



BYLAWS
THE VIRGINIA COUNCIL OF CHAPTERS
Military Officers Association of America

1 October 2022

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 (VCOC) 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 (VCOC) of the MOAA, hereinafter identified as the VCOC.

Section 3. The VCOC and its affiliate chapters shall use the guidelines provided in the Chapter/Council Affairs Guidelines of National Headquarters, Military Officers Association of America (MOAA).

Section 4. Items not addressed in these Bylaws will be controlled and governed by the Virginia State Corporation Commission (VSCC) when the chapter/council is licensed under VSCC rules/laws/statutes.

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 one designated representative from each member Chapter, as specified in the AMENDED ARTICLES OF INCORPORATION plus the designated/appointed advisory officers – such as the Chaplain, VCOC Legal Officer, Surviving Spouse Liaison, Public Affairs Officer – or Committee Chairs required to operate the organization effectively.

Section 2. No Officer or Director shall receive any compensation for their services. The Board 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 acts or failure to act on the part of any other member. Nor shall any Board member or appointed Officer be liable for their acts or failure to act under the amended Article 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 the next meeting.

Section 5. 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 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. VCOC does not and shall not discriminate on the basis of race, color, national origin (ancestry), religion (creed) gender, sexual orientation, age disability, marital status, or military status, in any of its activities or operations of its Board of Directors.

ARTICLE III – OPERATIONS

Section 1. All meetings of the VCOC shall have an AGENDA that is 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 communication as used in this document means first class mail, a facsimile copy (FAX or electronic mail (e-Mail)).

Section 5. The Board is authorized to conduct an Awards program that recognizes outstanding contributions to the VCOC by MOAA members or any public supporter of the organization. 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 or his/her support of VCOC during the past year. The awards shall be in accord with an Awards Policy adopted by the Board. The Awards Policy will define the period of service covered for each type of award.

Section 6. The Board may establish Operating Policies (OP) when deemed appropriate provided a 30-day written notice has been provided to all members of the Board. Operating policies will be reviewed each year to determine retention/termination.

Section 7. At the 4th quarter meeting of the Board (or biennial ceremony) in each odd-numbered (biennial) year, the Board shall hold a Memorial Service to acknowledge the members of the chapters who have died during the previous biennium. The VCOC Chaplain, or another person designated by the Board President in the absence of the appointed chaplain, shall coordinate the design and conduct of the service. Chapters shall provide requested information about the deceased members as determined by the Chaplain.

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 may become a member of the VCOC.

Section 2. Membership will be automatically suspended if the VCOC dues are not paid in full by the 1st 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.

Section 5. A Chapter may convert to "Virtual Chapter" or "Satellite Chapter" as defined within MOAA guideline and best practices. A Satellite Chapter of the VCOC will inform the VCOC of its operating capabilities, continue to pay VCOC dues and submit quarterly reports. A VCOC officer will conduct a visit to all Satellite Chapters at least once a year.

ARTICLE V – VOTING

Section 1. A Quorum for the Board to conduct Official Business shall be at least half of the Chapter Representatives.

Section 2. Voting Members – The voting members shall consist of the designated representatives from each chapter. The VCOC President will vote when there is a tie.

Section 3. Except as otherwise provided in these Bylaws, all questions coming before the Board shall be decided by a majority vote.

Section 4. 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. Proxy voting is not authorized.

Section 5. In urgent matters the VCOC President may conduct a vote of the VCOC Board by telephone, FAX, e-Mail, video/audio teleconference or regular 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 US Mail, FAX, e-Mail and/or by the Council Crier newsletter.

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 US Mail, e-mail, FAX or via the Council Crier newsletter.

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 surviving spouse member annual assessment rate by a majority 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 1st Quarter Board meeting. The Board shall by vote resolve the appeal.

Section 4. All Chapter member and surviving spouse 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 at the bi-annual 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, the term of service will officially begin on 1 January of the following year.

Section 4. The President shall have the authority to designate a VCOC Chaplain, a VCOC Legal Officer, a VCOC Public Affairs Officer, a VCOC Surviving Spouse Liaison Representative, a VCOC Webmaster, and an Editor for the VCOC's Council Crier Newsletter and other positions that may be appropriate and needed. Each of the three Vice-Presidents shall lead a Standing Committee. All such appointments shall be for a period coincidental with the term of the President. The President shall notify the Board of any such appointment.

Section 5. 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 6. 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 COC Committees except for the Nominations Committee. The President is the principal officer authorized to speak on behalf of the organization, unless he/she has delegated that authority to another individual/chapter for a specific purpose.

Section 7. In the 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 and 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 8. 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. The VCOC Secretary shall maintain the Official VCOC records to include the minutes of all meetings of the Board, a record copy of the VCOC newsletter, a record copy of all VCOC correspondence, official notifications of VCOC meeting and other documents as may be appropriate.

Section 9. The Treasurer is the principal officer responsible for financial management of VCOC funds. The President may designate another board officer with check signing privileges as back-up for the Treasurer. 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 authority on all VCOC's bank account for expenditures included in the VCOC Annual Budget;
- (4) All other expenditures will require the approval of the Board

- (5) Make the VCOC's financial records available for inspection by a designated member of the VCOC Board within ten (10) days of receiving written notice.
- (6) A review of the VCOC Treasurer's financial records will be conducted at the end of the 4th Quarter of the biennial year. This review should be conducted by a member of any VCOC with sufficient financial management knowledge (not a CPA) and checkbook procedure to conduct review IAW VCOC Budget Guidelines standard operating procedures. A written report will be provided to the Executive Committee for presentation to the Board.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees of the VCOC shall be:

- a. Executive Committee – comprised of the elected officers and the appointed/designated advisory officers. The VCOC President chairs this committee which provides governance and planning for the Council in the execution of routing operations.
- b. Chapter Affairs & Membership Committee
- c. Communications & Public Affairs Committee
- d. Legislative Affairs Committee

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

Section 2. Three of the Standing Committees (other than Executive Committee) shall be led by one of the elected Vice-Presidents (VP). The VP will assume the committee position based on their capabilities, not necessarily in order of succession in the case of the President's absence.

Section 3. A Nominating Committee with the Immediate Past VCOC President as its Chair and at least three other VCOC members, not currently holding an elective VCOC office, shall be appointed by the President and approved by the Board prior to August 1 of each year that ends in an odd number. This Committee shall provide a written report of nominees to the Board prior to October 1 of each year ending 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

The 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.

THESE BYLAWS WERE APPROVED BY MAJORITY VOTE ON 14 May 2022 WITH NOTICE HAVING BEEN GIVEN 30 DAYS PRIOR.

A handwritten signature in black ink, appearing to read 'L. Smith', written in a cursive style.

LINCOLN SMITH
Commander, United States Navy (Retired)
President