

Bylaws

The Arizona Council of Chapters (MOAA)

17 November 2001
Amended 20 May 2002
Amended 16 January 2003
Amended 21 May 2010
Amended 21 May 2012
Amended 1 November 2018
Amended 1 May 2020

Article I – Name

The name of this organization shall be the Arizona Council of Chapters (MOAA), hereinafter referred to as the Council.

Article-II – 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 the Military Officers Association of America.
- 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, and reserve component personnel of the uniformed services and their dependents and survivors.
- Provide useful services for members and their dependents and survivors.
- Serve the community and the nation.
- Advocate legislative and administrative actions to protect the rights and interests of retired, active, and reserve component personnel of the uniformed services and their families and survivors 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.

Article III – Status

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

Section 2. 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. Nothing herein shall constitute member chapters as partners for any purpose. No member chapter, officer or agent of this Council shall be liable, for 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 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, 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 the eight uniformed services, herein referred to as member chapters, which are affiliated with MOAA 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 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 a two-thirds vote of the Council.

Article V – Voting

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

Section 2. The following participants in Council activities shall have voting rights:

- a. **Council Officers:** The current elected President, Vice President and the appointed Secretary and Treasurer.
- b. **Member Chapters:**
 - 1) One vote per chapter.
 - 2) The foregoing vote is to be cast by a Chapter President, Vice President or their designated representatives. The designated representative shall be a regular or surviving spouse member of the chapter.
- c. Past Council Presidents.

Section 3. Proxy voting shall not be permitted at meetings of the Council; nor shall any person, who may hold more than one position identified in Section 2, be entitled to more than one vote.

Section 4. In urgent matters, the President shall be authorized to put questions to a vote by mail, telephone or electronic means. The questions posed will be decided by a majority vote of the voting members polled by the President.

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 shall be empowered to solicit operating funds, in the form of dues, from the member chapters. A proposed budget for the coming year shall be prepared by the Council Treasurer and presented to the Council for approval at the annual fall business meeting. This budget should include anticipated revenues and recurring and anticipated expenses for the coming year.

Section 2. The annual dues and budget shall cover the calendar year and shall be determined by the Council for the coming year at its annual fall meeting. Dues are payable on or before January 31st in the following calendar year and delinquent by March 1st of that year. Any member chapter failing to pay by March 1st shall be subject to the provisions of Article IV, Section 3 above.

Section 3. The dues will be based on the number of regular and surviving spouse members in each chapter as shown on each chapter's Committee Module as of 31 December of the previous year. Dues shall be determined separately for regular and surviving spouse members. Normally surviving spouse member dues will be no more than half that for regular members.

Article VII – Meetings

Section 1. The Council shall normally meet two times a year to conduct business. The fall meeting of the calendar year shall be the annual meeting for determination of annual dues for the next calendar year and, every even-numbered year, for the election of officers. Notice of the time and place of each meeting shall be by mail or electronic means to each officer and appointed official of the Council, to each Past President of the Council with a current address on file, and to each member Chapter President at least 30 days prior to the meeting. It shall be the responsibility of the President to confirm meeting attendance.

Section 2. The President may call special meetings of the Council. Notice of any special meeting with a statement of the time, place and information as to the subject or subjects to be considered shall be by mail or electronic means to each officer and appointed official of the Council, to each Past President of the Council with a current address on file, and to each member Chapter President at least 21 days prior to each such special meeting when possible.

Section 3. A majority of Council officers and chapter representatives with voting rights who are present at any meeting shall constitute a quorum.

Section 4. 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.

Article VIII – Officers

Section 1. The elective officers shall be the President and the Vice President, each of whom shall be a regular or surviving spouse member of a member chapter and also a member of MOAA.

Section 2. The President, subject to the approval of the Council, shall appoint a Secretary and a Treasurer, each of whom shall be a regular or surviving spouse member of a member chapter and also a member of MOAA, or the spouse of a MOAA member in good standing. Such appointees shall serve a term of office coincident with that of the appointing president. The President may appoint one individual to fill both of these positions.

Section 3. Officers shall be elected each even-numbered year at the annual meeting. No President or Vice President shall be elected to a particular position for more than two consecutive terms for a total service time of four years. Each elected and appointed officer shall be installed following their election; however, the term of office shall commence on 1 January of the year following the election. Officers shall serve for a term of two years and/or until a successor to each is duly elected and installed.

Section 4. A vacancy in the office of the President shall be filled automatically by the Vice President. A vacancy in the office of the Vice President shall be filled as the Council may decide.

Section 5. The President shall be the principal elected officer of the Council, shall establish the agenda for Council meetings, 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. Agendas for meetings shall be provided to the Secretary in sufficient time to meet distribution requirements contained herein. 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. 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 reports required by law. The Treasurer shall collect the member chapters' 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. Both the Treasurer and the President shall be signatories to the Council bank account.

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 records of all proceedings. The minutes of each Council meeting shall be sent by mail or electronic means to each officer and appointed official of the Council, to each Past President of the Council with a current address on file, and to each member Chapter President within 30 business days after adjournment of each meeting. 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 other duties as are commensurate with the office or as may be assigned by the Council or the President.

Section 9. The officers, committee chairpersons and individuals associated with the Council shall not be authorized to adopt resolutions or to establish positions in the name of the Council.

Section 10. An officer of the Council may be removed from office for cause by a two-thirds vote at any meeting of the Council convened in accordance with Article VII, after the officer has been given an opportunity for a hearing.

Article IX – Committees

Section 1. The President shall appoint such 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.

Section 2. The standing committees of the council may include a legislative affairs committee, a chapter and satellite development committee, a public relations committee, a finance committee, an audit committee, and a nominating committee.

Section 3. The President, subject to the approval of the Council shall appoint an audit committee to audit the financial records of the Council at least every four years, or when a new treasurer is appointed, or when requested by any member of the Council. The committee shall consist of the president and/or vice president, treasurer, and one president of a member chapter. The audit committee shall report its findings to the President and the Council.

Section 4. At the spring meeting of even-numbered years, the President may appoint a nominating committee of two or 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 60 days before the date of the annual meeting, the committee shall notify the President and the Secretary in writing or electronically 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-third vote at any duly organized meeting of the Council. A copy of the amendment proposed for consideration must be mailed or electronically transmitted to each Council elected and appointed officer and each member 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 the 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 annual meeting of the Arizona Council of Chapters (MOAA) at Luke Airforce Base, Arizona on November 17, 2001

Daniel M. Conway
CAPT, USCGR (Ret)

/s/ Daniel M. Conway
President's Signature

Donald F. Costello
LTC, US Army (Ret)

/s/ Donald F. Costello
Secretary's Signature

This is to certify that these bylaws were amended relating to voting rights and to annual dues at the regular meeting of the Arizona Council of Chapters (MOAA) at Prescott, Arizona on May 20, 2002.

Daniel M. Conway
CAPT, USCGR (ret)

/s/ Daniel M. Conway
President's Signature

Donald F. Costello
LTC, US Army (Ret)

/s/ Donald F. Costello
Secretary's Signature

This is to certify that these bylaws were amended to change the name of the Council to the Arizona Council of Chapters (MOAA) to conform to the name change of the national association to the Military Officers Association of America at the regular meeting of the Arizona Council of Chapters (MOAA) at Yuma, Arizona on January 16, 2003.

Daniel M. Conway
CAPT, USCGR (Ret)

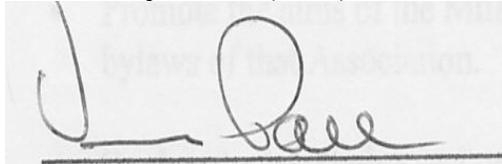
/s/ Daniel M. Conway
President's Signature

Richard J. Weidner
Lt Col, USMC (Ret)

/s/ Richard J. Weidner
Secretary's Signature

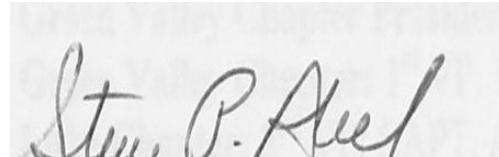
This is to certify, that these bylaws were reviewed, amended and updated at the regular meeting of the Arizona Council of Chapters (MOAA) at Sierra Vista, Arizona on May 21st, 2010.

Vern Pall
Maj, USAF (RET)



President's Signature

Steven Abel
Maj, USAF (RET)



Secretary's Signature

This is to certify, that these bylaws were reviewed, amended and updated at the regular meeting of the Arizona Council of Chapters (MOAA) at May 21st, 2012 meeting held in Mesa, Arizona.

Kenneth K. Yamanouchi, LFACHE
COL, USA (Ret)

/s/ Kenneth K. Yamanouchi
President's Signature

Steven P. Abel
Maj, USAF (Ret)

/s/ Steven P. Abel
Secretary's Signature

This is to certify, that these bylaws were amended at the annual meeting of the Arizona Council of Chapters (MOAA) at Phoenix, Arizona on 1 November 2018. This amendment changes “auxiliary” to “surviving spouse,” clarifies voting eligibility for member chapters, adds spouses to eligibility for appointed secretary and treasurer, and corrects a typographical error.

Peter K. Kloeber
Col, USAF (Ret)

/s/ Peter K. Kloeber
President's Signature

Pamela Wojtas

/s/ Pam Wojtas
Secretary's Signature

This is to certify, that these bylaws were amended at the regular meeting (virtual) of the Arizona Council of Chapters (MOAA) on 1 May 2020. This amendment corrects grammatical errors, inserts reserve component (inclusive of Guard), rewords purpose concerning state legislative advocacy, increases uniformed services to eight to include Space Force, establishes Committee Module as method of determining number of chapter members, clarifies eligibility for secretary and treasurer, changes commencement of term for officers, changes responsibility for collecting dues from to treasurer, clarifies standing committees, and establishes an audit committee.

Peter K. Kloeber
Col, USAF (Ret)

/s/ Peter K. Kloeber
President's Signature

Pamela Wojtas

/s/ Pam Wojtas
Secretary's Signature