

# **Vietnam and All Veterans of Brevard Inc.**

## **Bylaws**

**Revised February 14, 2013**

### **Article I**

#### **Name/Location**

##### **1.1 Name**

**The name of the organization is The Vietnam and All Veterans of Brevard, Inc. here after referred to as the “VVB”. It shall be incorporated as a non-profit corporation 501(c)(3) pursuant to Florida law.**

##### **1.2 Location**

**The VVB shall be located primarily in Brevard County Florida.**

### **Article II**

#### **Purpose**

- 2.1 To provide assistance to all veterans in their readjustment to life in the civilian community. All services shall be charitable in nature.**
- 2.2 To provide aid too economically, emotionally and culturally deprived persons and groups through education, sports and motivational programs.**
- 2.3 To make available to the public, information regarding the worthwhile and noteworthy contributions to the Brevard County community by the VVB. Also make available information regarding the activities and programs initiated by the organization.**
- 2.4 To work toward the elimination of discrimination suffered by Vietnam and all veterans and to develop channels of communication, which will assist all veterans to maximize self-realization and enrichment of their lives and enhance life fulfillment.**
- 2.5 To study on a non-partisan basis proposed legislation introduced in any federal, state or local legislative or administration body which may affect the social, economic, educational or physical welfare of all veterans and develop policy proposals designed to address the value of such proposed legislation.**
- 2.6 To conduct and publish research on a non-partisan basis, pertaining to the relationship of all veterans and the American society, the combat experience, and the role of the United States in securing a peaceful coexistence in the world community.**

- 2.7 To engage in all other activities which are related to the foregoing purposes provided, however, the corporation shall have no purpose and shall exercise no power which would prevent it from qualifying as an organization described in 501[c][3] of the Internal Revenue Code of 1954 being exempt from taxation under Section 501[a], and to which contributions and gifts may be made which would entitle the donor to the allowance of deduction under the provisions of Section 170 of said Internal Revenue Code.

### Article III

#### Powers

- 3.1 The corporation shall have all the powers expressly granted to non-profit corporations under the provisions of the Florida Non-Profit Corporation Act and all other powers necessary or useful to enable the corporation to carry out its purposes as set forth in Article II.

### Article IV

#### Membership/Dues/Voting Rights

- 4.1 Membership in the organization is open to all concerned with the desire to support the goals and purposes of the corporation. The Board of Directors is here-by authorized to establish other qualifications for regular membership as it deems appropriate from time to time in order to fulfill the purposes of the organization as set forth in Article II.
- 4.2 Membership status shall be held by any individual qualified under the guidelines set forth in Section 4.1 after submitting an official application and having paid the established dues.
- 4.3 Annual dues will be established by the Board of Directors and approved by majority vote of the general membership in attendance at the annual meeting.
- 4.4 The Board of Directors shall have the authority to waive the dues of any individual in cases of whatever extenuating circumstances deemed appropriate at the time.
- 4.5 Voting members for purposes of electing the Board of Directors must be paid members in good standing for at least 45 days prior to the annual elections. Absentee ballots will be available to qualified members through the elections committee.
- 4.6 Any individual, corporation or other entity that desires to support the goals and purposes of the corporation by rendering services and/or monetary contributions of the corporation shall be entitled to a Sponsor Membership. A Sponsor Membership shall have no voting rights. No Sponsor Member shall be eligible to hold any position as an officer or director of the corporation.
- 4.7 Any Active Duty service member requesting membership in the organization will have their dues waived while they remain on active duty.

**4.8 Upon application to the Board of Directors by any member and after a majority vote of the membership, any member may be removed from membership for cause by a majority vote of the said membership. The accused member must have the opportunity to defend themselves before the Board of Directors and/or membership.**

**Causes, which include but are not limited to:**

- A] Financial irresponsibility concerning the funds of the organization.**
- B] Engaging in activities contrary to the goals and purposes of the corporation as outlined in the articles of incorporation and/or by-laws of the corporation.**
- C] Failure to comply with any provision of requirements established by the corporation, including but not limited to those enumerated within this section.**

**4.9 All employees of the VVB shall be current members of the corporation. All member employees have the same voting rights as all members in good standing except when voting on raises or bonuses for employees. All raises and bonuses must be approved by the Board of Directors and voted on and approved by the membership. If an employee sits on the Board of Directors they may not vote on any employee raise or bonus.**

## **Article V**

### **Meetings**

**5.1 All meetings of the VVB will be governed by Robert's Rules of Order and these Bylaws as they apply.**

**5.2 The Board of Directors will meet once a month at a prescribed place and time to occur before the general membership meeting.**

**5.3 The general membership meeting will be held once a month at a prescribed place and time to be determined by the said membership.**

**5.4 The annual meeting shall be held in the month of January beginning in 1986, at a prescribed place and time to be determined by the membership. All incoming officers will be installed at said meeting. All members shall be notified of the annual meeting or any special meeting of the general membership. The notice will state the purpose, date, place and time of the meeting. The membership shall be advised in person, by phone, by mail or by electronic mail to the information listed on record of the organization, not less than 7 days prior to the said meeting.**

**5.5 Special meetings of the Board of Directors or general membership may be called at any time by the President or Secretary at the request of a majority of the Board of Directors or majority of the general membership.**

- 5.6 All members present and entitled to vote at any meeting provided at least 50 percent of the Board of Directors is also present, shall constitute a quorum for the transaction of business with pre-approved excused absentees being accepted.
- 5.7 A vote of a simple majority of the members present at any regularly scheduled monthly meeting has the right to overturn any decision made by the Board of Directors.

## Article VI

### Executive Board/Board of Directors

- 6.1 The Board of Directors shall manage the day to day activities of the corporation and oversees all meetings of the Board of Directors and General Membership. The Board of Directors consists of a number of members fixed from time to time by the general membership in accordance with 6.2 below.
- 6.2 The members of the Board of Directors include all officers and directors listed in Article VII, herein, and any Chapter Representative. The Board of Directors shall consist of not less than five [5] and not more than fifteen [15] and shall be determined by the General Membership.
- 6.3 All officers shall serve on the Board of Directors for a term of one year or until the end of the fiscal year.
- 6.4 One half of the entire Board of Directors shall constitute a quorum for the transaction of business, with pre-approved excused absentees being accepted.
- 6.5 Upon application to the Board of Directors by any member and after a majority vote of the Board of Directors, any board member may be removed for causes by a majority vote of the General Membership present at a regular membership meeting.

Causes which include but are not limited to:

- A] Three [3] consecutive un-excused absences as deemed by the Board of Directors with regard to Board of Director or General Membership meetings.
  - B] Financial irresponsibility concerning organization funds.
  - C] Engaging in activities contrary to the goals and purposes of the corporation as outlined in the Articles of Incorporation or By-Laws of the corporation.
  - D] Failure to comply with any provision of requirements established by the corporation, including, but not limited to those enumerated within this section.
- 6.6 All fundraising activities undertaken by the organization must be authorized and approved by the Board of Directors.

## Article VII

### Offices

- 7.1 The General Membership shall elect all officers and directors of the corporation who shall have powers and functions as provided hereafter. All officers shall be installed at the annual General Membership meeting before any other business is conducted or at a special function provided for that purpose to take place before the annual General Membership meeting.
- 7.2 The offices of President and Vice President shall be limited to two [2] full consecutive one year terms per office. To serve as President or Vice President you shall be a veteran who served in a military organization and received an honorable discharge as shown on their DD-214.
- 7.3 All officers of the organization must be a member in good standing and if claiming veteran status must hold an honorable discharge with a DD-214 on file.
- 7.4 During the absence or disability of the President the Vice President shall assume all of the duties prescribed to the President.
- 7.5 In the event of death, resignation or removal of the President the Vice President will assume the office of President and all duties prescribed. The Board of Directors at its discretion may elect or appoint a successor to fill the unexpired term of any other position on the Board of Directors.
- 7.6 Duties of the President
- A] Preside over all meetings of the Board of Directors and General Membership.
  - B] Provide leadership to the entire organization in achieving the organizations purpose and mission statement.
  - C] May serve on any or all committees.
  - D] Guide and mediate all Board of Directors actions with respect to organizational priorities and guidelines.
  - E] Monitor all financial reports and planning of the organization.
- 7.7 Duties of the Vice President
- A] Work with the Board of Directors to implement goals and guidelines for the organization.
  - B] Perform the duties of the President in their absence.
- 7.8 Duties of the Treasurer
- A] Maintain all records of all income, expenses, assets and liabilities of the organization for the current year.

**B] Ensure all appropriate financial reports are made available to all members of the organization.**

**C] Keep the Board of Directors informed of any financial issues that will require their review or action.**

**D] Present an annual budget for the VAP to the membership for review and approval.**

**E] Arrange for an annual internal audit of all financial records of the organization.**

#### **7.9 Duties of the Secretary**

**A] Manage minutes of all meetings and ensure distribution to the Board of Directors in a timely manner. Also make available to the general membership the same minutes.**

**B] Ensure all corporate paperwork is filed with the proper state and federal agencies.**

**C] Maintain all non-financial records of the organization for that fiscal year.**

#### **7.10 Duties of the Sargent-At-Arms**

**A] Ensure meeting area is set up with all that is needed to run a proper meeting.**

**B] Be available to greet guests and new members when needed.**

**C] Enforce the rules of order governing the meeting.**

**D] Ensure voting procedures are followed by the governing rules of order.  
(Roberts Rules and the Bylaws)**

**E] Prepare, distribute, collect and tally all votes and report results to the Secretary and President.**

#### **7.11 Duties of the Immediate Past President**

**A] Act as Chairman of the Board at Board of Directors meetings.**

**B] Provide knowledge and guidance to the Board of Directors.**

#### **7.12 Duties of the Membership Representative.**

**A] Actively recruit new members to the organization.**

**B] Actively reach out to inactive members.**

**C] Participate in fundraising and promotional events of the organization.**

**D] Advise the Board of Directors of the needs of the membership.**

#### **7.13 Duties of the Committee Chairperson**

**A] Oversee all committee operations**

- B] Oversee all committee meetings**
- C] Assign committee members duties.**
- D] Keep the Board of Directors advised of all committee business.**
- E] Ensure committee meeting minutes are taken at all meetings and distributed to all members in a timely fashion.**

**7.14 Duties of the State Coalition Spokesperson**

**A] Represent the organization at all Coalition meetings. At least 1 alternate will be assigned.**

**7.15 Any officer or director of the corporation may resign at any time during their term of office. A letter of resignation must be submitted to and accepted by the Board of Directors.**

**7.16 The President shall appoint an election committee from the general membership at least sixty [60] days prior to the annual meeting.**

**7.17 Any person seeking a position on the Board of Directors must have their name submitted to the election committee at a general membership meeting.**

**7.18 All candidates seeking office shall present appropriate documentation to the Chairperson of the Nominating Committee**

**7.19 The organization may have committees. The membership will have the governing powers over said committees listed below with the exception of the election committee which is governed by section 7.6 to 7.18.**

**A] All committees shall elect their own officers where applicable, and must be members in good standings of the organization.**

**B] Any elected members of the Board of Directors who wishes to attend scheduled committee meetings may do so.**

**C] All committees that keep their own funds will provide a monthly financial statement to the Board of Directors.**

**D] All committee fundraising activities must be approved by the membership.**

**E] Upon dissolution of any committee the membership will control the disbursement of any and all maintaining funds.**

**F] All deficit spending must be pre-approved by the membership.**

**G] Only committee members who are members in good standing may vote to expend funds.**

## **Amendments**

- 8.1** These bylaws may be amended as provided in the non-profit Corporation Act. Any such amendments to these by-laws shall be made at the annual meeting by two thirds (2/3) majority vote of those members present.
- 8.2** All members will be notified of pending amendments to the by-laws within sixty [60] days of the annual meeting.
- 8.3** Any amendment will be made available for review to all members within sixty [60] days of the annual meeting. Changes in the 1<sup>st</sup> degree will be made available within thirty (30) days of the annual meeting.

## **Article IX**

### **New Chapters**

The corporation shall have new chapters. Chapters shall be members of the organization and will be required to meet the following qualifications.

- 9.1** In order to be eligible to become a chapter within the corporation, a group must contain at least fifteen [15] regular members in good standing.
- 9.2** The constitution and by-laws of every proposed chapter shall be reviewed and approved by the Board of Directors of this corporation prior to the acceptance of that chapter within the corporation. Thereafter each chapter's constitution and by-laws are required to be reviewed by the Board of Directors of the corporation annually. Each chapter shall submit their current constitution and by-laws with proposed changes to the corporation's Board of Directors prior to forty-five [45] days before each chapters annual meeting.
- 9.3** Each chapter shall submit a quarterly financial statement and membership rolls to the corporation's Board of Directors.
- 9.4** Each chapter shall elect or appoint a regular member who will attend meetings of the Board of Directors of the corporation.
- 9.5** The relationship of the chapter to the corporation may be terminated for cause by a majority vote of the Board of Directors of the corporation, after reasonable notice from the corporation to the chapter for reasons as set forth hereafter, and shall be terminated only after reasonable guidance and counseling from the corporation to the chapter regarding said reasons, which include but not limited to the following.
  - A]** Financial irresponsibility
  - B]** At such time that the membership falls below fifteen [15] members for a period of sixty [60] days.
  - C]** By engaging in activities contrary to the goals and purpose of the corporation as outlined in the Articles of Incorporation and By-laws of the corporation.



- D] By failing to comply with any provision of requirements established by the corporation including, but not limited to those enumerated within this article.**

## **Article X**

### **Parliamentary Authority**

- 10.1 Robert's Rules of Order shall govern all proceedings of this corporation and its constituent parts except as provided in these by-laws as noted in 5.1 above.**

## **Article XI**

### **Dissolution**

- 11.1 This corporation may be dissolved at any time as deemed by the full majority of the Board of Directors. Any fiscal or monetary assets will be distributed per Florida Code for non-profit corporations.**

**Certificate of Revision**

**I Richard A. Russo, Sargent-At-Arms of this corporation, hereby submit these complete by-law revision for addition and approval of the general membership.**

**This 14<sup>th</sup> day of February in the year 2013**

**Richard A. Russo**

**Sargent-At-Arms**

**Vietnam and All Veterans of Brevard Inc.**

**Changes to these bylaws have been adopted on the dates listed below.**

**Amended 12 January 2009**

**Revision 14 February 2013**

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