



CALMOAA COUNCIL BYLAWS

Policies and Procedures

Revised 1 Nov 2019

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Article I — Name

The name of this organization shall be the California Council of Chapters Military Officers Association of America (CALMOAA), hereinafter referred to as “The Council.”

Article II — Purpose

The purpose of this council shall be to:

- promote the aims of the Military Officers Association of America (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 reserve components;
- protect the rights and interests of retired, active, and reserve component personnel of the uniformed services and their families and survivors;
- provide useful services for service members and their families 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; and
- Be one of the leading professional Veterans Service Organizations in the State of California.

Article III — Status

Section 1- Non-profit. This council shall be a nonprofit, operated exclusively for the purposes specified in Article II above. It shall be a 501 (C) 19 non-profit organization as defined by IRS Code and incorporated under the laws of the State of California.

Section 2 - Compensation. 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 3 - Partners. 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 failures to act under these bylaws, excepting only acts or failures to act arising out of willful misfeasance or malfeasance.

Section 4 – Funds use. The council shall use its funds only to accomplish the purposes specified in Article II above.

Section 5 - Dissolution. In the event of dissolution of the council and after the discharge of all council liabilities, remaining assets shall be distributed to the member chapters in proportion to their size, but only to those Chapters which are exempt from federal taxation pursuant to IRS Section 501(C) 19 or 501(C) 3.

Article IV — Membership

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

Section 2 - Chapters. Any California chapter affiliated with MOAA may, upon application to and approval by the council, become affiliated with said council. Such affiliation does not authorize the council to participate in the organizational or managerial affairs of the chapter unless requested by the chapter. Chapters will be assigned to one of eight Council Geographic Areas.

Section 3 - Cancellation. The affiliation of a chapter with the council may be canceled by the chapter or by a two-thirds vote of the council. Prior to any such action the affected chapter shall be afforded an opportunity to be heard.

Section 4 - Reinstatement. A chapter whose affiliation was cancelled by the Council may apply to be reinstated provided the reasons(s) for cancellation have been resolved to the Council's satisfaction.

Article V — Voting

Section 1 - Majority. Except as otherwise provided in these bylaws, all questions coming before the Council will be decided by a majority vote of the voting members present and voting. (See additional guidance in Article VII, Section 2.)

Section 2 - Members. Voting rights shall be vested in the president of each member chapter, or in a delegate verbally appointed by the chapter president, and in each elected officer of the Council. Additionally, at the discretion of the elected Council officers, past Council presidents also may be given voting rights.

Section 3 - Urgent. In urgent matters, the president shall be authorized to put questions to a vote by mail, e-mail, or telephone. A written statement explaining the urgency shall have been prepared and communicated to the Board prior to any such vote.

Article VI — Finances

Section 1 – Fiscal year. The Council fiscal year shall be January 1 to December 31 of the same year.

Section 2 – Cash basis. The Council shall operate on a cash basis and will not obligate or expend any funds not on hand and will not expend funds that are in excess of budgeted revenues. Any major changes in the budget, or an expenditure up to but not exceeding \$500, may be approved by a majority of the Executive Committee; any amount exceeding \$501 must be approved by a majority of the Board of Directors. The Council shall recommend a per-chapter 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 3 – Annual Dues. The annual chapter dues shall be determined for the forth coming year by the Board of Directors and approved by the Council at the annual business meeting held in the fourth quarter of the year. Officer and surviving spouse members' assessments will be based on the Chapter's active membership as of December 31 of the previous calendar year. The Chapter's annual dues shall become due on January 1 and payable by January 31. Any member chapter failing to pay dues by April 1 shall forfeit Council membership.

Article VII — Meetings

Section 1 - Annual. 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 the election of officers. Notice of such meetings shall be mailed or emailed to each officer and appointed official of the council and each chapter president at least 60 days before the time appointed for the meeting. This meeting may be conducted as in place at a site determined by the President or by telephone conference call.

Section 2 - Quarterly. The Board of Directors shall meet in 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 official of the council and Area Vice Presidents at least 30 days in advance of each meeting. The first, second and third quarterly board meetings may be conducted as in place at a site determined by the President or by telephone conference call. Members may elect to attend in place or by conference call. The fourth quarterly meeting shall be held preceding the Annual Business meeting.

Section 4 - Special. The president may call special meetings of the Executive Committee or the Board of Directors. Notice of any special meeting with a statement of time, place

and information as to the subject(s) to be considered shall be provided to each officer and appointed official of the Council and each chapter president at least 14 days in advance of each such special meeting.

Section 5 - Quorum. A quorum shall be at least half of the voting members present.

Section 6 - Rules. 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. The President shall appoint a Parliamentarian for each meeting.

Article VIII — Officers

Section 1 – Elective and others. The elective officers shall be a president, first vice president, second vice president, third vice president, fourth vice president, treasurer, and secretary, each of whom shall be a member of a member chapter and a member of national MOAA. Other officers of the Council may be the immediate past president(s) and the eight Area Vice Presidents.

Section 2 - Elected. The Council representatives shall elect Council officers bi- annually. Each election shall be by ballot. Each elected officer shall take office following the installation of new officers at the next business meeting and shall serve for a term of two years or until a successor is duly elected and installed.

Section 3 – Term length. Elected Council officers, except the President, shall be eligible to serve no more than two consecutive two- year terms, for a total service time of four years in the same position. Only the President’s term shall be limited to two years. Area Vice Presidents shall be nominated by their respective areas and elected along with other Council officers. Exceptions to term length can be made in the absence of alternative volunteers and must be approved by a Council majority.

Section 4 - President. 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 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 5 – Vice Presidents. The first vice president shall fill a vacancy in the office of the president automatically. The second vice president shall fill a vacancy in the office of the first vice president automatically. Vacancies in other elective or appointive offices shall be filled as the council deems appropriate. Vice Presidents shall also:

1. **The First Vice President** – shall serve as the Chief of Staff, Chairs the Annual Business Development, Public Relations Committees and serve as liaison between the President and the standing and special committees. Performs the duties of the president in the event of temporary disability or absence; shall be primarily responsible for communications between Board of Directors and Council/Chapters. Shall perform other such duties assigned by the Council president.
2. **The Second Vice President, Chapter Affairs**, shall Chair the Membership Committee and shall be responsible for new membership recruitment/retention program and assisting Area Vice Presidents as requested.
3. **The Third Vice President, Legislative Affairs**, chairs the Legislative Committee and executes advocacy related tasks as directed by the council. Recommends a council legislative plan for the next calendar year and coordinates that plan to ensure timely integration of chapter grassroots efforts. Serves as the interface to the lobbyists serving the council and other Veterans Services Organizations.
4. **The Fourth Vice President, TOPS**, shall be responsible for transitioning programs that support and assist service members retiring or transitioning from military to civilian employment.

Section 6 - Disability. 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 the president and the first vice president, the second vice president shall perform the duties of the president. The vice presidents shall perform such other duties as the president may assign.

Section 7 - Treasurer. The treasurer shall maintain a record of all sums the Council receives and expends, make such disbursements as are authorized by the Council, collects chapter dues, and prepares or have prepared 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 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 always be subject to inspection and verification by the council or the finance committee.

Section 8 - Secretary. 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 and transfer all sums received to the treasurer. Further, the secretary should also prepare such correspondence as may be required and should maintain the council’s correspondence: 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 – Area Vice Presidents. The Area Vice Presidents shall act upon the direction of the President to represent the Council in their assigned region of the state as designed by the Council. Area Vice Presidents shall serve as the primary communication link between the Board and affiliated chapters; serve as members of the Chapter Affairs Membership committee and should visit each chapter at least twice a year; monitor chapter activities and provide assistance as requested and inform the Second Vice President of chapter status requiring Council support.

Section 10 - Immediate Past President. The immediate past president is a voting member of the Board, shall carry out assignments directed by the President.

Section 11- Surviving Spouse. The Surviving Spouse Liaison Representative serves as point of contact with surviving spouse issues, with chapter counterparts, coordinates with National MOAA Surviving Spouse Advisor Committee, and provides information for dealing with questions or problems concerning surviving issues.

Section 12 – Adoption of resolutions/positions. 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.

Article IX — Committees

Section 1 - Appointments. The president shall appoint such standing and special committees as may be required by the bylaws or as the president may find advisable. He shall also appoint, at the Annual Business Meeting, a Business Meeting Committee Chair for the forth coming year. Such appointments, unless terminated sooner, shall expire upon the completion of the president's term of office.

Section 2 - Standing. The standing committees of the Council should include a legislative affairs committee, a chapter committee, a public relations committee, and a finance committee.

Section 3 - Nominating. At the second quarterly meeting, the president shall appoint a nominating committee of three people, 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 60 days before the date of the annual business meeting, the nominating committee chair shall notify the secretary in writing of the names of the candidates it proposes. The secretary shall include the proposed slate 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 e-mailed to each Council elected 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 Council and Chapter Affairs Department 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.

This is to certify that these bylaws were approved and adopted at the organizational (or annual or regular or special) meeting of the California Council at Hilton Hotel in Campbell, CA on 20 October 2019.

BG Dean J. Mallires USA ret
CALMOAA, President

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CALMOAA, Secretary

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