

BY-LAWS
Of
THE WASHINGTON STATE COUNCIL OF CHAPTERS
MILITARY OFFICERS ASSOCIATION OF AMERICA
OCTOBER 28, 2023

Article 1 – Name

The name of this organization shall be the WASHINGTON STATE COUNCIL OF CHAPTERS, herein referred to as “The Council.”

Article 2 – Purposes

The purpose of this council shall be to:

- Promote the aims of the Military Officers Association of America, as stated in the preamble to the By-laws of that Association
- Further the legislative and other objectives of the Military Officers Association of America.
- Protect the rights and interests of the uniformed service veterans and active-duty members of the uniformed services to include the Reserve and National Guard of the United States, and their family members and survivors in matters of state legislation.
- Provide assistance to member chapters to enable them to serve effectively their members, communities, and the nation

Article 3 – Status

Section 1. This council shall be a nonprofit organization, operated exclusively for the purposes specified in Article 2 above. This council will also remain non-partisan and each officer shall sign a yearly conflict of interest statement.

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. Each elected officer of the council will be authorized reimbursement for the cost of a hotel room and for round trip mileage at the current IRS mileage rate in order to attend council meetings. Mileage will be based as that shown on the official road map for the State of Washington between the council member’s home address and the council meeting location. Lodging will be for one night. The president is authorized to make purchases not to

exceed \$200 per occurrence at any time on behalf of the council, reporting to the council at its next regular meeting.

Section 3. The Washington State Council of Chapters shall incorporate with the Washington Secretary of State's Office. Nothing herein shall constitute member chapters as partners for any purpose. No member chapter, officer, or agent of the 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 acts or failure to act under these bylaws, excepting only acts or failure to act arising out of misfeasance or malfeasance.

Section 4. The council shall use its funds only to accomplish the purposes specified in Article 2 above. Operating funds derived from chapter dues will not be used as a source of charitable contributions. Member chapters will only be solicited for contributions for causes deemed appropriate in accordance with the council bylaws. Contributions will be entirely voluntary, and no quotas or goals will be set.

Section 5. In the event of dissolution of the council and after discharge of all its liabilities, the remaining assets shall be distributed to the member chapters in proportion to their size, as determined by MOAA's official roster. Any funds recently provided by MOAA would be returned to MOAA as required by that organization.

Article 4 – Membership

Section 1. The membership of this council shall be composed of local organizations of officers of the eight U.S. uniformed services, herein referred to as member chapters, which are affiliated with the Military Officers Association of America and this council.

Section 2. Any chapter affiliated with MOAA may, upon application to and approval by a majority vote of 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 5 – Voting

Section 1. Except as otherwise provided in these bylaws, all questions coming before the council shall be decided by a majority vote.

Section 2. Voting rights shall be vested in the president of each member chapter, or in a delegate (someone else from the same chapter) appointed in writing (to include E-mail) by the chapter president, and in each elected officer of the Council.

Section 3. In urgent matters, the president shall be authorized to put questions to a vote by mail, E-mail, or telephone.

Article 6 – Finance

Section 1. The council shall operate on a cash basis and will not obligate or expend any funds not on hand.

Section 2. The annual dues and budget shall cover the calendar year and shall be determined by the council for the coming year. Dues are to be paid on or before 31 January of the following year. Any member chapter failing to pay by 1 May shall forfeit membership in the council.

Section 3. Dues shall be paid to the council and shall be based on the numerical strength of the active chapter membership as of 31 December of the prior calendar year as determined by the official MOAA roster. Dues shall not be paid for honorary members. Annual dues rates shall be set by vote of the council at the annual fall meeting. Dues may be decreased or cancelled with a reasonable reserve in our accounts only by unanimous vote of the elected officers listed in Article 8, Section 1 herein.

Article 7 – Meetings

Section 1. There shall be an in person meeting of the council in the spring of each calendar year, or as called by the President, for the receipt of annual reports, and the transaction of other business. Notice of such meetings shall be E-mailed to each officer and appointed official of the council and each chapter president at least 30 days before the time appointed for the meeting. With the concurrence of the president, chapter presidents and council officers may attend electronically or via telephone if unable to attend in person.

Section 2. There shall be an in person meeting of the council in the fall of each calendar year, unless otherwise decided by the president. This meeting will be for the transaction of regular council business and for the election and installation of newly-elected officers of the council. Notice of time and place shall be E-mailed to each officer and appointed official of the council and each chapter president at least 30 days in advance of each meeting. With the concurrence of the president, chapter presidents and council officers may attend electronically or via telephone if unable to attend in person.

Section 3. Special meetings of the council may be called by the president. Notice of any special meeting with a statement of time, place, and information as to the subject, or subjects, to be considered shall be mailed to each officer and appointed official of the Council and each chapter president and each chapter secretary at least 15 days in advance.

Section 4. Seven (7) persons with voting rights present at any meeting of the council shall constitute a quorum.

Section 5. 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 all which they are not inconsistent with either these bylaws, adopted council policies, or any special rules of order the council may adopt.

Section 6. The council shall strive to have an informal electronic update in between the semi-annual Fall and Spring meetings.

Article 8 – Officers

Section 1.

a. The elected officers shall be a President; a Vice-President, Legislative and Government Affairs; a Vice-President, Chapter Affairs; a Vice-President, Surviving Spouse Liaison; a Secretary; and a Treasurer, each of whom shall be a member of a member chapter and also a member of the Military Officers Association of America. The immediate past president shall be an ex-officio officer at meetings of the Council.

b. The appointed officers shall be the State MOAA Representative to the Veterans Legislative Coalition (VLC), the Governor's Veterans Affairs Advisory Committee (VAAC) Representative, and as the Council deems appropriate.

i. The VLC Representative may also be the Vice-President, Legislative and Government Affairs, or another individual appointed by the president who is also a member of a chapter and a national MOAA member. This person shall attend VLC meetings as called by the VLC chair. Meetings are normally held weekly in Olympia starting before the legislature is in session, during session, and ending after session. The VLC Representative shall inform and update Council Officers, Chapter Presidents, and Chapter Legislative Chairs on key issues as practical. Each term shall be one year. The VLC Representative may serve for as many terms as is mutually agreeable.

ii. The VAAC Representative is nominated by the president to the Governor's office and serves a term of four years which is renewable upon mutual agreement. The VAAC Representative shall inform and update Council Officers and Chapter Presidents on key issues as practical. The VAAC Representative works closely with the Washington Department of Veterans Affairs (WDVA). Meetings are normally held four or more times a year around the state. Meetings with the Governor are as called for by the Governor.

Section 2. The elected officers shall be elected each odd-numbered year at the Annual Fall Meeting. Elected officers shall take office at the end of the Fall Council Meeting following their election and installation. Each Officer shall serve for a term of two years and/or until a successor is duly elected and installed.

Section 3: Officer Duties

a. 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 except the nominating committee. The president at the semi-annual meetings and at such other times deemed proper, shall communicate to the council such information or proposals that would tend to increase the effectiveness of the council. The president shall ensure the Annual Report is filed with the WA office of the Secretary of State (OSOS) NLT March 31 each year and report the filing to the Council. Further, the president shall perform such other duties as are necessarily incident to the office of the president.

b. Vice-President, Legislative and Government Affairs: Coordinates with member chapter designated legislative liaisons and chapter presidents on matters associated with the MOAA national legislative agenda and campaigns and may coordinate the WA state legislative and executive agendas. Ensures chapters stay informed and updated on key legislation at the national level affecting member interests. If a separate VLC Representative is not appointed, then duties will include keeping chapters informed and updated on key legislation at the state level. Performs duties as assigned by the Council President; in the absence of the Council President, performs the duties of the President.

c. Vice-President, Chapter Affairs: Coordinates with member chapter designated chapter affairs liaisons and chapter presidents on matters associated with chapter administration to include recruiting, officer succession, and MOAA national chapter programs (Gold Bar, Communication Awards, Level of Excellence Awards, suspense dates, etc.) Ensures chapters stay informed and updated on key MOAA programs and changes that impact chapter operations. Performs duties as assigned by the Council President.

d. Vice-President Surviving Spouse Liaison: Coordinates with member chapter designated Surviving Spouse Liaisons and chapter presidents on all matters associated with chapter and national Surviving Spouse Liaison programs. Ensures chapters stay informed and updated on key MOAA programs and changes that impact chapter Surviving Spouse/Family members and all related Surviving Spouse/Family Members activities and affairs. Performs duties as assigned by the Council President.

e. Treasurer: Maintains a record of all sums received and expended by the council and shall make such disbursements as are authorized by the council. 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 each meeting of the council or when called upon by the president. The fund, 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. The treasurer shall file the Form 990N postcard annually with the IRS NLT May 15th each year and report the filing to the Council.

f. 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 the proceedings. The secretary should also maintain the membership records and work with the treasurer to collect the annual dues. Further, the secretary shall prepare such correspondence as may be required and maintain the council's correspondence files; prepare whatever administrative reports as 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 president. The secretary position may be combined with the treasurer position and fulfilled by the same person.

g. The Immediate Past President (IPP): The Immediate Past President shall provide an Advocacy in Action continuity folder to the new president NLT January 31st of the new president's first term. The IPP shall also provide copies of any chapter visit trip reports and any other reports required by MOAA conducted by the IPP in the calendar year of the election of the new president. These reports shall be provided NLT Jan 31 of the new president's first term. The IPP shall also perform duties as may be assigned by the Council President.

h. 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.

Section 4: Succession

a. A vacancy in the office of president shall be filled by the Vice-President, Legislative and Government Affairs. A vacancy in the office of the Vice-President, Legislative and Government Affairs shall be filled by the Vice-President, Chapter Affairs. A vacancy in the Vice-President, Chapter Affairs; the Vice-President, Surviving Spouse Liaison; and/or the Secretary/Treasurer office shall be filled as the council may decide.

b. In the event of the President's disability or absence, the Vice-President, Legislative and Government Affairs shall perform the duties of the president. In the event of the temporary disability or absence of both the president and the Vice-President, Legislative and Government Affairs, the Vice-President, Chapter Affairs shall perform the duties of the president. The Vice-Presidents shall perform such other duties as the president may assign.

Article 9 – Committees

Section 1. There shall be an executive committee composed of the elective officers and the immediate past president. The executive committee shall, between meetings of the council, transact such business as is referred to it or cannot be deferred until the next council meeting. The president or the secretary/treasurer shall write and present a report of the executive committee meeting to the council at the next regular meeting.

Section 2. The president shall appoint the WSCOC representative to the VAAC or other bodies for which MOAA is a member.

Section 3. The president shall appoint such standing committees as may be required by the bylaws or that the president may find advisable. Such standing committee appointments, unless terminated sooner, shall expire upon the completion of the president's term of office.

Section 4. The standing committees of the council may include a legislative committee, a chapter committee, a publicity committee, and a finance committee.

Section 5. At the regular meeting immediately preceding the annual meeting at which an election of officers is to be held, the president shall appoint a nominating committee. At least 30 days before the date of the annual fall meeting, the President/Committee shall notify the secretary in writing of the names of the candidates and the secretary shall include the proposed slate in the notice of the annual meeting.

Article 10 – Amendments

These 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 at which a quorum is present, provided that any amendment proposed for consideration has been included in the notice of the meeting.

Article 11 – The Flag

Unless manifestly impractical, the American Flag shall be displayed and honored at all meetings of the council.

Approved this date by a majority vote at which a quorum was present _____

President's Signature and date _____
David Casteel

Secretary's Signature and date _____
Lorri Gilchrist

OFFICIAL COPY: for Deryl McCarty

Immediate Past President

By David Casteel
President