

**KANSAS COUNCIL OF CHAPTERS  
MILITARY OFFICERS ASSOCIATION OF AMERICA**

**BY-LAWS**

ADOPTED 19 OCTOBER 1974 AND LAST AMENDED 5 MARCH 2005

**Article I - NAME**

The name of this organization shall be Kansas Council of Chapters, Military Officers Association of America (MOAA).

**Article II - PURPOSES**

The purpose of this council shall be to: Promote the aims of the Military Officers Association of America, as stated in the preamble to the BY-LAWS of that Association; Further the legislative and other objectives of the Military Officers Association of America; Protect the rights and interests of retirees, former and active members of the uniformed services of the U.S.A. in matters of state as well as federal legislation; and Provide assistance to member chapters to enable them to effectively serve their members, communities and the nation.

**Article III - STATUS**

**Section 1.** This council shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.

**Section 2.** Officers and appointed officials of the council shall not receive compensation for their services, but they may be reimbursed for expenses incurred in the performance of their duties.

**Section 3.** Nothing herein shall constitute member chapters as partners for any purpose. No member chapter, officer or agent of this council shall be liable for the acts or failure to act on the part of any other chapter, officer or agent. Nor shall any member chapter, officer or agent be liable for its or their acts or failure to act under these BY-LAWS, excepting only acts or failure to act arising out of willful misfeasance or malfeasance.

**Section 4.** In the event of the dissolution of this council and after the discharge of all its liabilities, the remaining assets shall be distributed to the member chapters in proportion to their size.

**Article IV - MEMBERSHIP**

**Section 1.** The membership of this council shall be composed of local organizations of officers and/or warrant officers of the seven uniformed services of the U. S. A., which are affiliated with this council and the Military Officers Association of America, herein referred to as member chapters. Any chapter affiliated with MOAA may, upon application to and approval by this council, become affiliated with the council.

**Section 2.** Immediately after installation of new officers, each member chapter shall notify the council secretary of the name, mailing address, e-mail address, and phone

number of each of that chapter's new officers. Two delegates from each member chapter attending meetings of the Council shall be entitled to vote on matters coming before the Council.

**Section 3.** Affiliation of a chapter with this council does not authorize the council to participate in the organizational or managerial affairs of the chapter unless requested by the chapter.

**Section 4.** The affiliation of a chapter with this council may be cancelled (a) by action of the chapter, (b) by a two-thirds vote of the council or (c) for failure to pay the annual dues and assessment required by Article VII of these BY-LAWS.

## **Article V - MEETINGS**

**Section 1.** There shall be an annual business meeting of the council during the fourth quarter of each calendar year for the receipt of reports, the transaction of other business and the election of officers.

**Section 2.** There shall be a regular meeting of the council during each of the first three quarters of the calendar year, unless otherwise decided by the president with the concurrence of the executive board.

**Section 3.** Special meetings of the council may be called by the president or by the executive board and shall be called upon the written request of any five officers and/or delegates authorized to vote at meetings of the council.

**Section 4.** The council secretary shall mail/e-mail notice of each annual business meeting and each regular quarterly meeting to each member of the executive board, to each committee chairman and to each member chapter's president and secretary at least 30 days before the date of said meeting. Notice of any special meeting must be mailed to each of such individuals at least 15 days before said special meeting. The chapter president or secretary shall notify that chapter's delegates of the time and place of said council meeting.

**Section 5.** A quorum at any meeting of the council shall consist of not less than five delegates and/or elected officers of the council entitled to vote.

## **Article VI - VOTING**

**Section 1.** Each member chapter's delegates and each member of the executive board shall be entitled to one vote at meetings of the council.

**Section 2.** Except as otherwise provided in these BY-LAWS, all questions coming before the council shall be decided by a majority vote.

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

**Section 4.** In urgent matters, the president is authorized to put questions to a vote of the council by mail/e-mail or by telephone. In such instances, a record of the question considered and the vote taken shall be filed with the council secretary and reported at the next meeting of the council.

## **Article VII - FINANCES**

**Section 1.** The Council shall operate on a cash basis and shall not obligate or expend any funds not on hand. Funds of the council may be expended by authorization of the executive board to promote the purposes for which the council exists.

**Section 2.** Each calendar year each member chapter shall pay dues to the council of

fifteen dollars (\$15.00) plus fifty cents (\$0.50) for each member (auxiliary, if paying dues) based on the chapter's membership as of the preceding 31 December. Annual dues shall be forwarded to the Treasurer no later than 1 February of each year. Membership in the council may be forfeited by failure to pay dues 30 days after the chapter is given notice of the chapter's delinquency.

## **Article VIII - OFFICERS**

**Section 1.** The elective officers shall be a president, a president-elect, a vice-president, a second vice-president and a treasurer, each of whom shall be a member of a member chapter and a member of the Military Officers Association of America and shall reside in the state of Kansas or within 50 miles thereof.

**Section 2.** The elective officers shall be elected at the annual business meeting. Election shall be by written ballot. Each elective officer shall take office at the conclusion of the meeting at which elected and shall serve for a term of one year and until a successor is duly elected and installed.

**Section 3.** The president, subject to the approval of the council, shall appoint a secretary for the council, who shall be considered as an appointive officer without right to vote. The secretary's term of office shall be coincident with that of the president.

**Section 4.** A vacancy in the office of president shall be filled automatically by the president-elect. A vacancy in the office of president-elect shall be filled automatically by the vice-president. A vacancy in the office of vice-president shall be automatically filled by the second vice-president. Vacancies in other elective offices shall be filled as the council may decide.

**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 communicate to the council such information or proposals that would tend to increase the effectiveness of the council. The president shall perform such other duties as are incident to the office.

**Section 6.** In the event of the president's temporary disability or absence, the president-elect shall perform the duties of president. In the event of the temporary disability or absence of both the president and president-elect, the vice-president shall perform the duties of the president. The president-elect, the vice-president and the second vice-president shall perform such other duties as the president may assign.

**Section 7.** The Treasurer shall maintain a record of all sums received and expended by the Council and shall make such disbursements as are authorized by the Council or the Executive Board, (a) collect the annual chapter dues and assessments; (b) prepare such correspondence as may be required to notify chapters of delinquent dues; (c) prepare, with the assistance of the Secretary, reports and tax returns as may be required by law; (d) deposit all funds 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 temporary disability or absence, the signature of the President. The Treasurer shall make a financial report at each meeting of the Council 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 by the Council or the Finance Committee.

**Section 8.** The Secretary shall provide timely written notification of each annual business, regular and special meeting of the Council, attend all meetings of the Council and keep a record of all proceedings. The Secretary shall also: (a) maintain the membership records; (b) prepare such correspondence as may be required and maintain the Council's

correspondence files; (c) safeguard all important records, documents and valuable equipment belonging to the Council; and (d) 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 - EXECUTIVE BOARD**

The elected officers and the immediate past president shall constitute the executive board. The executive board shall, between meetings of the council, transact such business as is referred to it or cannot be deferred until the next council meeting. At each meeting of the council, the president shall present a report of executive board meetings held since the last meeting of the council.

### **Article X - COMMITTEES**

**Section 1.** The president shall appoint such standing committees as may be required by these BY-LAWS and may appoint special committees as the president may find advisable. Such appointments, unless terminated sooner, shall expire upon completion of the president's term of office.

**Section 2.** The standing committees of the council shall include a legislative committee, a chapter committee, a publicity committee, a finance committee and an auditing committee.

**Section 3.** Not less than 180 days before the annual business meeting, the council shall elect a nominating committee of not less than three persons, one of which shall be designated Chairman, each of whom shall be a member of a different member chapter, to nominate one or more individuals for each elective office. The nominating committee, before making its report, shall contact each nominee to be proposed and determine that said nominee will serve in the office for which nominated if elected. At least 45 days before the date of said annual business meeting, the committee chairman shall notify the secretary in writing of the names of the nominees the committee proposes. The secretary shall include the names of the committee's nominees in the notice of said annual business meeting.

**Section 4.** Not less than 90 days before each annual business meeting, the president shall appoint an auditing committee to audit the books of the treasurer and make a written report to the council at said annual business meeting.

### **Article XI - PARLIAMENTARY AUTHORITY**

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 BY-LAWS and any special rules of order the council may adopt.

### **Article XII – AMENDMENTS**

These BY-LAWS may be amended by a two-thirds vote at any meeting of the council, provided a copy of any amendment proposed for consideration has been included in the notice of the meeting.

### **Article XIII - EFFECTIVE DATE OF ADOPTION**

The above BY-LAWS are adopted to replace the CONSTITUTION AND BY-LAWS adopted by the Kansas Council of Chapters, TROA, on 19 October 1974, as amended 23 November 1996, 19 February 2000, and amended again to reflect the new Military Officers Association of America (MOAA) on 10 May 2003. The present elected officers shall remain in office until the election of new officers at the annual business meeting in 2005. All other provisions shall take effect on the date of the adoption of the above BY-LAWS.

### **CERTIFICATE**

I certify that the above is a true and correct copy of the BY-LAWS of the Kansas Council of Chapters, The Retired Officers Association (TROA) adopted on 19 October 1974, amended on 2 March 1996, on 23 November 1996, on 19 February 2000, and on 10 May 2003, under the new organization of Military Officers Association of America (MOAA), and amended again herewith on 5 March 2005.

JOHN W. HALLADAY  
COL, AUS-Ret  
Secretary  
5 March 2005

HARRY B. MALNICOF  
MAJOR USMC-Ret  
President