



BYLAWS

THE VIRGINIA COUNCIL OF CHAPTERS  
Military Officers Association of America

**1 ARTICLE I - BASIS and PURPOSE**

2 Section 1. These BYLAWS for THE VIRGINIA COUNCIL OF CHAPTERS are  
3 established as authorized by ARTICLE VI of the AMENDED ARTICLES OF  
4 INCORPORATION for the VIRGINIA COUNCIL OF CHAPTERS (VCOC) of the  
5 Military Officers Association of America (MOAA) as filed with the State Corporation  
6 Commission of the Commonwealth of Virginia  
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8 Section 2. The purpose of these Bylaws is to provide guidance for the governance of the  
9 routine operations of the Virginia Council of Chapters of the MOAA, hereinafter  
10 identified as the VCOC.  
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**12 ARTICLE II - BOARD OF DIRECTORS**

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14 Section 1. The VCOC shall have a Board of Directors, hereinafter identified as The  
15 "Board." The Board shall consist of all elected Officers, the immediate Past President and  
16 one designated representative from each member Chapter, as specified in the AMENDED  
17 ARTICLES OF INCORPORATION plus the designated/appointed advisory officers --  
18 such as the Chaplain, VCOC Legal Officer, Auxiliary Liaison, Public Affairs Officer -- or  
19 Committee Chairs required to operate the organization effectively.  
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21 Section 2. No Officer or Director shall receive any compensation for their services. The  
22 Board may, by resolution, authorize reimbursement of any expenses incurred in the  
23 performance of their official duties.  
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25 Section 3. Nothing herein shall constitute any VCOC members(s) as partners for any  
26 purpose. No VCOC Officer or member shall be liable for the acts or failure to act on the  
27 part of any other member. Nor shall any Board member or appointed Officer be liable for  
28 their acts or failure to act under the amended Articles of Incorporation or these Bylaws,  
29 excepting when there is willful malfeasance.  
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31 Section 4. The number of members of the Board may be changed by the Board at its  
32 next official meeting following a written notification to all members at least 30 days prior  
33 to that meeting.  
34

35 **Section 5.** The Board shall have full control and responsibility for all VCOC policy and  
36 activities within the limits of the amended Articles of Incorporation and these By-laws.  
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38	<b>Section 6.</b> The Board shall be controlled by a majority vote.
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40	<b>Section 7.</b> No member of the Board is authorized to interfere with the operations of any
41	member Chapter except when specific involvement has been requested in writing.
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43	<b>Section 8.</b> There shall be no discriminations by race, creed, color, national origin, gender,
44	handicap or age in the Board membership or VCOC Officer selection.
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46	<b>ARTICLE III -- OPERATIONS</b>
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48	<b>Section 1.</b> All meetings of the VCOC shall have an AGENDA that is proposed by the
49	President and adopted by Board at the beginning of the meeting.
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51	<b>Section 2.</b> The time and location of the next regular meeting of the Board shall be
52	established before the adjournment of any meeting of the Board.
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54	<b>Section 3.</b> Emergency meetings of the Board may be called by the President or any
55	elected Officer provided a minimum of ten (10) days written notice citing the purpose of
56	the meeting is provided to the Board.
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58	<b>Section 4.</b> Written communications as used in this document means first class mail, a
59	facsimile copy (FAX), or electronic mail (e-Mail).
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61	<b>Section 5.</b> The Board is authorized to conduct an Awards program that recognizes
62	outstanding contributions to the VCOC by MOAA members or any public supporter of
63	the organization. It also recognizes elected representatives at the state or federal level for
64	their support of VCOC/MOAA legislative activities and it recognizes a MOAA National
65	Staff member for his/her support of VCOC during the past year. The awards shall be in
66	accord with an Awards policy adopted by the Board.
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68	<b>Section 6.</b> The Board may establish Operating Policies (OP) when deemed appropriate
69	provided a 30-day written notice has been provided to all members of the Board.
70	Operating policies will be reviewed each year to determine retention/termination.
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72	<b>ARTICLE IV -- MEMBERSHIP</b>
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74	<b>Section 1.</b> Any Nationally chartered MOAA Chapter in the Commonwealth of Virginia
75	may upon written application to the VCOC Secretary and approval by the Board may
76	become a member of the VCOC.
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78	<b>Section 2.</b> Membership will be automatically suspended if the VCOC dues are not paid
79	in full by the 1st of March of the program year provided the VCOC Treasurer has issued
80	the VCOC dues assessment in writing prior to the fifteenth day of January of the current
81	program year.
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83	<b>Section 3.</b> Any VCOC Chapter's membership may be dropped by a two-thirds vote of
84	the Board for sufficient cause to include the non-payment of the annual dues. Prior to any
85	such action, the affected chapter shall be afforded an opportunity to be heard.
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87	<b>Section 4.</b> A Chapter may discontinue its membership in the VCOC by submitting a
88	written notice signed by the Chapter President and the Chapter Secretary to the VCOC
89	Secretary.
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91	<b>ARTICLE V -- VOTING</b>
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93	<b>Section 1.</b> A Quorum for the Board to conduct Official Business shall be at least half of
94	the Chapter Representatives.
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96	<b>Section 2.</b> Voting Members -- The voting members shall consist of the designated
97	representative from each chapter. The VCOC President will vote when there is a tie.
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99	<b>Section 3.</b> Except as otherwise provided in these Bylaws, all questions coming before
100	the Board shall be decided by a majority vote.
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102	<b>Section 4.</b> Each member Chapter shall have a single vote with this voting right invested
103	in the Chapter President or a designated Chapter Representative. Each Chapter shall
104	notify the VCOC Secretary in writing of the designated Chapter Representative. Single
105	meeting delegation of this Chapter representative designation may be made by the
106	designated Chapter representative to the VCOC Secretary. Proxy voting is not authorized.
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108	<b>Section 5.</b> In urgent matters the VCOC President may conduct a vote of the VCOC
109	Board by telephone, FAX, e-Mail or by regular mail. A written statement explaining the
110	urgency shall have been prepared and communicated to the Board prior to any such vote.
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112	<b>ARTICLE VI -- MEETINGS</b>
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114	<b>Section 1.</b> The VCOC Board shall schedule an Annual Business meeting in the First
115	Quarter of each year. At this business meeting, the President shall provide a report
116	summarizing the activities of the previous year and provide a tentative calendar of
117	activities for the forthcoming year. The Treasurer shall provide a summary of financial
118	operations for the previous year and offer a proposed Budget for the forthcoming
119	calendar year. The Board shall accept these reports by a vote and may take action
120	to amend and/or approve the VCOC Budget for the forthcoming calendar year and
121	conduct other VCOC Business.
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123	<b>Section 2.</b> Written notice of the date and time of this Business meeting shall be made at
124	least 20 days prior to the meeting. This notice may be made by US Mail, FAX, e-Mail
125	and/or by the COUNCIL CRIER.
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127	<b>Section 3.</b> This Business meeting may be conducted concurrently with a regularly
128	scheduled VCOC meeting.
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130	<b>Section 4.</b> There shall be a regular meeting of the VCOC during each quarter of the year,
131	unless otherwise decided by the President. Notice of such meetings with date and location
132	shall be communicated to each Board member. This communication may be by US Mail,
133	e-Mail, FAX or via the COUNCIL CRIER.
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135	<b>Section 5.</b> At the fourth quarter meeting of the Board in each odd numbered year, the
136	Board shall elect the VCOC Officers for a two year term. Officers elected at this meeting
137	shall begin their terms on the first day of the following year.
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139	<b>Section 6.</b> The rules contained in Robert's Rules of Order (Newly revised) shall govern
140	the VCOC in all applicable cases except when the Robert's Rules are not consistent with
141	these Bylaws.
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143	<b>ARTICLE VII -- FINANCES</b>
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145	<b>Section 1.</b> The VCOC shall operate on a cash basis and will not obligate or expend any
146	funds not on hand. The VCOC Board shall adopt an Annual budget at its annual business
147	meeting.
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149	<b>Section 2.</b> The Board shall establish a Chapter regular member and auxiliary member
150	annual assessment rate by a two-thirds vote at its fourth quarter meeting of each year.
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152	<b>Section 3.</b> A Chapter may appeal this proposed assessment rate by submitting, in
153	writing, to the VCOC President an explanation of the objection. Any such objection must
154	be received prior to the regular 1st Quarter Board meeting. The Board shall by
155	vote resolve the appeal.
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157	<b>Section 4.</b> All Chapter member and auxiliary member assessments will be based on
158	Chapter membership on 31 December of the prior year. The payment of any such
159	assessment shall be made by the first day of March of the current year.
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161	<b>ARTICLE VIII -- OFFICERS</b>
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163	<b>Section 1.</b> The elected Officers of the VCOC are a President, a First Vice President, a
164	Second Vice President, a Third Vice President, a Secretary, and a Treasurer.
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167	<b>Section 2.</b> All elected Officers shall be elected for a two year term at the bi-annual
168	expanded VCOC meeting in the fourth quarter of each year that ends in an odd number.
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170	<b>Section 3.</b> The elected Officers shall be installed on the day of their election; however,
171	the term of service will officially begin on 1 January of the following year.
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173	<b>Section 4.</b> The President shall have the authority to designate a VCOC Chaplain, a
174	VCOC Legal Officer, a VCOC Public Affairs Officer, a VCOC Auxiliary Liaison
175	Representative, a VCOC Webmaster, and an Editor for the VCOC's COUNCIL CRIER
176	and other positions that may be appropriate and needed. All such appointments shall be
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178	for a period coincidental with the term of the President. The President shall notify the
179	Board of any such appointment.
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181	<b>Section 5.</b> There will be no term limits on any of the elective officers except that the
182	President shall not serve more than one two-year term.
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184	<b>Section 6.</b> The President shall be the principal Officer of the VCOC and shall have the
185	responsibility to preside at regular and special VCOC Board meetings. The President
186	shall be an ex-officio member of all VCOC Committees except for the Nominations
187	Committee.
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189	<b>Section 7.</b> In event of the President's death, resignation, or disability, the First Vice
190	President shall assume the responsibilities and perform the duties of the President. The
191	Second Vice President shall become the First Vice President and the Third Vice President
192	shall become the Second Vice President and the BOARD shall fill the Third Vice
193	President vacancy. Other vacancies in VCOC Officer positions shall be filled by
194	the Board on the recommendation of the President.
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196	<b>Section 8.</b> All VCOC meetings shall have all action items recorded in minutes by the
197	Secretary. Any such minutes shall be presented at the next VCOC meeting for review,
198	amendment, and approval. The VCOC Secretary shall maintain the Official VCOC
199	records to include the minutes of all meetings of the Board, a record copy of the VCOC
200	newsletter, a record copy of all VCOC correspondence, official notifications of VCOC
201	meetings and other documents as may be appropriate.
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203	<b>Section 9.</b> The Treasurer shall:
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205	(1) Maintain a record of all monies received and expended by the VCOC;
206	(2) Develop a VCOC budget and present it to the Board for approval;
207	(3) Have authority on all VCOC's bank accounts for all expenditures included in
208	the VCOC Annual budget;
209	(4) All other expenditures will require the approval of the Board;
210	(5) Make the VCOC's financial records available for inspection and/or audit by a
211	designated member of the VCOC Board within ten (10) days of receiving written notice.
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213	The President may designate another board officer with check signing privileges as back-
214	up for the Treasurer.
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216	<b><u>ARTICLE IX - COMMITTEES</u></b>
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218	<b>Section 1.</b> Standing committees of the VCOC shall be:
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220	a. Executive Committee - comprised of the elected officers and the
221	appointed/designated advisory officers. The VCOC President chairs this committee
222	which provides governance and planning for the Council in the execution of routine
223	operations.
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225	b. Chapter affairs & Membership Committee
226	c. Communications & Public Affairs Committee
227	d. Legislative Affairs Committee
228	The President with the concurrence of the Board may establish other Committees as
229	needed.
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231	<b>Section 2.</b> The President shall designate the Chair of the Committees and member
232	Chapters shall designate their representatives. Such designations shall be in writing with a
233	copy of the designations provided to the VCOC Secretary for the Official VCOC records.
234	The Committee Chairs may add other MOAA members to their respective Committee.
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236	<b>Section 3.</b> A Nominating Committee with the Immediate Past VCOC President as its
237	Chair and at least three other VCOC members, not currently holding an elective VCOC
238	office, shall be appointed by the President and approved by the Board prior to August 1 of
239	each year that ends in an odd number. This Committee shall provide a written report of
240	nominees to the Board prior to October 1 of each year ending in an odd number.
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242	<b>Section 4.</b> The Standing Committees may develop operating procedures in concurrence
243	with the VCOC President. Any such procedures shall be published.
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245	<b><u>ARTICLE X - AMENDMENTS</u></b>
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247	<b>Section 1.</b> The Bylaws may be amended by a majority vote of the VCOC Board
248	provided any such changes have been distributed to all Board members in writing at least
249	30 days prior to the vote.
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251	<b><u>ARTICLE XI - THE FLAG</u></b>
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253	The Flag of the United States of America shall be displayed and honored at all meetings
254	of the VCOC
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257	<u>THESE BY-LAWS WERE APPROVED BY UNANIMOUS VOTE ON 15 October</u>
258	<u>2015, WITH NOTICE HAVING BEEN GIVEN 30 DAYS PRIOR.</u>
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265	VICTORIA REVILLA
266	Colonel, US Army (Retired)
267	President