



CALMOAA COUNCIL BYLAWS

Policies and Procedures

Revised 20 November 2020

**MILITARY OFFICERS ASSOCIATION OF AMERICA
CALIFORNIA COUNCIL CHAPTERS, INC.
(aka CALMOAA)**

BY-LAWS TIMELINE

Bylaws Adopted	October 8, 1983 California State Convention Santa Barbara, California
Bylaws Amended	June 28, 1985 Roll-call mail vote of Member Chapter Presidents
Bylaws Amended	October 7, 1989 California State Convention San Jose, California
Bylaws Amended	September 12, 1992 Council of Chapters Vandenberg AFB, California
Bylaws Amended	May 21, 1994 Roll-call mail vote of Member Chapter Presidents
Bylaws Amended	August 23, 1997 Roll-call mail vote of Member Chapter Presidents
Bylaws Amended	January 28, 1999 Roll-call mail vote of Member Chapter Presidents
Bylaws Amended	October 27, 2001 Roll-call mail vote of Member Chapter Presidents

Bylaws Amended	October 22, 2004 Roll-call mail vote of Member Chapter Presidents
Bylaws Amended	November 2018 California State Convention Arizona Grand Hotel, Phoenix Arizona
Bylaws Amended	November 1, 2019 California State Convention Hilton Hotel, San Jose, California
Bylaws Amended	November 20, 2020 CALMOAA Annual Virtual Zoom conference meeting California

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Article I — Name

The name of this organization shall be the Military Officers Association of America, California Council of Chapters, Inc., a California non-profit public benefit corporation (aka CALMOAA), hereinafter referred to as “The Council.”

Article II — Purpose

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable purposes.

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, the National Guard, and reserve components;
- protect the rights and interests of retired, active and former officers, reserve component and National Guard 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, former service members, and active duty military members in matters of state and federal legislation (this includes officers, warrant officers, enlisted personnel, and surviving spouses).
- provide the assistance necessary to member chapters to enable them to effectively serve their members, their communities, and the nation; and
- organize and coordinate the collective action of the member chapters in California
- be one of the leading professional Veterans Service Organizations in the State of California.

Article III — Status

Section 1- Non-profit. The Council is a Nonprofit Organization, as defined by IRS Code 501(c)(19) and incorporated under the State of California (EIN #330017959), operating exclusively for the purposes specified in Article II above.

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 negligence, misfeasance or malfeasance, and misconduct, including discrimination and sexual harassment.

Section 4 - Indemnification. CALMOAA shall implement an Indemnification Policy in order to indemnify their Board of Directors and Council Officers.

CALMOAA strongly recommends that all individual chapters implement an Indemnification Policy for their respective Officers and Board of Directors.

Section 5 - Conflict of Interest. Each CALMOAA Council Officer will sign a "conflict of interest" statement per the CALMOAA Conflict of Interest Policy to be published (TBP), declaring whether or not the officer has any interest, personal or financial, with any other organization doing business with MOAA and/or CALMOAA upon election or appointment and whenever there is a subsequent "interest" status change. Statements will be maintained by the CALMOAA Secretary. CALMOAA Council Officers will not use their position or communication for personal gain or self-promotion. Whenever there may be an apparent or perceived conflict of interest, the officer may be required to recuse him/herself.

Section 6 - Retention of Council Records. CALMOAA will implement a records retention policy (TBP). All Council Officers will be required to review the CALMOAA Records Retention Policy and sign a statement to abide by the established criteria.

Section 7 – Funds use. 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 8 - Dissolution. In the event of dissolution of the Council and after the discharge of all council liabilities, all properties and assets remaining, after payment of provisions for payment of all debts and liabilities of the Council, 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), 501(c)(4), or 501(c)(3), and who are in good standing and up-to-date in their annual dues payment.

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 CALMOAA Council.

Section 2 - Chapters. Any California chapter affiliated with MOAA may, upon application to and approval by the CALMOAA 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 CALMOAA Council for cause. Prior to any such action the affected chapter shall be afforded an opportunity to give both written and oral input regarding the proposed cancellation before a final decision is rendered.

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, in each elected officer of the Council, and the immediate past Council President.

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. The minutes of the vote will reflect the results and be included as an agenda topic for the following quarterly meeting.

Section 4 - Proxy Voting. If a voting member is unavailable, that member may appoint another officer from their chapter to represent him/her to become the official voting member for such specific meeting(s). Any voting council officer who occupies both a CALMOAA Board of Directors position and serves as a Chapter President, may appoint another officer from their chapter to represent him/him with delegated voting privileges. This representative must be present at the meeting. There will be no proxy voting between chapters.

Article VI — Finances

Section 1 – Fiscal year. The Council shall operate on a fiscal year from 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 unbudgeted 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.

The Council President is authorized to obligate up to \$250.00 in unbudgeted expenditures at his/her own discretion. However, the President must report all expenditures to the Council within 30 days to obtain approval for the expenditure(s).

Section 3 – Annual Dues. The annual chapter dues and the budget 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 is subject to having their Council membership forfeited.

No chapter shall be held accountable for any expenses or obligations of the council or any other chapter. Member Chapters are accountable only for their dues or assessments specified in Article VI (Finance).

Section 4 – Budget Process. CALMOAA operates on a calendar fiscal year. The Council Treasurer, as Chair of the Finance Committee, will lead the finance committee to develop a proposed itemized annual budget and will present this proposed budget to the Council BOD by 10/1 of each year for consideration and approval.

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. Standard required reports include finance, chapter affairs, membership, and a legislative update. The annual budget will be voted on for Council approval.

Notice of such meetings shall be posted on the CALMOAA website, and 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 at a date, time, and place (in-person, electronic/virtual, and/or telephonic method) as determined by the President.

Section 2 - Quarterly. The CALMOAA Council and their Board of Directors shall meet in each of the first three quarters of each calendar year unless otherwise decided by the president. Notice of date, time, and place shall be communicated (via mail or email) 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 at a date, time, and place (in-person, electronic/virtual, and/or telephonic method) as determined by the President. Members may elect to attend in place or by conference call. The fourth quarterly meeting shall be held preceding the Annual Business meeting. At all meetings an updated budget report detailing any expenditures or newly acquired debt or funds received shall be reported.

Section 3 - 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 date, time, and place (in-person, electronic/virtual, and/or telephonic method) 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 5 business days in advance of each such special meeting to provide their input.

Section 4 - Quorum. A quorum shall consist of at least half of the eligible voting members. No vote will take place without a quorum. Voting members must be present. All Council members are deemed voting members.

Section 5 - 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 to serve for the year.

To be as flexible and responsive as possible, regular meetings, educational, and training programs may be conducted by teleconference or videoconference.

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, fifth vice president, treasurer, secretary, and eight Area Vice Presidents each of whom shall be a member of a member chapter and a member of national MOAA. Other officers of the Council shall be the immediate past president. All other past presidents may be granted non-voting Council Officer Emeritus status.

Section 2 - Elected. The Council representatives shall elect Council Officers bi-annually. Each election shall occur in the fourth quarter of the year by ballot in a confidential manner. An individual ballot may be cast via written or electronic method as decided each year by the Council BOD in consultation with the Elections Committee. Votes will be reviewed, tallied, and verified by a neutral person(s) who is/are appointed by the CALMOAA President, is/are non-voting and not a candidate on the election ballot for a CALMOAA office.

Area Vice Presidents shall be nominated and elected by their respective chapters within their areas.

The installation of newly elected officers shall take place at the annual business meeting or the next regular council meeting. Once installed, new officers shall immediately assume the duties of their respective position. An officer 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. Any elected Council Officer may serve an additional term if the Officer is an unopposed candidate and is subsequently duly elected by council members to serve another term.

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. The President is an essential member of the Finance Committee.

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. The 1st VP is an essential member of the Finance Committee and shall perform other such duties assigned by the Council President.
2. The Second Vice President, Chapter Affairs, shall Chair the Chapter Affairs Committee and shall be responsible for visiting each chapter (on-site and/or virtual) to assess their strengths, challenges, make recommendations, and report findings to the respective Chapter President(s), Area Vice President(s) and CALMOAA Council, assisting Area Vice Presidents as requested. The 2nd VP shall perform other such duties assigned by the Council President.
3. The Third Vice President, Legislative Affairs, shall Chair 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. The 3rd VP shall perform other such duties assigned by the Council President.
4. Fourth Vice President, TOPS (Transition On-Line Processing System), shall be responsible for transitioning programs that support and assist service members retiring or transitioning from military to civilian employment and shall perform other such duties assigned by the Council President.
5. The Fifth Vice President, Membership, shall Chair the Membership Committee and be responsible for the new membership recruitment and retention program and assisting Area Vice Presidents and Chapter Presidents as requested. The 5th VP provides training on membership and retention materials, and shall perform other such duties assigned by the Council President.

Section 6 - Disability and Vacancy. 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.

In the event of a resignation or unexpected vacancy (permanent incapacitation or death) of a Council Officer, the Council President may appoint another member subject to the concurrence of the CALMOAA BOD to fill the remainder of the Officer's term.

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 and 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 and/or the finance committee. The treasurer shall serve as the Council's Compliance Officer to insure the IRS and the California Secretary of State, Attorney General, and Franchise Tax Board requirements are fulfilled. The Treasurer leads 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/minutes of all proceedings. The minutes shall be submitted for approval at the next meeting. 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 primarily 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 (on-site and/or virtually); monitor chapter activities and provide assistance as requested and informs 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. The immediate past president is an essential member of the Finance Committee.

Section 11- Surviving Spouse. The Surviving Spouse Liaison Representative serves as point

of contact for 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 for partisan activity. All resolutions/positions are made in the name of the CALMOAA Council and not an individual.

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 endorse a particular candidate. The council should never tell any member chapter or individual how to vote but should communicate and educate regarding the position taken by the candidate on issues of importance to the purposes listed in Article II.

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. The president shall also appoint, at the Annual Business Meeting or thereafter, a Business Meeting Planning Committee Chair for the upcoming 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, a membership committee, and a finance committee. The Finance Committee's essential members shall be the CALMOAA President, 1st Vice President, Treasurer, and Immediate Past President. CALMOAA President and/or any Committee Chair may appoint additional committee member(s) as needed.

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. If, at the annual meeting, an officer position remains vacant, nomination(s) in real-time from the floor may be accepted and voted upon to fill the position. Annual elections are normally held in conjunction with the annual meeting.

Article X — Amendments

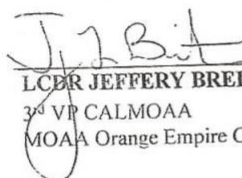
The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote at any duly organized meeting of the Council. A copy of the amendment proposed for consideration must be e-mailed to each Council member elected and each chapter president at least 21 days before the meeting. After due consideration and approval, a copy of the

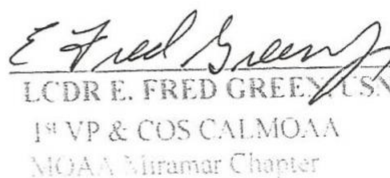
amended bylaws shall be forwarded to the Council and Chapter Affairs Department at national MOAA headquarters for inclusion in the Council's permanent records.

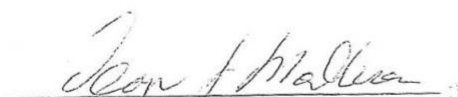
Article XI — The Flag

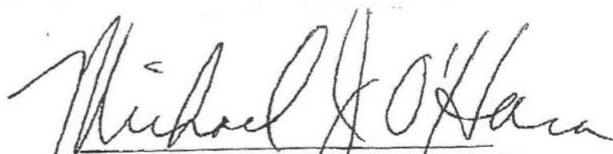
The American flag shall be displayed and honored at all meetings of the Council.

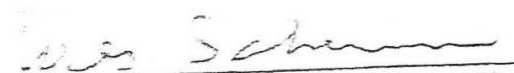
2020 BYLAWS COMMITTEE
12 October 2020



LCDR JEFFERY BREITEN, USN (Ret)
3rd VP CALMOAA
MOAA Orange Empire Chapter



LCDR E. FRED GREEY, USN (Ret)
1st VP & COS CALMOAA
MOAA Miramar Chapter

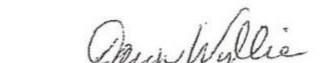

BG Dean J. Mallirés, USA ret
CALMOAA, President
MOAA San Diego Chapter


LTC MICHAEL O'HARA, USA (Ret)
Secretary, CALMOAA
Area VIII Vice President


COL WES SCHERMANN, USA (Ret)
Bylaws Committee member
MOAA Miramar Chapter


Capt TOM WALTHER, USAF (Ret)
Bylaws Committee member
Area I Vice President


CW5 JENNIE WERNER, USA (Ret)
Treasurer, CALMOAA
MOAA San Diego Chapter


RADM DAWN WYLLIE, USPHS (Ret)
Bylaws Committee Chairperson
President, MOAA Alta California Chapter

Signatures captured electronically and pasted in this document.

2020 BYLAWS COMMITTEE
12 October 2020

LCDR JEFFERY BREITEN, USN (Ret)
3rd VP CALMOAA
MOAA Orange Empire Chapter

LCDR E. FRED GREEN, USN (Ret)
1st VP & COS CALMOAA
MOAA Miramar Chapter

BG DEAN J. MALLIRES, USA (Ret)
President, CALMOAA
MOAA San Diego Chapter

LTC MICHAEL O'HARA, USA (Ret)
Secretary, CALMOAA
Area VIII Vice President

COL WES SHERMAN, USA (Ret)
Bylaws Committee member
MOAA Miramar Chapter

Capt TOM WALTHER, USAF (Ret)
Bylaws Committee member
Area I Vice President

CW5 Jennie Werner, USA (Ret)
Ad-hoc member CALMOAA Treasure
MOAA San Diego Chapter

RADM DAWN WYLLIE, USPHS (Ret)
Bylaws Committee Chairperson President, MOAA
Alta California Chapter

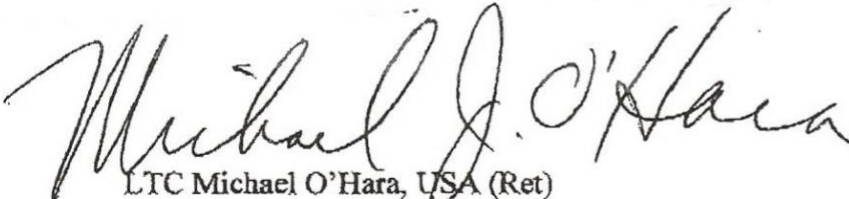
Bylaws Certification

This is to certify that these bylaws were approved and adopted at the organizational (annual or regular or special) virtual meeting of the California Council at San Diego, CA on November 20, 2020.

CALMOAA, incorporated October 10, 1984, complies with Federal and State regulations governing veteran service organizations to maintain its 501(c)(19) status.



BG Dean J. Mallirés, USA ret
CALMOAA, President



LTC Michael O'Hara, USA (Ret)
CALMOAA, Secretary

Signatures captured electronically and pasted in this document.

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CALMOAA, President

LTC Michael O'Hara, USA (Ret)
CALMOAA, Secretary

CALMOAA SECRETARY CONTACT INFORMATION

LTC Michael J. O'Hara, USA (Ret)
Email: mohara52@gmail.com
703-498-0312