

Corporate Bylaws, Washington State  
Veterans Family Fund of America

**NAME OF CORPORATION:**

**VETERANS FAMILY FUND OF AMERICA**  
A Non-Profit Corporation

**ADDRESS OF CORPORATION:**

1102 Quince St SE  
PO Box 41150  
Olympia, WA 98504-1150

# Corporate Bylaws, Washington State Veterans Family Fund of America

## BYLAWS

### ARTICLE I

#### CORPORATION NAME

The name of this Corporation is **VETERANS FAMILY FUND of AMERICA**, a non-profit corporation. Hereafter also referred to as the Fund.

### ARTICLE II PURPOSE

The Veterans Family Fund of America is dedicated to raising and disbursing funds to improve the lives of Washington State veterans and their families, to include areas not covered by government programs.

### ARTICLE III MEMBERSHIP

#### Section 3.1. Members Defined:

The members of the Corporation shall be Individuals, Civic and Business Organizations, and other entities or persons as determined by the Board of Directors.

#### Section 3.2: Voting and Other Rights:

There shall be one class of members, which members shall have equal voting rights with respect to the affairs of the corporation except for those as provided by law.

#### Section 3.3: Petitions for Membership:

Any group or individual may petition for membership in the corporation. Such petitions must be submitted in writing to the President or designated officer of the Board of Directors. The Board of Directors shall consider all petitions in terms of the intent of the petitioners, the guideline requirements of the Corporation and the composition of the Membership. The President or designated officer of the Board of Directors shall make with regard to all petitions appropriate recommendations to the Board of Directors.

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**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 4.1: Board of Directors:

The Board of Directors shall consist of a minimum of eight (8) Directors as set forth in the Articles of Incorporation. The Directors shall serve until such time the corporation is dissolved, either voluntarily or involuntarily, or until a Director resigns or is unable to perform the duties of a Director. The Directors will not receive compensation for their services.

Section 4.2: Duties of the Board of Directors:

The Board of Directors shall be responsible for directing the business of the Corporation. Such responsibility shall include the responsibility to appoint a contractual management service for the Corporation, and shall further be responsible for formulating personnel, fiscal and program policies subject to all applicable regulations and legal requirements.

Section 4.3: Vacancies:

Vacancies on the Board of Directors shall be filled through nomination by a director and subsequent election by a majority of the board.

Section 4.4: Removal:

Any individual Director may be removed from office, with cause or for unexcused absence from four (4) Directors' meetings in one year, upon the vote of two-thirds of the board.

**ARTICLE V**  
**OFFICERS**

Section 5.1: Nomination and Election:

The officers of the Corporation shall be the President, Immediate Past President, Vice President (President-elect), Secretary, and Treasurer. The Secretary and Treasurer positions may be filled by one (1) board member. The officers shall be appointed by the Board of Directors at its initial meeting following incorporation, and shall serve for a term of two (2) years, or until their successors have been duly elected and qualified.

Section 5.2: Election and Appointment of Officers:

The officers of the Corporation shall be elected annually from among the Board membership by the Board of Directors at its annual meeting, and each officer shall hold

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office for a period of two years or until such officer's successor shall have been duly elected or appointed and qualified.

Section 5.3: Removal of Officers:

Any officer may be removed from office by the action of two-thirds of the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5.4: Vacancies:

A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by a majority of the Board of Directors.

Section 5.5: President:

The President of the Board of Directors shall have general supervision of the affairs of the Corporation, subject at all times to the policies, control and direction of the Board of Directors. The President shall preside at all meetings of Directors. The President may sign in the name of the Corporation any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other office or agent of the Corporation. The President shall in general perform the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6: Vice President (President-elect):

In the absence or disability of the President, the Vice-President of the Board of Directors shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions on the President. The Vice-President shall have other powers and perform such other duties as may be prescribed from time to time by the President or the Board of Directors.

Section 5.7: Immediate Past-President:

The Immediate Past-President shall perform such duties as prescribed by the Board of Directors.

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Section 5.8: Secretary:

The Secretary shall perform or have performed under the Secretary's direction the following functions:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended to date.
- (b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) See that the books, reports, statements and all other documents and records required by law are promptly kept and filed.
- (e) Exhibit for inspection upon request the relevant books and records of the Corporation to any Director for any proper purpose at any reasonable time.
- (f) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.9: Treasurer:

The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- (b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses and fund balance.
- (c) Exhibit for inspection upon request the relevant books and records of the Corporation to any Director for any proper purpose at any reasonable time.
- (d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors at each meeting, and render a full financial report at the annual meeting of the Board of Directors.
- (e) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.
- (g) The Treasurer shall be responsible for all general accepted accounting principles required by federal and state law to include audits and reviews which will be presented at the annual meeting.

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Section 5.10: Executive Director:

The Executive Director shall be the principal executive officer of the Corporation and shall exercise control over the day to day business and affairs of the Corporation, subject always to the general supervision of the President of the Board of Directors and the policies, control and direction of the Board of Directors. The Executive Director may sign in the name of the Corporation any instrument or document specifically authorized by the Board of Directors, except when the signing thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Executive Director shall in general perform the duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director is not an officer of the Board, but may be a member of the Board of Directors. The Executive Director will be selected by the President at the recommendation of the Board and shall serve at the pleasure of the Board.

**ARTICLE VI**  
**MEETINGS**

Section 6.1: Notice to Directors:

Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, together with its agenda, shall be given to each director, orally or in writing, not less than seven (7) days before the time set for such meeting. Notification is via mail and or e-mail by mailing such notice at least seven (7) days before the time for such meeting.

Section 6.2 Waiver of Notice:

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had a meeting been duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written and or email waiver of notice of the meeting, containing the same information as would have been required to be included in a regular notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed and made part of the minutes of the meeting.

Section 6.3: Action Without Meeting:

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Directors shall consent in writing or by email to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors.

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Section 6.4: Annual Meeting:

The annual meeting shall be held at a time and place established by the Board of Directors.

Section 6.5: Special Meetings:

Special Meetings of the Board of Directors may be called at any time by the President or on written or by email request of a majority of Directors stating the object of the meeting.

Section 6.6: Meeting of the Board of Directors:

The Board of Directors shall meet at least quarterly, unless otherwise specified by a majority of the Board.

Section 6.7: Quorum Requirements:

A majority of the non-vacant seats on the Board of Directors shall constitute a quorum.

Section 6.8: Adjournment:

All meetings of members, or Directors, may be adjourned to such other time and place as may be decided by those present.

Section 6.9: Membership Meetings:

The membership shall meet annually at a time and place to be established by the Board of Directors. Special meetings of the membership may be called by the President at the direction of the Board of Directors, or at the request of a majority of the membership.

Section 6.10: Notice of Membership Meetings:

Written notice stating the place, day, and hour of the annual membership meeting, or any special meeting of the membership, shall be delivered by mail or e-mail to each member, not more than 30 days and not less than 5 days prior to each meeting. Notice of regular meetings may be made by providing each member with a schedule adopted by the Board of Directors.

Section 6.11: Use of Proxy:

At any board meeting, a director may vote in person or appoint a proxy to vote for the director by signing an appointment form either personally or through his duly authorized attorney-in-fact. A director may authorize another person to act as a proxy by executing a writing either personally or through his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation prior to the use of the proxy. A proxy

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appointment is revocable by the director unless the appointment form conspicuously states that it is irrevocable and such appointment is coupled with an interest. The death or incapacity of the director appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary before the proxy exercises authority under the appointment.

**ARTICLE VII**  
**COMMITTEES**

Section 7.1: Establishment and Appointment:

The standing committees of the Corporation shall be the Executive Committee and Finance Committee. The Board of Directors may create such additional standing committees and the President of the Board of Directors may create such special committees as the Board or the President shall from time to time deem desirable. All standing committees shall keep a record of their proceedings, and a copy of the minutes of their meetings shall be submitted to the Board of Directors. Except as otherwise provided by these ByLaws, at the beginning of each fiscal year the President shall appoint for one-year terms all committee chairpersons and committee members, subject to the approval of the Board of Directors at the Board's first meeting of the fiscal year.

Section 7.2: Executive Committee:

Members of the Executive Committee shall be the President (Chair), Immediate Past-President, Vice-President, Secretary and Treasurer. The Executive Committee shall have and may exercise the affairs of the Corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or Executive Committee, unless the quorum reached is made up solely of these members.

Section 7.3: Finance Committee:

The Finance Committee shall consist of at least three (3) Directors. The three shall be the Treasurer of the Corporation, Vice-President (president-elect) and a director appointed by the board. The Treasurer shall chair this committee. The Finance Committee shall work with the Executive Director, or President of the Board of Directors when there is no Executive Director in office, to prepare the annual budget of the Corporation and to prepare and oversee the operation of the financial procedures of the Corporation. A proposed budget shall be submitted to the Board of Directors annually for its adoption at

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such time as the Board may require and any proposed financial procedures shall also be submitted to the Board of Directors for its adoption from time to time.

**ARTICLE VIII**  
**ADVISORY BOARD**

The Board of Directors may approve the creation of a Veterans Family Fund of America Advisory Board, which may include, but is not limited to the following representation: Air Force, Army, Coast Guard, Marine Corps, Navy, Guard and Reserve, Veteran Service Organizations, Military Associations, Representatives of Public Entities, and Members of the Community-At-Large.

**ARTICLE IX**  
**FISCAL YEAR**

The fiscal year for accounting purposes shall be July1 – June 30.

**ARTICLE X**  
**RULES OF ORDER**

Modified Robert's Rules of Order shall be the default method for managing Board and Membership meetings and decisions, except when a Director shall make a Point of Order and request that Robert's Rules of Order, Revised, govern the actions of the Corporation for the issue(s) under consideration, unless otherwise specified in laws or rules effective at the time of application.

**ARTICLE XI**  
**AMENDMENT OF BYLAWS**

Section 11.1: Bylaws Amended:

Bylaws may be amended at any meeting of the Board of Directors by a two thirds (2/3) majority of the board called for the purpose; provided that notice of such a meeting, together with a copy of the proposed amendment or amendments, shall be sent to each Director ten (10) days prior to the meeting and, provided further, that no amendment may be adopted which is not consistent with the Articles of Incorporation.

Section 11.2: Regulations:

When any law, rule, or regulation or condition is received from higher authority which conflicts with or points to needed change in the Bylaws, such shall be brought to the immediate attention of the President, who shall take appropriate action.

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**ARTICLE XII**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 12.1: Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the Fund, in addition to the officers so authorized by these ByLaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fund, and such authority may be general or confined to specific instances.

Section 12.2: Checks, Drafts, etc.:

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Fund and in excess of \$500, shall be signed by the Treasurer and countersigned by the Executive Director or the President of the Board of Directors, when there is no Executive Director in office.

Section 12.3: Deposits:

All funds of the Fund shall be deposited from time to time to the credit of the Fund in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12.4: Gifts:

The Board of Directors and the Executive Director may accept on behalf of the Fund any contribution, gift, bequest or devise for the purposes of the Fund which meets the requirements of the Fund's 501 (c) (3) application and its Articles of Incorporation.

**ARTICLE XIII**  
**BOOKS AND RECORDS**

Section 13.1: General Provisions:

The Fund shall keep correct and complete books and records of account, within GAAP guidelines and shall also keep minutes of the proceedings of the Board of Directors and committees, and shall keep such records at its registered principal office. All such books and records of the Corporation may be inspected by any Director, Executive Director, or his/her agent or attorney, for any purpose at any reasonable time.

Section 13.2: Proprietary Nature and Confidentiality:

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All books and records of the Fund are considered proprietary and confidential, and except by law, shall be not copied, share, distributed, or disseminated in any fashion, with any individual or entity, without the written permission of the Executive Director or the President of the Board of Directors, if Executive Director is not in office.

**ARTICLE XIV**  
**INDEMNIFICATION**

The Fund shall indemnify its directors, officers, employees, agents, and any organizations appointing directors against expenses actually incurred in connection with threatened, pending or completed legal actions, suits or proceedings to which they are, or may be made a party, because they are or were a director, officer, employee, agent or an organization appointed by a director of the Fund, to the full extent and in the manner provided for by statute.

**AFFIRMATION**

THESE BYLAWS STAND (ARTICLES I THROUGH XIV) APPROVED BY THE BOARD OF DIRECTORS, AT THE REGULAR MEETING OF SAID BOARD ON

\_\_\_\_\_.

Signature affixed below indicates approval of Bylaws by the Board Officers of the Fund, on above date:

PRESIDENT  
IMMEDIATE PAST-PRESIDENT  
VICE PRESIDENT (PRESIDENT-ELECT)  
SECRETARY  
TREASURER

Signature affixed below indicates approval of Bylaws by the Members of the Board of Directors:

PRESIDENT:  
REGISTERED AGENT: