

**CONSTITUTION & BYLAWS of THE LOUISIANA COUNCIL OF CHAPTERS  
MILITARY OFFICERS ASSOCIATION OF AMERICA (MOAA), INC.  
as amended June 23, 2012**

**ARTICLE I: NAME**

SECTION 1: The name of this organization shall be *The Louisiana Council of Chapters, MOAA*, hereinafter referred to as the Council.

**ARTICLE II: PURPOSE**

SECTION 1: The purpose of this Council shall be:

To inculcate and stimulate love of our country and the flag;

To defend the honor, integrity, and supremacy of our National Government and the Constitution of the United States;

To foster the integrity and prestige of the Uniformed Services;

To advocate military forces adequate to the defense of our country;

To foster fraternal relations between all branches of the various Services from which our members are drawn;

To further the education of children of Service personnel;

To aid Active Duty, National Guard, Reserve, and Retired Personnel of the various Services from which our members are drawn, and their dependents and survivors, in every proper and legitimate manner;

To present their rights and interests when Service matters are under consideration;

To protect the rights and interests of Service retirees, Active Duty military, National Guard, and Reserve in matters of state legislation; and

To provide for development and assistance to Member Chapters, to enable them to serve effectively their members, their communities, and the nation.

**ARTICLE III: STATUS**

SECTION 1: This Council shall be a nonprofit organization, operated exclusively for the purpose 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 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 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.

## **ARTICLE IV: MEMBERSHIP**

SECTION 1: The membership of the Council shall be composed of MOAA Chapters, herein referred to as Member Chapters. These Member Chapters must be located in the State of Louisiana and be affiliated with both the National Military Officers Association of America 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 Member Chapter unless requested by a Member Chapter.

SECTION 3: The affiliation of a Member Chapter with the Council may be cancelled either by the chapter or a two-thirds vote of the Council.

SECTION 4: Membership within the Member Chapter is comprised of two different classes of members in the Military Officers Association of America.

(a) REGULAR MEMBERS:

(b) AUXILIARY MEMBERS: Widows and widowers of deceased members or of any deceased individual who would have been eligible for membership and who pay the prescribed dues.

## **ARTICLE V: OFFICERS**

SECTION 1: The Council officers shall be a President, First Vice President, a Second Vice President, a Treasurer, a Secretary, the Immediate Past President of the Council and five appointed Directors, each of whom shall be a member of a Member Chapter and also a National member of the Military Officers Association of America.

SECTION 2: The President, Second Vice President, and Secretary shall be elected to a two year term starting on odd numbered years. First Vice President and Treasurer shall be elected to a two year term starting on even numbered years.

SECTION 3: The elective officers shall be elected at the last yearly meeting. Election can be by ballot. Each elected officer shall take office at the first regular or special meeting in the calendar year following their election and shall serve a term of two years and until a successor is duly elected and installed.

SECTION 4: A person who has served a full term as President shall be eligible to serve one additional full term as President.

SECTION 5: A vacancy in the office of the President shall be filled automatically by the First Vice President. A vacancy in the office of the First Vice President shall be filled automatically by the Second Vice President. Vacancies in other elective offices shall be filled as the Council may decide.

SECTION 6: The Council President shall provide timely written notification of all regular and special meetings of the Council. The Council President shall preside at all meetings of the Council as an ex-officio member without voting rights except in the case of a tie. He/she shall also be an ex-officio member on all committees. The President shall not serve on the Nominating Committee. The President shall, at the regular meetings and at such other times deemed proper, communicate to the Council such information or proposals that would, in the President's opinion, tend to increase the effectiveness of the Council. Further, the President shall perform such other duties as necessarily incident to the office of the President.

SECTION 7: In the event of the President's temporary disability or absence, the First Vice President shall perform the duties of the President. In the event of the temporary disability or absence of both the President and First Vice President, the Second Vice President shall perform the duties of the President. The vice presidents shall perform such other duties as the president may assign.

SECTION 8: The Treasurer shall collect annual dues and maintain a record of all sums received and expenses by the Council and shall make such disbursements as are authorized by the Council. The Treasurer shall prepare all required tax forms for the Council. The Treasurer shall deposit all funds received in a federally insured financial institution. Funds may be withdrawn only upon the signature of the Treasurer and after receiving authorization from the President. In the event of the Treasurer's disability or absence from the area, the signature of the President is authorized. The funds, books and vouchers under the Treasurer's control shall at all times be subject to inspection and verification by the Council. The Treasurer shall be responsible for a biennial review of Council funds and shall present results of the review to the Council. The review must be performed by an independent CPA.

SECTION 9: The Secretary shall keep a record of all proceedings of regular and special meetings. The Secretary shall prepare such correspondence as required and maintain the Council's correspondence files; prepare whatever administrative reports that may be required; safeguard all records, documents, and valuable equipment belonging to the Council; maintain Council membership records; and perform such other duties as are commensurate with the office. An Assistant Secretary or Recording Secretary may be appointed, without voting privilege, at the discretion of the Council.

SECTION 10: First Vice President, Second Vice President, and each Council Director shall serve a two year term and shall be eligible to serve one additional two year term. Director appointments shall be made by the President with the approval of the Council.

SECTION 11: The elected officers and appointed directors of the Council shall not be authorized individually to adopt resolutions or to establish positions in the name of the Council.

## **ARTICLE VI: FINANCES**

SECTION 1: The Council shall operate on a cash basis and shall not obligate or expend funds not on hand.

SECTION 2: During the Council's first meeting of the year, the dues rate for the current calendar year shall be determined for its Member Chapters by a two-thirds vote of the Council.

SECTION 3: The annual dues payable by the Member Chapters to the Council shall be based on the size of the chapter's regular membership only. Members residing outside the State of Louisiana shall not be required to pay dues to the Council.

SECTION 4: The 31<sup>st</sup> of December of each year shall be the cutoff date for computing dues owed to the Council. Only those eligible Chapter Members, who have paid their chapter dues by the 31<sup>st</sup> of March shall be considered a Council Member Chapter.

## **ARTICLE VII: 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 to designated representatives of each Member Chapter, each of the five elected Council officers, Immediate Past President, and each of the five appointed Directors. Each Member Chapter shall have two voting delegates. The Council encourages the delegate to be the Chapter President. The five elected Council officers, Immediate Past President, and the five appointed Directors shall not vote as a Member Chapter representative.

SECTION 3: Proxy voting shall not be permitted at meetings of the Council.

SECTION 4: In urgent matters, the Council President shall be authorized to put questions to vote by mail or telephone or when a quorum is not available at any Council meeting.

SECTION 5: A duly constituted Council meeting must have at least six voting members present. This constituted Council meeting is also considered a quorum.

## **ARTICLE VIII: MEETINGS**

SECTION 1: There shall be a regular meeting of the Council every four months of the calendar year. Notice of the time, place, and agenda shall be mailed to each Council officer, each appointed Council official, and each Member Chapter President at least 20 days in advance of every meeting.

SECTION 2: The first regular Council meeting of each calendar year is for the receipt of annual reports, the approval of an annual budget, dues rate for the current calendar year, and the installation of officers.

SECTION 3: Special meetings of the Council may be called by the Council President. Notice of any special meeting shall be mailed to each officer and appointed official of the Council and each Member Chapter President at least 20 days in advance, with a statement of time, place, and information as to the subject or subjects to be considered.

SECTION 4: The meeting room for regular Council meetings shall be funded by the host Member Chapter. Coffee, soft drinks, etc. shall be at the Chapter's discretion.

## **ARTICLE IX: COMMITTEES**

SECTION 1: The President shall appoint, with the concurrence of the Council, a Legislative Chairman, a Personal Affairs Liaison, a Council Newsletter Editor, and a Council Representative to the Louisiana Veterans Coalition. These chairmen shall advise and interact with all Council members and shall be considered ex-officio members of the Council without voting rights. The President shall also appoint such standing and special committees as may be required. All these appointments, unless terminated sooner, shall expire upon completion of the President's term of office.

SECTION 2: At the first yearly Council meeting, the President shall appoint a Nominating Committee of three persons, one each from three different Chapters, each of whom shall be a member of a Member Chapter, but not currently an elective officer of the Council. The Chairman of the Nominating Committee shall notify the Council Secretary in writing at the second yearly Council meeting naming the candidates it proposes.

## **ARTICLE X: AMENDMENTS**

SECTION 1: 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. Any amendment proposed for consideration must be included in the notice of the meeting.

## **ARTICLE XI: DISSOLUTION**

SECTION 1: In the event of dissolution of the Council, and after the discharge of all its liabilities, the remaining assets shall be distributed to the Member Chapters in proportion to their size.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

SECTION 1: 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 XIII: THE FLAG**

SECTION 1: The American Flag shall be displayed and honored at all meetings of this Council.

Note: Changes made are underlined. Constitution is current as of October 1, 2012.