



Tennessee Council of Chapters
Military Officers Association of America



Bylaws

Revision
30 April 2026

HIGHLIGHTING –

No highlight means no change

GREEN matches previous with simple clarification

Article I – Name

The name of this organization shall be the Tennessee Council of Chapters, Military Officers Association of America (MOAA), hereinafter referred to as the Council.

Article II – Purpose

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 bylaws of that association.

Section 1. Chapter Guidance and Assistance

- Provide to foster the goals of national MOAA
- Provide assistance necessary to member Chapters to enable them to effectively serve their members, their communities, and the nation.
- Provide assistance to member Chapters for their management issues as requested.
- Provide active visitation to Chapters by the Council leadership.
- Conduct new officer orientation and/or training for new Council and Chapter officers as requested.
- Assist MOAA National in forming new Chapters.
- Assist in the revitalization of an ailing member Chapter as required.
- Initiate request for a Council visit by a MOAA National representative during each two-year term of office.
- Assist MOAA National Chapters with geographic boundaries within Tennessee and bordering states as required.

Section 2. Communication

- **Council shall maintain a website, newsletter, and email distribution to inform members and public about TN Council operations, events, meetings, voting, minutes, and reports. This website shall be professionally maintained and have available login for specific TN Council and affiliated Chapters as appropriate.**

Section 3. Legislative

- Provide visibility and support for MOAA National legislative initiatives.
- Actively support federal/state-level/local level legislation that would benefit servicemembers and their families.
- Support and communicate initiatives and as a member of a coalition/state veterans' advisory organizations (e.g.: Tennessee Veterans [TNVET]) nonprofit that works on state legislative issues affecting the entire military community.

Section 4. Purpose

- **The Council shall be a non-profit for purposes beneficial to the interests of the nation and it's Uniformed Services personnel, veterans, and their families.**

Article III - Operating Status

Section 1. Council shall purchase:

- Directors and Officers' liability (D&O) insurance.
- Website programming to accomplish Article II Section 2.
- Videoconference software to share with Chapters.
- Appropriate education and/or training Council officers.

Section 2. Council may purchase, if budgeted in the annual budget:

- Council Coins, hats, shirts, etc. with Council logo.

Section 3. Travel and Reimbursement

- Directors and Officers shall not receive any stated compensation for their services.
- Directors and Officers may be reimbursed for their properly documented official expenses.
- Shall use MOAA National Program and Processes to reimburse official "Travel".

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

Section 4. In the event of dissolution of the Council and after the discharge of all Council liabilities, remaining assets shall be distributed to the **it's member Chapters** in equal proportion.

Article IV – Membership

Section 1. The membership of the Council shall be composed of the Chapter affiliates recognized by MOAA National that reside within or adjacent to the State of Tennessee.

Section 2. Any Chapter affiliated with MOAA that resides within or adjacent to the State of Tennessee may, 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 the Chapter or by a two-thirds vote of the Council.

Section 4. Each affiliated Chapter shall report its active membership to the Council President No Later Than February 1st of each calendar year, or as requested for special reporting.

Article V – Voting

Section 1. Quorum is necessary to conduct a Council vote and is defined as a minimum of two of the three elected Council Officers and a minimum of one half of the affiliated member Chapters.

Section 2. Council voting rights rest with each affiliated Council president (or appointed delegate), and the three elected officers of the Council.

Section 3. 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.

Section 4. Proxy voting shall not be permitted at meetings of the Council.

Section 5. In timely matters between normal quarterly meetings, the Council president may, with seven days notice, shall be authorized to put questions to a vote by video call, mail, e-mail, or telephone. Quorum applies. Article VII Section 3 provides added detail.

Article VI - Finances

Section 1. Operations

- The Council shall operate on a cash basis and will not obligate or expend any funds not on hand.
- The annual budget shall cover the calendar year and shall be determined by the Officers of the Council in the quarterly meeting prior to the coming year.
- The Council can recommend a per-Chapter assessment (dues):
 - Full vote of Chapters, quorum needed, one vote per Chapter, with 2/3's vote affirmative needed to assess
 - Council members do not vote
 - Assessment will be binding on all member Chapters of the Council.

Section 2. Dues

- If dues are assessed:
 - They are payable on or before the date of the second scheduled quarterly meeting in the following calendar year and will be considered delinquent by July 1st of that year.
 - Any member Chapter failing to pay dues may forfeit Council membership. In the instance of an inactive Chapter, they will be carried as such with no penalties.
 - Dues shall be paid to the Council via Treasurer to Treasurer transaction with documentation.

Section 3. Biennial Financial Review shall be conducted upon turnover of the Treasurer or President, at the end of their term of service, or if desired for other reason, **the immediate past president** will be requested to perform a review of the Council's financial account and accounting practices in order to certify the funds on hand. The results of the review will be submitted to the incoming president for inclusion in the first quarter of their term of office. At the same time the outgoing treasurer will initiate a change of signees on the signature card(s) for the account(s) belonging to the Council.

Article VII - Meetings

Section 1. There shall be a regular Council meeting in each of the four quarters of each calendar year unless otherwise decided by the president. 30-day notice of time, place, and method shall be announced to the Council and affiliated Chapters.

Section 2. At the request of the president, one of the Council officers shall be responsible for receiving each Chapter's RSVP for each meeting to help establish quorum and to provide a headcount to the designated restaurant/caterer in advance of each meeting.

Section 3. The president may call special meetings of the Council with 7-day notice of any special meeting along with a statement of time, place, and method along with information as to the subject(s) be considered or to be voted on, to the Council and affiliated Chapters.

Section 4. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Council in all cases to which they are applicable and 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 president, first vice president, and second vice president, each of whom must be a member of a member Chapter and must be a MOAA National member.

Section 2. Term of Office -The Council shall elect Council officers biennially. Election shall be by open ballot. Each elected officer shall take office at the first regular meeting in the calendar year following the election and shall serve for a term of two years, or until a successor is duly elected and installed. Elected Council officers shall be eligible to serve no more than two consecutive two-year terms, for a total service time of four consecutive years in a single position.

Section 3. President -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 as would tend to increase the effectiveness and fulfillment of purpose of the Council.
- Perform such duties as are necessarily incident to the office of president.
- Represent the Council as required at MOAA National events, conference calls, etc.
- Appoint a nominating committee in accordance with Article XI Section 2.

Section 4. 1st Vice President - The 1st vice president will function as the Council membership chair. He/she will also be responsible for capturing all vote counts on matters that come before the Council. The 1st vice president is anticipated and encouraged to step into the president's position following the completion of his/her term of service as 1st vice president.

Section 5. 2nd Vice President - The 2nd vice president is responsible for identification of members of Chapters and the Council for purposes of leadership succession planning, while becoming familiar with the operation of the Council. The 2nd vice president is anticipated and encouraged to step into the 1st vice president's position following the completion of his/her term of service as 2nd vice president.

Section 6. Treasurer - The Treasurer shall be appointed by the President, **and then confirmed by Council vote.** If possible, the Treasurer should come from the same Chapter as the incoming President.

- 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.
 - Deposit all sums received in a federally insured financial institution.
 - Provide a financial report at each 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.
 - Shall file annually the appropriate IRS Return of Organization Exempt from Income Tax (Form 990 at this time) in a timely manner.
 - Shall make proper filings for State Non-profit status.
- Funds may be withdrawn only upon signature of the treasurer, or if the treasurer is unable, upon the signature of 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.

Section 7. Secretary - The Secretary shall be appointed by the President, and then confirmed by Council vote.

- The secretary shall:
 - Attend all meetings of the Council and keep records of all proceedings (minutes).
 - Forward agendas with appropriate “read ahead material” for meetings.
 - Provide a report at each meeting or when called upon by the president.
 - Forward minutes and agendas to all affiliated Chapters within 30 days of a meeting, following approval by the Council president.
- The secretary shall maintain the Council membership records, minutes, records, and maintain the MOAA Council Officer Forms on the Council website.

Section 8. The Immediate Past-President of the Council has the following specific duties assigned.

- Swear all TN Council Directors and Officers in at the transition meeting held at the beginning of a new term of office.
- Conduct the Biennial Financial Review of the financial records of the Council in accordance with Article VI, Section 3, above.

Section 9. Vacancies - The first vice president shall fill a vacancy in the office of the president automatically. In the event of the president's temporary disability or absence, the first vice president shall perform the duties of the president. The 2nd vice president shall fill a vacancy in the office of the first vice president automatically. 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. Vacancies in other elective or appointive offices shall be filled as the Council deems appropriate with Council votes as necessary.

Section 10. 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 without a proper vote.

Section 11. Ineligible persons are those currently serving in active-duty status in the Uniformed Services.

Article IX - Committees and Appointments

Section 1. The Council President may appoint such special committees as may help the Council to fulfil its purpose outlined in Article II. Examples are: Legislative, Surviving Spouse, Chaplin, Historical, Scholarship, Communications, Special Event, etc. Such appointments, unless terminated sooner, shall expire upon the completion of the president's current term of office. All special committees and/or appointments will be expected to report on their respective areas at each regular meeting.

Section 2. At the third quarterly meeting preceding the completion of the elected officer's term of office, the president shall appoint a nominating committee of three people, each of whom

shall be a member of an affiliated Chapter but not currently an elected officer of the Council, to nominate candidates for Council elective offices. If the 1st VP and 2nd VP have indicated their willingness to advance to President and 1st VP then the nominating committee is only tasked with nominating a new candidate for 2nd VP. The suggested/nominated slate of officers should be included in the meeting agenda submitted by the president prior to the fourth quarterly meeting of the final year of the term of elected service. The chairman of the nominating committee will then confirm the nomination at the fourth quarterly meeting.

Article X — Amendments

Section 1. These bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote at any duly organized with quorum met meeting of the Council. A copy of the amendment proposed for consideration shall be provided to each TN Council Directors and Officers and each Chapter president (in good standing) at least 14 days before the meeting. After due consideration and approval, a copy of the amended bylaws shall be forwarded to the Council membership and Chapter Affairs Department at MOAA National headquarters for inclusion in the Council's permanent records.

Article XI The American flag shall be displayed and honored at all meetings of the Council.

Amended and Adopted 10 May, 1989

This is to certify that these bylaws were approved and adopted at the quarterly meeting of Tennessee Council of Chapters at Nashville, Tennessee on the 10th day of May, 1989
S/COL (Ret.) Harold S. Wilson, AUS
President

Amended and Adopted 19 January, 2011

This is to certify that these bylaws were approved and adopted at the regular meeting of the Council of Chapters at Lebanon, TN on 19 January 2011.

S/COL (Ret) John L. Lloyd, USA
President

Amended and Adopted 24 January 2018

This is to certify that these bylaws were approved and adopted at the regular meeting of the Council of Chapters in Lebanon, TN on 24 January 2018.

S/LCDR (Ret.) Kathy Desjarlais, USN
President

Amended and Adopted 16 January 2019

This is to certify that these bylaws were approved and adopted at the meeting of the Council in Lebanon, TN on 16 January 2019.

COL (Ret.) Doug Minton, USA
President

Amended and Adopted //date//

This is to certify that these bylaws were approved and adopted at the meeting of the Council in Lebanon, TN on //date//

Lt. Col. Pete Warner, USAF
President

Addendum to Bylaws:

Addendum #1 – //updated MOAA Policy Statement//

MOAA Policy Statement on Mileage Supplement for Council Presidents, dated 1 July 2018.

MOAA Policy Statement on Mileage Supplement for Council Presidents *

Effective July 1, 2018, MOAA national will provide council presidents with a financial supplement to travel. Mileage "reimbursement" will be granted to council leaders to support statewide travel and facilitate their presence at chapter activities. This supplement may not replace the total costs borne by council presidents in the course of their duties, but will offset personal travel expenses and encourage council participation at the chapter level.

Guidelines/Stipulations:

1. Travel should be conducted within the state for which the council president has jurisdiction/responsibilities. Trip reports, providing a summary of the event and an assessment of the chapter's health, must be submitted quarterly to Council and Chapter Affairs at MOAA national.
2. The 2018 supplement (\$272.50) will reimburse up to 500 miles for the remainder of the year. The 2019 supplement (\$545) will reimburse up to a maximum of 1,000 miles, per state. Any mileage in excess of this amount will be borne by the council president, or his/her designee (see item 6 below).
3. The supplement is intended to cover travel conducted in support of chapter visits and chapter events, only. The supplement shall not be used to support travel in support of state council activities (council meetings, etc.) or lobbying activities.
4. Reimbursable mileage applies only to distances traveled from the council presidents' home/departure point to designated meeting place and return. "Out and around" mileage, or mileage in support of meals, logistics, etc. will not be reimbursed.
5. MOAA will utilize the IRS mileage reimbursement rate (currently 54.5 cents per mile) to calculate the supplement. Councils should likewise use this rate in calculating individual reimbursements.
6. Council presidents may, at their discretion, share this entitlement with council vice presidents or area vice presidents within their respective state. If a council president chooses to share this entitlement with members of his/her staff, the maximum reimbursable amount of 500 miles remains in effect.

Procedures:

1. The 2018 supplement will be deposited in July via Electronic Funds Transfer (EFT). The 2019 supplement will be deposited in the January timeframe. Council presidents must submit trip reports quarterly to the Council and Chapter Affairs department utilizing the Trip Report Form attached.
2. Each council must participate in the EFT program for disbursement of funds. MOAA will disburse funds to the respective council-councils can then process individual payments to members for travel.
3. Upon completion of responsibilities, council presidents are responsible for educating their successors on this process.
4. Continuation of this program will be contingent on councils' utilization of funds for their intended purpose and timely submission of travel reports.

* MOAA Policy Statement on Mileage Supplement for Council Presidents is taken directly from implementation instructions from MOAA which became **effective 1 July 2018.**

Addendum #2 – //updated guidance to Council conducting Chapter visits//

Chapter Implementation Guidelines:

1. The Council Officer conducting the Chapter visit has been requested by MOAA Council and Chapter designate to submit a report of the visit as validation of fund expenditure(s) and as a means for MOAA to assess the health of the Chapters.
2. The visit report is not a "report card", it is simply a trip report designed to provide a snapshot in time of the health of the chapter.
3. The Council Officer conducting the chapter visit will collaborate with the President of the Chapter being visited to ensure that any concerns of the Chapter can be addressed in the report, as well as to ensure that all numbers reported are representative of the meeting visited.
4. A copy of the report of the visit will be provided to the Chapter President at the same time that it is submitted to the Council President and MOAA Council and Chapter Affairs.
5. The MOAA Travel Form will be completed at the time of the travel and submitted by the visiting Officer to the Treasurer for reimbursement.