

# **AMVETS (American Veterans)**

**Department of Florida**

**Service Foundation, Inc.**



## **Constitution and Regulations**

**13 February 2015** American Veterans Chartered by Congress,  
July 23, 1947

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# **AMVETS (AMERICAN VETERANS) 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 of Trustees.

## **Article II BOARD OF TRUSTEES**

### **SECTION 1- ELECTION**

- A. The Board of Trustees 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 Florida Department of AMVETS shall elect five (5) members of the Board of Trustees who shall be on a rotating basis for three year terms. Two (2) trustees 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 nor more than two (2) Previous Department Commanders of the Florida Department of AMVETS shall serve at any one time as one of these five (5) members of the Board of Trustees.

### **SECTION 2 - REGULAR, ANNUAL AND SPECIAL MEETINGS**

- A. Regular Meetings of the Board of Trustees shall be Friday afternoon preceding the Department SEC's, and State Conventions.
- B. The Annual Meeting will be prior to the State Convention to prepare a budget for the upcoming fiscal year. Special meetings of the Board of Trustees 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 of Trustees shall be held at any place within the State of Florida which is agreeable to the majority of the members of the Board.

### **SECTION 3- REMOVAL OF MEMBERS OF THE BOARD OF TRUSTEES**

- A. Anyone or more of the five (5) members of the Board of Trustees 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 Florida Department of 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 Florida Department of AMVETS.

## **SECTION 4 - VACANCIES**

- A. Whenever any vacancies shall occur on the Board of Trustees 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 Trustees shall constitute a quorum for all meeting of the Board. A majority vote of the quorum of said trustees shall be final and conclusive as to all matters passed upon by the Board.

## **SECTION 6 - COMPENSATION**

- A. The members of the Board of trustees 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 of Trustees 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.

# **Article III OFFICERS**

## **SECTION 1 - DESIGNATION OF OFFICERS**

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

## **SECTION 2 - ELIGIBILITY FOR OFFICE**

- A. Any of the five (5) members of the Board of Trustees elected by the delegates at the Florida Department Convention shall be eligible to hold any office.

## **SECTION 3 - DUTIES OF OFFICERS**

- A. The President shall be the executive Officer and shall act as Chairmen of the Board of Trustees.
- B. The Secretary shall assume the duties of the President in the absence of the President.
- C. The Secretary shall keep a complete record of the minutes of all meetings of the Board of Trustees. He shall be the director and manager of the business and



administrative affairs of the Foundation and shall be Secretary of the Board of Trustees. He, by and with the consent of the Board of Trustees, 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. He shall deposit money acquired by the Service foundation in special accounts in a bank as acceptable by the Board of Trustees. He will further pay receipts that have been properly authenticated by the Board of Trustees. He shall be bonded. He will be responsible for all money transactions and will report back to the Board of Trustees periodically.
- E. The Parliamentarian shall serve as the expert in parliamentary procedures.
- F. The Sergeant at Arms 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 an officer for cause, the Board of Trustees shall elect his/her 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 13 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 Florida AMVETS (American Veterans) Department of Florida Service Foundation, Inc., is hereby specifically delegated to the Board of Trustees. No contract shall be entered into unless the Legal Counsel of the Foundation and the Department Judge Advocate of the Florida Department of AMVETS have approved the legal aspects of the contract.

### **SECTION 2 - APPROVAL OF CONTRACTS**

- A. No Contracts for fund raising or for other purposes authorized in the Articles of Incorporation of the AMVETS (American Veterans) Department of Florida Service Foundation, Inc., shall be entered into without the approval of the State Executive Committee, or the State Convention of the Florida Department of AMVETS.

### **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 of Trustees 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 of Trustees 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 OF TRUSTEES**

### **Section 1.** It shall be the duty of the Board of Trustees:

- A. To cause to be kept a complete record of all minutes and accounts
- B. To supervise all officers or agents of the Florida Department of AMVETS 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 Florida Department of AMVETS as 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 trustees or Directors 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 Florida Department of AMVETS, or by any other organization or agency, to be used for the furtherance of the Florida Department of AMVETS Service Foundation Inc., provided, however, that as to all donations, contributions, subscriptions or gifts such acceptance or rejections shall be subject to approval of the majority of the State executive Committee of the Florida Department of AMVETS, which body shall be fully informed as to the source of and all negotiations leading up to the offer of such donation, contribution, subscription, or gift shall be accepted from any source which seeks or attempts to influence the policy of the Florida Department of AMVETS, or any of its branches, Auxiliaries, or related corporate entities.
- 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 persons, 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 of Trustees, and of such agents as it may deem necessary to protect the funds of the Foundation.
- K. The AMVETS (American Veterans) Department of Florida Service Foundation, Inc. shall conduct a semi-annual review of the financial records of the Department of Florida during the February /March SEC and in conjunction with the September/October SEC



meeting each year. The review should include but not be limited to; confirming all bank balances, reviewing and confirming correctness of any revenues and expenses exceeding \$500.00, and reviewing expenses associated with all grant monies received. A copy of the report of the financial review shall be reported to all Department Officers and Posts of the Department of Florida.

## **Article VI POLICY**

### **SECTION 1 - SUBSIDIARY OF FLORIDA DEPARTMENT OF AMVETS**

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

### **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 the State Service Department of the State Headquarters of AMVETS, or to any other person, agency, company, corporation for carrying out the purposes of the Articles of Incorporation.

### **SECTION 3 - INVESTMENTS**

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

### **SECTION 4 - AUDIT**

- A. An auditing committee appointed by the Commander approved by the Executive Committee shall perform a review of the accounts of the Florida Department of AMVETS Service Foundation Inc., at the spring and fall SEC's.

### **SECTION 5 - SEMI-ANNUAL REPORT**

- A. (Jan -July) The Florida Department of AMVETS 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.

### **SECTION 6 - FISCAL YEAR**

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

### **SECTION 7 - AMVETS (American Veterans) Department of Florida Service Foundation, INC.**

- A. Is registered with the State of Florida, Department of Revenue, as a 501 c 3 Tax

Exempt Organization, and has been issued a Consumer's Certificate Number.

## **Article VII DEFINITIONS**

Definition of the word "he", "him" or "chairman", wherever they appear in these Bylaws, shall be referring to both sexes.

## **Article VIII AMENDMENT**

- A. The Constitution and Regulations may be amended by a two-thirds (2/3) vote of a quorum of the Board of Trustee at a meeting called specifically for the purpose of considering such amendment. Any proposed amendment shall be sent to the following:
  - (1) Members of the Board of Trustees
  - (2) The Florida Department of AMVETS State Executive Committee
- B. Such proposed amendments shall be sent at least 30 days in advance of the meeting of the board of Trustees. After being duly passed by the Board of Trustees, such amendments shall be submitted for the approval to the Florida Department of AMVETS State Executive Committee or by a majority vote of the delegates to the Florida Department Convention, whichever body meets first.

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

- A. Members of the State Executive Committee (SEC) already collecting travel and lodging expenses cannot collect from both the Department and the Service Foundation for the same meeting.
  - (1) (Mid-Winter Conference 1-17-86)
- B. The Administrative Committee will handle all of the business of the Service Foundation between meetings. The Administrative Committee shall consist of the President, Treasurer and the Secretary.
  - (1) (Annual Meeting 1-13-86)
- C. A Service Foundation meeting will be held on Friday at four (-3) p.m. before each SEC meeting and the State Conventions. Members must either answer roll call on Friday or are excused to collect travel and lodging expenses.
  - (1) (Mid-Winter Conference 1-16-67)
- D. The Service Foundation President and/or designated trustee is authorized to represent the Service Foundation in his/her official capacity.
  - (1) (State-Convention 6-22-89)
- E. The Service foundation President is authorized to expend a maximum of one hundred (100) dollars per occasion without prior approval of the Service Foundation. The money is to be accounted for at the next regular SEC or Convention whichever



comes first.

- F. The Service Foundation member's approved travel expenses shall be reimbursed at the rate of fifty cents (\$0.50) per mile.  
(1) (Budget Meeting 5-14-05)
- G. All AMVETS requests for Service Foundation funds must state the amount, the purpose, and the beneficiary and must first be submitted to the Department Finance Committee for action.  
(1) (State convention 6-93)
- H. All requests for funding at the Budget Meeting must be submitted in writing and contain a cost analysis. Each request must be received by the Service Foundation President fifteen (15) calendar days prior to the June Budget Meeting.  
(1) (State Convention 6-93)
- I. After the June Budget Meeting, only EMERGENCY FUNDING requests may be submitted. Such requests must be in writing with a cost analysis and submitted to the Service foundation President (15) calendar days prior to an SEC or State Convention, whichever comes first.  
(1) (State Convention 6-93)
- J. The Service Foundation President has the authority to call for an Executive Session at any meeting of the State Service Foundation.  
a. Mid-Winter Conference 1-27-95)
- K. The Service Foundation Members are authorized to collect thirty-five dollars (\$35.00) a day per diem for the duration of any meeting out of the State while representing the Service Foundation. All travel must be approved by the Service Foundation or the President.  
(1) (State Convention 6-12-98)


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

SIGNED:

  
(PDC Larry Arnett, President)

February 13, 2015

\_\_\_\_\_  
(DATED)

  
(Terry Corson, Judge Advocate/Trustee)

February 13, 2015

\_\_\_\_\_  
(DATED)