



South Carolina Council of MOAA Chapters



BYLAWS

18 May 2024

Article I - Name

Section 1. The name of this organization shall be The South Carolina Council of MOAA Chapters, hereafter referred to as the "Council".

Section 2. The Council is an affiliate of the Military Officers Association of America (MOAA). The Association is a non-profit organization operated exclusively for purposes beneficial to the interests of the nation and its Uniformed Services personnel, their dependents, and survivors.

Article II - Purpose

The Council is organized, and shall be administered and operated, exclusively for the following purposes, within the meaning of section 501(c)(3) of the Internal Revenue Service (IRS) Code:

- Promote the aims of 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 and guard components;
- Protect the rights and interests of retired, active, former, guard and reserve component personnel of the uniformed services and their families and survivors, especially in matters of state legislation;
- Provide useful services for servicemembers and their families and survivors;
- Serve the community and the nation; and
- Provide assistance necessary to member chapters to enable them to effectively serve their members, their communities, and the nation.

Article III - Status

Section 1. The Council shall be a nonprofit, operated exclusively for the purposes specified in Article II above.

Section 2. Officers and appointed officials shall not receive any compensation for their services. However, the Council may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Indemnification. The Council shall indemnify any person against expenses, including without limitation, attorneys' fees, judgements, fines, and amounts paid in settlement, actually and reasonably incurred by reason of fact that he/she is or was a director, officer, employee, or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically provided for and permitted by the laws of the state as then in effect. Indemnification will not be made when a director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The power of indemnification under state law shall not be denied or limited by the Bylaws.

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

Section 5. In the event of dissolution of the Council, and after discharge of all Council liabilities, remaining assets shall be distributed to the member chapters in proportion to the size of their regular membership (as defined by MOAA National – dues paying and lifetime members) at the time of dissolution.

Article IV - Membership

Section 1. The membership of the Council shall be composed of the officers as outlined in Article VIII below and representatives from local South Carolina Chapters as shown in Article V, Section 6 below.

Section 2. Any chapter affiliated with MOAA should, upon application to and approved 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 duly authorized representatives of the chapter.

Section 3. The affiliation of a chapter with the Council may be canceled by a quorum vote of the Council or notification by appropriate chapter officials per their chapter by-laws.

Article V - Voting

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

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.

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 vote by mail, email, or text/telephone.

Section 5. Roberts Rules of Order shall be the referenced procedural guide for voting.

Section 6. A quorum must be present for voting either in person or via Zoom. A quorum is 60% (13) of the eligible council voters. These are currently:

11 Council Officers:

- President
- 1st Vice President
- 2ND Vice President
- Vice President Legislative Affairs - Federal)
- Vice President Legislative Affairs – South Carolina
- Treasurer
- Secretary
- Membership Director
- Past President
- Chaplain
- Surviving Spouse Liaison

10 Chapter Presidents (or their duly authorized representatives):

- Aiken
- Charleston
- Columbia
- Daniel Morgan
- Grand Strand
- Greenville
- Hilton Head
- Low Country
- Piedmont
- Star Fort

Article VI - Finances

Section 1. The Council shall operate on a cash basis and will not obligate or expend any funds not on hand. The Council shall recommend a per-chapter assessment (dues) for approval of each member chapter. A majority 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 quarterly meeting of the year for the coming year. Dues are payable on or before the date of the second scheduled quarterly meeting in the following year and delinquent by June 1 of that year. Any member chapter failing to pay by June 1 shall forfeit Council membership.

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 active chapter regular membership in good standing as of December 31 of the prior calendar year during which the dues are payable.

Article VII - Meetings

Section 1. There shall be an annual meeting (in person and/or via zoom) 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 of officers. Notice of such meetings shall be emailed to each officer and appointed official of the Council and each chapter president at least 30 days before the time appointed for the meeting.

Section 2. There shall be a regular Council meeting in each of the first three quarters of each calendar year. Currently meetings are normally planned for the second Saturday of the second month of the quarter, but may be adjusted to fit schedule needs.

Section 3. Written (email unless otherwise decided by postal mail) notice of time and place of each meeting shall be provided to each officer and official of the Council and each chapter president at least 30 days in advance of each meeting.

Section 4. The President may call special meetings of the Council. Notice of any special meeting with a statement of time, place, purpose and information as to the subject or subjects to be considered shall be emailed to each officer and appointed official of the Council and each chapter president at least 10 days in advance of each such special meeting.

Section 5. All those with voting rights present at any meeting must meet the 60% present criteria to constitute a quorum to vote.

Section 6. Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Council meetings 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.

Article VIII - Officers

Section 1. The elected officers shall minimally include a President, First Vice President, Second Vice President, Treasurer, Secretary, Chaplain, Vice President Legislative Affairs – Federal, Vice President Legislative Affairs – South Carolina and Surviving Spouse Liaison. In addition, the Council may include additional elected officer positions as needed. Each Council officer shall be a member of an affiliated chapter and also a regular or life member of national MOAA.

Section 2. A majority of chapter presidents (or their representatives) shall elect Council officers biennially. Each election shall be by ballot or show of hands. Each elected officer shall take office at the first regular or special meeting in the calendar year following the election and shall serve for a term of two years. Elected officers may serve more than one two-year term.

Section 3. Elected Council officers and appointed directors shall be eligible to serve more than two consecutive two-year terms except the President who is limited to two consecutive two-year terms.

Section 4. The First Vice President shall fill a vacancy in the Office of the President automatically. The Second Vice President shall fill 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.

Section 5. The President shall be the principle 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 meeting and 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 shall seek the approval of the Board of Directors for all expenses in support of the Council over \$500.

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 the President and 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. The Treasurer shall maintain a record of all sums the Council receives and expends, 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 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.

Section 8. There shall be an audit of the Treasurer's books every two years conducted by the Finance Committee or by three members selected by the President, with a written Audit Report presented at the first meeting thereafter.

Section 9. 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 Council records. Further, the Secretary shall also prepare such correspondence as may be required and shall maintain Council's correspondence files; prepare whatever administrative reports may be required by law; safeguard all important documents, records, 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 10. The Vice Presidents for Legislative Affairs – Federal and South Carolina will keep current with legislative issues at their respective level of government operation affecting, or of interest, to our organization's membership; disseminate legislative information to the Council and member chapters; and represent the Council on legislative matters at the request of the Council President. They will coordinate efforts for the promotion and passage of legislation as directed by the Council and will maintain contact with their respective elected delegations and staff.

Section 11. The Membership Director shall interface with chapter presidents and representatives as well as National MOAA on membership issues affecting the ongoing success of South Carolina chapters. These include various aspects of recruiting and retention, maintenance of chapter rosters, education of chapters about national MOAA information systems and capabilities, and other duties as assigned by the Council President.

Section 12. The Chaplain shall provide opening and closing prayers at Council meetings, interface with Council Surviving Spouse Liaison when requested and interface with chapter representatives when called upon to help meet member needs.

Section 13. The Surviving Spouse Liaison shall provide assistance, education and updates to chapter Surviving Spouse Liaisons about issues, meetings, opportunities and actions taking place at National MOAA or at state or local levels affecting members and surviving spouses. The Council Surviving Spouse Liaison shall also support chapter Liaisons as needed and requested in the event of a personal or family situation, and shall interface with the Council Chaplain, Council Membership Director and other officers and directors to meet the needs of chapter Liaisons and members as each situation requires.

Section 14. The Council Past President shall provide continuity, assistance, advice and historical information to the current Council President, Officers and Directors as needed.

Section 15. The officers of the Council shall not be authorized either individually or collectively to adopt resolutions or establish positions in the name of the Council without Council approval. Furthermore, Council officers shall not adopt resolutions or take any actions that violate IRS rules or regulations governing 501(c)(3) non-profit organizations.

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. Such appointments, unless terminated sooner, shall expire upon the completion of the President's term of office or completion of the duties assigned to each committee by the President.

Section 2. The standing committees of the Council may include a Legislative Affairs Committee, a New Chapter and Satellite Development Committee, a Public Relations Committee, and a Finance Committee.

Section 3. At the second quarterly meeting of a biennial year, the President shall appoint the immediate Past President to serve as chair of a Nominating Committee comprised of at least three members, each of whom shall be a Past Council President and/or member of a chapter but not currently an elected officer of the Council, to nominate candidates for elective offices. The Nominating Committee shall then solicit candidates from eligible Council officers and/or chapter members for each open Council position. At least 30 days before the date of the (third quarterly) annual meeting, the Committee 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 quorum vote at any organized meeting of the Council. A copy of the amendment proposed for consideration must be mailed or emailed to each Council elected and appointed officer and each chapter president at least 21 days before the meeting.

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 meeting of the South Carolina Council of MOAA Chapters at Greenville, South Carolina on 18 May 2024.

Linda Caldwell, Council President
Captain (Former), USA

A. Truman Parmele, Council Secretary
Colonel (Retired), USAF