

Military Officers Association of America - High Country Chapter #21

P.O. Box 3312 Boone, NC 28607

Revised: 2 April 2024

BY-LAWS of

The High Country Chapter Military Officers Association of America

Article I - Organization

Section 1. The name of this organization shall be the HIGH COUNTRY CHAPTER, MOAA, affiliated with the MILITARY OFFICERS ASSOCIATION OF AMERICA (MOAA), INC, hereinafter referred to as the "Chapter".

Section 2. The Chapter membership comprises the NC counties of Watauga, Avery, and Mitchell. The designated membership area will not preclude MOAA members living in adjacent areas from joining the Chapter nor preclude MOAA members within the Chapter area from joining an adjacent chapter. Any member may belong to multiple chapters.

Section 3. This Chapter was chartered in the state of North Carolina on 15 Oct 04. It is a voluntary member of the North Carolina State Council of Chapters, MOAA. Membership in the Council does not in any way mitigate the autonomy of the Chapter.

Section 4. The Chapter is not an organic element of MOAA, Inc. but is an independent, self governing, and self supporting organization that is affiliated with MOAA, Inc. for the purposes of cooperation and mutual support.

Section 5. The Chapter will be a tax exempt non-profit organization [501c (19)] subject to the appropriate federal, state, and local laws pertaining to tax exempt organizations. The Board of Directors is responsible for compliance in maintaining the tax exempt status.

Section 6. The Chapter will be a-political and will not engage in partisan politics or support particular individuals or parties. It will, however, engage in activities designed to support legislation on behalf of active and former members of the uniformed services and their families. This position will not be construed to limit individual action by members.

Section 7. The Chapter shall be incorporated in the state of North Carolina if, in the judgment of the Board of Directors, it is beneficial to do so. The majority of the membership must concur by vote if funds are required.

Section 8. The Chapter may authorize and support an auxiliary organization composed of spouses and/or satellite chapters, if approved by the majority of the membership. In the

event that either is organized, it will operate under a separate set of By-Laws which will be developed in conjunction with the Board of Directors and approved by it.

Section 9. The permanent mailing address of the Chapter shall be:

High Country Chapter MOAA P.O. Box 3312, Boone N.C. 28607.

ARTICLE II - Purposes. The purposes of the Chapter are:

Section 1. To protect the rights and interests of the active duty, retired and reserve component personnel and their dependents & survivors by supporting national and state initiatives on behalf of the uniformed services.

Section 2. To highlight the contributions of the uniformed services to the nation throughout the Chapter area.

Section 3. To contribute to Chapter area communities by focusing on military related projects and programs. Projects will focus on specific actions that contribute to the community. Programs will focus on continuing actions/events that are visible reminders of pride in service.

Section 4. To support and enhance interaction among and between all Chapter area military organizations (e.g. American Legion; VFW; NC Council of Chapters); Active and Reserve Component (e.g. local units, recruiters); and military related (e.g. App State ROTC; WHS Jr. ROTC; Civil Air Patrol) organizations.

Section 5. To foster fraternal relations among those who serve and have served, their family members and spouses of deceased member eligible officers.

ARTICLE III - Membership

Section 1. Membership is open to all commissioned and Warrant officers of the United States uniformed services (the Army, Navy, Marine Corps, Air Force, Space Force, Coast Guard, National Oceanic and Atmospheric Administration, and Public Health Service) who are serving or have served in them and to the spouses of deceased officers and Warrant Officers. Membership may be conveyed on an honorary basis to selected other individuals.

Section 2. Membership will be categorized in three classes; Regular, Surviving Spouses and Honorary.

A. Regular. Active duty and former officers and Warrant Officers, either retired or honorably discharged, of the uniformed services.

B. Surviving Spouses. Spouses of deceased officers and Warrant Officers, formerly referred to as 'Auxiliary' members, who would otherwise be eligible. Surviving Spouse members

who are members of National MOAA may serve as Chapter Officers/Board members and may serve on committees.

C. Honorary. Bestowed by the Board of Directors in recognition of exceptional service or support to the uniformed services or an element thereof, or to the public at large. Any member may propose an honorary membership to the Board which must unanimously approve the membership by secret written ballot. Upon approval the honorary member will be provided with an appropriate certificate and information on the MOAA and Chapter. Honorary members will not be assessed dues, do not have the right to vote and may not hold office in the Chapter. They may, however serve on appointed committees or act as 'Honorary Chairmen' of them.

Section 3. Membership in good standing and the right to vote on chapter issues requires membership in National MOAA.

Section 4. Members not in good standing may be dropped from the rolls by the Board of Directors after sufficient time has elapsed to rectify their status. Members may be dropped from the rolls for cause by the Board of Directors after notification of the intended action and an opportunity to appear before the Board to respond to the alleged cause.

ARTICLE IV - Meetings

Section 1. The Board of Directors will conduct an annual General Membership meeting for all members during the month of September of each year to elect officers and transact such other business as may be necessary for the efficient functioning of the Chapter. As a minimum, the Board will present a review of the activities and accomplishments of the preceding year, a full accounting of funds, recognition of individual and group achievements, and plans and a budget for the coming year. Members will be notified of the time and place of the annual meeting by mail, phone, fax, or email no less than 20 days and no more than 30 days prior to the meeting.

Section 2. Regular General Membership meetings of the Chapter shall be conducted on a quarterly basis at a minimum, at times and places to be determined by the Board. Members will be notified, as above, at least 15 days prior to the meeting. Each meeting will feature a presentation on a subject of interest to the membership and/or project/ program reports. The American flag will be displayed and honored at each meeting. The flags of the uniformed services will be displayed, if available.

Section 3. Special meetings of the Membership may be called by the President or by any group of members constituting 20% of the membership. Notification of the reason for the meeting, time, date and location will be provided to the membership at least 7 days prior to the meeting

Section 4. Meetings will be conducted in accordance with the principles of Roberts Rules of Order.

ARTICLE V - Voting

Section 1. One third (1/3) of the membership in good standing shall constitute a quorum. A quorum must be physically present at the annual meeting and physically present or available by phone at General Membership meetings in order to conduct a vote on any matter requiring a general membership vote.

Section 2. Except as otherwise provided in these By-Laws, all matters requiring a vote will be determined by a simple majority vote of members in good standing present at a meeting so long as a quorum is present.

Section 3. Voting by proxy shall not be permitted at General Membership meetings.

Section 4. Voting by proxy shall not be permitted within the Board of Directors concerning matters on which the Board of Directors can act.

ARTICLE VI - Board of Directors

Section 1. The Board of Directors shall consist of an elected President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and the immediate past President, and eight elected Directors at large all of whom, except the immediate Past President, will be elected at the annual General Membership meeting in accordance with the voting requirements in Article V above. To be eligible for election as a Chapter Officer, a regular member must also be National MOAA members or a spouse married to a National MOAA member in good standing or a surviving spouse. These fourteen positions constitute the Board for purposes of voting at Board meetings.

Section 2. The Board of Directors shall:

- A. Supervise, control and direct the affairs of the Chapter
- B. Coordinate with the national organization and state council.
- C. Coordinate actions and programs with chapter area organizations and individuals as required.
- D. Maintain a Chapter "Policies and Procedures Guide"
- E. Maintain all Chapter records and reports.
- F. Have authority to commit the Chapter to support of national and state initiatives which do not require the disbursement of funds.
- G. Commit funds not to exceed the sum of two hundred dollars (\$200.00) per month for general operating expenses, unless specifically approved by the Board.
- H. Establish administrative facilities and functions as required or desired.
- I. Conduct such other business as is necessary for the efficient operation of the Chapter.

Section 3. The Board of Directors may not adopt resolutions or establish positions in the name of the Chapter beyond those authorized in Section 2 above. It may not authorize the disbursement of funds beyond those authorized in Section 2. Matters falling into these categories will require a majority vote of the members present at any General Membership meeting of the Chapter at which a quorum is present.

Section 4. The Board of Directors may not receive monetary compensation for their services as a member of the Board. The Board may, however, provide reimbursement for actual expenses incurred for services of any member when those services have been requested by the Board with the stipulation that reimbursement will be provided.

Section 5. The Board of Directors shall meet every month and at the call of the President at times and places designated for the conduct of such business as may be necessary. Majority of the Board (8) will constitute a quorum.

Section 6. 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 VII - Elections and Terms of Office

Section 1. Members of the Board of Directors shall be elected by the membership at the annual meeting. Sixty (60) days prior to the annual meeting, the current Board of Directors will appoint a three member nominating committee to prepare a slate of candidates. The slate will be provided to the Secretary 30 days prior to the annual meeting and will be provided to each member at least fourteen (14) days prior to the meeting. Nominations will be taken from the floor prior to each election which shall be conducted via secret written ballot at the annual meeting. Members who are unable to attend may submit their absentee ballots to the Secretary so long as they are received prior to the vote at the annual meeting. Ballots will be compiled by the Secretary and Treasurer and the results provided to the President who will announce them to the membership.

Section 2. Members of the Board of Directors will assume office upon election at the annual General Membership meeting at which they are elected. The President, 1st Vice President, 2nd Vice President, Secretary and Treasurer will each serve a minimum of a two (2) year term, However, this provision may be waived if there are no volunteers to assume the office and the General Membership and Board of Directors concur in having the member serve another term. Term limits, for the elected Directors, will be determined by the Board of Directors and shall take into consideration the dedication, interest and competency of an elected officer.

Section 3. Vacancies in offices of President, and 1st Vice President will normally be filled by the 1st Vice President and 2nd Vice President respectively, unless otherwise determined by the Board. Vacancies in other offices will be filled by appointment by the Board and will terminate at the following annual meeting.

ARTICLE VIII - Duties and Responsibilities

Section 1. The President shall be the Chief Officer of the Chapter and will preside over all General Membership and Board meetings; represent the Board at national and council meetings or appoint others to do so; coordinate the activities of the Board; approve all Chapter correspondence to include minutes and newsletters and will convene Board meetings as required for the efficient conduct of the business and activities of the Chapter. Appoint all standing and special committees except nominating committee. The President will sign financial documents to include checks which draw on Chapter funds in the absence of the Treasurer or Assistant Treasurer.

Section 2. The 1st Vice President will provide general oversight of the activities of the Board or as assigned by the President, and will be prepared to perform the duties as President in the absence of the elected President, as required. The 1st Vice President will serve as a member of the Membership Committee and shall perform such additional duties as assigned by the President.

Section 3. The 2nd Vice President will provide general oversight of the activities of the Board as directed by the President, and will serve as President in the absence of the President and 1st Vice President, as required. The 2nd Vice President will be the Legislative Committee Chair.

Section 4. The Secretary will maintain the records of the Chapter to include all correspondence, minutes of meetings, reports of activities, and official and legal documents; prepare written minutes of general and Board meetings to include names of those present; maintain membership records; coordinate and mail out the Chapter newsletter, if published, and prepare and distribute all correspondence and notifications of meetings to the General Membership.

Section 5. The Treasurer will receive, maintain and disburse Chapter funds in accordance with the authorities designated herein and applicable law; maintain bank account(s) in a federally insured bank as required; maintain an up to date accounting system; prepare an annual budget in September of each year using 1 October to 30 September as the Chapter fiscal year; and report on the status of funds at each General Membership meeting. The Treasurer will be the principal signer of all financial documents to include checks drawn on Chapter funds. All records in the custody of the Treasurer are subject to inspection/audit by the Board of Directors.

Section 6. The immediate past President will serve as a member of the fund raising and personal affairs committees and advise and assist the President as required.

Section 7. Elected Directors will serve as the Chairmen of the Legislative, Personal Affairs, Public Relations, Chaplain, ROTC/JROTC and Programs committees as appointed by the President.

Section 8. The President, with the concurrence of the Board, will appoint standing and special committees as required to conduct and manage the various activities of the Chapter. Every effort will be made to insure that every member serves on the Board or on a committee. Each committee will be chartered in writing by the Board with a mission oriented set of objectives and guiding parameters and a specified period of activity if appropriate. Committees will be given maximum possible latitude in conducting their responsibilities and will maintain written records of their activities a copy of which will be provided to the Chapter Secretary.

ARTICLE IX - Finances

Section 1. The activities of the Chapter shall be funded by donations, fund raising activities and dues.

Section 2. Chapter dues will be set by the Board of Directors annually and will be payable by the end of March each year.

Section 3. Members who fail to pay dues within 60 days (end May) will be notified and requested to pay. If dues are not paid within the following 30 days, the member will lose their voting status. Payment of dues thereafter will reinstate the member.

Section 4. Funds generated by fund raising activities will be fully accounted for in writing and a report of receipts and disbursements will be provided to the Treasurer. Tax exempt certificates will be provided as appropriate for funds received as donations.

Section 5. The chapter may use its funds only to accomplish the purposes specified in Article II. No part of said funds shall inure to or be distributed to any member or members. In the event of the dissolution of the Chapter, remaining funds will be donated to MOAA, Inc.

Section 6. Nothing herein shall create or constitute a partnership between members of the Chapter for any purpose. No member, officer or agent of the Chapter shall be liable for acts or failures to act on the part of any other member, officer or agent. No member, officer or agent of the Chapter shall be liable for acts or failure to act under these By-Laws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

ARTICLE X - Amendments

Section 1. These By-Laws may be amended, repealed, or altered in whole or in part by a two thirds (2/3) vote of the membership present at any duly organized General Membership meeting of the Chapter, provided that a copy of the proposed change is provided to the membership at least 15 days prior to that meeting.

Section 2. Nothing in these By-Laws may be construed to approve any action in contravention to federal, state, or local laws and statutory requirements.

ARTICLE XI - The Flag

Section 1. The United States 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 General Membership meeting of the High Country Chapter on 23 March 2024.

Frankie Pennington Groff
Surviving Spouse

_____ **President**

Lance Campbell
LTC, USA (Ret)

_____ **Secretary**