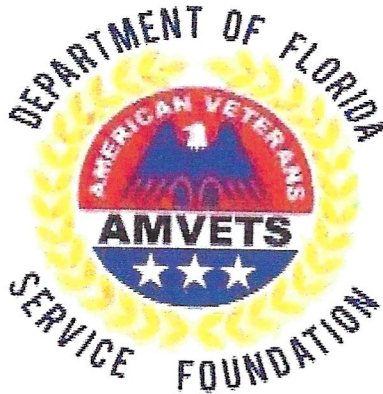


**AMVETS (American Veterans)
Department of Florida
Service Foundation, Inc.**



**Constitution and
Regulations**

Effective October 2023

Table of

Contents

CONSTITUTION

Article I. MEMBERS	Page 3
Article II. BOARD MEMBERS	Page 3
Section 1. Election	Page 3
Section 2. Regular, Annual and Special Meetings	Page 3
Section 3. Removal of Members of the Board	Page 4
Section 4. Vacancies	Page 4
Section 5. Quorum	Page 4
Section 6. Compensation	Page 4
Section 7. Reimbursement	Page 4
Article III. OFFICERS	Page 4
Section 1. Designation of Officers	Page 4
Section 2. Eligibility for Office	Page 5
Section 3. Duties of Officers	Page 5
Section 4. Vacancies of Officers	Page 6
Article IV. AUTHORITY FOR CONTRACT	Page 6
Section 1. Negotiation of Contract	Page 6
Section 2. Approval of Contracts	Page 6
Section 3. Authentication of Contracts	Page 6
Article V. DUTIES OF THE BOARD	Page 7
Section 1. It Shall be the Duty of the Board	Page 7
Article VI. REGULATION	Page 7
Section 1. Subordinate of AMVETS Department of Florida	Page 8
Section 2. Trust Accounts	Page 8
Section 3. Investments	Page 8
Section 4. Semi-Annual External Financial Review	Page 8
Section 5. Semi-Annual Financial Report to NSF	Page 8
Section 6. Fiscal Year	Page 8
Section 7. Certification and Grants	Page 8
Article VII. AMENDMENT	Page 9

**AMVETS
(AMERICAN VETERANS) AMVETS DEPARTMENT OF
FLORIDA SERVICE FOUNDATION, INC.**

CONSTITUTION

Article I MEMBERS

The membership of the AMVETS (American Veterans) Department of Florida Service Foundation, Inc. shall consist of and is limited to the members of the Board Members.

Article II BOARD MEMBERS

SECTION 1 - ELECTION

- A. The Board Members shall consist of five (5) elected members. All members shall be members in good standing in the Florida Department of AMVETS.
- B. The delegates at the State Convention of the Department of Florida AMVETS shall elect five (5) members of the Board Members who shall be on a rotating basis for three-year terms. Two (2) board members will be elected at two consecutive conventions with a one (1) being elected at the third convention. No more than one (1) member from any post shall serve at any one time as one of these five (5) members of the Board Members.

SECTION 2 - REGULAR, ANNUAL AND SPECIAL MEETINGS

- A. Regular Meetings of the Board Members shall be on Friday afternoon preceding the Department SEC's, and State Conventions.
- B. The Annual Meeting will be prior to the State Convention to approve a budget for the upcoming fiscal year. Special meetings of the Board Members may be called by the President of the Board or by any three (3) members of the Board, by sending written notice of said meeting to all members of the Board no less than ten (10) nor more than thirty (30) days in advance of such meeting. All special or regular meetings of the Board Members shall be held at any place within the State of Florida which is agreeable to the majority of the members of the Board.
- C. When it becomes necessary to get Board Member consensus on an important issue that cannot be delayed waiting for a regularly scheduled SEC or Convention, the President may use conference call technology to conduct an electronic meeting.

SECTION 3- REMOVAL OF MEMBERS OF THE BOARD

Anyone or more of the five (5) members of the Board Members elected by the delegates at the Florida Department Convention may be removed by a two-thirds (2/3) vote of the entire membership of the State Executive Committee of the Department of Florida AMVETS for cause, provided however, that the member or members who are being considered for removal shall not have a vote. Other members shall be automatically removed from the Board when removed from office in the Department of Florida AMVETS.

SECTION 4 - VACANCIES

A. Whenever any vacancies shall occur on the Board by reason of death, resignation, or removal, as provided in Section 3 or otherwise, such vacancy shall be filled by a majority vote of the members of the State Executive Committee of AMVETS, or by majority vote of the delegates of the Florida State Convention, whichever body shall meet first. The person or persons so elected shall hold membership on the Board for the remainder of the unexpired term caused by said vacancy.

SECTION 5 - QUORUM

A. Three (3) of the Board Members shall constitute a quorum for all meetings of the Board. A majority vote of the quorum of said Board Members shall be final and conclusive as to all matters passed upon by the Board.

SECTION 6 - COMPENSATION

A. The members of the Board shall serve without compensation but shall be allowed reasonable authorized expenses incurred in travel and otherwise, in pursuit of the Foundation's business. The Board shall approve or disapprove the vouchers for payment of such expenses according to such rules and procedures as it may establish. No employee or member of the Board shall have any financial interest of any kind or character whatever in any corporation or enterprise with which the Foundation does business.

SECTION 7 - REIMBURSEMENT

A. All Expense reimbursement will be in accordance with the AMVETS (American Veterans) Department of Florida Service Foundation, Inc. Reimbursement Policy.

Article III OFFICERS

SECTION 1 - DESIGNATION OF OFFICERS

A. The Officers of the Foundation shall be President, Vice President, Secretary,

Treasurer, and Parliamentarian, whose terms of office shall be one (1) year. The Officers shall serve in such a capacity until their successors have been elected at a meeting of the Board.

SECTION 2 - ELIGIBILITY FOR OFFICE

- A. Any of the five (5) members of the Board elected by the delegates at the AMVETS Department of Florida Convention shall be eligible to hold any office in AMVETS (American Veterans) Department of Florida Service Foundation, Inc.

SECTION 3 - DUTIES OF OFFICERS

- A. The President shall be the General Manager and Chief Executive Officer of the Corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall act as Chairman of the Board and preside at all Board meetings. The President has the general powers and duties of management usually vested in the office of President and General Manager of a corporation and such other powers and duties as the Board or the Bylaws may require.
- B. The Vice President shall perform all duties of the President if the President is absent or disabled. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board, or the Bylaws may require. In the event of a vacancy in the office of President, the Vice President shall succeed the president until the next SEC or Convention, whichever happens first.
- C. The Secretary shall keep a complete record of the minutes of all meetings of the Board. The Secretary shall be the director and manager of the business and administrative affairs of the Foundation and shall be Secretary of the Board. The Secretary, by and with the consent of the Board, has the authority and duty to lease office space, purchase supplies, arrange travel of personnel, employ and supervise personnel and arrange incidental services which he deem necessary and advisable to properly conduct the business affairs of the Department Service Foundation.
- D. The Treasurer shall keep the regular books for the Service Foundation. The Treasurer shall deposit money acquired by the Service foundation in special accounts in a bank as acceptable by the Board. The Treasurer will further pay receipts that have been properly authenticated by the Board. The Treasurer shall be bonded. The Treasurer will be responsible for all money transactions and will report back to the Board periodically. The Treasurer will arrange for a semi-annual financial review of the AMVETS (American Veterans) Department of Florida service Foundation, Inc. financial records. The Treasurer will also ensure that all regulatory reporting is completed including but not limited to IRS Form 990, IRS Form 941, semi-annual report to the National Service Foundation, etc.

- E. The Parliamentarian shall serve as the expert in parliamentary procedures. The Parliamentarian shall maintain order in the meetings and provide support to the president.

SECTION 4 - VACANCIES OF OFFICERS

- A. In case of death, resignation, ineligibility, or the removal of a board member for cause, the Board shall elect a successor from among its members to fill the vacancy for the unexpired term. The vacant position remaining as a result of this action will be handled in accordance with AMVETS Department of Florida Bylaws, Article IV. Section 15.C.

Article IV AUTHORITY FOR CONTRACT

SECTION 1 - NEGOTIATION OF CONTRACT

- A. Authority to negotiate all contracts for fund raising and for other purposes authorized in the Articles of Incorporation of the AMVETS (American Veterans) Department of Florida Service Foundation, Inc., is hereby specifically delegated to the Board. No contract shall be entered into unless the Legal Counsel of the Foundation and the Parliamentarian have approved the legal aspects of the contract.

SECTION 2 - APPROVAL OF CONTRACTS

- A. No contract or lease involving expenditures more than \$5,000 of the Corporation's funds, or for a duration longer than six months, shall be negotiated without inviting a reasonable number of competitive written bids. When the required products are of equal quality, the contract shall be awarded to the lowest bidder. No offer, committee member, or employee shall have any power of authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 3 - AUTHENTICATION OF CONTRACTS

- A. All contracts for fund raising and for other purposes authorized in the Articles of Incorporation of the AMVETS (American Veterans) Department of Florida Service Foundation Inc., shall be entered into in the name of the AMVETS (American Veterans) Department of Florida Service Foundation, Inc., and shall be authenticated by the signature of the President of the Board after having been duly approved by the said Board. The proposals and negotiations leading to, and any proposed contracts in their final form, shall be sent to the members of the Board by the Secretary and the action of the members of the Board thereon shall be transmitted to the Secretary in writing.

ARTICLE V. DUTIES OF THE BOARD

Section 1. IT SHALL BE THE DUTY OF THE BOARD:

- A. To cause to be kept a complete record of all minutes and accounts.
- B. To supervise all officers or agents of the AMVETS (American Veterans) Department of Florida Service Foundation Inc. and require proper performance of their duties.
- C. To designate a depository or depositories for the funds and securities of the Foundation.
- D. To make such appropriations to the AMVETS Department of Florida may enable it to render needed service to veterans.
- E. To determine the kinds, classes, of securities and invested but in any event, in investing such fund, it shall be governed by the laws of the State of Florida regulating the investment of such funds.
- F. To hold and exercise all the powers and rights conferred upon board members of a corporation generally by the laws of the United States and the State of Florida.
- G. To accept or reject such bequests, donations, contributions, or subscriptions as may be made to it by any individuals, company, or corporation, or as may be assigned to it by the AMVETS Department of Florida, or by any other organization or agency, to be used for the furtherance of the AMVETS (American Veterans) Department of Florida Service Foundation Inc.
- H. To make such expenditures and to enter into such agreements, as necessary, in its discretion, to fulfill the purposes outlined in the Articles of Incorporation.
- I. To employ such people, and at such salaries, as it deems necessary to carry the purpose hereof.
- J. To provide for the bonding of the Treasurer and such officers of the Board, and of such agents as may deem necessary to protect the funds of the Foundation.

Article VI REGULATION

SECTION 1 – SUBORDINATE OF THE AMVETS DEPARTMENT OF FLORIDA.

AMVETS (American Veterans) Department of Florida Service Foundation, Inc., for all purposes or policy shall be considered a subordinate organization of the AMVETS Department of Florida.

SECTION 2 - TRUST ACCOUNTS

- A. All funds acquired by the AMVETS (American Veterans) Department of Florida Service Foundation, Inc., shall be in the general trust accounts or accounts, and appropriations, advances or lien there from, may be made only to AMVETS (American Veterans) Department of Florida Service Foundation, Inc, or to any other person, agency, company, corporation for carrying out the purposes of the Articles of Incorporation.

SECTION 3 - INVESTMENTS

- A. The Board may invest the funds of the Foundation for such purposes as are permitted and authorized by the Articles of Incorporation of AMVETS Department of Florida Service Foundation, Inc., and by the laws of the State of Florida.

SECTION 4 – SEMI-ANNUAL EXTERNAL FINANCIAL REVIEW

- A. A Licensed Accounting Firm shall perform an external financial review of the accounts of the AMVETS (American Veterans) Department of Florida Service Foundation Inc., for the periods of July 1st through December 31st and January 1st through June 30th of each year.

SECTION 5 - SEMI-ANNUAL REPORT TO NATIONAL SERVICE FOUNDATION

- A. The AMVETS (American Veterans) Department of Florida Service Foundation Inc., shall forward to the National Service Foundation, a Financial Report of all funds that have been disbursed or invested, as well as additional information requested. The 1st Report shall cover January through June, reported in July and the 2nd Report shall cover July through December, reported in January.

SECTION 6 - FISCAL YEAR

- A. The Fiscal Year for the State of Florida Department of AMVETS Service Foundation Inc. shall be July 1st to June 30th.

SECTION 7 – CERTIFICATION AND GRANTS

- A. Is certified by the State of Florida, Department of State, that AMVETS (American Veterans) Department of Florida Service Foundation, Inc. is a corporation organized under the laws of the State of Florida, Filed on July 22, 2014, effective August 1, 2014.
- B. All AMVETS Department of Florida requests for Service Foundation grants submitted by AMVETS Department of Florida Committees must include the amount, the purpose, cost analysis and beneficiary. There should be a detailed explanation of the beneficiary, and Committee Chairperson. The initial request must be approved by the Department Finance Committee and the Department Executive Board prior to submission to the Service Foundation. Requests must be received 60 days prior to

the Department Annual Convention. The Service Foundation will authorize, modify or reject individual committee requests and notify the Department 30 days prior to the Annual Convention.

- C. Emergency requests (disaster relief, hardship, matching funds grants) may be submitted any time. Such requests must be on the proper Service Foundation forms. Upon receipt the President will arrange for a special meeting for a decision of the board members.

ARTICLE VII - AMENDMENT

Section 1. This Constitution and Regulation may be amended at any regular, annual or special meeting by a 2/3 vote of the board members only after receiving a 30-day notice via email, US mail, telephone call or verbal face-to-face notification. It can also be amended without prior notification with a unanimous vote of the board.

This Constitution and Regulation was amended by a two-thirds (2/3) vote of the Board at a meeting called specifically for the purpose of considering such amendments.

X 
PNRP-1/PDC Larry Arnett, President

Aug 25, 2023
Date Signed

X 
PNC Joe Piening, Parliamentarian

Aug 25, 2023
Date Signed