

Council and Chapter

POLICIES AND PROCEDURES GUIDE



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This guide and supplemental guidance at www.moaa.org provide information and suggestions to assist in the organization and management of affiliates of the Military Officers Association of America (MOAA).

Article II, Section I of MOAA's bylaws stipulates that neither the national organization nor an affiliate can participate in the organizational or managerial concerns of the other.

This guide offers advice based on the resources available at MOAA and the practical experience of innumerable council and chapter leaders.

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New Leader Checklist

ALL AFFILIATE OFFICERS SHOULD:

- ✓ **REVIEW THIS GUIDE IN ITS ENTIRETY**
- ✓ **FAMILIARIZE THEMSELVES WITH THE CONTENTS OF THE COUNCIL AND CHAPTER WEBPAGE**
(go to MOAA.org and choose “Chapter Leader/Member” from the middle “I am a ...” menu), including reviewing training webinars on applicable subjects (MOAA.org/webinars).
- ✓ **BE NATIONAL MOAA MEMBERS**
(or the spouse of a national MOAA member).
- ✓ **BE OPTED IN TO RECEIVING COMMUNICATIONS FROM NATIONAL MOAA**
including the electronic newsletter (update your subscription at MOAA.org/newsletter) and specifically content related to councils and chapters.
- ✓ **ENSURE THE ELECTRONIC ROSTER**
(MOAA.org/roster) is updated with new affiliate officers upon installation.
- ✓ **ASK FOR A NEW PRESIDENT’S PACKAGE**
from national MOAA if you haven’t received one.
- ✓ **CONSIDER THE NEXT AVAILABLE TRAINING OPPORTUNITY**
(MOAA.org/chapter-training).

Chapter I

Affiliate Model

MOAA is a nonprofit organization incorporated in Virginia. It is a tax-exempt organization under Section 501(c)(19) of the Internal Revenue Code. Direction and control of the association's affairs are vested in a board of 36 directors elected by the membership. A paid professional staff headed by the president acts for the board in conducting routine business of the organization.

Local organizations have existed in various communities since the early 1940s. In 1953, the national board of directors approved the formal affiliation of such organizations with national MOAA. Today, there are nearly 400 affiliates consisting mostly of two basic types: chapters, groups of officers connected either by proximity (geographic chapters) or interest (virtual chapters); and councils, coalitions of three or more chapters. *Chapter guidance contained in this publication pertains to both geographic and virtual chapters unless otherwise noted.* Virtual chapters may also wish to consult the Chapter, Satellite, and Virtual Operational Matrix (MOAA.org/chapter-operational-matrix.pdf) for programmatic changes as they occur.

MOAA's network of councils and chapters exists to recognize those state and local organizations that share MOAA's purpose and objectives and, like MOAA, are committed to ensuring a strong national defense and preserving the earned benefits of current and former military members and their families and survivors. These affiliate organizations are separate and independent from MOAA; they provide their own leadership and their own organizational and operational structure. When these organizations meet MOAA's standards for recognition as an affiliate organization, MOAA charters the organizations and authorizes them to use the MOAA logo and certain trademarks to advance their programs and activities. These affiliate organizations are not agents of MOAA and do not have the authority to speak for MOAA on matters of public interest. Consistent with the affiliate relationship, MOAA exercises no authority over the local activities and operations of affiliate organizations and does not impose or enforce a national hierarchy of rules and regulations. The

matters published in this Policies and Procedures Guide are intended to serve as general guidance based upon the documented best practices of other successful councils and chapters and are not intended to direct the local activities, internal management, or day-to-day operations of councils and chapters. Geography and other factors will influence affiliate size and operations, and affiliates should operate in accordance with their bylaws and the desires of their members.

SECTION I, COUNCILS

Three or more chapters within a state may choose to form a council. One council of chapters for each state is recommended. In states where councils exist, chapters are strongly encouraged to affiliate with the council for purposes of coordination and support.

MEMBERS

Voting membership of the council is typically made up of elected council officers and two representatives from each member chapter. Appointed directors and past council presidents also may be given voting rights at the discretion of the council.

FUNCTIONS

Functions of a council may include but are not limited to:

- Represent the consensus of its member chapters.
- Help maintain a healthy affiliate system.
- Provide a forum for the exchange of ideas among chapters.
- Lead and coordinate state legislative matters in the interest of the military and veteran community.
- Provide support for national MOAA's legislative and other objectives.

COUNCIL-CHAPTER RELATIONSHIP

Successful interaction between MOAA's councils and their member chapters is crucial for the well-being of the association and its members. Chapters are strongly encouraged to be engaged and active in their respective state council to fully realize all benefits of the MOAA affiliate system. As part of the council's voting body, member chapters agree to support the council and its decisions. A council may not participate in the organizational or managerial affairs of a chapter unless specifically requested by a chapter.

Preamble

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

To defend the honor, integrity, and supremacy of our national government and Constitution of the United States;

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

To foster the integrity and prestige of uniformed service;

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 personnel of the Services from which our members are drawn, and their family members and survivors, in every proper and legitimate manner; and

To represent their rights and interests when Service matters are under consideration.

**We unite to form the Military
Officers Association of America**



Councils should:

- Help coordinate chapter geographical boundaries referencing U.S. ZIP codes.
- Perform chapter visits on a regular basis.
- Provide guidance and expertise to member chapters.
- Establish new chapters and satellites and assist with revitalization and reorganization, as necessary.
- Organize and hold regular meetings of chapter representatives to conduct business and review and discuss issues of common importance.
- Hold periodic state conventions.
- Serve as a conduit for information flow between chapters and national MOAA.
- Disseminate to chapters information of interest to members.

Chapters should:

- Actively support a council and its activities.
- Contribute chapter dues or assessments as required.
- Strive to identify areas of common interest that can and should be handled at the state level by a council.
- Utilize council expertise.
- Coordinate with and ensure the council is informed about matters of importance to national MOAA.

OFFICERS

Former chapter officers and chapter delegates are well suited for council leadership positions, but current chapter delegates should not simultaneously serve as elected officials on the council. The following officer positions are recommended for most efficient council operations. Note that councils may add or delete positions as necessary but, at a minimum, should have a president, membership chair or secretary, legislative chair, and treasurer. On smaller councils, multiple non-conflicting roles may be held by a single member. Back-up, or assistant, officers (such as second vice president or assistant secretary) should be considered in each critical position to provide for continuity of operations and leadership succession.

President

- Serves as the chief executive officer and official representative of the council.
- Presides at all council and executive committee meetings.
- Appoints standing and special committees, subject to the approval of the council.



A board of directors comprises elected officers and directors of a chapter, as well as the immediate past president.

- Acts as an ex-officio member of all committees with voting rights on all except the nominating committee.
- Confers with the secretary regarding contents of notices of meetings, meeting agendas, and distribution of minutes.
- Confers with other officers and chairs regarding their respective duties.

First Vice President

- Serves as parliamentarian.
- Performs the duties of the president in the event of temporary disability or absence of the president.
- Succeeds to the office of president in the event of a vacancy during a given term.
- Assists the president when called upon.

Second Vice President

- Performs the duties of the first vice president in the event of the temporary disability of that office.
- Assists the president and first vice president.
- Stays informed about the health of member chapters.
- Advises the council on establishment/addition of new chapters and on the revitalization/closure of existing chapters.

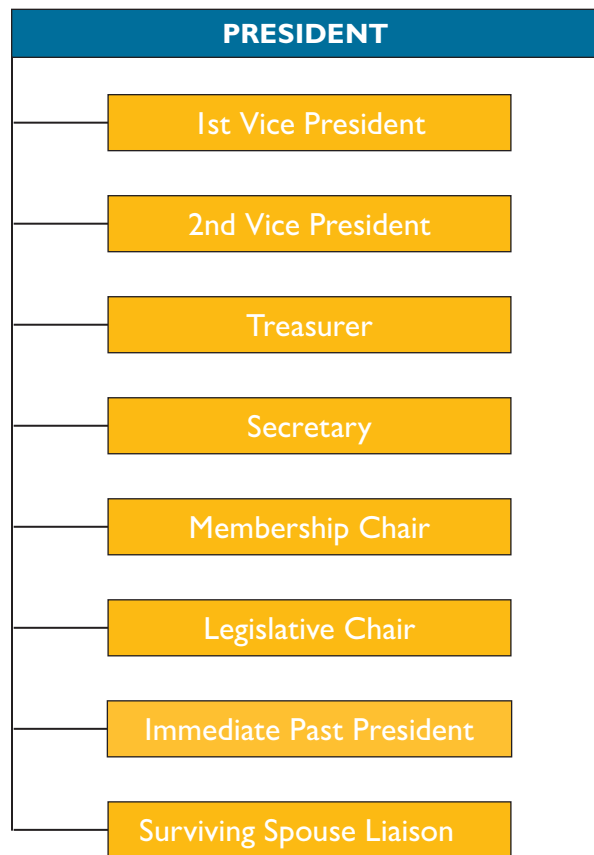
Membership Chair

- Chairs the membership committee.
- Oversees the committee's efforts to retain existing members and recruit new ones.
- Maintains the council roster (MOAA.org/roster) with MOAA national.
- Ensures all council and chapter officers are national MOAA members.
- Coordinates with chapters to ensure upkeep of chapter membership rosters.

Legislative Chair

- Chairs the legislative committee.
- Registers with MOAA's Legislative Action Center (MOAA.org/takeaction).
- Executes advocacy-related tasks as directed by the council.

RECOMMENDED COUNCIL STRUCTURE



- Ensures a designated chapter legislative chair or liaison is assigned to each congressional district.
- Creates and executes an annual legislative plan.

Treasurer

- Chairs the finance committee.
- Collects dues (or assessments).
- Maintains an accurate record of all sums the council receives and expends.
- Deposits all sums received in a council-approved federally insured bank, and arranges withdrawal of funds only upon the president's or treasurer's authorized signature.
- Makes disbursements only as authorized by the council.
- Makes funds, books, and vouchers available for inspection and verification by the council or finance committee.
- Creates and maintains an electronic funds transfer account with national MOAA (MOAA.org/ef).

Secretary

- Records the minutes of all council and executive committee meetings, including the names of those present, and sends a copy to each council officer, director, the immediate past president, and each member chapter.
- Confers with the president in advance of each meeting regarding its agenda.
- Emails the agenda at least 30 days in advance of all council meetings to officers, chairs, the immediate past president, and all member chapters, or posts it at least 30 days in advance on the council website.
- Makes available at each meeting copies of the approved minutes of each meeting for at least the past year, a copy of the current bylaws and standing rules, and council rosters.
- Maintains and stores all council records.
- Prepares required reports and returns.

Immediate Past President

- Should remain an active officer of the council, subject to the needs of the president for counsel and advice, and should serve on such committees as the president might request.
- Assists the second vice president on member chapter health and related actions.

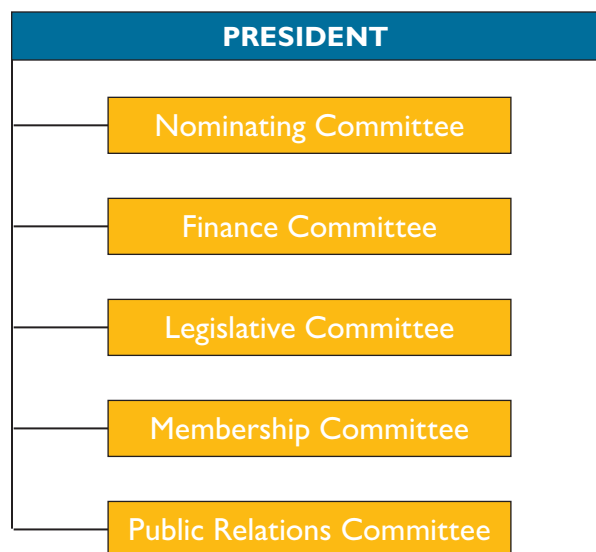
Surviving Spouse Liaison

- Functions as a point of contact for surviving spouse and spouse issues with chapter counterparts, national MOAA, and MOAA surviving spouse resources.
- Serves as a resource to the council regarding matters of interest to surviving spouses and spouses, including legislation and benefits information.

Personal Affairs Officer

- Functions as a point of contact for chapter counterparts.
- Stays informed about rights and benefits.
- Coordinates directly with benefits and financial experts in MOAA's Career Transition and Benefits department.
- Helps resolve questions or problems related to military and survivor rights, benefits, entitlements, etcetera.
- Develops opportunities to encourage, engage, and educate surviving spouses as fully participating members of MOAA.

RECOMMENDED COMMITTEES FOR A COUNCIL



COMMITTEES

Committees are chaired by the officers listed above or by those appointed by the council president, and report to the council president.

Nominating Committee

- Prior to an election of officers, the committee submits a proposed slate to the council secretary.

Membership Committee

- Assists the membership chair with duties.
- Provides guidance and assistance on recruiting and retention to chapters, and coordinates membership efforts among chapters as necessary.

Legislative Committee

- Coordinates statewide coverage by assigning a responsible chapter to each federal congressional district in the state.
- Monitors national and state legislative developments that might affect servicemembers, veterans, and/or their families.
- Informs the council and member chapters of legislative developments of interest to the membership.
- Monitors legislative information from national MOAA, and mobilizes grassroots efforts.
- Provides representation to statewide military coalitions whose goals are compatible with the council's goals.
- Coordinates with the assigned Defense State Liaison

son Office representative for the region.

NOTE: Legislative committee members should be willing to serve a minimum of two years and have staggered departures to maximize continuity and build effective relationships.

Finance Committee

- Recommends new or revised financial policies, when appropriate.
- Recommends for approval an annual budget.
- Recommends, when appropriate, changes to the approved budget.
- Exercises general oversight of the council's financial affairs and makes such reports or recommendations as appropriate.

Public Relations Committee

- Hosts a website and publishes a newsletter.
- Sends a copy of each newsletter to national MOAA Council and Chapter Affairs.
- Establishes and maintains social media presence (e.g., Facebook, Twitter, and LinkedIn).

SECTION 2, CHAPTERS

GEOGRAPHIC CHAPTERS

A geographic chapter's catchment area is defined by ZIP codes identified when a chapter is chartered and redistributed as ZIP codes are changed or added or other chapters are established or closed. MOAA's Council and Chapter Affairs staff provides lists of potential recruits to chapters based on assigned ZIP codes. MOAA members are free to join any one or more chapters, but recruiting should take place only in the respective catchment area. As a general rule, a chapter area should be contained within a single state. Neither national MOAA nor a council is authorized to play a role in limiting the area of a chapter. However, MOAA does rely on a state council, if one exists, to review the distribution of ZIP codes and to distribute new ZIP codes as the U.S. Postal Service adds them to a state's inventory. Two chapters established in close proximity to one another should work through their council to reach agreement on a definitive line of demarcation for recruiting purposes.

VIRTUAL CHAPTERS

A group of national MOAA members who are bound together by some common purpose or affinity may

choose to form a virtual chapter. Virtual chapters are not intended to replace geographic chapters; indeed, they should be considered as a resource as they contribute to membership growth and legislative influence. Their recruiting area is limited only by the membership requirements detailed in their bylaws and not by geography. Where practical, MOAA policies and procedures are applied equitably to virtual chapters. Virtual chapter policies are still evolving, and leaders should refer to the matrix (MOAA.org/chapter-operational-matrix.pdf) for limitations.

BOARD OF DIRECTORS (OPTIONAL)

A chapter’s board of directors leads chapter affairs on behalf of the membership, taking final action on routine matters at board meetings but is not authorized to adopt resolutions or establish positions in the name of the chapter. All chapter members should vote on important issues (such as determining annual dues and establishing positions).

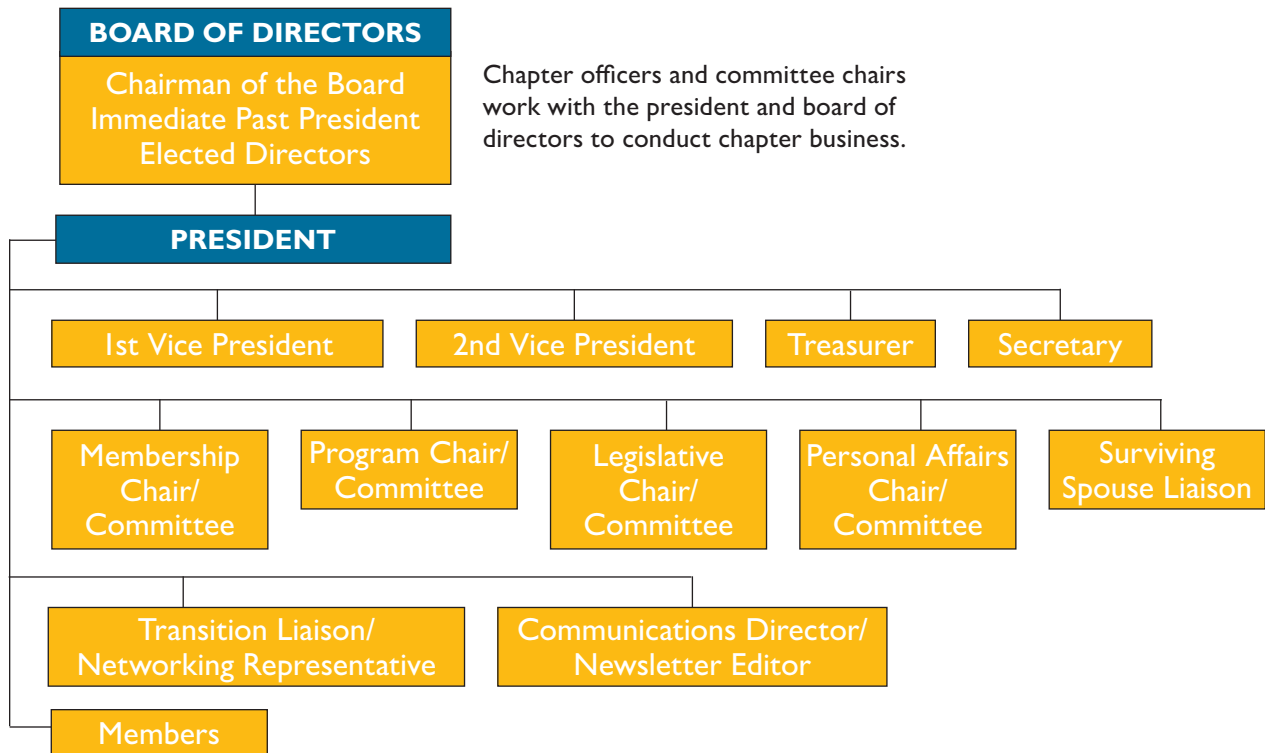
A board of directors comprises elected officers and directors of a chapter, as well as the immediate past president.

OFFICERS

Two-year terms of office are recommended for chapter officers, with a two-term limit for each. Electing approximately half of the elected officers each year (rather than the entire slate every one or two years) will provide greater continuity and ease of conducting chapter business. Typically, the membership elects officers at the last business meeting of a calendar year and installs the new officers at the first chapter meeting in the next calendar year.

A chapter may choose to add or delete officer positions, but at a minimum, the following should be filled by a member or the spouse of a member: president, vice president, secretary or membership chair, and treasurer. Note that virtual chapters, which typically have a more focused mission, might need fewer officers. For all affiliates, the board of directors and officers should reflect the composition of the membership by service, rank, gender, etcetera, and be inclusive of all members, including surviving spouses. One person may serve in multiple non-conflicting officer positions simultaneously. Additionally, chapters are encouraged to elect or appoint back-up, or

RECOMMENDED CHAPTER STRUCTURE



assistant, officers (such as second vice president or assistant secretary) in each critical position to provide for continuity of operations and leadership succession.

President

- Serves as the chapter's chief elected officer.
- Presides at meetings of the chapter and of the board of directors.
- Appoints all standing and special committees except the nominating committee.
- Serves as an ex-officio member on all committees with voting rights on all except the nominating committee.
- Provides direction to the chapter in establishing and maintaining programs.
- Communicates to the chapter or to the board of directors information or proposals to help the chapter achieve its mission.
- Serves as the chapter's principal delegate to the state council of chapters.

Vice President(s)

- Assists the president as required.
- Performs the duties of the next higher office in the event of temporary disability or absence.
- Ascends to the next higher office in the event of a temporary or permanent vacancy during a term or otherwise if specified by, and in accordance with, chapter bylaws or policy.

Treasurer

- Collects dues.
- Establishes and monitors electronic dues payment program through national MOAA.
- Collects payment for programs as required.
- Maintains a record of all monies received and expended by the chapter.
- Makes disbursements authorized by the chapter or board of directors.
- Deposits all sums received in a federally insured financial institution approved by the board of directors.
- Makes a financial report at the annual meeting or when requested by the president.
- Recommends to the board of directors, when appropriate, new or revised financial policies.
- Recommends to the board of directors an annual budget.
- Makes financial records available to the board of directors for audits and upon request.



The terms of office of elected officers for key leadership positions should be two years.

Secretary

- Provides members with timely written notification of all meetings, generally by means of a chapter newsletter.
- Maintains a record of all proceedings at chapter and board meetings.
- Provides board members with timely written notification of all meetings of the board of directors.
- Prepares required correspondence.
- Maintains and preserves the chapter's correspondence files and other records.
- Prepares required reports and returns.
- Maintains and safeguards valuable equipment (such as U.S. and chapter flags) belonging to the chapter.
- Performs other duties commensurate with the office or as assigned by the board of directors or the president.

Membership Chair

- Oversees the chapter's efforts to retain existing members and recruit new ones.
- Establishes goals for, plans, and executes membership drives, and ensures contact with potential new recruits.
- Processes membership applications.
- Maintains the chapter's electronic roster (MOAA.org/roster) with national MOAA.
- Ensures all officers and members are national MOAA members.

Legislative Liaison

- Carries out all duties, and ensures that chapter officers and members conduct themselves officially, in a politically nonpartisan manner.
- Registers with MOAA's Legislative Action Center (MOAA.org/takeaction).
- Coordinates with the council legislative chair to execute the annual legislative plan in applicable congressional districts.
- Establishes and maintains good working relationships with local, state, and national legislators.
- Liaises with other local organizations concerned with military, veteran, or family issues.
- Monitors local, state, and national legislative

developments that might affect servicemembers, veterans, and retirees and their families.

- Keeps the chapter's board and members informed about legislative developments.
- Recommends to the board, when appropriate, new or revised policies or legislative objectives.
- Disseminates to chapter members, but not the general public, the records and positions of elected official and their key staff members and candidates for local, state, and national political offices in the chapter's area on matters affecting servicemembers, veterans, and retirees and their families.
- Taking care to avoid any appearance of bias, arranges, as desired, for elected officials and candidates for public office to speak at chapter meetings, so long as opponents are also invited in the case of candidates.
- As desired, prepares and submits written questions on selected issues to the candidates and publishes replies to chapter members.

Personal Affairs Officer

- Serves as the primary point of contact for issues associated with military rights and entitlements, with emphasis on survivor benefits information.
- In coordination with the surviving spouse liaison, as appropriate, in a case of serious illness or death, expresses sympathy to the next-of-kin and offers assistance (don't duplicate or interfere with the efforts of service casualty assistance officers).
- Keeps members informed, generally by means of a chapter's newsletter, about facilities and services available in the area such as commissaries, exchanges, hospitals, and officers' clubs.
- Creates a library of personal affairs publications, including all MOAA personal affairs publications (MOAA.org/pubs) as well as information available from local VA and Social Security offices.
- Maintains a current list of resources, including:
 - The Defense Finance and Accounting Service Center and the finance centers for the other uniformed services
 - The nearest VA regional office: (800) 827-1000
 - The nearest Social Security office: (800) 772-1213
 - National MOAA's benefits and finance experts
 - Local veterans' service organizations, such as the American Legion, the Disabled American Veterans, and the Veterans of Foreign Wars

Surviving Spouse Liaison

- Does not need to be a surviving spouse.

- Serves as the subject-matter expert on legislative and other topics related to surviving spouses.
- Works directly with national MOAA's Surviving Spouse Advisory Council (MOAA.org/ssac), the council surviving spouse liaison, and other resource organizations.
- Develop opportunities to encourage, engage, and educate surviving spouses as fully participating members of MOAA.

Transition Liaison/Networking Representative

- Serves as the primary point of contact in the chapter for MOAA members and their spouses who are in the process of relocating to the chapter's geographic area.
- Shares job opportunities and local networking opportunities with servicemembers in transition.
- Is familiar with and maintains contact with national MOAA's networking program.
- As desired, attends and promotes transition events in the area.
- Works with the membership chair to ensure new MOAA members are invited to join the chapter.

Programs Officer

Plans and executes a program of activities consistent with the purposes of the chapter and the desires of the membership.

Communications Director/Newsletter Editor

- Publishes a paper or electronic monthly or periodic newsletter to the members.
- Sends a copy of each newsletter to national MOAA Council and Chapter Affairs.
- Establishes and maintains social media accounts as necessary and possible.

COMMITTEES

As necessary and subject to the approval of the board of directors, a president may appoint committees to assist the above officers in carrying out their functions. In addition, from time to time, special committees may be established to deal with discrete requirements and then disestablished when the issue has been resolved. The most common special committee is the nominating committee.

Nominating Committee

Appointed at least 60 days before the annual meeting, a nominating committee should have five members, none of whom are elected officers or members of the

board of directors. A nominating committee develops a proposed slate of elective officers and directors for the next election and determines their willingness to serve. A nominating committee should submit its proposed slate, in writing, to the secretary at least 30 days before an annual meeting. This committee's term ends once this goal is accomplished.

SECTION 3, ALTERNATIVE AFFILIATE RELATIONSHIPS

SATELLITES

Groups of MOAA members may organize satellite units, rather than a full chapter, when the travel distance to their closest chapter is impractical and/or there are insufficient resources to run a chapter. The satellite is an affiliate of an existing chapter. Satellite members pay dues to the host chapter, and the host chapter in turn is expected to share some of the money collected with its satellite for program expenses. Satellite organizations should consult the Chapter, Satellite, and Virtual Operational Matrix (MOAA.org/chapter-operational-matrix.pdf) for a complete list of programmatic differences, but the following apply.

Satellites are not required to have:

- Full formal organizational structure
- Bylaws
- Specific meeting requirements
- Newsletters

Satellites may participate in:

- Social gatherings
- Community service
- Advocacy activities

A host chapter should provide the opportunity for a satellite member to serve on its board of directors and should try to periodically organize joint meetings.

Establishment

- Have at least 10 national MOAA members.
- Have at least two leaders.
- Coordinate with the potential host chapter and state council.
- Obtain endorsement from host chapter and council.
- Sign agreement with host chapter on administrative matters, such as host chapter board representation, access to host chapter newsletter, events and functions, dues collection, and finances.
- Petition, through the host chapter and relevant council, to national MOAA to become a satellite.

Organizational Structure and Limitations

Chapters that choose to convert to a satellite status will be disestablished or placed in an "inactive" status until they reform as a chapter or close at their discretion.

Satellites will not be formally chartered but will be provided appropriate recognition from national MOAA.

The host chapter should maintain the electronic membership roster (MOAA.org/roster) for the satellite. Satellite members will be counted as members of the host chapter.

- Satellites are not eligible to compete independently for national awards or incentives, as they are part of the host chapter.
- National visits to the satellite normally will be in conjunction with visits to the host chapter, either in sequence or by invitation to the host chapter event.

ADJUNCT ORGANIZATIONS

In some cases, affiliates incorporated under one Internal Revenue Service (IRS) provision (i.e., 501(c)(19)) have asked if they can establish secondary organizations under another provision (e.g., 501(c)(3) or 501(c)(4)) in order to accept tax-free charitable contributions or to maintain an acceptable ratio of former military personnel (you can learn more at www.irs.gov/pub/irs-pdf/p557.pdf). Nothing prohibits affiliates from establishing organizations to help the parent organization achieve its mission.

One such organization might consist of individuals who are interested in supporting a chapter but are ineligible for MOAA or chapter membership themselves, such as spouses or former enlisted personnel. Another common adjunct, or affiliate, organization is a 501(c)(3) scholarship fund. An adjunct organization president or chair is typically included as an ex-officio member of a chapter's board of directors to maintain good communication between the two organizations and keep their objectives and activities properly coordinated.

Note: Surviving spouses are regular members of MOAA who make important contributions to the military and veteran communities through their service in councils and chapters. As a unique and valuable resource, they should be included as members of the chapter, not of an adjunct organization.

Chapter II

Establishment

Other than Section 1 below, this chapter applies to both councils and chapters.

SECTION 1, ORGANIZING A NEW COUNCIL

A majority of chapter leaders should be represented at an initial organizational meeting. With the initiator of the project presiding, those present should explore the reasons for and against establishing a council. If the ultimate decision is to proceed, the organizing committee should send copies of the proposed bylaws and officer slate to each chapter in the state. After an adequate review period, delegates from all chapters should be invited to a second organizational meeting. The chair of the organizing committee should preside, and the following should be accomplished:

- Proposed bylaws should be amended as necessary and approved and adopted by the delegates.
- An initial set of officers should be elected.

Upon report from their respective delegate, each chapter then should decide whether to affiliate with the proposed council and notify the organizing committee of its decision. The chair of the organizing committee should submit a written application to national MOAA, including a copy of the council's bylaws, a list of officers with contact information, and a list of affiliated chapters.

SECTION 2, ORGANIZING ANY NEW AFFILIATE

ORGANIZING AND NOMINATING COMMITTEES

An organizing committee (generally three members) should be created to draft proposed bylaws and coordinate establishment. A separate nominating committee should prepare a proposed slate of candidates for the initial leadership team, to be presented to the organizing committee. The project leader should inform national MOAA Council and Chapter Affairs and request any assistance. Chapters should coordinate with the state council, if one exists.

MINIMUM REQUIREMENTS

New affiliates should:

- For councils, have at least three member chapters in the state.
- In the case of all other affiliates, have at least 10 national MOAA members, with the necessary number (at least two, in the case of virtual chapters and satellites) willing to serve in leadership positions.
- Produce written bylaws.
- Establish a bank account and electronic funds transfer account with national MOAA (MOAA.org/eft).
- Provide to national MOAA a membership roster with name, rank, and MOAA member number.
- Petition MOAA Council and Chapter Affairs to become an affiliate upon subsequent approval of the board of directors.

NAMING

An affiliate name should be short and simple and contain some reference to the location (or interest, in the case of virtual chapters). Good examples include the Hampton Roads Chapter, the Pikes Peak Chapter, and the Surviving Spouse Virtual Chapter. Each affiliate will be assigned a code, or "alias," by national MOAA that should be referenced in future correspondence for efficiency of administration.

CONTACT INFORMATION

Each affiliate should have a permanent mailing address, preferably a post office box, which should be checked regularly. Chapter post office boxes should not be used for personal mail. Each affiliate should also have an organizational email address for continuity and to facilitate receipt of official correspondence.

MISSION

Chapter leadership should formulate a description of why the chapter exists. The ability to clearly articulate the mission will aid greatly in focusing programs as well as in recruiting and retaining members. The affiliate's mission should be spelled out in its bylaws. A chapter's minimum goals should be:

- Membership growth
- Grassroots advocacy
- Engagement (amongst members and/or the local community)

FINANCIAL ASSISTANCE

National MOAA will reimburse a newly established affiliate for expenses related to starting a new chapter,

such as incorporation fees, printing and postage, stationery, and other administrative costs (not to include travel), up to a certain maximum amount determined on an annual basis. A member of the organizing committee should keep receipts for these expenses and submit them with a request for reimbursement to MOAA. The reimbursement will be disbursed from national MOAA via an electronic funds transfer to the affiliate's account. Other than the affiliate itself, national MOAA will not reimburse any person or organization unless specifically authorized in advance.

INCORPORATION

Councils and chapters are encouraged to incorporate in their state. An incorporated chapter is recognized as a legal entity that may enter into and enforce contracts; acquire, own, and dispose of property; and make investments. Corporate status provides for the legal continuity of the affiliate, and it generally, though not always, protects officers, directors, and members from financial liability for an affiliate's acts. Incorporation is a matter of state law, and any affiliate considering incorporation should obtain legal advice from an attorney licensed to practice law in their state.

An affiliate's articles of incorporation, which set forth the affiliate's purpose, are separate from its bylaws, but the two documents should be consistent with one another. Most states require organizations that have been granted corporate status to file an annual report or at least the names and addresses of its directors and officers. A small annual fee usually is assessed. Failure to file a required annual report could result in the involuntary dissolution of the corporation, the imposition of financial penalties, or both.

TAX EXEMPTION

National MOAA's tax-exempt status does not extend to affiliates. We recommend every affiliate seek exemption from federal corporate income taxes. *IRS Publication 557, Tax-Exempt Status for Your Organization*, sets forth procedures for obtaining exemption recognition, annual filing requirements, and other information. Call the IRS Forms Distribution Center at (800) 829-3676 for a free copy, or visit <https://www.irs.gov/pub/irs-pdf/p557.pdf>. The following are the basic steps to seek exemption:

- Use IRS Form SS-4, Application for Employer Identification Number, to apply for an EIN, also known as a tax ID number, online at www.irs.gov/pub/irs-pdf/fss4.pdf. This is required even

though an affiliate has no employees.

- Fill out and submit IRS Form 8718, User Fee for Exempt Organization Determination Letter Request, which can be downloaded at www.irs.gov/pub/irs-pdf/f8718.pdf.
- Fill out and submit IRS Form 1024, Application for Recognition of Exemption under Section 501(a), which is downloadable at <https://www.irs.gov/pub/irs-pdf/f1024.pdf>. If the IRS approves a chapter's Form 1024 application, it will issue a determination letter to the chapter.

A chapter may seek exemption under the Internal Revenue Code Section 501(c)(19) or 501(c)(3). For a chapter to qualify as a 501(c)(19), at least 75% of its members must be past or present members of the U.S. uniformed services. Additional guidance on tax exemption, including annual filing requirements, is available at MOAA.org.

LIABILITY INSURANCE

National MOAA's insurance policy does not extend to affiliates due to the nature of the affiliate relationship. We strongly recommend affiliates purchase their own policy after considering the information below. Of note, affiliates are required to obtain liability insurance before receiving a Community Outreach Grant from The MOAA Foundation.

Any discussion of liability insurance for MOAA affiliates must begin with the legal doctrine of charitable immunity for nonprofit organizations. At one time, this doctrine protected charitable entities from financial responsibility for causing harm, but in recent years, legal liability for most nonprofit organizations — whether or not they have become incorporated or been declared tax-exempt by the IRS — essentially is the same as that of for-profit corporations.

The scope of protection offered by state statutes varies greatly. In this litigious age, neither immunity from liability nor scrupulous conduct will guarantee officers and board members protection against lawsuits, nor against the substantial costs of defending themselves.

An organization's board has a duty to conserve and protect its assets. This duty is best approached through risk management, which starts with risk identification. Begin by asking what the affiliate does that might result in a claim. While insurance brokers and attorneys can help here, consider:

- Are alcohol and/or automobiles — proven risk-



Each chapter establishes its own dues structure, which is separate from the dues paid for membership in national MOAA.

- heighteners — regular features of chapter activities?
- Does the chapter meet in the same on-base community club each month, where the surroundings are familiar, or do members enjoy regular changes of scenery?
- Are chapter activities relatively sedate (miniature golf) or adventurous (skydiving)?
- Do some members provide transportation for other members as a courtesy?
- Is there a designated-driver policy? If so, is it followed?
- Are there internal controls on how cash is handled?

Once identified, a risk should be analyzed to determine whether it can be reduced to an acceptable level or be protected against in some fashion. If a risk cannot be eliminated or reduced to an acceptable level, insurance becomes very attractive. Each affiliate is highly encouraged to obtain liability coverage for protection from lawsuits resulting from bodily injury and property damage at chapter-sponsored activities. Coverage also would apply for chapter participation elsewhere, such as a community-sponsored event. Securing competitive bids for policies generally is advisable. Start with a local, independent insurance agent. Such an agent can help find an insurance company that has a strong business presence in the local area. Affiliates can also receive a no-obligation quote from Mercer Consumer, a service of Mercer Health and Benefits Administration LLC. Contact national MOAA for more information, or visit MOAA.org/mercer-affinity.

Compare policies not just by cost but also coverage. Reading the entire policy, including definitions and exclusions, is critical, because an agent's oral representations often cannot be enforced. The scope of coverage often is affected by whether a policy is written on an occurrence or claims-made basis. With occurrence coverage, an incident is covered if it occurs within the policy period. Coverage under a claims-made policy depends on when a claim is filed. If an incident occurs during the policy period, but a claim is not filed until after a specified later date, the claim might not be honored. The occurrence form usually is preferable but not always available.

NOTE: Affiliate leaders often ask for advice on obtaining Directors and Officers ("D&O") insurance. This is generally not necessary IF the affiliate is properly incorporated and has adequate general liability coverage.

CHARTERING

MOAA's board of directors must vote to approve a new affiliate. Once approved, Council and Chapter Affairs will prepare the charter and assist in coordinating a presentation ceremony.

Chapter III Council and Chapter Operations

SECTION I, ADMINISTRATION BUSINESS CARDS

Business cards are useful for chapter officers to use when conducting official business and as a recruiting tool.

INFORMATION

Appropriate steps should be taken to ensure the security of members' personal information. Any files containing personal information, including MOAA-provided email addresses, should be maintained in a secure manner, password-protected, and accessible only by authorized council and chapter officers.

MAIL

Tax-exempt affiliates qualify for nonprofit U.S. Postal Service marketing mail rates. Visit your local post office for details and to apply.

STANDARD OPERATING PROCEDURES

Officers may wish to implement written standing rules and procedures to ensure continuity for such things as meeting dates and locations and reimbursement of expenses.

STATIONERY

Every affiliate should use letterhead stationery for official correspondence. In designing letterhead:

- Use standard business-size paper: 8½ x 11 inches.
- If desired, use either the MOAA logo or the MOAA

shield (but not both together) in the letterhead layout. The registered trademark and information on use may be found at MOAA.org/logos.

- Emphasize the chapter's name, and indicate its affiliation with national MOAA by using one of the following references:
 - THE (Full Name) CHAPTER
An affiliate of the Military Officers Association of America
 - OR
 - THE (Full Name) CHAPTER
Affiliated with the Military Officers Association of America
- Provide complete mailing address and (optionally) email address and phone number.

SUPPLIES

MOAA- and chapter-branded supplies and gifts (such as ROTC/JROTC medals, gold bars, challenge coins, apparel, et cetera) may be purchased from the MOAA store (MOAA.org/store).

SECTION 2, FINANCES

DUES

Each affiliate establishes its own dues structure, which is separate from the dues paid for membership in national MOAA. The average charge for chapter dues is \$15-\$20 a year. Honorary members are usually exempt from all dues, unless otherwise decided by a chapter's board of directors. We strongly advise that chapters considering a life membership program seek professional financial advice prior to doing so, as it could have a negative effect on the future stability of the chapter.

National MOAA encourages use of our online chapter dues program (MOAA.org/onlinechapterdues).

OPERATING COSTS

When estimating operating costs, consider:

- Procurement of stationery, forms, mailing labels, and other administrative supplies
- Rental of a post office box
- Postage
- Webpage development and maintenance
- Printing of bylaws, membership directories, membership solicitation material, and address labels
- Publication of a newsletter (electronic format is recommended)
- Name tags
- Meals, drinks, and token gifts for guest speakers and their spouses
- Chapter recruiting and retention
- Travel and other expenses related to chapter representation at council meetings, legislative activities, etcetera
- Council dues

OTHER EXPENSES

- Special activities
- Flowers for members who are ill or for families of deceased chapter members
- Memorial contributions
- Scholarship grants or contributions
- Contributions to charities.

PROCESSES

Affiliates should establish a checking account for official funds using the Employer Identification Number (EIN) (see "Income Tax Exemption" section for instructions on obtaining an EIN). Each affiliate should also establish an electronic funds transfer account with national MOAA to allow for disbursement of monetary incentives, reimbursement, and other programmatic funds. The EFT process is outlined at MOAA.org/eft.

Affiliates should conduct a formal audit of financial records before the installation of each new treasurer and no less frequently than every four years.

SOURCES OF FUNDS

Though national MOAA provides financial assistance to help offset some administrative costs in the development of new affiliates, once an affiliate is organized and chartered, it is expected to be financially independent.

Dues (or chapter assessments in the case of councils) alone are probably insufficient to support all required expenses, and additional fundraising efforts might be necessary. Consider:

- Investment income
- Raffles with donated prizes
- Setting prices for meals slightly higher than cost
- Selling advertising space in a newsletter
- Selling soft drinks or food items at local community or military functions
- Corporate sponsors
- Partnerships
- A golf tournament

- Having a potluck dinner for a monthly event and charging the normal dinner fee.

National MOAA also offers several programs to financially support affiliate activities. Find information on MOAA.org on these programs, including:

- How to apply for a MOAA Foundation Community Outreach Grant (MOAA.org/communitygrant)
- MOAA/USAA sponsorship program (MOAA.org/USAAsponsorship)
- Local advertising opportunities (MOAA.org/chapter-ads)
- MOAA insurance advertising opportunity (MOAA.org/insurance-ad; January to May only)
- Royalties from MOAA Vacations (<http://brennco.com/MOAAVACATIONS/>)
- Recruiting and retention incentives (MOAA.org/Annual-Retention-Incentive-2020.pdf)
- Mileage supplement (for council presidents, to support visits to chapters; MOAA.org/uploaded-files/mileage-2020.pdf).

SECTION 3, MEMBERSHIP

ELIGIBILITY

Eligibility for regular chapter membership should be the same as those for national membership:

- Men and women who are or have been federally commissioned in one of the U.S. uniformed services;
- Surviving spouses of former national MOAA members who are deceased, or survivors of deceased individuals who would, if living, be eligible for membership.

HONORARY CHAPTER MEMBERS

A board of directors should be empowered to grant honorary membership to certain individuals in recognition of their services to the nation, the military community, or the chapter. This practice can be helpful in establishing good relations with influential people but should not be overdone to the extent that honorary membership loses its significance. Honorary members normally are not assessed dues, but a board of directors may elect to do so. National MOAA does not have the capability to include honorary members in chapter rosters.

NATIONAL MOAA MEMBERSHIP ELIGIBILITY

Membership in national MOAA is separate and distinct from chapter membership, but all chapter

members should be national members in good standing in one of the three following categories.

Basic Membership

Basic membership serves as a free introduction to MOAA membership. Basic members get retail and travel discounts and electronic access to MOAA news. A valid email address is required for this membership category.

Premium Membership

Premium membership allows officers to take advantage of everything MOAA has to offer for an annual membership fee. Premium members have access to an extensive suite of tools and resources, including *Military Officer* magazine (MOAA.org/moaaonline). Premium membership helps fuel our advocacy engine by providing the support and resources we need to ensure MOAA's voice is heard loud and clear on Capitol Hill.

Life Membership

This category offers the greatest value to officers in any stage of life and career. Life members receive all the benefits of Premium membership, plus more, for life. Life membership benefits are extended to spouses of Life members and are inherited by the spouse upon the member's death. Life membership helps fuel our advocacy engine by providing the support and resources we need to ensure MOAA's voice is heard loud and clear on Capitol Hill.

Learn more about the benefits of all three membership types at MOAA.org/join.

APPLICATION

Ideally, each chapter should customize MOAA's Joint Enrollment Form (MOAA.org/uploaded-files/join-form-2020.pdf) or prepare a unique membership application to include information about the chapter and key activities it supports. A board of directors may accept or reject any membership application. However, no applicant who otherwise is qualified shall be denied membership on the basis of race, religion, gender, or sexual orientation.

Applications for membership should be acknowledged promptly. A chapter secretary should mail or email a welcome letter to each new member immediately following approval of the membership along with a copy, if possible, of the membership directory and the most current newsletter.

ELECTRONIC ROSTERS AND DIRECTORIES

Regular (not honorary) members should be listed on the affiliate's electronic roster on national MOAA's membership database (MOAA.org/roster). The duty to maintain the roster should fall on the membership chair or secretary if a membership chair is not assigned.

Although not required or necessarily recommended, some chapters choose to periodically publish and distribute a membership directory. To protect member privacy, the directory should state clearly: "This directory is published for the personal information and use of chapter members and their spouses. It must not be used for any type of solicitation or for a purpose not in the best interests of this chapter and its members. Ensure this directory is kept out of the possession of any person or organization that might misuse it."

It is strongly recommended that affiliates adopt a security policy similar to national MOAA, which states in part, "[t]he email addresses of MOAA members and others who subscribe to our email newsletters are not sold or rented to anyone, including business partners, advertisers, and providers of insurance or other member benefits." The full policy may be referenced at MOAA.org/privacy.

SECTION 4, RECRUITING AND RETENTION

RECRUITING

Successful recruiting programs almost always involve primarily person-to-person contact followed up by a personalized letter from the chapter president and contact by the membership chair. Sources of potential members include:

- Present membership: Every member knows people who are eligible for membership.
- MOAA member lists: Each month on MOAA's electronic roster (MOAA.org/roster), the Near Real Time Report is available to chapters. The report — which lists new MOAA members, those who have relocated to the chapter's area, and those who have recently opted in to receiving communications from their local chapter — should be used as a list of potential chapter recruits. The report also lists MOAA members in the area who have opted OUT of communications from chapters, and chapters should ensure those preferences are respected.



Retention, like recruiting, is tied to effective chapter leadership and, ultimately, how well the leadership satisfies management responsibilities.

- Local military installations: Active and reserve-component units, officers clubs, and retiree councils are excellent sources of potential chapter members.
- Outreach events such as National Guard Association conferences and retiree seminars (sometimes referred to as retiree appreciation days or retiree open houses): A chapter might want to sponsor such an activity and invite a benefits and finance expert from MOAA's Transition Center to participate and make a presentation. Establish early contact with the military office or person arranging the program (usually a retirement services officer or a retiree activities director) and request permission to set up a chapter booth or table. Well attended, stocked, and colorfully decorated booths or tables will attract more attention. Upon request, national MOAA will provide a standardized outreach package with various forms, brochures, and selected publications. Request materials from national MOAA's Member Service Center by calling (800) 234-MOAA (6622) at least six weeks in advance, if possible.
- Chapter transition liaison/network representative: National MOAA and sometimes local installation transition offices (if you build a relationship with them) can help introduce transitioning officers to a MOAA chapter in the area where they will settle after they leave service. This practice has excellent potential for helping recruit these prime candidates for chapter membership.
- Inclusivity: Reach out to currently serving, Guard and Reserve, second career, fully retired, former officers, surviving spouses, and spouses of all the previously mentioned.
- Year-round recruiting: Select certain times for intensive drives, but remember recruiting is a continuous, year-round process.
- Annual recruiting guide: National MOAA publishes this guide with processes, tips, and information on current incentives. Download the latest version by clicking the link at MOAA.org/chapter-recruiting.



Most successful affiliates have a good balance of social events, legislative advocacy activities, and outreach events/community involvement.

RETENTION

Some specific factors that can present retention obstacles are:

- Vague chapter mission and focus.
- Age (perception that a chapter is for older people only and the fact that some older members can't always attend meetings).
- Repetitive or uninteresting activities.
- Members, especially new members, feeling unwelcome due to cliques or inattention.
- Lack of attachment to a community.

To overcome retention obstacles, chapter leaders might want to consider these strategies:

- Have a welcoming committee.
- Remind chapter members to openly and warmly greet potential new members and socialize with them when they arrive at a chapter function.
- Recognize affiliate officers and members with awards for outstanding performance. See MOAA.org/MOAA-chapter-awards for local and national recognition programs.
- Perform individual recognition ceremonies and present awards at meetings.
- Use a website or newsletter to recognize accomplishments of members and publish biographies.
- Highlight new chapter members in a newsletter to make them feel welcome and part of the organization.
- Offer leadership opportunities such as community-service projects.
- Facilitate member involvement by asking them to serve on short-term, one-time-only special projects such as discovering a new meeting place, contacting legislators regarding MOAA or military legislation, or serving on a nominating or other committee.
- Offer ride-sharing programs to chapter activities for new or older chapter members.
- Keep costs economical, but don't let price be the driver of what type of activity to hold.
- Vary meeting times, days, and programs to meet member needs.
- Provide entertainment (use nearby colleges, uni-

versities, and high schools).

- Invite relevant speakers such as legislators or city officials.
- Organize special events and raffles, gift exchanges, etcetera.
- Establish a phone tree for such purposes as attendance, contacting members moving into or out of the area, or health concerns.
- Contact inactive members before terminating their membership in the chapter.

LEADERSHIP DEVELOPMENT AND SUCCESSION TIPS

Solid recruiting and retention programs should also relieve challenges with “leader burnout” by helping to develop a “bench” of upcoming leaders. In addition to the above:

- Identify potential candidates while conducting normal affiliate business. Begin generating interest in leadership positions well before a call for nomination. Be inclusive and proactive in also grooming surviving spouse members and spouses for leadership positions.
- Develop a chapter operations handbook containing the chapter's bylaws, a brief summary of job descriptions of the various leadership positions, and any other material that can help individuals understand the various duties and responsibilities.

SECTION 5, MEETINGS

Most successful affiliates have a good balance of social events, legislative advocacy activities, and outreach events/community involvement (support of youth programs and military/veterans causes).

FREQUENCY OF MEETINGS

Councils typically meet quarterly and may rotate hosting duties among chapters or hold meetings in a place convenient to the majority of attendees. Teleconferences and other virtual options may also be considered. An agenda should be sent to each member chapter 30 days in advance to permit chapter delegates to discuss the agenda with their chapter and prepare for the meeting.

Most MOAA chapters schedule monthly meetings on the same day (e.g., the first Thursday) of each month. However, some meet less frequently. Many suspend meetings during the summer months.

Board meetings ideally should be held monthly,

even if chapter meetings are held less frequently. The chapter president chairs all board meetings. Any proceedings of general interest should be reported to the chapter's membership in a chapter newsletter or posted to the website.

A schedule of all meetings and events should be published early enough in the year such that all members can plan.

MEETING LOCATIONS

Ideally, the place selected for a chapter meeting should be centrally and conveniently located and large enough to accommodate the number of people expected to attend. If a council or chapter covers a large area, we recommend moving the meeting location periodically.

TYPES OF MEETINGS

Social Meetings

The most common type of chapter meeting is a lunch or dinner meeting for members and their spouses and guests. Such meetings usually feature a guest speaker and are sometimes preceded by a cocktail hour. Programming should be varied and appeal to all members. Though most members might prefer a monthly dinner or luncheon meeting with a guest speaker, consider offering something different from time to time. Business matters also may be conducted during the social meeting if desired.

Business Meetings

Chapters are urged to plan regular business meetings from time to time to deal with important issues, including an annual meeting for the receipt of annual reports, the determination of dues, and the election of officers and directors. A suggested order is:

- Call to order
- Invocation
- Pledge of allegiance
- Reading, correction, and approval of minutes of previous meeting
- Officers' reports
- Reports of standing committee chairs
- Reports of special committee chairs
- Unfinished business
- New business, including determination of dues and the election of officers and directors on an annual basis
- Announcements
- Adjournment



National MOAA may provide a representative to conduct an officer installation ceremony, if requested in conjunction with a regular visit.

Regular members in good standing may vote on any matter submitted to the chapter membership for decision. Spouses serving in chapter officer positions should also have voting rights as allowed in bylaws.

CONVENTIONS

It is recommended councils hold an annual, or biennial, convention of member chapters. State conventions offer an excellent opportunity for chapter members and potential chapter members to exchange ideas. In scheduling, try not to conflict with national MOAA's annual meeting or workshop in the region (some councils choose to hold a meeting of chapter leaders immediately before or after a national MOAA event in their area). A convention should blend camaraderie with the opportunity to inform, educate, stimulate, and rally support for a council's key priorities such as advocacy efforts, chapter recruiting efforts, and community-service projects. Guest speakers from national MOAA, prominent national figures, and local community leaders can assist in meeting these objectives.

The format can include breakout sessions and/or seminars on topics of interest to attendees. Councils may consider selecting a member chapter to host the convention. The selection of a host chapter should be made at least two years in advance of a planned convention date to allow adequate time to plan and organize. Other member chapters should respond quickly to any calls for assistance from the host chapter. Planning may be done by committee and should include:

- Logistics (hotel, convention meeting facilities, equipment, meals, transportation, and maps of the area)
- Entertainment (sports, tours, shows, etcetera)
- Finances (establishing a budget)
- Hospitality (a local chamber of commerce might assist)
- Program printing
- Programming (agenda, speakers, and workshops)
- Publicity (promotion)



Publicity creates chapter recognition in a community and creates a favorable image of officers, a chapter, and national MOAA.

- Registration

Generally, state conventions are self-supporting. Ideally, early in the planning process, a convention committee will establish a budget that will result in a slight profit. The finance subcommittee should monitor closely all arrangements to ensure they remain within budget allocations. The convention treasurer should establish a separate account for all monies. The council might want to provide an interest-free loan or grant to the host chapter to cover initial expense and/or contact national MOAA to see whether funds are available to assist.

CEREMONIES

Installation of Officers

The installation of new officers calls for a simple but dignified ceremony. A sample installation script is available online (MOAA.org/chapter-ceremony). The ceremony may be conducted at the next regular meeting following an election or may (in the case of councils) be held in conjunction with a member chapter meeting or event, in which case a confirmation of the installation may take place at the next regular council meeting. Confirmation might include passing the gavel and relinquishing the chair. President and past president pins may be requested from MOAA. Generally, the most appropriate person to conduct an officer installation ceremony is the outgoing president. However, national MOAA may provide a representative if the ceremony is to be conducted during a scheduled visit.

Anniversary Celebrations

National MOAA may also provide a representative for significant affiliate anniversaries (25, 40, 50, 60, 75 years). Contact MOAA Council and Chapter Affairs a year in advance to secure a speaker.

SECTION 6, COMMUNICATIONS

Regular communication with members is vital to the health of any affiliate. To facilitate effective

communication from national MOAA, encourage all members to subscribe to The MOAA Newsletter and to tailor the frequency of delivery and content for their individual preference by accessing their member profile online (MOAA.org/newsletter) or calling MOAA's Member Service Center at (800) 234-MOAA (6622). Affiliates should also communicate regularly and directly with their members as described below.

Keep all council/chapter communications professional, non-partisan, non-discriminatory, and non-inflammatory. Any communication in one's capacity as a chapter leader or member, whether in email, social media, or newsletter, reflect on your affiliate and national MOAA. Affiliate communication tools are not the place to express personal opinions. While all members have the right to express personal opinions in public forums (such as "letters to the editor" in a local newspaper), those opinions should not contain MOAA affiliation and should preferably be accompanied by a disclaimer that the opinion is solely that of the author and not any associated organizations.

VIRTUAL TOOLS

Although in-person interaction with colleagues and members is generally preferable to communication electronically or by phone, sometimes coming together is not efficient nor even possible. Today, all councils and chapters — not just virtual chapters — can benefit from the ability to hold meetings and conferences virtually as a supplement or occasional replacement for in-person meetings. Affiliates are encouraged to familiarize themselves with and begin using some of the video and teleconferencing tools described in the Virtual Tool Kit and an associated training webinar at www.musnavc.org/working-start-up-kit. Short of hosting an entire meeting virtually, chapters and councils can also use these tools to give individual members who are unable to travel for some reason the ability to dial in to a meeting they otherwise would be unable to attend.

NEWSLETTERS

Ideally, a newsletter should be prepared monthly. An affiliate may have a print newsletter, an electronic newsletter, or both. A newsletter should include:

- Mission statement
- Legislative column
- Information on how people can join
- Time, date, and location of the next meeting

- Upcoming community service and other events
- Articles that are appealing to members

Affiliates with limited resources and those that are publishing a newsletter for the first time may find MOAA's "White Label" template useful. Located online on the MOAA Chapter Communications page (MOAA.org/chapter-communications), it is new each month and contains suggested content to customize and send to members.

Best practices from top affiliate newsletters

- Put the most important news on the front and back covers, which are viewed first.
- Add a table of contents box on the front page titled "What's Inside."
- Don't reprint copyrighted material.
- Use the correct MOAA logo (MOAA.org/logos).
- Don't use too many different typefaces. Be consistent throughout the publication.
- Ask your readers if the type is comfortable to read.
- Break up text with images and photos, and include a caption and a photo credit with every photo.
- Add color through photos or headlines, but don't use colored paper.

Other tips

- To save money, consider emailing the newsletter to all members with email access.
- Consider offering an incentive, such as a discount on membership dues, to those who agree to receive the newsletter via email.
- Email a copy of your newsletter to national MOAA at chapters@moaa.org.
- Periodically mail a chapter newsletter to non-chapter members as a potential recruiting tool.
- Send complimentary copies to legislators' local offices, so they become familiar with what the chapter is doing and what types of legislative issues members are focusing on.

WEB PRESENCE

Having chapter information available on the internet is one of the best ways to reach active duty and younger members. If you have a member who has the expertise and time to establish and maintain a website, consider some of the below tips. If not, at least consider contacting MOAA to establish a basic web presence on the national MOAA website.

Send your website information to chapters@moaa.org so that we may link to it from our website. Include:

- A chapter mission statement;
- A link to MOAA's website (www.moaa.org) and to your state council's website, if one exists;
- Contact information for the webmaster and chapter officers;
- A link to your most recent newsletter;
- The time, date, and location of the next meeting and other upcoming events and projects;
- Photos and news about recent events;
- Information about legislative efforts; and
- A link or details about how to join.

PUBLICITY

Publicizing a chapter is helpful in building community relations and attracting potential members. Chapters should consider using news releases with captioned photos, as well as letters to the editor. They also should contribute to and recommend topics for articles. Consider local print, television, and electronic media. National MOAA accepts all of the above. Send ideas, articles, and captioned photos to chapters@moaa.org.

PHOTOS

Best practices:

- Use only high-resolution (hi-res) digital photographs in TIF or JPEG formats.
- To take a hi-res photograph with a digital camera, the camera should be adjusted to the highest quality resolution and settings before taking any photos.
- When submitting photos for publication, send the original file only. Do not manipulate the file with either in-camera enhancing or photo-editing software on your computer. If you desire to submit photos that have been printed, follow the suggestions below:
 - 4-inch-by-6-inch color prints are preferable. Tape a brief caption on the back of a print and provide complete left-to-right identifications to include each person's name; rank; service; and, when appropriate, title.
 - Do not write on the photo itself, and do not use paper clips or staples.

SOCIAL MEDIA

Affiliates are strongly encouraged to establish and maintain an active social media presence to attract younger members and keep all members and the community engaged in chapter activities. Some best practices follow:



A chapter must be politically nonpartisan. As an organization, a chapter should not support or oppose any candidate for political office. However, a legislative committee can and should make a deliberate effort to inform its membership of candidates' positions.

- Chose a technically proficient member to manage social media accounts, such as Facebook, LinkedIn, Twitter, etcetera.
- Chapter Facebook pages can be very effective at promoting community engagement and fellowship.
- Link to national MOAA to increase coverage.
- Ensure all posts are nonpartisan and professional.
- Share information of interest to your members and veterans in the community.

Chapter IV

Programming

SECTION I, ADVOCACY

NATIONAL MOAA ROLE

National MOAA has 10 registered lobbyists who represent the association's positions with respect to federal legislation affecting uniformed servicemembers and their families. MOAA tries to keep its affiliates and members informed about the positions and voting records of elected officials and candidates for office and coordinates national legislative efforts via targeted mailings, magazine and newsletter articles, and special alerts to our members. MOAA's Legislative Action Center can be found at MOAA.org/takeaction; the latest advocacy news from MOAA can be found at MOAA.org/advocacy-news.

LEGISLATIVE SUPPORT

MOAA's ability to successfully achieve its legislative goals requires a team effort by all councils, chapters, and national MOAA staff. Remember that chapters, councils, and national MOAA are politically non-

partisan. Parties or candidates may not be supported or opposed. Supporting or opposing an ISSUE through lobbying, however, is permitted for 501(c)(19) organizations as follows:

- Lobbying: Communicating with a member (or the member's staff) of a local, state, or federal legislative body for the purpose of influencing the member's vote on specific legislation.
- Grassroots advocacy: Communicating with members of the general public in an effort to influence the votes of members of a legislative body.
- Publication of nonpartisan political analysis, such as how candidates have voted on relevant issues.
- Advocacy at the state and municipal levels. Potential areas of interest are income and inheritance taxes and military retirees' and veterans' rights and benefits.

It is important that chapters coordinate state legislative issues with the state council, if one exists.

Note that many states have legal restrictions on lobbying, and these vary widely from state to state. Before engaging in any form of advocacy, a legislative committee should become thoroughly familiar with pertinent provisions of state law, especially requirements for registration and for filing of reports.

The council's legislative committee can coordinate setting the state legislative agenda, contacting legislators and their staffs, testifying before legislative committees, tracking legislation during congressional sessions, and reporting results and voting records. A council may select two or three members of its legislative committee to function as registered lobbyists with the state legislature as prescribed by state law. However, a legislative committee cannot and should not do all the work. Each member chapter and its legislative committee should be considered a subcommittee of a council's legislative committee.

All members working advocacy issues should:

- Know and respect the basic legislative process.
- Maintain a positive attitude.
- Know the facts about the issues MOAA supports, as well as the opposing arguments.
- Promote only MOAA's legislative agenda as approved by its board of directors.
- Present MOAA issues factually and unemotionally, with clarity and brevity.
- Be respectful and courteous, especially when disagreeing.

MEETING AND CORRESPONDING WITH LEGISLATORS

Most lawmakers make trips home to maintain contact with constituents. If a legislator maintains an office locally, chapter officials should become acquainted with the legislator and his or her staff. Know the lawmaker's positions on the issues of interest, and be aware of committee assignments and major legislation in which the legislator has shown interest.

We advise chapters to set up face-to-face meetings with legislators and/or invite them to address chapter meetings. Make sure a legislator understands the purpose of a visit beforehand. If a legislator is addressing a chapter, reserve time for a question-and-answer period and provide the legislator with advance notice of the kinds of questions or issues he or she should be prepared to address. Key questions should be prepared in advance and given to designated chapter members to ensure the session is productive. Finally, provide a legislator with an estimate of the size of the audience and ensure that a majority of the membership actually attends.

During the month of August, most elected officials will return to their home districts and states to meet with their constituents. This is a great opportunity for council and chapter leaders to visit their legislators' local offices and advise them of your and MOAA's concerns on important matters.

MILITARY COALITIONS

Coalition-building with other veterans' groups in the community can be useful to help develop a wider base of support for matters of mutual concern.

SECTION 2, COMMUNITY ENGAGEMENT

Community involvement should be identified as a principal mission objective. It not only generates goodwill in a community, but it also can be beneficial for recruiting and retention. Advertising and publicizing the activities, including visible branding (such as using pop-up signs and wearing MOAA apparel), are important components.

Suggested activities in which a chapter might become involved include:

- Support local Junior ROTC/ROTC programs in an active, visible fashion. For instance, rather than simply presenting medals at a school's annual awards event, consider conducting an independent event to honor recipients and their parents.
- Host a Gold Bar ceremony for newly commissioned officers.
- Sponsor or cosponsor annual patriotic events.
- Serve as mentors for a veterans' treatment court.
- Participate in outreach programs.
- Create a chapter scholarship fund that presents scholarships to local students. An established way to do this is through the MOAA Scholarship Fund (MOAA.org/chapter-scholarship).
- Visit veterans in assisted-living homes.
- Get involved in ongoing activities that honor or serve veterans (e.g., building or refurbishing a local monument). Many of these types of projects are eligible for MOAA Foundation Community Outreach Grants (MOAA.org/communitygrant).
- Sponsor or adopt a military unit.
- Participate in food pantries and food kitchens.
- Support the Marine Corps' Toys for Tots program.
- Volunteer on a base or at a nearby VA medical facility.
- Assist injured and deployed servicemembers' families.
- Sponsor or cosponsor charity events.
- Sponsor or cosponsor a charity golf tournament, or sign up to sponsor a hole in an existing tournament.

THE MOAA FOUNDATION

The MOAA Foundation (TMF) (formerly the MOAA Military Family Initiative) is a 501(c)(3) charitable subsidiary of MOAA that creates, enhances, expands, and supports high-impact, successful programs and services that enable the nation's uniformed servicemembers and veterans of all ranks and their families to maintain a quality of life reflective of their selfless service to America. The foundation funds these programs and services through philanthropic contributions from individuals and organizations that support our mission.

Each year, more than 100,000 currently serving uniformed servicemembers and veterans of all ranks, their families and survivors benefit from programs and services focusing on four categories of critical need aligning with particular MOAA expertise:

- Career Transition
- Professional Education Outreach
- Military Spouse Professional Development
- Community Outreach

TMF offers grants to councils and chapters in support of local community programs and support services in nine areas of critical military and veteran family need: housing, food assistance, employment,



To help councils and chapters, national MOAA continues to develop an ever-growing array of ways to get information to members.

health (including behavioral health), family support, community reintegration, financial assistance, legal assistance, and transportation.

See MOAA.org/foundation for more information. Apply for a MOAA Foundation Community Outreach Grant at MOAA.org/communitygrant.

Chapter V

Organizational Support

MOAA Council and Chapter Affairs is the focal point for all council and chapter activities at national MOAA. The team's responsibilities are to foster communication and close cooperation between the national association and its affiliate, and to aid and advise as requested or needed.

SECTION I, VISITS BY NATIONAL REPRESENTATIVES

National MOAA leaders regularly visit councils and chapters to provide essential updates and individual support. MOAA will visit councils annually and chapters every three to four years, contingent on resourcing. The following policies apply:

Visits, whether conducted by a member of MOAA's board of directors, the president, or senior staff, are coordinated by the Council and Chapter Affairs Department. For efficiency's sake, please direct all invitations in accordance with this process.

- Council and Chapter Affairs will initiate contact with an affiliate in the calendar year preceding that in which a visit is "due" to begin coordinating a mutually convenient date.
- Visits may be requested by affiliates for installation or other special occasions like anniversaries but will usually only be honored if the affiliate is otherwise due for a visit.
- Visits may be in-person or by virtual means depending on the circumstances.

- Upon request, assist visits will be made to affiliates struggling with membership or other matters potentially impacting viability. The president of the affiliated council will also be encouraged to attend. Please see Chapter VI to review prerequisites to this type of visit.

SECTION 2, LEADER TRAINING

COUNCIL PRESIDENTS' SEMINAR

In conjunction with its Storming of the Hill each spring, MOAA hosts an annual seminar to energize support for the association's legislative goals and to foster an exchange of ideas among council leaders and national MOAA. Registration is by invitation.

QUARTERLY REGIONAL LEADERS' TRAINING WORKSHOPS

Several times each year, a predetermined number of representatives from each council and chapter in a specific geographic region are invited to participate in workshops to discuss resources and ideas to improve chapter management and operations. Information presented includes that related to legislative advocacy, surviving spouse issues, marketing, and more, and the workshop provides an opportunity for leaders to share best practices and brainstorm amongst themselves. Upcoming events are listed on MOAA's events page (MOAA.org/chapter-events). A workbook containing information from the most recent workshop is always available at MOAA.org/chapter-workbook.

WEBINARS

Webinars on various chapter management topics are available at MOAA.org/webinars.

Chapter VI

Rescue and Closure

Many chapters struggle at times with recruiting, leader fatigue, and other challenges that commonly plague volunteer organizations. In many cases, these challenges can be avoided or overcome by using the techniques and resources described in this guide or by seeking assistance from more experienced chapter leaders, the affiliated council, and national MOAA staff. When none of these processes is enough to "save" a chapter, we offer the below advice.

REVITALIZATION

Indicators that can signal a need for revitalization include:

- Difficulty with leadership succession and getting new chapter officers (leader burnout).
- Poor results with the Self-Help Checklist (download it at MOAA.org/chapter-administration).
- A declining or stagnant membership with increased average age for chapter members.
- Declining attendance and participation.
- Financial problems.
- A dull, uninteresting website or newsletter.
- A lack of variety in chapter functions.
- A poor or nonexistent welcome program for new members.

The following suggestions are offered to help chapter leaders revitalize their chapter:

- Gather individuals who have demonstrated an interest in keeping a chapter alive to develop a revitalization game plan. Going through a review of the chapter's roles and missions is a good start.
- Let all members and eligible nonmembers in the area know what is going on and the consequences if things are not changed.
- Seek out new leadership and get commitments from them.
- Be inclusive. Consider all members as potential officers, specifically surviving spouses and spouses.
- Consider how programs might be adjusted to attract new members.
- Enhance the newsletter by seeking outside assistance, if necessary.
- Establish a web presence.
- Participate in a community-service program.
- Promote successes.
- Take advantage of MOAA's chapter electronic support messages (MOAA.org/electronicssupport) to broadly advertise a meeting or event.
- Seek help from the state council and national MOAA, if necessary, to arrange a chapter "rescue."

RESCUE

If chapter leaders conclude they are unable to revitalize a chapter, national MOAA has outlined a plan of action as a last-ditch effort to save a chapter. Steps include:

- A chapter president makes it clear, preferably in writing, to all members the chapter is in trouble and will close unless new leaders step forward to take charge.
- If that doesn't work, a council president, with the

chapter's president at his or her side, makes an appeal for volunteers at a chapter function.

- Document all revitalization efforts and share with MOAA Council and Chapter Affairs.
- If nothing has changed within 60 to 90 days of these types of efforts, MOAA Council and Chapter Affairs will help the chapter arrange a chapter rescue event.
- This informal event should be scheduled on a weekend to spur maximum participation. A representative from national MOAA and the council president will attend.
- Depending on a chapter's treasury and the financial help a council can provide, the event should be free or at a minimal cost to attendees. Light appetizers, not a meal, should be served.
- About 30 to 45 days before the event, MOAA Council and Chapter Affairs will send a letter to MOAA chapter and non-chapter members in the chapter's area, explaining that the chapter (and MOAA's presence in the area) is about to end. The letter will announce the event and request that those who have a sincere interest in keeping the chapter alive attend and be ready, willing, and able to volunteer for a leadership position.
- In coordination with the Council and Chapter Affairs representative and the council president, the chapter may consider alternate arrangements to closing, such as a satellite structure.

CHAPTER CLOSING

If this last-ditch effort fails and there is no interest in an alternative arrangement, the chapter must close. The following actions should be taken:

- Remaining members vote on what to do with residual funds, and action approved by board of directors. The funds may go to a state council or sent to the MOAA Foundation or MOAA Scholarship Fund or another nonprofit. The funds cannot be distributed to the remaining members.
- Take down chapter website and social media sites.
- Close the bank account.
- Cancel post office box.
- Submit final IRS Form 990 and dissolve the 501(c) organization.
- Notify MOAA Council and Chapter Affairs in writing (email is acceptable), indicating the effective date of closure and how residual funds were disposed of.
- Return charter to national MOAA.

Suggested Bylaws

Councils

ARTICLE I — NAME

Section 1. The name of this organization shall be the _____ Council of Chapters, hereinafter referred to as the council.

Section 2. The council is an affiliate of the Military Officers Association of America. The Association is a non-profit organization operated exclusively for purposes beneficial to the interests of the Nation and its Uniformed Services personnel, their dependents, and survivors.

ARTICLE II — PURPOSE

The council is organized, and shall be administered and operated, exclusively for the following purposes, within the meaning of section [501(c)(3) or 501(c)(19)] of the Internal Revenue Code:

- promote the aims of the Military Officers Association of America (MOAA), as stated in the preamble to the bylaws of that association;
- further the legislative and other objectives of MOAA;
- foster fraternal relationships among retired, active and former officers of the uniformed services and their reserve components;
- protect the rights and interests of retired, active, and reserve component personnel of the uniformed services and their families and survivors;
- provide useful services for servicemembers and their families and survivors;
- serve the community and the nation;
- protect the rights and interests of retired, active, and reserve component personnel of the uniformed services and their families and survivors in matters of state legislation; and
- provide the assistance necessary to member chapters to enable them to effectively serve their members, their communities, and the nation.

ARTICLE III — STATUS

Section 1. This council shall be a nonprofit, operated exclusively for the purposes 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, Indemnification. The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the state as then in effect. Indemnification will not be made when the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The power of indemnification under state law shall not be denied or limited by the Bylaws.

Section 4. The council shall use its funds only to accomplish the purposes specified in Article II above.

Section 5. In the event of dissolution 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.

ARTICLE IV — MEMBERSHIP

Section 1. The membership of the council shall be composed of local organizations of officers of all uniformed services, herein referred to as member chapters, which are affiliated with MOAA and this council.

Section 2. Any chapter affiliated with MOAA should, upon application to and approval by the council, 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.

Section 3. The affiliation of a chapter with the council may be canceled 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 will be decided by a majority vote of the voting members present and voting. (See additional guidance in Section 2.)

Section 2. 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. Additionally, at the discretion of the elected council officers, appointed directors and past council presidents also may be given voting rights.

Section 3. Proxy voting shall not be permitted at meetings of the council.

Section 4. In urgent matters, the president shall be authorized to put questions to a vote by mail, email, or telephone.

ARTICLE VI — FINANCES

Section 1. 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.

Section 2. 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.

Section 3. Dues shall be paid to the council. The total assessment (dues) amount 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 Dec. 31 of the calendar year during which the dues are payable.

ARTICLE VII — MEETINGS

Section 1. There shall be an annual meeting of the council during the fourth quarter of each calendar year for the receipt of annual reports, the transaction of other business, and, every other year, the election of officers. Notice of such meetings shall be emailed to each officer and appointed official of the council and each chapter president at least 30 days before the time appointed for the meeting.

Section 2. There shall be a regular council meeting in each of the first three quarters of each calendar year unless otherwise decided by the president. Written (email or postal mail) notice of time and place shall be provided to each officer and official of the council and each chapter president at least 30 days in advance of each meeting.

Section 3. 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 to each officer and appointed official of the council and each chapter president at least 21 days in advance of each such special meeting.

Section 4. All those with voting rights present at any meeting shall constitute a quorum.

Section 5. 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

Section 1. The elected officers shall be a president, first vice president, treasurer, secretary, and surviving spouse liaison, each of whom shall be a member of a member chapter and also a member of national MOAA. Other officers of the council may be the immediate past president(s) and four appointed directors, each of whom shall be a member of a member chapter and also a member of national MOAA or the spouse of a national MOAA member in good standing.

Section 2. The chapter representatives shall elect council officers biennially. Each election shall be by ballot. Each elected officer shall take office at the first regular 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.

Section 3. Elected council officers and appointed directors shall be eligible to serve no more than two consecutive two-year terms, for a total service time of four years.

Section 4. The first vice president shall fill a vacancy in the office of the president automatically. The second vice president shall fill a vacancy in the office of the first vice president automatically. Vacancies in other elective or appointive offices shall be filled as the council deems appropriate.

Section 5. 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. The president shall also, at the annual meetings and at other times deemed proper, communicate to the council such information or proposals as would tend to increase the effectiveness of the council. Further, the president shall perform such other duties as are necessarily incident to the office of president.

Section 6. 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 the president and the 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 7. The treasurer shall maintain a record of all sums the council receives and expends, make such disbursements as are authorized by the council, and prepare or have prepared any and all tax returns required by law. The treasurer shall deposit all sums received in a federally insured financial institution. Funds may be withdrawn only upon signature of the treasurer or, in the event of the treasurer's disability or absence from the area, the signature of the president. The treasurer shall make a financial report at the annual meeting or when called upon by the president. The funds, books, and vouchers in the treasurer's custody shall at all times be subject to inspection and verification by the council or the finance committee.

Section 8. The secretary shall provide timely written notification of all annual, regular, and special meetings of the council, attend all meetings of the council, and keep a record of all proceedings. The secretary shall maintain the membership records, collect the annual dues, and transfer all sums received to the treasurer. Further, the secretary should also prepare such correspondence as may be required and should maintain the council's correspondence files; prepare whatever administrative reports may be required by law; safeguard all important records, documents, and valuable equipment belonging to the council; and perform such other duties as are commensurate with the office or as may be assigned by the council or the president.

Section 9. 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 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.

Section 2. 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.

Section 3. At the third quarterly meeting, the president may appoint a nominating committee of three people, each of whom shall be a member of a member chapter but not currently an elected officer of the council, to nominate candidates for the elective offices. At least 60 days before the date of the (fourth quarterly) annual meeting, the committee shall notify the secretary in writing of the names of the candidates it proposes. The secretary shall include the proposed slate in the notice of the annual meeting.

ARTICLE X — AMENDMENTS

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 amendment proposed for consideration must be mailed or emailed to each council elected and appointed officer and each chapter president at least 21 days before the meeting.

ARTICLE XI — THE FLAG

The American flag shall be displayed and honored at all meetings of the council.

This is to certify that these bylaws were approved and adopted at the organizational (or annual or regular or special) meeting of the _____ Council of Chapters at _____ on _____.

President's Signature
[Name]
[Grade and Service]

Secretary's Signature
[Name]
[Grade and Service]

Chapters

ARTICLE I — NAME

Section 1. The name of this organization shall be the _____ Chapter, hereinafter referred to as the chapter.

Section 2. The chapter is an affiliate of the Military Officers Association of America and the [state] council of chapters. The Association is a non-profit organization operated exclusively for purposes beneficial to the interests of the Nation and its Uniformed Services personnel, their dependents, and survivors.

ARTICLE II — PURPOSE

The chapter is organized, and shall be administered and operated, exclusively for the following purposes, within the meaning of section [501(c)(3) or 501(c)(19)] of the Internal Revenue Code. The purposes of the chapter shall be to promote the purposes and objectives of the Military Officers Association of America (MOAA); foster fraternal relations among retired, active duty, and former officers of the uniformed services and their reserve components; protect the rights and interests of active duty, retired, and reserve component personnel of the uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; and serve the community and the nation.

ARTICLE III — STATUS

Section 1. The chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

Section 2. Officers, directors, and appointed officials shall not receive any stated compensation for their services, but the board of directors may authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Indemnification. The chapter shall indemnify any person against expenses, including without limita-

tion, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the chapter, or is or was serving at the request of the chapter as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the state as then in effect. Indemnification will not be made when the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The power of indemnification under state law shall not be denied or limited by the Bylaws.

Section 4. The chapter 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 members.

Section 5. In the event of dissolution of the chapter and after the discharge of all liabilities, the remaining assets shall be given to MOAA National or another nonprofit organization whose purposes and objectives are similar to those of the chapter, such organization to be designated by a majority vote of the board of directors.

ARTICLE IV — MEMBERSHIP

Section 1. The membership of the chapter shall be composed of men and women who are serving or have served on active duty or in one of the reserve components as a commissioned or warrant officer in one of the U.S. uniformed services (Army, Marine Corps, Navy, Air Force, Space Force, Coast Guard, Public Health Service, and National Oceanic and Atmospheric Administration) as well as survivors of any deceased individuals who would, if living, be eligible for membership.

Section 2. Applications for membership shall be submitted in writing to the board of directors. Regular members shall submit recommendations for honorary membership in writing to the board of directors. The board of directors shall be empowered to accept or reject any application or recommendation for membership.

Section 3. The board of directors may drop any member for good and sufficient cause after that member has been given an opportunity to be heard. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Regular members are required to hold and maintain membership in national MOAA.

ARTICLE V — VOTING

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote.

Section 2. Only regular members in good standing or, as determined by the board of directors, present at a meeting of the chapter shall be entitled to vote. Spouses of chapter members who are serving in a chapter officer position should be afforded the right to vote.

Section 3. Proxy voting shall not be permitted at any meeting of the chapter.

ARTICLE VI — DUES

Section 1. The annual dues for each member for the next calendar year shall be determined by the membership at the annual meeting, after receiving the board of directors' recommendation on the matter.

Section 2. The annual dues for a calendar year shall become due on Jan. 1 of that year.

Section 3. The board of directors may, without further notice and further hearing, drop any member from the rolls for nonpayment of dues. The member shall thereupon forfeit all rights and privileges of membership.

Section 4. Any chapter member who has been dropped for nonpayment of dues may be reinstated upon reapplication for membership and payment of annual dues for the current year.

ARTICLE VII — MEETINGS

Section 1. There shall be an annual meeting of the chapter during the month of November for the receipt of annual reports, the determination of annual dues for the next calendar year, the election of officers and directors, and the transaction of other business. Notice of the meeting shall be emailed to each member at least 20 days in advance. (Note: If a chapter is incorporated, it must conform to any notice requirements of relevant state laws.)

Section 2. Regular meetings of the chapter shall be held during the months of unless otherwise decided by the board of directors. Notice of each meeting shall be emailed to each member at least 15 days in advance.

ARTICLE VIII — BOARD OF DIRECTORS [OPTIONAL]

Section 1. The board of directors shall be composed of the elected officers (president, vice president(s), secretary, treasurer, and surviving spouse liaison), the immediate past president, and elected directors.

Section 2. The elected officers/directors shall be elected annually or biennially by the membership at the annual meeting. Each elected officer/director shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one year or, if elected biennially, for a two-year term.

Section 3. The board shall have supervision, control, and direction of the affairs of the chapter, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 4. The board of directors shall not be authorized to adopt resolutions or to establish positions in the name of the chapter.

Section 5. The board shall meet upon the call of the president at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members. Notice of each meeting of the board of directors shall be mailed to each member of the board at least 10 days in advance.

Section 6. A majority of the entire board shall constitute a quorum at any meeting of the board.

Section 7. All questions coming before the board shall be decided by a majority vote, with each member of the board present being entitled to one vote. Proxy voting shall not be permitted.

ARTICLE IX — OFFICERS

Section 1. The elected officers shall be a president, vice president(s), a secretary, a treasurer, and a surviving spouse liaison, each of whom shall be a regular member of the chapter or the spouse of a chapter member.

Section 2. The membership shall elect officers at the annual meeting. Each elected officer shall take office at the first regular or special meeting in the calendar year following election and shall serve for a term of one or two years or until a successor is duly elected and installed.

Section 3. Normally, a member shall not serve more than two consecutive terms as president; however, this provision may be waived if there are no volunteers to assume the office and the member agrees and the board of directors concurs in having the member serve another term.

Section 4. The first vice president shall fill a vacancy in the office of the president automatically. The second vice president shall fill a vacancy in the office of the first vice president automatically. Vacancies in other offices shall be filled as the board of directors may decide.

Section 5. The president shall be the chief elected officer of the chapter, shall preside at meetings of the chap-

ter and of the board of directors, and shall be a member ex officio, with right to vote, of all committees except the nominating committee. The president shall also, at the annual meeting and at such other times as might be deemed proper, communicate to the chapter or the board of directors information or proposals to help in achieving the purposes of the chapter. Further, the president shall perform such other duties as are necessarily incident to the office of the president.

Section 6. In the event of the president's temporary disability or absence, the first vice president shall perform the duties of the president. The vice presidents shall perform other duties such as the president might assign.

Section 7. The secretary shall provide timely written notification of all meetings of the chapter and of the board of directors and shall maintain a record of all proceedings. The secretary also shall carryout these duties: maintain the membership records, prepare such correspondence as might be required, maintain the chapter's correspondence files, and safeguard all important records, documents, and valuable equipment belonging to the chapter. The secretary shall perform such other duties as are commensurate with the office or as assigned by the board of directors or by the president.

Section 8. The treasurer shall maintain a record of all sums received and expended by the chapter, collect the members' annual dues, make such disbursements as are authorized by the chapter or the board of directors, deposit all sums received in a financial institution approved by the board of directors, and make a financial report at the annual meeting or when called upon by the president. Funds may be drawn from the account in the financial institution only upon the signature of the treasurer. The funds, books, and vouchers in the custody of the treasurer shall at all times be subject to inspection and verification by the board of directors.

ARTICLE X — COMMITTEES

Section 1. The president, subject to the approval of the board of directors, shall annually appoint standing and special committees such as might be required by the bylaws or might be advisable.

Section 2. The standing committees of the chapter shall include membership and legislative.

Section 3. At least 60 days before the annual meeting, the board of directors shall appoint a nominating committee of five regular members, not currently holding elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the secretary in writing (or email), at least 30 days before the annual meeting, of its proposed slate of officers and directors for the next calendar year, and the secretary shall list in the chapter's newsletter the nominated candidates for the elected offices or email a copy thereof to each regular member at least 20 days before the annual meeting.

ARTICLE XI — AMENDMENTS

The bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the membership at any duly organized meeting of the chapter, provided that a copy of any amendment proposed for consideration has been mailed to each member qualified to vote at least 15 days before the meeting.

ARTICLE XII — THE FLAG

The American flag shall be displayed and honored at all meetings of the chapter.

This is to certify that these bylaws were approved and adopted at the organizational (or annual or regular or special) meeting of the _____ Chapter at _____ on _____.

President's Signature
[Name]
[Grade and Service]

Secretary's Signature
[Name]
[Grade and Service]

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