

**BYLAWS
of the
Western North Carolina Chapter,
Military Officers Association of America, Inc.**

ARTICLE I – NAME

The name of this organization shall be the *Western North Carolina Chapter, Military Officers Association of America, Inc.*, here in after referred to as the Chapter. The abbreviated name, WNC-MOAA, may be used in internal correspondence; however, the full name should be used on all official correspondence.

The Chapter's geographical area of responsibility includes twelve western North Carolina counties: Buncombe, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Polk, Rutherford, Swain, and Transylvania. Residents of Clay and Cherokee Counties in western North Carolina who are national MOAA members are also members of, and supported by, the Northeast Georgia Chapter for activities, meetings, and events. However, they will be represented by the Chapter for purposes of legislative advocacy.

ARTICLE II – PURPOSE

The purpose of the Chapter is to support and advance the mission and objectives of the Military Officers Association of America (MOAA). The Chapter fosters camaraderie among retired, active duty, and former officers of the uniformed services and their Reserve or National Guard components; advocates for the rights and interests of officers, their families, and survivors; and serves the local community and our nation through meaningful outreach and engagement.

ARTICLE III – STATUS

Section 1.

The Chapter shall be a nonprofit organization, operated exclusively for the purposes specified in Article II.

Section 2.

Officers, directors, and appointed officials shall serve without compensation. However, the Board of Directors may authorize reimbursement for reasonable expenses incurred in the performance of official duties.

Section 3.

Nothing in these bylaws shall be construed to create a partnership among Chapter members for any purpose. No member, officer, or agent of the Chapter shall be held personally liable for the actions or omissions of any other member, officer, or agent, except in cases of willful misconduct or gross negligence.

Section 4.

The Chapter's funds shall be used solely to carry out the purposes outlined in Article II. No part of the Chapter's net earnings shall benefit, or be distributed to,

any member, officer, director, or appointed official, except for the reimbursement of authorized expenses as provided in Section 2.

Section 5.

Upon dissolution of the Chapter, and after all liabilities and obligations have been satisfied, any remaining assets shall be transferred to one or more nonprofit organizations with similar purposes and objectives, as determined by a majority vote of the Board of Directors.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility

Membership in the Chapter shall be open to individuals 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 eight U.S. uniformed services: Army, Marine Corps, Navy, Air Force, Coast Guard, Public Health Service, National Oceanic and Atmospheric Administration, or Space Force. Surviving spouses of deceased individuals who would have been eligible for membership are also eligible for Chapter membership.

Section 2. Surviving Spouses of Members

Surviving spouses of regular members may continue the deceased member's Chapter membership through the remainder of the current dues year. Thereafter, they may choose to continue their participation as Surviving Spouse members under applicable Chapter dues and national MOAA policies.

Section 3. Membership Classes

Membership shall consist of two classes:

- **Regular Members** – Those who meet the eligibility criteria in Section 1 and maintain national MOAA membership.
- **Honorary Members** – As defined in Section 4.

Section 4. Honorary Membership

The Board of Directors may grant honorary membership to individuals who, by virtue of their exceptional service or contribution to the Chapter or the broader military/veteran community, merit special recognition.

Honorary members shall not be required to pay dues and shall not have voting rights unless otherwise authorized by the Board.

They shall be maintained on the Chapter's membership rolls with contact information and shall receive Chapter newsletters, event invitations, and relevant communications, unless otherwise determined by the Board.

Nominations for honorary membership must be submitted in writing to the Board of Directors and require approval by a majority vote.

Section 5. Application and Approval

Applications for regular membership shall be submitted electronically or in writing and reviewed by the Board of Directors. The Board shall have the authority to approve or deny any application or recommendation for membership.

Section 6. Membership Termination

The Board of Directors may suspend or terminate a member for good and sufficient cause, including conduct detrimental to the Chapter or failure to maintain eligibility requirements. Before such action is taken, the member shall be given written notice and an opportunity to be heard.

Section 7. National MOAA Affiliation

It is desired that Regular members maintain a minimum of a Basic membership in the Military Officers Association of America (MOAA).

Section 8. Chapter-State Council Relationship

The Chapter is expected to affiliate with the appropriate MOAA State Council upon approval. Such affiliation shall not permit the council to interfere in the Chapter's governance unless formally requested by the Chapter.

Section 9. Member Communication and Technology

To support timely and efficient communication, the Chapter may utilize email, website platforms, secure cloud storage, and other technologies to distribute notices, accept applications, and manage membership records. Members are encouraged to provide a valid email address and keep their contact information current.

ARTICLE VI – DUES

Section 1. Annual membership dues shall be recommended by the Board of Directors and approved by a majority vote of the members present at the Annual Meeting.

Section 2. Dues are assessed on a calendar-year basis and become payable on January 1st of each year. Members shall be notified of dues via email and/or other appropriate means no later than December 1st of the preceding year. The Chapter shall offer online payment options to facilitate timely and convenient dues collection.

Section 3. New members who join between October 1 and December 31 shall be granted a 15-month membership extending through December 31 of the following year. New members who join between January 1 and September 30 shall pay the full annual dues rate; no proration shall apply.

Section 4. Any member who fails to pay dues within 60 days of January 1 shall be notified of the delinquency by the Secretary, Treasurer, or Membership Chair using email, phone, or other reasonable means. If payment is not received within

60 days of such notice (i.e., by May 1), the Board of Directors may remove the member from the rolls without further notice or hearing. A member dropped for nonpayment shall forfeit all rights and privileges of membership and may be reinstated only upon reapplication and full payment of the current year's dues.

Section 5. A member dropped for nonpayment of dues may be reinstated at the discretion of the Board upon reapplication and payment of current-year dues. The Board may waive reinstatement conditions for good cause.

Section 6. Any dues-paying member who attains the age of 90 during the calendar year and has maintained five consecutive years of membership shall be granted dues-exempt status for all subsequent years, provided they continue as an active member. The five-year requirement may be waived with the concurrence of the Board of Directors.

Section 7. Surviving Spouses shall automatically continue the deceased member's active membership through the remainder of the deceased member's paid dues term. Thereafter, they may renew annually at the established dues rate unless otherwise exempted by policy.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting

There shall be an annual meeting of the Chapter during the month of November for the receipt of annual reports, determination of annual dues for the next calendar year, the biennial election of officers and directors, and the transaction of other business. Notice of the meeting shall be provided to each member by email or other electronic means at least 20 days in advance. Notice may also be posted on the Chapter's website and/or included in the Chapter newsletter.

The annual meeting may be conducted in person, virtually (via video conferencing or other remote communication technology), or in a hybrid format, as determined by the Board of Directors. Members participating remotely shall be deemed present for quorum and voting purposes, provided the meeting platform allows verification of identity and concurrent participation in the proceedings.

Section 2. Regular Meetings

Regular meetings of the Chapter shall be held during the months of February, May, August, and November, unless otherwise determined by the Board of Directors. These meetings may be held in person, virtually, or in hybrid format. Notice of each meeting shall be provided to members by email or other electronic means at least 15 days in advance and may also be posted on the Chapter website or included in the Chapter newsletter.

The Board shall ensure that any remote meeting complies with applicable legal requirements, including verification of member identity and reasonable opportunity for members to participate and vote concurrently.

Section 3. Quorum

A quorum for any Chapter meeting, whether held in person, virtually, or in hybrid format, shall consist of at least ten percent (10%) of the current voting membership.

Section 4. Electronic Voting and Written Ballots

The Chapter may conduct elections or other business requiring a vote of the membership through electronic voting or written ballots without a meeting, in accordance with N.C. Gen. Stat. §55A-7-08 and related provisions.

1. The Board of Directors may authorize votes to be taken by written ballot (including postal or email) or by secure electronic means.
2. Members may cast votes by electronic transmission only if they have designated an email address in accordance with N.C. Gen. Stat. §55A-1-70(b).
3. All ballots, whether electronic or written, must:
 - o Clearly state the proposed action or election,
 - o Provide an opportunity to vote for or against each proposed action or candidate, and
 - o Specify a deadline by which the ballot must be received. Deadlines must be identical across all voting formats.
4. Ballots received may not be revoked once submitted unless explicitly authorized by the bylaws.
5. A vote by ballot shall be valid only if the number of votes cast equals or exceeds the quorum required for a meeting and the number of approvals equals or exceeds the number required for the action.

Section 5. Proxy Voting

Proxy voting shall not be permitted at any meeting of the Chapter, unless otherwise authorized by the Board of Directors under special circumstances and in compliance with N.C. Gen. Stat. §55A-7-24. Any proxy authorization must be in writing or via a verifiable electronic record from the member's designated email address.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of the elected officers (President, First Vice President, Second Vice President, Secretary, and Treasurer), the immediate past President, and five elected directors. Ideally, each elected director represents one of the following service branches: Army, Marine Corps, Navy, Air Force, and an at-large position representing Coast Guard, National Oceanic and Atmospheric Administration, Public Health Service, and Space Force members. Additionally, each Satellite Chapter shall have one representative on the board. All Board members shall be regular members of the Chapter.

Section 2.

Elected officers and directors shall be elected biennially by the membership at the annual meeting held in odd-numbered calendar years. Officers and directors shall assume office on January 1 following their election, serving a two-year term or until successors are duly elected and installed.

Section 3.

The Board shall have general supervision, control, and direction of Chapter affairs, shall determine policies within the limits of these bylaws, actively pursue its objectives, and have discretion over the disbursement of funds. It may adopt rules and regulations for conducting Chapter business and appoint agents as necessary.

Section 4.

The Board of Directors is not authorized to adopt official resolutions or establish formal positions on behalf of the Chapter without approval by a majority vote of members at a Chapter meeting. However, the Board may take temporary emergency actions or positions between regular meetings if deemed necessary, provided such actions are immediately communicated to Chapter membership and ratified at the next scheduled membership meeting.

Section 5.

The Board of Directors shall meet at the call of the President at such times and places, or via virtual platforms, as the President may designate. The Board shall also meet upon demand of a majority of its members. Notice of each meeting shall be sent electronically to each board member at least 10 days in advance. In exceptional or urgent circumstances, meetings may be called with at least 48 hours' notice, clearly stating the nature of the urgency.

Section 6. (Quorum)

A quorum for Board meetings shall consist of no fewer than one-third (1/3) of the currently serving and active elected officers and directors.

Quorum Clarification:

If a quorum is not present, Board members may discuss agenda items informally but shall not hold official votes or make binding decisions. All official actions must be taken at a subsequent properly convened meeting where a quorum is present or via unanimous electronic consent as authorized by these bylaws.

Section 7.

All questions coming before the Board shall be decided by a majority vote, with each Board member entitled to one vote. Proxy voting is prohibited.

Section 8. (Remote Participation)

Board members may participate in any regular or special meeting by means of telephone conference, video conferencing, or similar communication platform that enables all participants to hear each other. Participation by such means constitutes presence in person at the meeting.

Section 9. (Conditional Electronic Voting)

The Board may conduct official votes by email or other electronic means only if such votes are unanimous among all currently serving directors, as permitted under North Carolina law (§ 55A-8-21). Such votes must be clearly documented in writing or electronically and included in the minutes of the subsequent regular Board meeting.

ARTICLE IX – OFFICERS

Section 1.

The elected officers shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. Each officer shall be a regular member of the Chapter in good standing or the spouse of a Chapter member who is also a national MOAA member in good standing.

Section 2.

A member shall normally not serve more than two consecutive terms as President. However, this term limit may be waived if no other candidates volunteer, the member agrees, and the Board of Directors concurs by majority vote.

Section 3.

Vacancies in elected officer positions shall be filled as follows:

- The First Vice President shall automatically assume the office of President in the event of a vacancy.
- The Second Vice President shall automatically assume the office of First Vice President.
- Vacancies in all other offices shall be filled by appointment of the Board of Directors for the remainder of the unexpired term.

Section 4.

The President shall serve as the chief elected officer of the Chapter, preside at all meetings of the Chapter and Board of Directors, and serve ex officio with voting rights on all committees except the Nominating Committee. The President shall:

- Provide leadership in executing the Chapter's strategic and operational goals
- Present reports or recommendations at the annual meeting and other appropriate times
- Ensure that Chapter activities remain aligned with the MOAA mission
- Perform such other duties as are incident to the office or assigned by the Board

Section 5.

In the temporary absence or incapacity of the President, the First Vice President shall perform the duties of the President. If both the President and

First Vice President are unavailable, the Second Vice President shall serve in that capacity. Vice Presidents shall also carry out other responsibilities as assigned by the President or the Board of Directors.

Section 6.

The Secretary shall:

- Ensure timely notice of all Chapter and Board meetings using email or other modern communication tools
- Maintain accurate minutes and records of all meetings and decisions
- Maintain and safeguard membership records and Chapter documents
- Oversee secure electronic or cloud-based document storage for Chapter records, accessible to other officers as appropriate
- Perform additional duties as assigned by the President or Board of Directors

Section 7.

The Treasurer shall:

- Keep full and accurate accounts of all receipts and expenditures
- Collect annual dues and other payments
- Deposit funds in a financial institution approved by the Board
- Disburse funds as authorized by the Board or approved Chapter budget
- Present financial statements at Board meetings and the annual meeting
- Facilitate electronic banking and digital payment platforms when appropriate
- Ensure Chapter funds and records are available for inspection by the Board and any financial review or audit committee

Section 8.

Officers may perform their duties remotely through electronic means, consistent with the North Carolina Nonprofit Corporation Act. Electronic communication, including email, video conferencing, and secure document sharing platforms, may be used to conduct Chapter business, provided it is consistent with Board policies and all decisions are properly recorded in the minutes.

ARTICLE IX – OFFICERS

Section 1. Eligibility and Composition of Officers

The elected officers shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. Each officer shall be a regular member of the Chapter in good standing or the spouse of a Chapter member who is also a national MOAA member in good standing.

Section 2. Presidential Term Limits and Waiver Provision

A member shall normally not serve more than two consecutive terms as President. However, this term limit may be waived if no other candidates volunteer, the member agrees, and the Board of Directors and the membership concurs by majority vote.

Section 3. Officer Vacancy Succession and Appointments

Vacancies in elected officer positions shall be filled as follows:

- The First Vice President shall automatically assume the office of President in the event of a vacancy.
- The Second Vice President shall automatically assume the office of First Vice President.
- Vacancies in all other offices shall be filled by appointment of the Board of Directors for the remainder of the unexpired term.

Section 4. Duties and Responsibilities of the President

The President shall serve as the chief elected officer of the Chapter, preside at all meetings of the Chapter and Board of Directors, and serve ex officio with voting rights on all committees except the Nominating Committee. The President shall:

- Provide leadership in executing the Chapter's strategic and operational goals
- Present reports or recommendations at the annual meeting and other appropriate times
- Ensure that Chapter activities remain aligned with the MOAA mission
- Perform such other duties as are incident to the office or assigned by the Board of Directors

Section 5. Duties of Vice Presidents and Acting Roles

In the temporary absence or incapacity of the President, the First Vice President shall perform the duties of the President. If both the President and First Vice President are unavailable, the Second Vice President shall assume those duties.

The Vice Presidents shall also carry out responsibilities assigned by the President or the Board of Directors. Traditionally, the First Vice President oversees Programs and Meetings, while the Second Vice President is responsible for Membership and Member Engagement. If the Chapter elects to fill only one Vice President position, that officer shall assume responsibility for both areas, in addition to any other duties delegated by the President or the Board.

Section 6. Duties and Responsibilities of the Secretary

The Secretary shall:

- Ensure timely notice of all Chapter and Board meetings using email or other modern communication tools

- Maintain accurate minutes and records of all meetings and decisions
- Maintain and safeguard membership records and Chapter documents
- Oversee secure electronic or cloud-based document storage for Chapter records, accessible to other officers as appropriate
- Perform additional duties as assigned by the President or Board of Directors

Section 7. Duties and Responsibilities of the Treasurer

The Treasurer shall:

- Keep full and accurate accounts of all receipts and expenditures
- Collect annual dues and other payments
- Deposit funds in a financial institution approved by the Board of Directors
- Disburse funds as authorized by the Board of Directors or approved Chapter budget
- Present financial statements at Board meetings and the annual meeting
- Facilitate electronic banking and digital payment platforms when appropriate
- Ensure Chapter funds and records are available for inspection by the Board of Directors and any financial review or audit committee
- Recommend the fiscal year of the Chapter for approval by the Board of Directors and ensure that all financial reporting, dues accounting, and tax filings are consistent with the approved fiscal year
- Perform additional duties as assigned by the President or Board of Directors

Section 8. Appointed Positions

The President may appoint regular Chapter members to serve in specific support roles to advance the mission and goals of the Chapter. These Appointed Positions may include, but are not limited to:

- Chaplain
- Senior Advisor
- Newsletter Editor
- Legislative Affairs Officer – Federal
- Legislative Affairs Officer – State
- JROTC Liaison
- Surviving Spouse Liaison
- VA Liaison
- Webmaster

Appointed positions are non-voting roles and serve in an advisory capacity to the Chapter and the Board of Directors. Appointees may attend Board meetings at the invitation of the President or Board but do not count toward quorum or vote on Board matters.

Each appointee shall serve at the pleasure of the President and may be reappointed, reassigned, or removed at any time.

The President may define or revise the duties of appointed positions based on Chapter needs.

Section 9. Use of Electronic Communication and Remote Duties

Officers may perform their duties remotely through electronic means, consistent with the North Carolina Nonprofit Corporation Act. Electronic communication, including email, video conferencing, and secure document sharing platforms, may be used to conduct Chapter business, provided it is consistent with Board policies and all decisions are properly recorded in the minutes.

ARTICLE X – COMMITTEES

Section 1. Standing and Ad Hoc Committees

The President, with the concurrence of the Board of Directors, may establish standing or ad hoc committees and appoint committee chairs and members as necessary to accomplish the purposes of the Chapter and to implement Board-established goals. Committees may include, but are not limited to: Membership, Programs, Legislative Affairs, Communications, Finance, and Veterans Outreach.

Unless otherwise specified, committee members and advisors shall not be voting members of the Board of Directors solely by virtue of their committee role.

Section 2. Nominating Committee

At least 60 days before the annual meeting held in odd-numbered calendar years, the Board of Directors shall appoint a Nominating Committee consisting of no fewer than three and no more than five regular members in good standing who do not currently hold elected or appointed office within the Chapter.

The Nominating Committee shall prepare a slate of nominees for elected Chapter officer and director positions, and shall submit this slate to the Chapter Secretary no fewer than 30 days prior to the annual meeting.

The Secretary shall ensure that the proposed slate is communicated to the membership at least 20 days prior to the annual meeting, either by:

- publishing it in the Chapter newsletter,
- sending it via email to all members in good standing, or
- posting it in the members-only section of the Chapter's official website with email notification.

Section 3. Committee Reports and Accountability

Committee chairs shall report to the President or designated Vice President and provide updates to the Board of Directors upon request. Committees may make recommendations to the Board but may not act independently on behalf of the Chapter unless specifically authorized to do so by the Board.

ARTICLE XI – SATELLITES

Section 1. Purpose and Definition

Satellites are informal groups geographically separated from the Chapter that serve members for whom travel to Chapter events is impractical. They exist to strengthen member engagement, community presence, and support in remote areas where there is not sufficient interest to form a standalone MOAA chapter.

Section 2. Establishment and Recognition

To establish a satellite, interested members must petition the Chapter President in writing. Upon Chapter Board approval, the request will be forwarded to the North Carolina Council of Chapters and national MOAA for recognition. National MOAA will issue a letter of recognition signed by the national MOAA President.

Satellites are not required to:

1. Establish written bylaws or a charter;
2. Elect officers or maintain formal governance structures;
3. Hold meetings at fixed intervals;
4. Produce newsletters or publications.

Section 3. Governance and Operating Agreement

Each satellite shall operate in accordance with the Chapter's bylaws and policies. A Memorandum of Understanding (MOU) between the Chapter and the satellite shall be required. The MOU, signed by the Satellite Chair and the Chapter President, shall outline the scope of operations, communication expectations, financial procedures, support from the Chapter, and dispute resolution mechanisms. A sample MOU shall be attached as an appendix to these bylaws.

Section 4. Communication and Collaboration

The Chapter shall encourage and facilitate regular communication with satellites through joint meetings, virtual gatherings, Chapter newsletters, and leadership updates. The Chapter will endeavor to host at least one in-person or virtual joint event with each satellite per year.

Section 5. Program Participation

Satellite members are encouraged to support Chapter initiatives, including but not limited to the JROTC Leadership Medal Program. Satellite members may coordinate and present awards to cadets in their area in partnership with the Chapter's JROTC Coordinator, who will maintain oversight and ensure consistency with national MOAA standards.

Section 6. Financial Support

The Chapter Board shall include in its annual budget a line item to support satellite operations. Satellite funding requests must be submitted in writing, include estimated expenses, and align with approved Chapter programs or outreach efforts. Disbursed funds must be accounted for through receipts or a simple financial summary submitted to the Chapter Treasurer.

Section 7. Oversight and Dissolution

Satellites remain under the authority of the Chapter Board. The Board may withdraw recognition of a satellite by majority vote if it determines that the satellite no longer fulfills its purpose, fails to comply with Chapter policies, or requests dissolution. In such cases, any unspent Chapter funds must be returned.

ARTICLE XII – AMENDMENTS

Section 1. These bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) vote of the members present and voting at any duly called meeting of the Chapter, provided a quorum is present and proper notice has been given.

Section 2. The proposed amendment(s) must be:

- Clearly stated in writing,
- Reviewed and approved by the Board of Directors prior to submission to the membership, and
- Distributed to all voting members at least fifteen (15) days prior to the meeting at which the vote will take place. Notice may be provided by email, printed newsletter, or postal mail, consistent with the member's stated communication preferences.

Section 3. If authorized by North Carolina law, and when approved by the Board of Directors, members may vote to amend the bylaws via secure electronic means, provided that:

- All voting members are notified in writing at least fifteen (15) days before the opening of the vote,
- A quorum of responses is received electronically during the open voting period,
- The voting period remains open for a minimum of seven (7) days, and
- The results of the vote are certified by the Secretary and included in the minutes of the next meeting.

ARTICLE XIII – THE FLAG

The American flag shall be displayed and appropriately honored at all Chapter meetings and official events, in accordance with the United States Flag Code. When physical display of the flag is not possible due to venue limitations or virtual meeting format, a digital representation of the flag shall be shown or appropriate tribute shall be rendered.

This is to certify that these bylaws were approved and adopted at the regular meeting of the Chapter at Hendersonville North Carolina on November 14th, 2025.

Stephen E. Watkins
COL USA (Ret)
President

Joe W. Neubert
CPT USA (Fmr)
Secretary