

10/30/2016

# Bylaws



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

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

## **ARTICLE 1. GENERAL PROVISIONS**

### **Section 1.1 Corporate Name**

The name of this corporation is AMVETS (American Veterans) Department of Florida Service Foundation, Inc. ("Corporation", the "Foundation").

### **Section 1.2 Purpose**

The purpose of the Foundation is to assist in furthering the programs and services of the AMVETS (American Veterans) Department of Florida Service Foundation, Inc., particularly in those respects as outlined in the Articles of Incorporation of the Foundation. The Foundation shall furnish to those citizens who are not eligible for membership in Congressionally chartered veterans' organizations, AMVETS (American Veterans), an opportunity to support the service program of that organization. This Corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Foundation shall make such appropriations to AMVETS as may enable AMVETS to render needed service to veterans as set forth herein in the Corporation's Articles of Incorporation.

### **Section 1.3 Subordinate of AMVETS Department of Florida**

This Corporation, incorporated for all purposes of policy, shall be considered a subordinate company, as determinable by the State of Florida Not for Profit Corporation Act, and referred to in Article XVII of the AMVETS Department of Florida Bylaws (referring to a Service Foundation) and shall be subject to the provisions of said Article.

### **Section 1.4 Offices**

The Principal office of record for the transaction of the business of the Foundation shall be the residence of the Treasurer of the Foundation. The Foundation shall continuously maintain a registered office (home of the Treasurer) and a registered Treasurer in the State of Florida.

### **Section 1.5 Donations**

This Corporation shall seek government grants, corporate grants, endowments, estate gifts and other donations which involves a solicitation or request to non-members of AMVETS for a donation or pertaining to the sale of merchandise, goods or advertising matter of any kind or character.

### **Section 1.6 Political Activities**

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in this Article. The Corporation may not carry on any activity for the profit of its Officers, Board Members or other persons as distributed any gains, profits or dividends to its Officers, Board Members or another person as such. Furthermore, nothing in this Article shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (1) by a corporation exempt from Federal income tax under section 501(c)(3) of the

Internal Revenue Code of 1986, as amended (the "Code") or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

### **Section 1.7 Company Members**

The Corporation shall have no members. All activities of the Foundation shall be under the Supervision, direction, and control of the Board Members.

## **ARTICLE 2. DEDICATION OF ASSETS**

### **Section 2.1 Property Dedicated to Nonprofit Purposes**

The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its Board Members or Officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

### **Section 2.2 Distribution of Assets upon Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to AMVETS Department of Florida. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 3. BOARD MEMBERS**

### **Section 3.1 Board Members**

The Board Members, formerly called the Board of Trustees, shall consist of five (5) members, all of whom shall be voting members. All Board Members must be members in good standing of AMVETS Department of Florida, and shall serve without compensation.

### **Section 3.2 Ex Officio Members of the Board**

The Department Commander of AMVETS Department of Florida shall be an Ex-Officio member of the Board with the right to be present at open meetings with the privilege of voice, but without the privilege of vote. Ex-Officio members shall serve without compensation.

### **Section 3.3 Election and Term of Board Members**

The delegates at the State Convention of the Department of Florida AMVETS shall elect five (5) members of the Board who shall be on a rotating basis for three year terms. Two (2) trustees will be elected at two consecutive conventions with 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 Department of Florida AMVETS shall serve at any one time as one of these five

(5) members of the Board.

### **Section 3.4 Corporate Powers Exercised by the Board**

Subject to the provisions of the Articles of Incorporation, the State of Florida Not for Profit Corporation Act and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board Members (the "Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

### **Section 3.5 Resignations**

Board Members may resign at any time by giving written notice of resignation to the President or the Secretary. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 3.6 Removal of a Board Member**

A Board Member may be removed only for cause including, without limitation, dereliction of duty as a Board Member or, if such Board Member is also an officer, as an officer. A Board Member may be removed upon two-thirds (2/3) vote of the SEC. A hearing for removal shall conform with the rules set out in Appendix B, the "Uniform Code of Procedure for Grievances, Hearings and Expulsion of a Member", in the AMVETS National Constitution and Bylaws.

### **Section 3.7 Vacancies**

Whenever any vacancy shall occur in the Board by death, resignation, or removal as provided for in this Article, or otherwise, such vacancy shall be filled by the SEC or State Convention. The newly elected Board Member shall fill a board position as determined by the Board of Directors for the remainder of the term.

## **ARTICLE 4. MEETINGS OF THE BOARD**

### **Section 4.1 Regular Meetings**

Regular Meetings of the Board of Trustees shall be Friday afternoon preceding the Department SECs and State Conventions.

### **Section 4.2 Annual Meeting**

The Board Members shall hold its annual meeting prior to the State Convention for the purpose of preparation, review and approval of the corporate budget and transaction of other business. The annual meeting will culminate after the adjournment of the State Convention to swear in the newly elected Board Members, elect officers of the board, receive copies of the Conflict of Interest Policy and sign receipt and acknowledgement of such document. This meeting is sometimes referred to in these Bylaws as the "annual meeting".

### **Section 4.3 Special Meetings**

Special meetings of the Board Members shall be held whenever called by the President or by three or more of the Board Members, producing a written request to the Board for a meeting. Any special meeting of the Board shall be held any place, which may be agreeable to a majority of the Board Members.

### **Section 4.4 Notice of Meetings**

Notice of the time and place of special meetings shall be given to each Board Member by (a) personal delivery of written notice, (b) first-class mail, postage prepaid, (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or (d) by electronic transmission, either directly to the Board Member or to a person at the Board Member's home or office who would reasonably be expected to communicate that notice promptly to the Board Member using (e) facsimile, (f) electronic mail, or (g) other electronic means. All such notices shall be given or sent to the Board Member's address, facsimile number or telephone number as shown on the corporation's records.

### **Section 4.5 Time Requirements**

Notices sent by first-class mail shall be deposited in the United States Mail at least ten days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least ten (10) days before the date set for the meeting. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person given the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or home of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

### **Section 4.6 Notice Contents**

The notice shall state the time of the meeting and the place. The notice need not specify the purpose of the meeting.

The meeting of the Board shall be held at any place within the State of Florida that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply: (a) each Member participating in the meeting can communicate concurrently with all of the members, and (b) each Member is provided the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to, a specific action to be taken by the Board.

### **Section 4.7 Quorum and Adjournment.**

The following provisions apply: (a) to constitute a quorum for the transaction of business at any meeting of the Board, the presence shall be required of at least three (3) Board

Members for actions of the Board to take place, (b) in the absence of a quorum, any meeting may be adjourned by the vote of a majority of the Board Members present, but no other business may be transacted, no notice need be given of the adjourned meeting otherwise than by announcement at the meeting which said adjournment is taken, and any such resumed meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed, and (c) no action of the Board may be taken if a meeting loses a quorum, other than an action to adjourn.

#### **Section 4.8 Minimum vote Requirements for Valid Board Actions**

Every act taken or decision made by a vote of the majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 4.9 When a Two-Thirds Vote is Required for Valid Board Actions** The following actions shall require a vote by a two-thirds majority of all Board Members then in office in order to be effective: (a) the approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest (provided that the vote of any interested Board Member is not counted), (b) the creation of, and appointment to, Committees (except advisory committees), and (c) Indemnification of Board Members as described in herein.

#### **Section 4.10 Waiver of Notice**

Notice of a meeting need not be given to any Board Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice.

#### **Section 4.11 Conduct of Meetings**

Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Board Members present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Corporation, or in the current version of Roberts Rules of Order.

#### **Section 4.12 Action without a Meeting**

Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if consents in the form of a record setting forth the action so taken are signed by all of the members of the Board or of such committee,

as the case may be. Such records (which may be in one instrument or several instruments) shall be filed with the Secretary or the Chair of the committee, as the case may be. A certificate of the Secretary (or, in the case of a committee, the Chair thereof) as to the receipt of such consents, the action thereby taken, and the effective date of such action, shall be filed with the minutes of the proceedings of the Board or of the committee. An action so taken shall be deemed to have been taken at a meeting on the effective date so certified.

#### **Section 4.13 Meeting Governance**

All meetings and all matters and proceedings not otherwise provided for herein shall be conducted pursuant to the current edition Roberts Rules of Order. The Board Members and any committee thereof, produce written minutes of all meetings.

### **ARTICLE 5. OFFICERS**

#### **Section 5.1 Officers**

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and a Parliamentarian. These officers must also be Board Members. The Board shall be the power to designate additional Offices, with such duties, powers, titles and privileges as the Board may fix. No person may serve concurrently as more than one officer, with the exception of the offices of Finance and Secretary, which may be one person.

#### **Section 5.2 Responsibilities of the President**

Subject to the control of the Board, 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. The President shall be an ex-officio member of all committees of the Board, except such committees that must be composed of independent members. The President shall be responsible for preparing and providing annual and periodic written and oral, as appropriate, reports of the activities of this Corporation and the Board at all Board meetings and at all meetings, conferences and conventions of AMVETS or the Foundation.

#### **Section 5.3 Responsibilities of the Vice President**

If the President is absent or disabled, the Vice President shall perform all duties of the President. 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.

#### **Section 5.4 Responsibilities of the Secretary**

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a copy of the Certificate of Incorporation and Bylaws, as amended to date, a book of minutes of all meetings, proceedings, and actions of the

Board and of committees of the Board. The minutes of meetings shall include the time and place that the meetings were held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at Board and committee meetings. The Board, by resolution or adoption of policies and procedures, may provide for the delivery of the minutes of meetings within certain time periods and may provide for further duties of the secretary.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require. The Secretary shall assist the President in preparing the agenda and making meeting location arrangements for each meeting of the Board.

### **Section 5.5 Responsibilities of the Treasurer**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Board Member at all reasonable times. The Treasurer shall be responsible for preparing and providing annual and periodic written and oral, as appropriated, reports of the financial activities of the corporation at all Board meetings and at the annual convention of AMVETS. The Treasurer shall prepare or have prepared all federal and state tax returns including but not limited to IRS Form 990. The Treasurer shall have the responsibility for the preparation of audited financial statements of the Corporation each year.

The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (b) disburse the corporation's funds as the Board may order; (c) render to the President, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board or the Bylaws may require.

The Treasurer shall give the Corporation a bond in the amount with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on death, resignation, retirement or removal from office.

The Treasurer shall establish appropriate procedures for the authorization of withdrawal of corporate funds, which shall require the signature of the Treasurer and/or either the President or the Vice President.

The Board, by resolution or by adoption of policies and procedures, may require the delivery of financial statements and reports within certain time periods and may provide for further duties of the Treasurer.

**Section 5.6 Parliamentarian**

The Parliamentarian is the legal advisor for the corporation. He shall incorporate all valid amendments into the Foundation Bylaws, and whenever deemed necessary shall cause said Bylaws to be presented to the Board of Directors. Once approved the Bylaws are sent to the National Judge Advocate for approval. The Parliamentarian provides interpretations of the Bylaws and Roberts Rules of Order when called on by the Foundation President. The Parliamentarian reviews all contracts, agreements, memorandums of agreement and understandings and any other legal document prior to the vote of the board for acceptance.

**ARTICLE 6. COMMITTEES**

**Sections 6.1 Committees of the Board**

The Board, by resolution adopted by the Board, may create and may appoint members of one or more committees, each consisting of two or more Board Members and such other professionals or consultants as the Board deems necessary or appropriate to the committee, to serve at the pleasure of the Board. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following: (a) fill vacancies on any committee of the Board, (b) amend or repeal Bylaws or adopt new Bylaws, (c) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; or (e) create any other committees of the Board or appoint the members of committees of the Board.

**Section 6.2 Types of Committees**

There shall be two types of Board committees: standing and advisory. Examples of standing committees are the audit committee, the operations committee, and the fundraising committee. Advisory committees are created from time to time to research and then report back to the Board on various matters of interest.

**Section 6.3 Meetings and Action of Board Committees**

Meeting and action of a Committee shall be governed by the rules herein concerning meetings of Board Members including rules for quorum and minutes.

**Section 6.4 Audit Committee**

The Board shall appoint an Audit Committee, a standing committee, consisting of a least three (3) Board Members. The Audit Committee shall not include the President, and or Treasurer. The Audit Committee shall perform internal audits as directed by the board. The results of such audits will be recorded and approved by the board. The audit committee shall conduct a semi-annual review of the financial records of the

**ARTICLE 7. TRANSACTIONS WITH THE CORPORATION**

**Section 7.1 Transactions with Board Members and Officers**

The Corporation shall not be a party to any transaction (a) in which one or more of its Board Members or Officers has a material financial interest, or (b) with any corporation, firm, association, or other entity in which one or more Board Members or Officers has a material financial interest. Board Members and officers must disclose to other officers or committee member’s information known by the Board Member or officer to the material to

the decision-making or oversight functions, expert to the extent disclosure would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or professional ethics rule.

### **Section 7.2 Requirements to Authorize Interested Party Transactions.**

The Corporation shall not be a party to any transaction unless: (a) the Corporation enters into the transaction for its own benefit, (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into, (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Board Members then in office (without counting the vote of the interested Board Members), and with knowledge of the material facts concerning the transaction and the interest Board Member's or Officer's financial interest in the transaction, (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (e) the minutes of the Board meeting at which such action was taken reflect that the board considered and made the findings described in paragraphs (a) through(d) of this section.

### **Section 7.3 Material Financial Interest**

A Board Member or Officer shall not be deemed to have a "material financial interest" in a transaction: (a) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Board Members or their families only because they are in a class of persons intended to be benefited by the program; or where the interested Board Member has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or \$5,000.

### **Section 7.4 Loans to Board Members and Officers**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Board Member or Officer, except upon unanimous consent of the Board to provide an advance to pay reimbursable expenses.

### **Section 7.5 Interlocking Directorates**

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Board Members are persons in either void or voidable because such Board Members are present at the Board meeting that authorizes, approves or ratifies the contract or transaction, if (a) the Material facts as to the transaction and as to such Board Members offer directorship are fully disclosed or known to the Board, and the Board authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Board Members or if (b) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

### **Section 7.6 Duties of Care and Loyalty**

Nothing in this Section shall be construed to derogate in any way from the duties or care and loyalty that every Board Member and Officer owes to the Corporation. These duties

require Board Members and Officers to be informed before making a business decision and require Board Members and Officers to make decisions in the best interest of the Corporation. In addition, an officer has an obligation to inform the Board of any actual or probable material violation of the law or material breach of duty to the Corporation by an officer, employee, or agency of the Corporation, that the officer believes has occurred or is likely to occur within the Corporation.

## **ARTICLE 8. FINANCES**

### **Section 8.1 Accounting Standards**

All monies received by this Corporation shall be strictly and accurately accounted for and a report shall be made available annually to all members of Department of Florida AMVETS, showing the sources of all such income and expenditures thereof. All account shall be kept in accordance with generally accepted accounting procedures ("GAAP"). The Board is responsible for Financial oversight.

### **Section 8.2 Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each following year, but may be changed by resolution of the Board Members.

### **Section 8.3 Budgets**

In determining the Corporation's budget, revenue shall be based on tangible assumptions and realistic and/or proven income projections to include revenue that provides funding for the operations and programs approved by the Board. In the full execution of approved programs with the budget, expenses shall be budgeted as realistically as possible to ensure overall spending integrity. A contingency budget line shall be developed solely to address unexpected expenses during the operation fiscal year and included in the budget.

In no case shall the Board Members be permitted to adopt or approve a budget in which the expenses, provisions for capital, expenditures and provisions for debt reduction exceed the income established above. Under no circumstances shall the aggregate budget be over- expended. Violation of any of the foregoing provisions by any officer or employee of the Corporation shall constitute cause for disciplinary action, including removal from office or dismissal from employment.

### **Section 8.4 Books and Records of Account**

The Corporation shall keep at its principal office (1) correct and complete books and records of account, and (2) minutes of the proceedings of the Board and any committee thereof.

### **Section 8.5 Compensation and Reimbursement of Expenses**

Directors shall serve without compensation. Employees, officers, Board Members, or volunteers shall only be reimbursed in accordance with the rules set forth in AMVETS C&BL's Appendix D, "UNIFORM CODE OF PROCEDURE FOR FINANCES, ACCOUNTING AND VOLUNTEER EXPENSES".

## **ARTICLE 9. EXECUTION OF INSTRUMENTS**

### **Section 9.1 Exclusive Authority for Fundraising Contracts**

The making of all contracts for fundraising and for the purposes provided in the Articles of Incorporation of the Corporation is hereby specifically delegated to the Board Members. A public fundraising project is defined as any project or program involving a solicitation or request to nonmembers of AMVETS for a donation or Foundation checks, drafts, and other orders for payment of money that are payable to the order of the Foundation may be endorsed, assigned, and delivered on behalf of the Foundation by any two of the following: the President, the Vice President, the Treasurer or the Secretary. Duly authorized deposits in amounts less than \$1,000 may be signed by the President alone.

### **Section 9.2 Contracts**

No contract or lease involving expenditures in excess of \$5,000 of the Corporation's funds, or for duration longer than six months, shall be negotiated without inviting a reasonable number of competitive written bids. Favoritism and selection of friendly bidders shall be discouraged. When the required products are of equal quality, the contract shall be awarded to the lowest bidder. No officer, committee member, or employee shall have any power or 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 9.3 Execution of Instruments**

All contracts shall be entered into in the name of AMVETS (American Veterans) Department of Florida Service Foundation and shall be authenticated by the signature of the President and either the Vice President or Secretary of the Foundation, after having been duly approved at a regularly called meeting of the Board Members. The proposals and negotiations leading to and any actual contracts shall be submitted to the members of the Board by registered mail (return receipt required) and their action thereon shall be transmitted to the Secretary in writing.

### **Section 9.4 Checks and Notes**

Except as otherwise specifically determined by resolution of the Board, for a specific and limited purpose or event, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by any two of the following; the President, the Vice President, the Treasurer or the Secretary.

### **Section 9.5 Deposits**

All funds of the Corporation shall be deposited from time to time in the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation or the rejection of such bequest, donations, contributions, or subscriptions as may be made to it by an individual, company, or corporation or as may be assigned to it by AMVETS, or by any other agency or organization, to be used for the purposes provided in the Articles of Incorporation, provided, however, that the offer of such donation, contribution, subscription, or gift shall not be accepted from any source which seeks or attempts to influence the policy of AMVETS, or any of its branches, auxiliaries, or related

corporate entities.

**Section 9.6. Designated Gifts and Contributions:**

The Officers, Board Members, employees or other agents, authorized by the Corporation, may accept on its behalf any contributions, gifts, bequest, or devise, of money or property, for its general purposes set forth in its Articles of Incorporation hereunder or for any designated purpose described in Section 501(c)(3) of the Internal Revenue Code; provided however, designations for contributions will only be honored at the discretion of the Board and only if the designated purpose, project or activity set out by the donor is in furtherance of the Corporation's tax exempt purposes. Any designation of any contribution shall not be deemed to be legally binding upon the Corporation unless the designation made by the donor is deemed to be a lawfully enforceable condition subsequent impressed upon the gift. If, upon the advice of counsel, it is determined that one or more contributions made to the Corporation are subject to any enforceable conditions subsequent requiring its use in the manner specified by the condition, and is not deemed to be a precatory or discretionary designation by such donor, the condition subsequent will be deemed to obligate the Corporation and will be honored only if the condition imposed by the donor is consistent with Section 501(c)(3) of the Internal Revenue Code. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by the Corporation, regardless of the designation or purpose for which solicited, shall be deemed for the general uses and purposed of the Corporation and may be commingled with all other corporation funds except for those funds or contributions deemed to be made subject to conditions subsequent.

**Section 9.7 Investments**

AMVETS C&BL's Appendix D, "UNIFORM CODE OF PROCEDURE FOR AMVETS INVESTMENTS", shall be hereby adopted and applicable to the Corporation.

**ARTICLE 10. INDEMNIFICATIONS**

**Section 10.1 Non-Liability of Board Members**

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 10.2 Indemnification in Third Party Proceedings**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any third party proceeding, by reason of the fact that such person is or was a Board Member, officer or employee, for all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred in connection with the proceeding. Any indemnification granted under this Article is conditioned on a determination by the Board that he person seeking indemnification acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or in equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she

reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

### **Section 10.3 Action Brought by or On Behalf of the Corporation**

The Corporation may indemnify any person who was or is a party to any proceedings by or on behalf of the Corporation, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action provided that the Board has determined that the person seeking indemnification or reimbursement acted in good faith, in a manner they believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

### **Section 10.4 Claims Settled Out of Court**

If an officer or Board Member settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the officer or Board Member shall receive no reimbursement for amounts paid pursuant to the terms of the settlement or other disposition nor indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

### **Section 10.5 Claims and Suits Awarded Individual**

If an officer or Board Member is adjudged to be liable to the Corporation in the performance of his or her duty to the Corporation, they shall receive no indemnification for amount paid pursuant to the judgment, and any indemnification of such person for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met: (a) A determination of good faith conduct is made by the Board; and (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the officer, Board Member or the Executive Director is fairly and reasonably entitled to indemnity for the expenses incurred.

### **Section 10.6 Determination of Good Faith Conduct**

Indemnification is conditioned on the findings required by this Article shall be made by (a) the Board by a majority vote of a quorum consisting of Board Members who are not parties to the proceedings; or (b) the court in which the proceedings is or was pending. There shall be no indemnification in matters as to which the Board Member, officer or employee shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

### **Section 10.7 Insurance.**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Officer, Board Member or the Executive Director, against any liability asserted against or incurred in such capacity, whether or not the Corporation would have the power to indemnify the person against the liability under the provisions of this Article.

## **ARTICLE 11. CORPORATE RECORDS**

### **Section 11.1 Meeting Minutes Book**

The Treasurer, on behalf of the Corporation, shall keep at the principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date. The Corporation shall keep minutes book in written form which shall contain a record of all actions by the Board or any Committee including (a) the time, date and place of each meeting; (b) whether a meeting is regular, annual or special and, if special, how called; (c) the manner of giving notice of each meeting and a copy thereof; (d) the names of those present at each meeting of the Board or any committee thereof; (e) the minutes of all meetings; (f) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (g) all written consents for action without a meeting; (h) all protest concerning lack of notice; and (i) formal dissents for Board actions.

### **Section 11.2 Books and Records of Accounts**

The Treasurer, on behalf of the Corporation, shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses. The Corporation's most recent annual financial statements, which shall include a balance sheet and a statement of operations for the most recent fiscal year, shall be furnished to a member of AMVETS upon written request to the President. All books and records of the Corporation may be inspected and copied by any member of AMVETS having voting rights, or their agent or attorney, for any proper purpose at any reasonable time.

### **Section 11.3 Maintenance of Tax Exemption Application and Annual Returns**

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Internal Revenue code.

### **Section 11.4 Directors' Rights of Inspection**

Every Board Member shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries, with the exception of Human Resource Files. The inspection may be made in person or by the Board Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. The Corporate President and Vice President have the right to inspect Human Resource files, and other Board Members must go through the President for access to such materials.

### **Section 11.5 Corporate Seal**

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Sections 11.6 Bonds and Insurance**

The Corporation shall obtain and maintain (a) a fidelity bond in the minimum amount of One Hundred Thousand Dollars (\$100,000), or such greater amount as shall be determined by the Board, insuring the officers of the corporation, and (b) officers and

Board Members liability insurance, including errors and omissions coverage. The Corporation shall obtain and maintain such other insurance with such coverage as shall be determined by the Board.

## **ARTICLE 12. GENERAL**

### **Section 12.1 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Florida Not for Profit Corporation Act of 2016 shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number included the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

### **Section 12.2 Amendments**

Any amendment to the Articles of Incorporation or these Bylaws, and any amendment or repeal of this section of the Bylaws, may be amended by a two-thirds (2/3) vote of the total voting membership of the Foundation provided that notice of the intention of the Board Members to consider any such amendments is given to the members of the registered voting delegates of the Department Convention at least thirty (30) days prior to the date upon which any such amendment will be before the said Board for action.

## **CERTIFICATE OF PARLIAMENTARIAN**

I certify that I am the duly elected and acting Parliamentarian of AMVETS (American Veterans) Department of Florida Service Foundation, a nonprofit corporation formed under the laws of the State of Florida; that these Bylaws, consisting of 18 pages (excluding the title and table of contents pages), are the Bylaws of this Corporation as adopted by the Board Members on October 29, 2016 in Orlando, Florida.

AMVETS (American Veterans) Department of  
Florida  
Service Foundation

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Chris Fisher, Parliamentarian  
AMVETS (American Veterans) Department of  
Florida  
Service Foundation