

National Foundation for Veterans & Families, Inc.
Bylaws

ARTICLE I
Name

The name of the Corporation shall be National Foundation for Veterans & Families, Inc. organized under the laws of the State of Maryland and hereto referred to as the Corporation.

ARTICLE II
Purposes

The purposes for which the Corporation was formed are those prescribed by the Articles of Incorporation. The purposes are listed in Appendix A of these bylaws.

ARTICLE III
Board of Directors

§3.01 General. The Board of Directors shall manage and control the affairs and property of the Corporation. The Officers and Board Members constitute the Board of Directors. The number of Directors shall be no more than nine (9) and no less than five (5). Board Members shall perform duties as determined by the Chair.

§3.02 Appointment. Board members are appointed by the Chair and confirmed by the Board members.

§3.03 Term of Office. The term of appointment shall be two (2) years.

§3.04 Compensation. There shall be no compensation for services as a Director; however, one may be compensated from time-to-time as an activity coordinator or special program manager.

§3.05 Ex-Officio Members. The Ex-Officio Board members have no vote; they are advisors and are appointed to support the Board. The Chair shall appoint all ex-officio members; the Chair shall determine the duties of these members.

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ARTICLE IV
Officers

§4.01 Officers and Duties. The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer. No person may hold more than one office in the Corporation at the same time. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

- a. The Chair shall preside at all meetings of the Board and have general supervision of the affairs of the Corporation.
- b. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. The Treasurer shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation. The Treasurer shall perform all of the other duties customarily incident to the office of the treasurer of a nonprofit corporation.

§4.02 Vacancy. A vacancy in any office may be filled through appointment by the Chair. The appointment ends with the unexpired term.

§4.03 Resignation. An officer may resign at any time by giving written notice to the Chair. If an officer ceases to perform the duties of said office, the officer shall be deemed to have resigned.

§4.04 Removal. Any officer of the Corporation may be removed for cause by a majority vote of the Board of Directors.

ARTICLE V
Elections

§5.01 Nominations. A Nominating Committee shall be appointed by the Chair. All candidates must announce their intention to run no less than fourteen (14) days before the election. All voting for officers shall be conducted in a private and confidential manner, pursuant to the procedures established by the Nominating Committee. The results of the election shall be announced at the meeting at which the vote was taken.

§5.02 Elections. Elections shall take place during the Annual Meeting in April.

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ARTICLE V
Elections (CONTINUED)

§5.03 Term of Office. The term of office for an Officer shall be four (4) years. The term begins with the announcement of the election results.

ARTICLE VI
Committees

§6.01 Appointment. The Board may appoint committees that shall perform such duties as the Board directs. Members of a committee shall not be required to be an Officer or Board member.

§6.02 Special Committees. Committees may be created from time to time by the Board. Such committees shall not be considered standing committees and may be discharged by the Board upon the completion of the assigned duties. The Chair shall appoint the members of such committees, determine their tenure, and fill any vacancy upon approval of the Board. Each committee shall consist of a minimum of three (3) members.

ARTICLE VII
Meetings

§7.01 Annual Meeting. The annual meeting of the Board shall be held in April. The annual meeting may take place by conference call or video conferencing.

§7.02 Regular Meetings. Regular meetings of the Board shall be held on dates, at times, and places as determined by the Board. Regular meetings may take place by conference call or video conferencing. A minimum of four (4) meetings, which includes the annual meeting, shall be held each year.

§7.03 Special Meetings. Special meetings of the Board may be held at any time and place upon the call of the Chair or any two (2) Officers/Board Members. Special meetings may take place by conference call or video conferencing.

§7.04 Notice. Except in an emergency, notice of the date, time, and place of the Board meeting shall reach the Board three (3) days in advance of the meeting.

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ARTICLE VII
Meetings (CONTINUED)

§7.05 Quorum. A majority of the Board constitutes a quorum for transaction of business.

§7.06 Organizational Structure. The Vice Chair shall preside at the meeting of the Board in the absence of the Chair. Should both be absent, the Board members present shall choose a member to preside. In the absence of the Secretary, the presiding officer may appoint someone to act as Recording Secretary.

§7.07 Executive Session. Matters considered by the Board to be of a sensitive, private nature may be considered for Executive Session. Participation is limited to the Directors plus anyone invited by the Board.

§7.08 Action by Written Consent. Action may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and all written consents must be accepted by motion at the next held meeting and entered into the minutes of the meeting.

ARTICLE VIII
Agents and Employees

§8.01 Agents. The Chair may appoint agents as deemed advisable with the approval of the Board. All appointments and the agreed compensation shall be brought to the notice of the Board within two (2) weeks of each appointment. All agents shall hold the appointed office at the discretion of the Board.

§ 8.02 Agent Compensation. Agents of the Corporation shall receive only such salary, compensation or reimbursement for services rendered to the Corporation that are authorized by the Board.

§ 8.03 Employees. Employees of the Corporation shall receive only such salary, compensation or reimbursement for services rendered to the Corporation that are authorized by the Board or Chair.

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ARTICLE IX
Financial Procedures

§9.01 Fiscal year. The fiscal year of the Corporation shall be the calendar year.

§9.02 Contracts. The Board shall determine who is authorized to sign contracts, bills, notes, receipts, acceptances, endorsements, and other documents on behalf of the Board.

§9.03 Disbursements. All disbursements must be approved by the Board of Directors. All checks shall be signed by two (2) Officers, excluding the Secretary.

ARTICLE X
Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the Corporation 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 Corporation may adopt.

ARTICLE XI
Amendments

Written notification of proposed amendments to these Bylaws must be submitted to the Bylaws Committee sixty (60) days prior to the Corporation's Annual Meeting. The Bylaws Committee shall submit the amendments to the Board not less than thirty (30) days prior to the Annual Meeting. These Bylaws may be amended by the affirmative vote of a majority of the Board present and voting at the Annual Meeting.

ARTICLE XII
Dissolution

Upon dissolution of the Corporation, all remaining assets of the Corporation, after payment in full of all of its debts, obligations, and necessary final expenses, shall be distributed to a nonprofit fund or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (*as stated in the Ninth Article of the Articles of Incorporation*).

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APPENDIX A

1. To financially support veteran's needs, services and programs provided by the Associates of Vietnam Veterans of America, Inc.
2. To develop and promote activities to improve the "Quality of Life" for veterans, their families, and the military community at-large.
3. To establish active programs that educates the general public about the unique effects of military service and the needs for veterans and their families through workshops, seminars, conferences, radio, television, and the Internet.
4. To provide recognition for veterans and members of the Associates of Vietnam Veterans of America, Inc., and other veterans' organizations and/or chapters who have made invaluable contributions to our country and/or to fellow veterans.
5. To identify, collect, organize and disseminate information about the military community and veterans' benefits, and other related topics.
6. To increase awareness of health-related issues pertaining to veterans and their families and promote outreach activities and event on behalf of the veteran community.
7. To draw support from veterans and other interested persons and organizations supporting the mission of the Corporation.
8. To support or conduct such other activities or further activities as may be desirable to lessen the burden of governments.
9. To undertake other objectives, programs and activities not inconsistent with Section 501(c)(3) of the Internal Revenue Code as the need to do so presents itself in the opinion of the Corporation. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Maryland upon nonprofit corporations, including but without limitations thereon, the right and power to receive gifts, grants, bequest and contributions in any form, and to use, apply, invest and reinvest the principal; and/or income therefrom or to distribute the same for the above purposes.

Amended: May 3, 2016

Adopted: February 2008