odd-numbered years the election of officers. Notice of such meeting shall be mailed or emailed to each officer and appointed official of the Council and each Chapter President as soon as practical, but no less than 15 days before the date of the meeting.

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 mailed to each officer and appointed official of the Council and each chapter President as soon as practical but no less than 15 days in advance of each meeting.

Section 3. The President may call special meetings of the Council. Notice of special meetings with a statement of time, place and information as to the subject or subjects to be considered shall be mailed to each officer and appointed official of the Council and the each Chapter President at least 15 days in advance of each such special meeting.

Section 4. A majority of persons with voting rights (Council and Chapter), will 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 and any special of order the Council may adopt.

#### Article VIII - Officers

Section 1. The elective officers of the Council shall be President, First Vice-President, Second Vice-President, Vice-President for Legislative Affairs, Treasurer, and Secretary, each of whom shall be a regular member of a Member Chapter and also a regular member of Military Officers Association of America.

Section 2. The Council officers shall be elected each odd-numbered year at the annual meeting. They shall be elected by the chapter representatives with a majority of those voting required for election. Election shall be by ballot with each chapter having one vote. Each elected officer shall assume office on the first of the month following the election and shall serve a two year term and/or until a successor is duly elected and installed.

Section 3. Elected Council officers shall be eligible to serve no more than two consecutive two-year terms, except as provided in Section 2 above, or a total service time of four years.

Section 4. A vacancy in the office of President shall be filled automatically by the First Vice President. A vacancy in the office of First Vice President shall be filled automatically by the Second Vice President. Vacancies in other elective or appointed 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 all meeting 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 provide timely, written communication of all annual regular and special meetings of the Council. The President shall also 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 necessary incident 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.

Section 7. The First Vice President shall be responsible for developing new chapters in the state. He shall also monitor and be responsible for zip code assignments to member chapters and ROTC/JROTC unit assignment to member chapters. He shall perform such other duties as the President may assign.

Section 8. The Second Vice President shall be responsible for monitoring the vitality of member chapters, identify struggling chapters, and coordinating assistance to struggling chapters in accordance with Addendum A to these bylaws. He shall perform such other duties as the President may assign.

Section 9. The Treasurer 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 collect the annual dues. And shall deposit all sums received in a federally insured financial institution. Funds may be withdrawn only upon the 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 each quarterly meeting. The funds, books and vouchers in the Treasurer's custody shall at all times be subject to inspection and verification by the Council or a duly appointed audit committee.

Section 10. The Secretary shall insure a record is kept of all meetings and proceedings of the Council. When not able to be in attendance, the secretary will insure a replacement performs this duty. The secretary shall maintain the Council roster, the MOAA Council Officer Form; 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 belong to the Council; and perform such other duties as are commensurate with the officer or as maybe assigned by the Council or President.

Section 11. The Vice President for Legislative Affairs will keep current legislative issues affecting or of interest to our organizations membership, will disseminate legislative information to the Council and to member chapters, and will represent the Council on legislative matters at the request of the Council President. He will coordinate efforts for the promotion and passage of legislation as directed by the Council.

Section 12. The officers of the Council are not authorized either individually or collectively to 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 Council may find advisable. Such appointments, unless terminated sooner, shall expire upon completion of the President's term of office.

Section 2. The standing committees of the Council shall consist of a nominating committee and an audit committee.

Section 3. At the second quarterly meeting in odd-numbered years, the President will appoint an audit committee of up to three persons, each of whom shall be a member of a member chapter, but not currently an elected officer of the Council, to audit the financial procedures and records of the Council. The committee shall report the results of the audit, in writing, to the President, in sufficient time to be presented at the third quarterly meeting.

Section 4. At the third quarterly meeting in odd-numbered years, 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 45 days before the date of the annual meeting, the committee shall notify the President and the Secretary in writing of the names of the candidates it proposes. The proposed slate will be included in the notice of the annual meeting.

Article X - Amendments

These 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 proposed for consideration must be mailed to each Council elected and appointed officer and each Chapter President 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 records.

Article XI - The Flag

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

\* \* \* C E R T I F I C A T I O N \* \* \*

This is to certify that these bylaws were approved and adopted at the organizational meeting of the South Carolina Council of Chapters at Fort Jackson, South Carolina, on 20 Feb 2010.

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Edward J. Burns III, Col (Ret) USAF Council Secretary

Dale Ellenburg, Col (Ret) US Army Council President

One Attachment:

Addendum A: 'Plan for Assisting Struggling Chapters, June 2002.'.

Addendum A

**South Carolina Council of Chapters**

## **Military Officers Association of America (MOAA)**

### **Plan for Assisting Struggling Chapters, June 2002**

This plan is in two parts.

PART 1. This is an attempt to IDENTIFY struggling chapters. Three criteria have been selected.

A. Chapter regular members' membership. Will be determined from chapter dues to the Council. Trends are important as well as the percentage of MOAA members that are chapter members.

B. Chapter leadership functions manned. The following 10 positions are to be manned: President, Vice President, Secretary, Treasurer, Programs, Legislative Affairs, ROTC Awards, Membership, Personal Affairs and Newsletter Editor. Multiple jobs by an individual should be kept to a minimum.

C. Council Meeting Attendance. Council meetings will include this item in order to gather this data. The Second Vice will collect and monitor this data and report to the Council President.

PART 2. This is an attempt to ASSIST struggling chapters.

A. When the criteria identifies a struggling Chapter, the Second Vice President will notify the Council President.

B. The Council President will make contact with the Chapter President and discuss the situation and together, make the determination to put Part 2 of the plan into action

C. The Council President will ask the Chapter President to complete the “**MOAA** Chapter Self-Evaluation Checklist”. The Chapter President will accomplish this with the help of his Chapter Board of Directors.

D. A Council team, Chaired by the Second Vice President, will meet with the Chapter Board and review the self-evaluation together. Council and Chapter together will identify and prioritize trouble areas and formulate an 'action plan', to include a follow-up schedule to monitor progress. Possibilities for the 'action plan' should be but not limited to the below:

a. Identify tools and support assets: National **MOAA**, Council, other chapters, individuals, etc.

b. Offer expertise help.

c. “Big Brother” Chapter

d. Promote on-going Council Visits

e. Promote joint-chapter meetings

f. Have chapter leaders visit successful chapter Board meetings and/or general membership meetings

Other important points that should be stressed:

1. The plan is to help identify problems in the early stages while they are small.

2. These problems didn't happen overnight and they won't be fixed overnight.

3. The entire process will be conducted in a positive spirit of 'helping our neighbor'