

**VIRGINIA COUNCIL OF CHAPTERS
MILITARY OFFICERS ASSOCIATION OF AMERICA**

BYLAWS

As Amended 8 January 2010

ARTICLE I - Basis and Purpose

Section 1. These Bylaws for the Virginia Council of Chapters (VCOC) are established as authorized by Article VI of the Amended Articles of Incorporation for the Virginia Council of Chapters of the Military Officers Association of America (MOAA) as filed with the State Corporation Commission of the Commonwealth of Virginia.

Section 2. The purpose of these Bylaws is to provide guidance for the governance of the routine operations of the Virginia Council of Chapters of the Military Officers Association of America, hereinafter identified as VCOC.

ARTICLE II - Board of Directors

Section 1. The VCOC shall have a Board of Directors, hereinafter identified as the "Board". The Board shall consist of all elected officers, the Immediate Past President, and a minimum of one designated representative from each member chapter, as specified in the Amended Articles of Incorporation, plus the designated VCOC Legal Officer, the designated Auxiliary Liaison, and the designated Public Affairs Officer.

Section 2. No officers or directors shall receive any compensation for their services. The Board members may, by resolution, authorize reimbursement of any expenses incurred in the performance of their official duties.

Section 3. Nothing herein shall constitute any VCOC member(s) as partners for any purpose. No VCOC officer or member shall be liable for the act or failure to act on the part of any other member. Nor shall any Board member or appointed officer be liable for their act or failure to act under the Amended Articles of Incorporation or these Bylaws, excepting when there is willful malfeasance.

Section 4. The number of members of the Board may be changed by the Board at its next official meeting following a written notification to all members at least 30 days prior to that meeting.

Section 5. The Board may establish operating policies when deemed appropriate provided a 30-day written notice has been provided to all members of the Board. Any such operating policy will automatically terminate at the end of the term of the Board which established it.

Section 6. The Board shall be controlled by a majority vote.

Section 7. No member of the Board is authorized to interfere with the operations of any member chapter except when specific involvement has been requested in writing.

Section 8. There shall be no discriminations by race, creed, color, national origin, gender, handicap, or age in the Board membership or VCOC officer selection.

ARTICLE III - Operations

Section 1. All meetings of the VCOC shall have an Agenda proposed by the President and adopted by the Board at the beginning of the meeting.

Section 2. The time and location of the next regular meeting of the Board shall be established before the adjournment of any meeting of the Board.

Section 3. Emergency meetings of the Board may be called by the President or any elected officer provided a minimum of ten (10) days written notice citing the purpose of the meeting is provided to the Board.

Section 4. Written communications as used in this document means first class mail, an electronic facsimile message (FAX), or e-Mail.

Section 5. The Board is authorized to conduct an Awards Program that recognizes outstanding contributions to the VCOC by MOAA members. It also recognizes elected representatives at the state or federal level for their support of VCOC/MOAA legislative activities and it recognizes a MOAA National staff member for his/her support of VCOC during the past year. The awards shall be in accord with an awards policy adopted by the Board.

ARTICLE IV - Membership

Section 1. Any nationally-chartered MOAA chapter in the Commonwealth of Virginia may, upon written application to the

VCOC Secretary and approval by the Board, become a member of the VCOC.

Section 2. Membership will be automatically suspended if the VCOC dues are not paid in full by the first of March of the program year, provided the VCOC Treasurer has issued the VCOC dues assessment in writing prior to the fifteenth day of January of the current program year.

Section 3. Any VCOC chapter's membership may be dropped by a two-thirds vote of the Board for sufficient cause, to include the non-payment of the annual dues. Prior to any such action, the affected chapter shall be afforded an opportunity to be heard.

Section 4. A chapter may discontinue its membership in the VCOC by submitting a written notice signed by the Chapter President and the Chapter Secretary to the VCOC Secretary.

ARTICLE V - Voting

Section 1. A quorum for the Board to conduct official business shall be at least half of the Board members as designated in ARTICLE II, Section 1.

Section 2. Except as otherwise provided in these Bylaws, all questions coming before the Board shall be decided by a majority vote.

Section 3. Each member chapter shall have a single vote with this voting right invested in the Chapter President or a designated Chapter Representative. Each chapter shall notify the VCOC Secretary in writing of the designated Chapter Representative. Single meeting delegation of this Chapter Representative designation may be made by the designated Chapter Representative to the VCOC Secretary.

Section 4. All elected VCOC officers, the Immediate Past President, the designated VCOC Legal Counsel, the designated VCOC Auxiliary Liaison, and the designated VCOC Public Affairs Officer shall have a single vote. Proxy voting is not authorized.

Section 5. In urgent matters the VCOC President may conduct a vote of the VCOC Board by telephone, first class mail, FAX, or e-Mail. A written statement explaining the urgency shall have been prepared and communicated to the Board prior to any such vote.

ARTICLE VI - Meetings

Section 1. The VCOC Board shall schedule an annual business meeting in the first quarter of each year. At this business meeting, the President shall provide a report summarizing the activities of the previous year and provide a tentative calendar of activities for the forthcoming year. The Treasurer shall provide a summary of financial operations for the previous year and offer a proposed budget for the forthcoming calendar year. The Board shall accept these reports by a vote and may take action to amend and/or approve the VCOC budget for the forthcoming calendar year and conduct other VCOC business.

Section 2. Written notice of the date and time of this business meeting shall be made at least 20 days prior to the meeting. This notice may be made by first class mail, FAX, e-Mail and/or by the VCOC newsletter, *The COUNCIL CRIER*.

Section 3. This business meeting may be conducted concurrently with a regularly scheduled VCOC meeting.

Section 4. There shall be a regular meeting of the VCOC during each quarter of the year, unless otherwise decided by the President. Notice of such meetings with date and location shall be communicated to each Board member. This communication may be by first class mail, FAX, e-Mail or *The COUNCIL CRIER*.

Section 5. At the fourth quarter meeting of the Board in each odd-numbered year, the Board shall elect the VCOC officers for a two-year term. Officers elected at this meeting shall begin their terms on the first day of the following year.

Section 6. The rules contained in Robert's Rules of Order (Newly revised) shall govern the VCOC in all applicable cases except when the Robert's Rules are not consistent with these Bylaws.

ARTICLE VII - Finances

Section 1. The VCOC shall operate on a cash basis and will not obligate or expend any funds not on hand. The VCOC Board shall adopt an annual budget at its annual business meeting.

Section 2. The Board shall establish a chapter regular member and auxiliary member annual assessment rate by a two-thirds vote at its fourth quarter meeting of each year.

Section 3. A chapter may appeal this proposed assessment rate

by submitting, in writing, to the VCOC President an explanation of the objection. Any such objection must be received prior to the regular first quarter Board meeting. The Board shall by vote resolve the appeal.

Section 4. All chapter member and auxiliary member assessments will be based on chapter membership on 31 December of the prior year. The payment of any such assessment shall be made by the first day of March of the current year.

ARTICLE VIII - Officers

Section 1. The elected officers of the VCOC are a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary, and a Treasurer.

Section 2. All elected officers shall be elected for a two-year term at the biennial expanded VCOC meeting in the fourth quarter of each year that ends in an odd number.

Section 3. The elected Officers shall be installed on the day of their election; however, their term of service will officially begin on 1 January of the following year.

Section 4. The Board shall have full control and responsibility for all VCOC policy and activities within the limits of the Amended Articles of Incorporation and these Bylaws.

Section 5. All VCOC meetings shall have all action items recorded in minutes by the Secretary. Any such minutes shall be presented at the next VCOC meeting for review, amendment, and approval.

Section 6. The President shall have the authority to designate a VCOC Chaplain, a VCOC Legal Officer, a VCOC Public Affairs Officer, a VCOC Auxiliary Liaison, a VCOC Webmaster, an editor for *The COUNCIL CRIER*, and other positions as appropriate and necessary. All such appointments shall be for a period coincidental with the term of the President. The President shall notify the Board of any such appointments.

Section 7. There will be no term limits on any of the elective officers except that the President shall not serve more than one two-year term.

Section 8. The President shall be the principal officer of the VCOC and shall have the responsibility to preside at regular and special VCOC Board meetings. The President shall be an ex-officio member of all VCOC committees except the Nominating Committee.

Section 9. In event of the President's death, resignation, or disability, the First Vice President shall assume the responsibilities and perform the duties of the President. The Second Vice President shall become the First Vice President, the Third Vice President shall become the Second Vice President, and the BOARD shall fill the Third Vice President vacancy. Other vacancies in VCOC officer positions shall be filled by the Board on the recommendation of the President.

Section 10. The VCOC Secretary shall maintain: (1) the official VCOC records to include the minutes of all meetings of the Board; (2) a record copy of *The COUNCIL CRIER*; (3) a record copy of all VCOC correspondence; (4) official notifications of VCOC meetings; and (5) and other documents as may be appropriate.

Section 11. The Treasurer shall: (1) maintain a record of all monies received and expended by the VCOC; (2) develop a VCOC budget and present it to the Board for approval; (3) have single-signature authority on all VCOC bank accounts for all expenditures included in the VCOC annual budget; and (4) make the VCOC financial records available for inspection and/or audit by a designated member of the VCOC Board within ten (10) days of receiving written notice. All other expenditures will require the approval of the Board.

ARTICLE IX - Committees

Section 1. Standing committees of the VCOC shall be:

- a. Membership Committee
- b. Public Affairs Committee
- c. Legislative Affairs Committee

The President, with the concurrence of the Board, may establish other committees as needed.

Section 2. The President shall designate the chairperson of each of the committees, and member chapters shall designate their representatives. Such designations shall be in writing with a copy of the designations provided to the VCOC Secretary for the official VCOC records. The Committee Chairs may add other MOAA members to their respective committees.

Section 3. A Nominating Committee, with the Immediate Past VCOC President as its Chair, and at least three other VCOC members, not currently holding a VCOC elective office, shall be appointed by the President and approved by the Board prior to the first of August of each year that ends in an odd number. This Committee shall provide a written report of nominees to the Board prior to the first of October of each year that ends in an odd number.

Section 4. The Standing Committees may develop operating procedures in concurrence with the VCOC President. Any such procedures shall be published.

ARTICLE X - Amendments

Section 1. These Bylaws may be amended by a majority vote of the VCOC Board provided any such changes have been distributed to all Board members in writing at least 30 days prior to the vote.

ARTICLE XI - The Flag

The Flag of the United States of America shall be displayed and honored at all meetings of the VCOC.

Adopted by the Board at its meeting on 13 October 2006

James M. Brown
JAMES M. BROWN
COLONEL, USA-RET
SECRETARY

William Flanagan
WILLIAM FLANAGAN
COLONEL, USA-RET
PRESIDENT

Amended by unanimous vote on 13 April 2007, with notice having been given on 10 March 2007

James M. Brown
JAMES M. BROWN
COLONEL, USA-RET
SECRETARY

William Flanagan
WILLIAM FLANAGAN
COLONEL, USA-RET
PRESIDENT

Amended by unanimous vote on 8 January 2010, with notice having been given on 7 December 2009

James T. Rose
JAMES T. ROSE
COLONEL, USA-RET
SECRETARY

Samuel D. Wilder
SAMUEL D. WILDER
COLONEL, USA-RET
PRESIDENT

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