



Bylaws of
AMVETS
DEPARTMENT OF VIRGINIA
SERVICE FOUNDATION

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Article I: General Provisions

Section 1. The name of this corporation is AMVETS Virginia Service Foundation.

Section 2. The purpose of this corporation is to assist in furthering the programs and services of the AMVETS Department of Virginia and those of the Service Foundation.

Section 3. This corporation shall be considered a subordinate organization to AMVETS Department of Virginia.

Section 4. Whenever the words **chairman** or **committeeman** appears in this document, they shall be construed as referring to both sexes.

Article II: Service Foundation Board Members

Section 1. The Board shall consist of seven voting members and two non-voting members, all of which shall be members in good standing of AMVETS.

(a) Three Board Members shall be elected at the Department Annual Convention and shall be voting members of the Service Foundation.

(b) The Department Commander shall be a voting member of the Service Foundation.

(c) The Department Executive Director shall serve as the Secretary and shall be a voting member of the Service Foundation.

(d) The Department Finance Officer shall serve as the Treasurer and shall be a voting member of the Service Foundation.

(e) The Department National Executive Committeeman shall be a voting member of the Service Foundation.

(f) The Immediate Past Department Commander shall serve as an ex-officio member without vote of the Service Foundation.

(g) The Incumbent Judge Advocate shall serve as an ex-officio member without vote of the Service Foundation.

Section 2. The three Board Members elected at the Department Annual Convention shall be divided into three classes of one each individual serving a staggered term. Each year one shall be elected for a three year term, meaning that during any given time, there will be a Board Member serving a three year term; a Board Member serving a two year term; and a Board Member serving a one year term.

Section 3. An elected Board Member shall not concurrently hold an office in both the Department and Service Foundation.

Section 4. An elected Board Member shall be removed from office upon a two thirds vote of the Department Executive Committee (DEC) for such reasons as may be satisfactory to the committee.

Article III. Vacancies

Section 1. Whenever an elected Board Member vacancy shall occur by death, resignation or removal, the vacancy shall be filled by a two thirds vote of the DEC at its next meeting.

Section 2. The person elected shall hold membership on the Board for the remainder of the unexpired term.

Article IV: Service Foundation Officers

Section 1. The officers shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2. The President and Vice President shall be elected by a majority vote of the entire Board at the regular annual meeting for a term of one year.

Section 3. Responsibilities of the President.

- (a) Shall be the Executive Officer and Chairman of the Board.
- (b) Shall be ex-officio and non-voting member of all committees.
- (c) Shall prepare and provide annual and periodic written and oral reports to the DEC.
- (d) Shall supervise and require proper performance of all Board Members.

Section 4. Responsibilities of the Vice President.

- (a) Shall perform the duties of the President during the President's absence.
- (b) In the event of a vacancy, shall succeed the President.

Section 5. Responsibilities of the Secretary.

- (a) Shall be responsible for administrative affairs of the Board.
- (b) Shall keep a book of minutes, proceedings, and actions of the Board.
- (c) Shall provide notice of all meetings.
- (d) Shall assist the President in preparing the agenda.

Section 6. Responsibilities of the Treasurer.

- (a) Shall keep and maintain control of funds and all financial affairs.

- (b) Shall prepare budgets and reports on financial activities.
- (c) Shall deposit and disburse funds.
- (d) Shall ensure all tax returns and corporation documents are filed timely.

Article V: Meetings

Section 1. Regular Meetings.

- (a) The Board Members shall hold a regular annual meeting every year immediately after the adjournment of the Annual Department Convention.
- (b) The Board Members shall hold a regular quarterly meeting immediately after the adjournment of the DEC Quarterly meeting.

Section 2. Special Meetings.

- (a) A special meeting shall be called by the Service Foundation President or when three or more Board Members produce a written request to the Service Foundation President for a meeting.
- (b) A special meeting shall be held at any place, which may be agreeable to a majority of Board Members.
- (c) Members will be notified ten days in advance of the special meeting as to the date, time and place by first-class mail or by electronic transmission.
- (d) No business shall be transacted at any special meeting except that for which the meeting was called.

Section 3. Conduct of Meetings. All meetings shall be conducted pursuant to rules of parliamentary law with the current edition of Roberts Rules of Order serving as the guide.

Article VI: Committees

Section 1. The Board, by resolution, may create standing and advisory committees.

Section 2. The committees shall serve at the pleasure of the Board and shall have all the authority to the extent provided in the Board resolution.

Section 3. Standing committees are created to provide reports to the Board on ongoing and continuous activities.

Section 4. Advisory committees are created from time to time to research and then report back to the Board on various matters of interest.

Article VII: Quorum

Section 1. Four of the seven voting members of the Board shall constitute a quorum for all meetings.

Section 2. A majority vote shall be final and conclusive in all matters passed upon by the Board.

Article VIII: Finance

Section 1. Funds

(a) All Service Foundation Members handling AMVETS funds shall be properly bonded with a good and solvent bonding and surety company, acceptable to the U.S. Treasury, as surety to cover the average amount of AMVETS funds handled by such individuals in a single year.

(b) All monies received by the Service Foundation shall be strictly and accurately accounted for, and a report shall be made to all members at each meeting of the DEC showing the sources of all such income and expenditures.

(c) All Service Foundation funds shall be kept in accordance with generally accepted accounting procedures.

(d) A double entry bookkeeping system shall be maintained for each account.

(e) The various accounts belonging to the Service Foundation shall require two signatures on checks to disburse such funds.

(f) Authorized Service Foundation signatories shall be the Service Foundation President, Department Executive Director and Department Finance Officer.

Section 2. Budget

(a) The Service Foundation shall operate on a fiscal year beginning September 1 and ending the following August 31.

(b) The current year's budget of revenue and expenses of the Service Foundation will be used in preparing for the next year's budget.

(c) There shall be a balanced budget prepared and presented to the DEC for consideration each fiscal year.

(d) There shall be a contingency budget line item developed to address unexpected expenses and included in the budget.

Article IX: Reimbursable Expenses

Section 1. Reimbursable expenses for attending a Department Convention, a quarterly DEC meeting or a special called Service Foundation meeting shall be paid only to the three elected Service Foundation Board Members present and answering the roll call during the course of said meetings.

Section 2. Reimbursable expenses for attending such meetings shall be the cost of the hotel and mileage.

Section 3. Mileage

(a) Mileage reimbursement will be based on round trip mileage between the member's permanent residence zip code and the zip code where the meeting is being held.

(b) The DEC will review and approve the mileage rate to be paid at each DEC meeting.

Section 4. The Service Foundation President may authorize any Service Foundation Officer, any Department Officer, any Committee Chairman, any member of a Committee, or other authorized representative to receive reimbursement for authorized activity on behalf of the Service Foundation. At each meeting of the DEC, the Finance Officer shall report all such disbursements since the last meeting of said committee for its approval.

Article X: AMVETS National Convention

Section 1. The Service Foundation President shall be authorized reimbursable expenses to the AMVETS National Convention.

Section 2. In the event the Service Foundation President is unable to attend AMVETS Annual Convention; the representation of the Service Foundation shall be offered, in order, to the Service Foundation Vice President; and the elected Service Foundation Board Member. No other representation shall be made.

Section 3. Reimbursable expenses for attending a National Convention shall be the cost of the Hotel, registration fee, mileage, and meals.

(a) The hotel reimbursement shall be the room rate and all applicable taxes.

(b) The registration fee shall be any mandatory fee required to be paid in order to receive voting authority as a delegate - not to exceed the amount of the early registration fee.

(c) The mileage reimbursement shall be based on round trip mileage from the zip code of the member's permanent residence and the zip code of the hotel where the National Convention is being held.

(d) If the member opts to utilize commercial airfare in lieu of driving, the maximum reimbursable airfare shall be the cost of coach-class tickets.

(e) Reimbursement costs shall be the lessor of either the round trip mileage reimbursement or coach-class tickets.

(f) The meal reimbursement shall be \$30 per day each day the National Convention is in session and the member is in attendance.

Section 4. The Finance Officer shall be authorized to disburse an advance payment of up to ninety percent of the total projected travel cost to the traveler.

Article XI: Contracts

Section 1. The making of all contracts for fund raising and for other purposes provided for AMVETS Department of Virginia Service Foundation is specifically delegated to the Board.

Section 2. Such contracts shall be entered into in the name of AMVETS Department of Virginia Service Foundation and shall be authenticated by the signatures of the President and Secretary, after being approved by the Board. The proposals and negotiations leading to any actual contracts shall be submitted to the members of the Board at a regular meeting or special meeting.

Section 3. No contract or lease involving expenditures in excess of \$5000 of the Corporation's funds, or for duration longer than six months, shall be negotiated without inviting a reasonable number of competitive bids.

Section 4. When required products are of equal quality, the contract shall be awarded to the lowest bidder.

Section 5. No officer, Board Member or committee member shall have any power or authority to bind the Service Foundation by any contract or pledge in any amount.

Article XII: Donations

The Service Foundation shall seek government grants, corporate grants, endowments, estate gifts and other donations which involve a solicitation or request to non-members of AMVETS for a donation.

Article XIII: Gifts

The Board shall accept on behalf of the Service Foundation any contribution, gift, bequest, or devise for the charitable or public purpose of the Service Foundation.

Article XIV: Amendments

Section 1. These Bylaws may be amended by a majority vote of the delegates present at any Department of Virginia AMVETS Convention.

Section 2. Proposed amendments for action of the Department Convention must be submitted by a member, Post, DEC or standing Committee to any member of the Constitution and Bylaws Committee at least fifteen days prior to the opening date of the Department Convention. See Appendix A for Amendment Proposal Form.

Section 3. These Bylaws, however, may be amended by the Department Convention without notice, by a two thirds vote.

Section 4. No amendment, however, may be adopted unless the same is referred to the Constitution and Bylaws Committee, which will consider it and report on it at the Department Convention.

Section 5. Amendments to these Bylaws shall take effect immediately upon adoption, unless otherwise specified by the adoption resolution.



DEPARTMENT OF VIRGINIA

Date _____

Request Amendment to Article _____, Section _____, as follows:

Reason for Change:

Respectfully Submitted,

CERTIFICATION

This document is a true copy which was adopted by the Officers and voting Delegates during the Department of Virginia Convention on June 11, 2016.

Date

Signature of Department Judge Advocate

Date

Signature of Department Executive Director