

**AMENDED BYLAWS
OF THE
TEXAS COUNCIL OF CHAPTERS
AS OF
November 30, 2018**

ARTICLE I

- 1.01 The name of the organization shall be the Texas Council of Chapters, hereinafter referred to as the "Council".
- 1.02 These Bylaws replace in their entirety those that were previously approved and published in Dallas, TX on October 7, 2017.

ARTICLE II – PURPOSE

- 2.01 The purpose of this Council shall be to:
 - A. promote the aims of the Military Officers Association of America (MOAA) as stated in the preamble to the bylaws of that association;
 - B. support and promote federal and Texas State legislation that will assist veterans, especially disabled and needy war veterans and members of the United States Armed Forces and their dependents and the widows and orphans of deceased veterans; and to encourage and coordinate such legislative action of the Member Chapters within the state;
 - C. support and promote the legislative and other objectives of MOAA;
 - D. encourage the development of new Chapters; assist in the organization of said chapters and aid in the revitalization of ailing Chapters;
 - E. support the operations of Texas Chapters and promote a forum for the exchange of ideas and information among those Chapters;
 - F. foster fraternal relationships among retired, active and former officers of the uniformed services and their reserve components;
 - G. protect the rights and interests of retired, active and former officers of the uniformed services and their reserve components;
 - H. provide useful services for servicemembers and their families and survivors;
 - I. serve the community and the nation; and
 - J. keep National Headquarters of MOAA informed of significant developments in the state with reference to legislation proposed and other matters that will affect uniformed services personnel, veterans and their respective families and survivors.

ARTICLE III – STATUS

3.01 This Council shall be a nonprofit 501(c) (19) organization operated for the purposes specified in Article II above and in the Articles of Incorporation to the extent permitted to organizations exempt from federal taxation pursuant to the provisions of IRC Section 501(c) (19) or 501(c)(3).

3.02 Officers and appointive officials shall not receive any stated compensation for their services, but the Council may by resolutions authorize reimbursement of expenses incurred in the performance of their duties.

3.03 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 any part of any Member Chapter, officer or agent; nor shall any Member Chapter, officer or agent be liable for its or their acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful misfeasance or malfeasance.

3.04 The Council shall use its funds only to accomplish the purposes specified in Article II above.

3.05 In the event of dissolutions of the Council and after the discharge of all Council liabilities, remaining assets shall be distributed to the Member Chapters in proportion to their size. This applies only to those Chapters which are exempt from federal taxation pursuant to IRC Sections 501(c)(4), 501(c) (19) or 501(c)(3).

ARTICLE IV – MEMBERSHIP

4.01 The membership of the Council shall be composed of local Chapters in Texas of the MOAA who have applied and been accepted as members, herein referred to as Member Chapters. Members of the Council will hereafter be referred to as “Chapters” or “Member Chapters.”

4.02 Any Texas Chapter affiliated with MOAA, upon application to and approval by vote, shall become affiliated with said Council. Such affiliation does not authorize the Council to participate in the organizational or managerial affairs of the Chapter unless requested by the Chapter.

4.03 The affiliation of a Chapter with the Council may be cancelled by a two-thirds vote of the Council as defined in Section 5.02 hereafter.

4.04 By December 1st of odd numbered years, each Member Chapter in good financial standing (all required dues paid to the Council) shall appoint or elect a Representative or Representatives to the Council in accordance with the number of members of the Chapter as follows:

1 -250 members – one Representative

251 – 500 members – two Representatives

501 or more members – three Representatives

These Representatives are the authorized Voting Members of the Council.

4.05 Each Chapter shall also appoint or elect one alternate Representative for each eligible Representative position to the Council. Each alternate Representative shall be entitled to attend

meetings of the Council (as defined in Section 5.02 hereafter) and shall have one vote in place of an absent Representative from the Chapter.

4.06 Representatives shall serve as such for a period of two years beginning on January 1 and may succeed themselves. If a Representative's position becomes vacant, the Chapter shall appoint or elect a replacement Representative as soon as is practicable to serve for the unexpired term.

ARTICLE V – VOTING

5.01 Except as otherwise provided by these bylaws, all questions coming before the Council will be decided by a majority vote of the Voting Members present. Whenever a question that is provided by these bylaws to be decided by a vote of a greater fraction, it shall be decided by a vote of such fraction of the quorum present.

5.02 Voting rights shall be vested in the President of each Member Chapter, or in a delegate appointed by the Chapter President, and in each elected officer of the Council. Each shall have one vote. If an officer is a Representative, he shall have only one vote, his vote as a Representative and his vote as an officer being combined into one vote.

5.03 Proxy voting shall not be permitted at meetings of the Council.

5.04 A quorum at meetings of the Council shall consist of the voting members present, but in no case representing fewer than five Chapters.

5.05 In urgent matters, the President shall be authorized to put questions to vote by mail, email or telephone.

ARTICLE VI – FINANCES

6.01 The Council shall operate on a cash basis and will not obligate or expend any funds not on hand. The Council can recommend a per-chapter assessment (dues) for approval of each Member Chapter. A two-thirds vote of the Member Chapters on this assessment will be binding on all Member Chapters of the Council.

6.02 The fiscal year of the Council shall be from January 1 to December 31 of the same year.

6.03 The annual dues and budget shall cover the calendar year and shall be determined by the Council at its fourth quarterly meeting of the year for the coming year. Dues are payable on or before the date of the second scheduled quarterly meeting in the following calendar year and delinquent by May 1 of that year. Any Member Chapter failing to pay by May 1 shall forfeit Council membership.

6.04 Dues shall be paid to the Council. The total assessment shall be determined by multiplying the agreed to per-member assessment by the numerical strength of the active Chapter membership in good standing as of December 31. However, no dues shall be assessed for widows of deceased members, who are granted Chapter membership privileges at a reduced membership rate as surviving spouse members or otherwise.

ARTICLE VII – MEETINGS

7.01 There shall be an annual meeting of the Council during the fourth quarter of each calendar year for the receipt of annual reports, the approval of the budget for the next calendar year, the determination of the dues rate for the next calendar year, the transaction of other such business, and on every other year cycle, the election of officers. Notice of such meetings shall be mailed through the U.S. Postal Service or emailed by the Secretary to each Elected Officer, Appointed Officer, Voting Members of the Chapter, and Chapter President at least 30 days before the time appointed for the meeting.

7.02 There shall be a regular Council meeting in each of the first three quarters of each calendar year unless otherwise decided by the President. Notice of time and place shall be mailed or emailed to each officer, appointed Representative to the Council and each Chapter president at least 30 days in advance of each meeting. Any or all meetings of the Council may be conducted by teleconference.

7.03 The President may call special meetings of the Council. Notice of any special meeting with a statement of time, place and information as to the subject or subjects to be considered shall be emailed or mailed to each Officer and appointed Representative of the Council and each Chapter President at least 15 days in advance of each such special meeting.

7.04 Every current member of MOAA or any of its Texas Chapters shall be eligible to attend any meeting of the Council. The Council presiding officer may allow such member an opportunity to speak briefly to the Council on any appropriate matter. Such member shall have no vote in the Council unless entitled to such vote by official standing as a duly designated Representative of the home Texas Member Chapter.

7.05 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 VIII – OFFICERS

8.01 The elected officers shall be a President, four Executive Vice Presidents (Membership and Chapter Development, Federal Legislative Affairs, State Legislative Affairs, Surviving Spouse Liaison), Treasurer and Secretary, each of whom shall be a member in good standing of a Member Chapter and of National MOAA. Six Regional Vice Presidents, each of whom shall be a member in good standing of a Member Chapter and of National MOAA, may be appointed by the President to provide advisory assistance to the Council and to the Chapters in their respective regions. Herein, the Regional Vice Presidents are referred to as Appointed Officers.

8.02 The Immediate Past Council President shall be a Council member and perform in an advisory role. This position shall not have voting privileges unless designated as a voting Representative of the Member Chapter.

8.03 The Member Chapter Representatives shall elect Council officers biennially in each odd numbered year at the annual meeting of the Council by majority vote of the Chapter Representatives to the Council. Each elected officer shall take office in January at the first regularly scheduled or special meeting in the calendar year following the election and shall serve for a term of two years and until a successor is duly elected and installed. Election shall be by ballot or roll call voice vote as may be determined by majority vote of such Representatives.

8.04 The elected Council President shall be eligible to serve no more than two consecutive two-year terms for a total service time of four years. The office of the President cannot be succeeded by a representative from the same Chapter as the outgoing President.

8.05 The succession plan for the Council is as follows. In the event the Presidency becomes vacant or the President becomes disabled or is absent, the Executive Vice President – Membership and Chapter Development shall fill that position. Normal succession after that will be the Executive Vice President – Federal Legislative then Executive Vice President – State Legislative (these positions should be occupied by different individuals. In the event that other Council offices become vacant, the President may make temporary appointments until such vacancies are filled by Chapter Representatives at the next Quarterly meeting.

8.06 Duties of Officers

- A. 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 for all except the nominating committee.
- B. The Executive Vice President – Membership and Chapter Development shall be charged with working with the Member Chapters of the Council to help maintain their viability and help them improve.
- C. The Executive Vice President – Federal Legislative Affairs shall encourage and coordinate with the Member Chapters the advocacy on a non-partisan basis for federal legislative positions of MOAA.
- D. The Executive Vice President – State Legislative Affairs shall encourage and coordinate with Member Chapters the advocacy on a non-partisan basis for state legislative positions of the Council.
- E. The Executive Vice President-Surviving Spouse Liaison, in addition to coordinating directly with national MOAA's Surviving Spouse Advisory Committee (SSAC) and chapter counterparts, shall Serve as the Council's point of contact for surviving spouse issues, to include, but not limited to, questions, legislation and benefits.
- F. The Regional Vice Presidents shall act, upon the direction of the Council President, to represent the Council at Chapters located in their assigned region of the state as

designated by the President. They assist the Council by coordinating the objectives of the Council and assisting as required.

G. The Treasurer shall maintain the financial records of the Council and prepare all tax returns (IRS 990, forms as applicable), required by law. The Treasurer shall collect the annual dues, and, shall deposit all sums received in a federally insured financial institution. The Treasurer will also make recommendations and provide guidance as required by the President and the Council members. The Council's funds, books, and vouchers, in the Treasurer's custody, shall, at all times, be subject to inspection and verification by the Council.

H. The Secretary shall be responsible for the minutes, records and correspondence and all other necessary materials as well as their maintenance relating to the functioning of the Council.

8.07 All offices shall perform any other duties as directed by the President.

8.08 Except when acting as voting members of the Council, 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.

ARTICLE IX – COMMITTEES

9.01 The President shall appoint such standing and special committees as may be required by the bylaws or as the President may find advisable. Such appointments, unless terminated sooner, shall expire upon the completion of the President's term of office.

9.02 The standing committees of the Council may include a legislative affairs committee, a new chapter and satellite development committee, a public relations committee, and a finance committee.

9.03 At the third quarterly meeting, the President may appoint a nominating committee of three people, each of whom shall be a member in good standing of a Member Chapter and of National MOAA, to nominate candidates for the elective offices. The committee shall notify the Secretary in writing the proposed election ballot at least 60 days prior to the annual meeting. The Secretary shall include the proposed ballot in the notice of the annual meeting.

ARTICLE X – AMENDMENTS

10.01 The 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. A copy of the proposed amendment must be mailed or emailed to each Council Officer, Chapter Representative and Chapter President at least 21 days before the meeting.

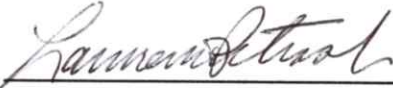
ARTICLE XI – THE FLAG

11.01 Unless manifestly impractical, the American flag shall be displayed and honored at all Council meetings.

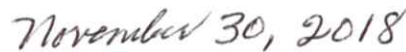
ARTICLE XII – CONFLICTS OF INTEREST

12.01 Whenever an Officer or Representative of a Chapter has financial or personal interest in any matter coming before the Council, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the Council determine that it is in the best interest of the Council to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

This is to certify that these bylaws, as amended from those published October 7, 2017, were approved and adopted at the regularly scheduled Annual Meeting of the Texas Council of Chapters at Waco, Texas on November 30, 2018.



Lawrence D. Petrash, LTC, US Army (Ret)
President



Date