



**BYLAWS
OF
MANASOTA VETERANS, INC.**

A Florida Nonprofit Corporation
PO Box 21095
Bradenton FL 34204

ARTICLE I – GENERAL PROVISIONS

- SECTION 1 Name:** The name of the corporation is “MANASOTA VETERANS, INC.” (“MV”)
SECTION 2 Florida Office: The principal office of the MV shall be located in Manatee County, Florida, at such address as the Board of Directors (“BOD”) may designate from time to time.

ARTICLE II – STATEMENT OF PURPOSE

MV is organized for the purpose of transacting all lawful business for which nonprofit corporations may be organized under the laws of the State of Florida, as amended from time to time. The primary purpose of MV is to provide a single point opportunity for Veteran information, advocacy for Veterans and their families and to connect Veterans with the Manatee and Sarasota county community support network. MV will also provide information, advocacy, and support to First Responders and their families. MV will assist supporting Veteran and First Responder organizations and agencies with their programs and will reconcile coordinating efforts on an ongoing basis. MV may conduct any or all lawful affairs for which a Florida nonprofit corporation may be incorporated except for activities not permitted to be carried on by (a) a corporation described in Section 501(c)(3) of the IRS Code or (b) which do not conform to the provisions of section 170 of the IRS Code.

ARTICLE III – STATUS

- SECTION 1 Nonprofit:** MV shall be a nonprofit organization, operated exclusively for the purposes specified in Article II above.
SECTION 2 Compensation: Officers, directors and appointed officials shall not receive any compensation for their services, but the BOD may authorize reimbursement of expenses incurred in the performance of their duties.
SECTION 3 Liability: Nothing herein shall constitute members of MV as partners for purpose. No member, officer, director, or agent of MV shall be liable for acts or failures to act on the part of any

other member, officer, director, or agent. Nor shall any member, officer, director, or agent be liable for acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

SECTION 4 Use of Funds: MV shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure or be distributed to members.

SECTION 5 Dissolution: In event of dissolution of MV and the discharge of all liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of MV, such organization shall be designated by a majority vote of the Board of Directors.

SECTION 6 Discrimination: The Manasota Veterans, Inc. shall not practice or permit unlawful discrimination on the basis of sex, age, race, national origin, religion or disability, or sexual orientation.

ARTICLE IV – MEMBERSHIP

SECTION 1 Regular Members: In addition to the Board of Directors (BOD), Regular members will include registered military Veteran, First Responder community leaders and BOD approved members in good standing from local 501c19 Veteran organizations and 501c3 Veteran supporting agencies. While not all inclusive; organizations may include; Goodwill Manasota Veterans Task Force and Veterans' Services, Jewish Family and Children's Services, Turning Points, Mission United, Manatee County Veterans' Council, Sarasota County Veterans Commission, SRQ Vets, MOAA, VFW, American Legion, DAV, Veterans' Village, and AMVETS. Some nontraditional organizations with Veteran programs may include; USFSM, SCF, MTC, SVA, Elks, Moose, Lions Club, and other like organizations with verified established Veteran and First Responder services. All military Veterans must have been honorably discharged from the United States armed forces, active, reserve or guard, by submitting an official copy of their last DD Form 214/215 or NGB Form 22 or 22A. Any member convicted of a felony (case-by-case) or has engaged in stolen valor shall not enjoy membership and will be removed from the membership roster once verified and validated.

SECTION 2 Advisory Members (non-voting): In addition to regular members, advisory members may include representatives from a legislative office (all levels), Florida Department of Veteran Affairs (FDVA), Department of Veterans Affairs (VA), law enforcement, Mental Healthcare, Housing, Chamber of Commerce and other subject matter expertise organizations and be approved by MV BOD. Normally, associate members so approved by a majority vote of the BOD will be those who have special subject matter expertise such as fundraising or close working relationships with the MV and its objectives, and the scope of their affiliation and will normally be limited to participating in MV BOD and committee activities as it relates to their expertise.

SECTION 3 Honorary Members: From time to time, the MV BOD may elect to honor an individual or business as part of its outreach program. A majority vote of the BOD is required in those cases where they elect to create an Honorary (non-voting) Membership.

SECTION 4 Support Members: This category of membership will be open to corporations or individuals of the public who wish to provide support to the MV. Categories of support will be determined and announced by MV BOD.

SECTION 5 General Membership Meetings: The President, with the concurrence of the BOD, shall call a meeting of the regular membership quarterly (with the exception of December) on such date as designated by the BOD for the purpose of coordination of efforts, organization, the election of directors and officers and the transaction of other business. Unless all meetings are previously scheduled, notice of the meeting shall be made in writing via electronic mail or MV website (www.manasotaveterans.org) to regular members of the MV at least 20 calendar days in advance of the meeting. It is the

responsibility of all concerned to check the website main page for date, time, and location of said planned meetings.

ARTICLE V – VOTING

SECTION 1 Majority Vote: Except as otherwise provided in these Bylaws, all questions coming before the membership shall be decided by a majority vote of the BOD members present.

SECTION 2 Standing: Only regular members in good standing, as determined by the BOD, and present at a meeting of MV shall be entitled to vote and will have one vote each representing organization. Items to be voted on by the regular members will be determined by the BOD.

SECTION 3 Proxy Voting: Proxy voting shall not be permitted at any meeting of MV.

SECTION 4 BOD Voting: Except as otherwise provided in these Bylaws, all questions coming before the BOD shall be decided by a majority vote of those board members present. In some instances, the vote may be put to the floor for regular members to vote on.

SECTION 5 Advisory/Honorary voting: At board meetings, advisory or honorary members may be called upon for discussion but shall not have the right to make motions or to cast a vote.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 Powers: The BOD shall have supervisory control and direction of the affairs of MV. BOD shall determine its policies or changes therein, within the limits of the Bylaws, the Articles of Incorporation, and applicable laws, shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary.

SECTION 2 Composition: The BOD shall consist of the officers, elected by the membership to the BOD, to include a President and Vice-President. A Secretary and Treasurer will be appointed by the President with concurrence of the BOD majority. The Immediate Past President is a voting member of the BOD. The BOD will be no less than four Directors elected from the Regular Membership annually. The initial BOD shall be constituted with seven Directors since there will be no Immediate Past President. Non-voting Advisory members to the MV BOD while not all inclusive, should include the County Veterans' Service Officers of Manatee and Sarasota counties or designee, representatives from the FDVA, VA, healthcare professionals, mental healthcare professionals, law enforcement, County level Chamber of Commerce and legislative representatives at all levels.

SECTION 3 Elections – Term of Office: The regular membership shall elect the Directors of MV at the Calendar Year (CY) 4th quarter meeting beginning in November 2021 and they shall take office on January 1st. Each shall be elected for a two-year term (not including startup time) of office. The first immediate past President will have the authority to extend up to two incumbent BODs one additional year to provide continuity for proper and effective succession of MV business. After the initial start-up exceptions, Directors will be limited to two consecutive two-year terms.

SECTION 4 Voting: All questions coming before the Board shall be decided by a majority vote of the elected officers, the Immediate Past president and the Directors who are present by a majority of those who participate in the meeting.

SECTION 5 Removal: An officer or director may be removed by the affirmative vote of a majority of all directors then in office whenever in the judgment of those voting, that the best interests of the MV will be served thereby.

SECTION 6 Vacancies: A vacancy, however caused, will be filled by a Presidential nominee approved by a majority vote of the BOD, except as otherwise provided in these Bylaws. Directors elected to fill a vacancy and who serve 18 months or more of a remaining term will be considered to have served a full term of office.

SECTION 7 Board Meetings: Regular Meetings of the Board of Directors will be scheduled by the President who will provide a calendar within 10 days of taking office. Special meetings of the BOD may be called at such times and places as the President or the BOD may demand by majority vote. Notice of each meeting of the BOD shall be made by electronic mail or be posted to the MV website at www.manasotaveterans.org at least 20 calendar days in advance of the meeting. Emergency meetings of the BOD may be initiated by phone and with business discussion by conference call.

SECTION 8 Place of Meetings: Meetings shall be held in Manatee or Sarasota counties at such places as the President may determine.

SECTION 9 Quorum: A majority of the elected Board shall constitute a quorum at any meeting of the Board. Meetings can be conducted as a video or telephone conference.

SECTION 10 Action Without a Meeting: Action required or permitted to be taken at a meeting of the BOD or a committee thereof may be taken without a formal meeting if a consent in writing that sets forth the action is signed by all directors or committee members entitled to vote upon such action at a meeting, and the written consent or consents are filed with the minutes of the proceedings of the BOD or committee. Such consent, which may be signed in counterparts, shall have the same force and effect as a unanimous vote of the BOD or committee members, as applicable.

SECTION 11 Attendance: Officers and Directors are elected to positions of organizational responsibility and are obliged to attend all meetings. In cases of personal hardship or tragedy, the President is authorized to grant an excusal. Members are expected to attend all meetings and failure, without excusal, to attend 75% of regular meetings within a 12-month period may be cause for removal from the BOD.

ARTICLE VII – OFFICERS

SECTION 1 Designation of Titles: The elected officers of MV shall consist of a President and Vice President and five additional board members of whom shall be a member in good standing of the MV. In addition, the Immediate Past President will serve as a nonelected board member until the current President leaves office.

SECTION 2 Election – Term of Office: The BOD shall elect the officers of MV from its registered military Veteran membership following the annual election of Directors as described in Article VI, Section 3 above. The officers will assume their duties effective 1 January following the election. Each officer will serve for a two-year term and or until a successor is duly elected and installed. The President will normally serve no more than two consecutive terms.

SECTION 3 Removal: An officer may be removed by the BOD whenever in its judgment the best interests of the MV will be served by the removal of said officer. Such removal requires a unanimous vote of BOD with the officer subject to removal not voting.

SECTION 4 Vacancies: A vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the BOD for the unexpired portion of the term.

SECTION 5 Duties and Responsibilities: The duties of each officer will prescribe to the given title.

- A. **President:** The President will be the chief executive officer of the MV, conduct BOD meetings, appoint committees with the concurrence of the BOD and exercise general supervision and control of all MV business and affairs.

- B. **Vice President:** In the event of the President's temporary disability or absence, the Vice President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all the restrictions upon the President. In the case of resignation or death, the Vice President will finish the term of the elected President and is automatically considered as a candidate for the next scheduled election.
- C. **Secretary:** The appointed **Secretary** in coordination with available staff shall (a) keep the minutes of all meetings of the BOD and general membership; (b) keep an accurate list of BOD members and their attendance at meetings of the BOD; (c) give notice as provided in the Bylaws of all BOD and general membership meetings (d) have charge of the books, records and papers of the MV relating to its organization as a corporation; (e) maintain all historical records of the MV's activities; (f) have responsibility for authenticating records of the MV; (g) shall see that the reports, statements and other documents required by law are properly kept or filed (h) be the keeper of the corporate seal.
- D. **Treasurer:** The appointed **Treasurer** shall (a) have charge and custody of and be responsible for all the funds and securities of the MV and all monies collected from fundraisers and miscellaneous activities; (b) keep full and accurate accounts of receipts and disbursements in books belonging to the MV; (c) deposit all monies and other valuable effects in the name of and to the credit of the MV in such books and other depositories as may be designated by the BOD, taking proper vouchers for such disbursements; (d) provide financial reports to the BOD as required and (e) any other duties as prescribed by the BOD.

ARTICLE VIII – COMMITTEES

SECTION 1 Designation of committees: In addition to committees that may be set forth in these Bylaws, the President may appoint committees he/she deems necessary, or as deemed advisable by the BOD, to conduct the business of the MV. Each such committee shall have only the authority granted to it by the President.

SECTION 2 Committee Chairpersons: For each standing committee, the President, with the approval of the BOD, shall appoint one committee member to be the chairperson of the committee. That term will last until the next annual meeting of the BOD when his or her successor is then appointed, or upon his or her death, resignation, or removal. Committee chairpersons may serve at the pleasure of the President unlimited successive terms.

SECTION 3 Vacancies: Vacancies in the membership of a committee may be filled by the BOD at its discretion.

SECTION 4 Standing Committees: The standing committees of the MV are intended to assist the BOD throughout the year and shall include the following:

- (a) **MV Annual Awards Committee:** The Awards committee will accept nominations for the MV Annual Awards. The awards category will include;
 1. Veteran of the Year (includes active duty, reserve, guard, and coast guard)
 2. Veteran Organization of the Year
 3. Veteran Supporting Business of the Year
 4. Community Volunteer of the Year (supporting Veterans)
 5. Veteran Spouse or Caregiver of the Year
- (b) **The Finance Committee:** The Finance committee will develop, review, and recommend policies and fiscal measures to ensure the financial health and stability of the MV, to include annual budget and long-term planning. The committee will also recommend and assist in

proposing fundraising opportunities which are commensurate with and compliment the vision and mission of the MV as defined by the MV BOD. The committee will further seek not to conflict with the fundraising efforts of any other veteran organization.

- (c) The Nomination Committee:** At least 90 days before the annual membership meeting, the BOD shall appoint a nomination committee of three MV regular members in good standing. Committee members cannot be current BOD members seeking (re)election. The committee shall notify the President and Secretary/Treasurer in writing, at least 30 days before the November meeting, of the proposed slate of officers and directors for the next calendar year. The Secretary/Treasurer shall notify the MV members of the candidate list along with notification of the meeting at least 20 calendar days before the annual meeting.

ARTICLE IX – COMPENSATION AND RESIGNATIONS

SECTION 1 Fees and Compensation: No director shall receive compensation for his or her service in that capacity. A director may receive reimbursement for necessary and reasonable out-of-pocket expenses related to attendance at BOD meetings and for other activities undertaken with the authorization of the MV.

SECTION 2 Resignation: An officer, director or committee member may resign at any time by giving notice of his or her resignation to the President or the Secretary/Treasurer. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of the receipt thereof. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE X – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1 Contracts: The BOD may authorize an officer or agent of the MV, in addition to the officers that may be so authorized by these Bylaws, to enter into a contract or execute and deliver an instrument in the name of and on behalf of the MV. Such authority may be general or confined to specific instances.

SECTION 2 Checks and Drafts: All checks, drafts or orders for payment of money or notes or other evidences of indebtedness issued in the name of the MV, shall be signed by such officer or agent of the MV in such manner as the BOD shall, by resolution, from time to time as determined. In the absence of such determination by the BOD, such instruments shall be signed by the President.

SECTION 3 Deposits: All funds of the MV, not otherwise employed, shall be deposited from time to time to the credit of the MV in such banks, trust companies or other depositories as the BOD may select.

SECTION 4 Loans: No loans shall be made by or to the MV or under its corporate name and no evidences of indebtedness shall be issues in its name.

SECTION 5 Gifts: The BOD may accept on behalf of MV any contribution, gift, bequest, or device which advances or compliments the stated mission of the MV and is in keeping with the values associated with the MV.

ARTICLE XI – CONFLICTS OF INTEREST

Any officer or director of the MV with a conflict of interest or appearance of a conflict of interest on any matter brought before the MV shall excuse himself/herself from voting on the matter. No sitting BOD member will be eligible for Manasota Veteran of the Year award until completion of their term commitment.

ARTICLE XII – INSURANCE

MV may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Agency, or is or was serving at the request of MV as a director or trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her by the person in such capacity or arising from the person’s status as a director, officer, employee or agent of the Agency, whether or not MV would have the power to indemnify the person against such liability under this Article of these Bylaws.

ARTICLE XIII – EXEMPT ACTIVITIES

Notwithstanding, any other provision of these Bylaws, no part of the net earnings of the MV shall inure to the benefit of any individual within the meaning of section 501(C)(3) of the IRS Code. No substantial part of the activities of the MV shall be carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise provided in section 501(h) of the Code, and the MV shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office, all within the meaning of section 501(c)(3) of the Code.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Manasota Veterans, Inc. (MV) shall be January 1 through December 31.

ARTICLE XV – REPEAL, ALTERATION OR AMENDMENT

The Bylaws may be amended, repealed or altered in whole or part by a majority vote of those regular members present at any duly organized meeting of the MV, provided that a copy of any amendment proposed for consideration has been transmitted, at least 20 days before the meeting, in writing by mail or email, to each member qualified to vote.

ARTICLE XVI – PARLIMENTARY RULES

The latest edition of Robert’s Rules of Order shall help govern and not control the MV in all cases in which they are applicable and not inconsistent with the Articles of Incorporation, these Bylaws, or applicable laws.

The Board of Directors and members of MANASOTA VETERANS, INC., duly and lawfully adopted these Bylaws on this 14th Day of September 2020.

Bylaws signed by:

////SIGNED////

Carl Hunsinger, President

////SIGNED////

Michael Hartford, Vice President