

**Alabama Council of Chapters**  
**Military Officers Association of America**  
**BYLAWS**

**As Amended January 11, 2022**

The following Bylaws as amended and approved on this date by a majority of the voting members of the Alabama Council of Chapters of the Military Officers Association of America hereby supersede the bylaws dated 15 April 2014, and shall govern the organization and operations of the said Council from this date forward.

**Article I - Name**

The name of this organization shall be the Alabama Council of Chapters, Military Officers Association of America, hereinafter referred to as the Council.

**Article II - Purposes**

The Council is organized, and shall be administered and operated, exclusively for the following purposes, withing the meaning of section 501(c)(19) of the internal Revenue Code:

- Promote the aims of the national organization with which it is affiliated, namely the Military Officers Association of America, hereinafter referred to as MOAA, as stated in the preamble to the Bylaws of that Association.
- Further the legislative and other objectives of MOAA.
- Foster fraternal relationships among retired, active, and former officers of the uniformed services and their National Guard or reserve components.
- Protect the rights and interests of retired, active, reserve, and National Guard personnel of the uniformed services and their dependents and survivors.
- Provide useful services for servicemembers and their dependents and survivors.
- Serve the community and the nation.
- Protect the rights and interests of service retirees and active duty military members in matters of state legislation.
- Provide the assistance necessary to member chapters to enable them to effectively serve their members, their communities, and the nation.
- Act as the supervising entity of the Alabama Alliance of MOAA, to include, but not limited to, administrative and financial management and establishing the process for the selection of member candidates to be recommended for appointment as MOAA's representative to various State agencies.

### **Article III - Status**

**Section 1.** This council shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

**Section 2.** The Alabama Alliance of MOAA (hereinafter called the "Alliance ") consists of all regular and auxiliary members of MOAA who reside or who are physically located within the boundaries of the State of Alabama or who are a regular or auxiliary member of a MOAA local chapter which is located within the State of Alabama.

**Section 3.** Officers and appointive officials shall not receive any 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 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 or their 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.

**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.

### **Article IV - Membership**

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

**Section 2.** Any chapter affiliated with MOAA should, upon application to and approval by the 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 two-thirds vote of the Council.

### **Article V - Voting**

**Section 1.** 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 and appointed officers of the Council, and in Council Past Presidents.

**Section 2.** Except as otherwise provided in these bylaws, all questions coming before the Council shall be decided by a majority vote of the members with voting rights present and voting.

**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 a vote by mail, email, or telephone. The questions posed will be decided by a majority vote of the voting members polled by the president: providing that the number polled shall constitute at least 2/3 of the members with voting rights. A written record of such polled decisions will be made and presented to Council members at the next regular or special meeting.

## **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 Council 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 (October) for the coming year. Dues are payable on or before 1 January of the following year and are delinquent by 31 January of that year.

**Section 3.** Dues shall be paid to the Council. The total assessment (dues) amount for the following year shall be determined by multiplying the agreed-to per-member assessment (\$ Amount) by the numerical strength of the active chapter membership (excluding Auxiliary and honorary membership) in good standing as of 30 September. The numerical strength of each chapter as of 30 September shall be provided to the Council Treasurer no later than 30 September for purpose of following year budget development.

## **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 transaction of other business, and, every other year, the election and installation of officers. Notice of such meetings shall be mailed electronically or by USPS to each officer and appointed official of the Council and each chapter president at least 14 days before the time appointed for the meeting. This meeting shall be an "in person" meeting if at all possible.

**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 electronically or by USPS to each officer and official of the Council and each chapter president at least 14 days in advance

of each meeting. These meetings may be “in person” or via electronic means.

**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 subject or subjects to be considered shall be mailed electronically or by USPS to each officer and appointed official of the Council and each chapter president at least 14 days in advance of each such special meeting. These meetings may be “in person” or via electronic means.

**Section 4.** All persons with voting rights present at any meeting shall 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 rules of order the Council may adopt.

**Section 6.** Each eligible voter may only cast one vote.

### **Article VIII - Officers**

**Section 1.** The elective officers shall be a president, a vice president, a treasurer, and a secretary, each of whom shall be a regular or auxiliary member of a Member Chapter and also a member of MOAA. Other officers of the Council shall be the past presidents and appointed officers, each of whom shall be a regular or auxiliary member of a Member Chapter and a member of MOAA.

**Section 2.** The elective officers shall be elected biennially by the Council. The president and treasurer shall be elected in odd numbered years and the vice president and secretary shall be elected in even numbered years. Election shall be by roll call or by ballot if any voter objects to a roll call vote. Each elected officer shall take office at the conclusion of the fourth quarterly meeting of the election year so as to hold the office through the fourth quarterly meeting two years hence.

**Section 3.** Elected Council officers, other than the president, shall be eligible to serve in a particular office for unlimited two-year terms. The President may only serve two two-year terms. After an opportunity to be heard, any officer may be removed from office by a majority vote of voting members present at a regular meeting of the Council or at a special meeting called for by the Council President (or Council Vice President in the case of the Council President) for that purpose.

**Section 4.** A vacancy in the office of the president shall be filled automatically by the vice president. Vacancies in other elective or appointive offices shall be filled by a person appointed by the president. The term of a person filling a vacancy under this Section 4 shall terminate no later than the expiration of the term of the person replaced.

**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 president.

**Section 6.** In the event of the president's temporary disability or absence, the vice president shall perform the duties of the president. In the event of the temporary disability or absence of the president and the vice president, the secretary shall perform the duties of the president. The vice president 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 Council, and prepare or have prepared any and all tax returns required by law. The treasurer shall collect the annual dues, and 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 treasurer shall make a financial report at the annual meeting or when called upon by the president. The funds, books, and vouchers in the treasurer's custody shall at all times be subject to inspection and verification by the Council or the finance committee (if appointed).

**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 vote 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 president may find advisable. A committee may consist of one or more persons. Such appointments, unless terminated sooner, shall expire upon the completion of the president's term of office.

**Section 2.** The standing committees of the Council may include a nominating committee, a legislative affairs committee, a chapter committee, a public relations

committee, and a finance committee.

**Section 3.** At the second quarterly meeting the president shall appoint a nominating committee whose members shall be a regular or auxiliary member of a Member Chapter, but not currently an elected officer of the Council, to nominate candidates for the elective offices. At the third quarterly meeting the committee will present its nominees to the Council for approval. Additionally, nominations may be made from the floor at that time. The secretary shall include the names and proposed positions for each nominee accepted by the Council in the notice of the annual meeting.

### **Article X - 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 proposed for consideration must be furnished to each Council elected and appointed officer and each chapter president at least 14 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.

### **Article XII - Alabama Alliance of MOAA**

**Section 1.** The Alabama Council of Chapters will establish the process for members of the Alliance to be selected for nomination to various Alabama State agencies, to include the State Board of Veterans' Affairs (SBVA). Only those individuals who qualify as a member of the Alliance are eligible candidates. The Council will, by majority vote, select a suitable number of candidates to be recommended to the appointing authority for consideration for appointment as the Alliance 's representative on any particular Alabama State agency or board.

**Section 2.** A similar selection process shall be followed to fill any unexpected vacancy that may occur in a position filled by a representative of the Alliance.

**Section 3.** An Alliance member appointed to the SBVA is expected to further and advance the best interest of military Veterans of the State of Alabama and their dependents or survivors. The Alliance , and in particular the Council and State Chapters are available to assist and support. No policy position should be announced to the SBVA as an MOAA position unless so approved by the National Organization or the Council.

This is to certify that these amendments to the By-Laws of the Alabama Council of Chapters, MOAA, were approved and adopted at a regular meeting of the Alabama Council of Chapters at Maxwell Air Force Base, Montgomery (or via Zoom), Alabama on January 11, 2022.

Submitted by:

Approved by ALCOC Membership:

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Richard C. West  
Captain, USN (Ret.)  
Chair, Council By-Laws Committee

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Gerald H. Steele  
Colonel, USMC (Ret.)  
Council President