Article I-Name

Section 1. The name of the organization shall be the Michigan Council of Chapters, Military Officers Association of America (MOAA).

Article II-Purposes

Section 1. The purposes of this Council shall be:

- To promote the aims of the Military Officers Association of America, as stated in the preamble to the Bylaws of that Association.
- To further the legislative and other objectives of the Military Officers Association of America.
- To protect the rights and interests of currently-serving and retired members and their spouses of the United States armed forces, including Reserve and National Guard components, the Public Health Service and the National Oceanic and Atmospheric Administration (collectively referred to as the "United States uniformed services") in matters of state and national legislation.
- To provide assistance to member chapters, enabling them to effectively serve their members, their communities and our nation.

Article III-Status

Section 1.

This Council shall be a nonprofit incorporated organization, operated exclusively for the purposes specified in Article II above.

Section 2.

Officers and appointed official 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 construe 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 his/her acts or failure to act under these Bylaws, excepting only acts of failure to act arising out of willful malfeasance.

Section 4.

The Council shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure, or be distributed to, member chapters.

Section 5.

In the event of dissolution of the Council, and after the discharge of all its liabilities, the Council's remaining assets shall be distributed to the member chapters, in proportion to their size.

Article IV Membership

Section 1.

The membership of this Council shall be composed of local organizations of commissioned and warrant officers of the United States uniformed services, as defined in Article II above, herein referred to as "member chapters," which are affiliated with both the Military Officers Association of America and this Council. The member chapters presently are: the Southeastern Michigan Chapter, the Capitol Area Chapter, the Army and Navy Club of Grand Rapids, and the Northwestern Michigan Chapter. Each chapter may appoint up to three chapter delegates to the Council.

Section 2.

Any group organized in accordance with the Bylaws of the Military Officers Association of America as a chapter of the Association may, upon application to and approval by the Council, become affiliated with the Council as a member chapter. Such affiliation does not authorize the Council to participate in the organizational or managerial affairs of the member chapter unless requested by said chapter.

Section 3.

The affiliation of a member chapter with the Council may be terminated either by the chapter or by a two-thirds vote of the Council.

Article V 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, who can appoint up to two additional chapter delegates.

Section 3.

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

Article VI Dues

Section 1.

Annual dues for member chapters may be assessed at the discretion of the Council.

Section 2.

The annual dues for a calendar year shall become due on 1 January of that year based on paid membership as of the previous 1 June.

Article VII Meetings

Section 1.

There shall be four meetings of the Council during the calendar year, the place and time to be decided by the President with all possible consideration given to conducting said meetings at such various locations that have no or low costs for the meeting location. The following shall be requirements for the final meeting of the calendar year:

Receive annual reports.
Approve a council budget for the following calendar year.
Determine dues rate for member chapters unless chapter dues will not be collected.
Elect council officers when the meeting occurs in an even-numbered year.

Notice of such meeting shall be communicated to each chapter President and each chapter Secretary at least thirty (30) calendar days before the time appointed for the meeting. If the Council is incorporated, it must conform to any notice requirements under Michigan law.

Section 2.

Special meetings of the Council may be called by the President. Notice of any special meeting shall be communicated to each officer and appointed official of the Council, each chapter President and each chapter Secretary at least fifteen (15) calendar days in advance, with a statement of the time and place and information as to the subject or subjects to be considered.

Section 3.

A quorum shall be defined as at least one voting member from each Chapter.

Section 4.

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 not inconsistent with these Bylaws and any special rules of order the Council may adopt.

Article VIII Officers

Section 1.

The elective officers shall be a President, a First Vice President, a Second Vice President, a Third Vice President**,** a Treasurer and Secretary, each of whom shall be a regular or auxiliary member of a member

chapter and also a regular or auxiliary member in good standing of the Military Officers Association of America. Elective officers shall serve a term of two (2) years.

In addition, each chapter President shall be a standing voting member of the Council during his or her term of office. Each Chapter President shall appoint two additional delegates to the Council, and they shall be voting members.

Section 2.

The offices of President and First, Second and Third Vice Presidents will rotate in succession among each member chapter. As new chapters are accepted into the Council, they will be entitled to elect/appoint Council officers in the same succession.

Section 3.

A vacancy in the office of President, First, Second, or Third Vice President, Treasurer or Secretary shall be filled by the member chapter from which said officer was elected/appointed. The new officer shall complete the remainder of the term of the officer he or she replaces. In the event that the chapter is unable to appoint a replacement within 90 calendar days, the Council shall take steps to appoint a replacement officer to complete the term.

Section 4.

The President shall be the principal elective officer of the Council, shall preside at meetings of the Council and shall be a member, ex officio, with right to vote, of all committees (as provided for in Article IX below). He or she shall also, at the annual meeting and at such times as he or she may deem proper, communicate to the Council such information or proposals as would in his or her opinion tend to increase the effectiveness of the Council. Further, he or she shall perform such other duties as are necessarily incident to the office of President.

Section 5.

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. In the event of the temporary disability or absence of the President and First and Second Vice President, the Third Vice President shall perform the duties of the President. The vice presidents shall perform such other duties as the President may assign.

Section 6.

The Treasurer shall maintain a record of all sums received and expended by the Council and shall make such disbursements as are authorized by the Council. He or she shall deposit all sums received in a federally insured financial institution, and funds may be withdrawn therefrom only upon his or her signature or, in the event of his or her disability or absence from the area, the signature of the President. The funds, books, and vouchers in the Treasurer's hands shall at all times be subject to inspection and verification by the entire Council or by the Finance Committee as provided for in Article IX.

In addition the Treasurer shall:

- Provide financial updates for each meeting, appropriate annual financial reports, and the annual budget.
- Collect annual dues; as directed by the President.
- Prepare whatever administrative reports and tax or information returns that may be required by law.
- Safeguard all important records and documents and any valuable equipment belonging to the Council.
- Perform such other duties as are commensurate with the office of Treasurer or as may be assigned by the Council or the President.

Section 7.

The Secretary shall:

Provide timely written notification of all annual, regular and special meetings of the Council.
Attend all meetings of the Council and shall keep a record of all proceedings.
Maintain the membership records.
Prepare such correspondence as may be required and shall maintain the Council's correspondence files.
Perform such other duties as are commensurate with the office of Secretary or as may be assigned by the Council or the President.

Section 8.

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.

Article IX Committees

Section 1.

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

Section 2.

The standing committees of the Council shall include a Legislative Committee, a Chapter Committee, a Communications Committee and a Finance Committee.

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, provided that any amendment proposed for consideration has been

included in the notice of the meeting, as provided for in Article VII. Except, however, that any provision that may affect the rights of any of the member chapters must also be approved by the member chapters.

Article XI Flag of the United States

Section 1.

Unless impractical, the flag of the United States of America shall be prominently displayed and honored at all meetings of this Council.

This is to certify that these Bylaws were approved and adopted at a special meeting of the Michigan Council of Chapters held at Clare, Michigan, on the 18th day of January, 2018.

Rob Deane (Army-Navy Club of Grand Rapids, MOAA)

C Douglass Couto (Capitol Area Chapter, MOAA)

Bob Kutulis (Northwestern Michigan Chapter, MOAA)

Roy Yaple (Southeastern Michigan Chapter, MOAA)