

**BYLAWS OF THE  
SARASOTA COUNTY VETERANS COMMISSION  
SARASOTA COUNTY, FLORIDA  
AS OF August 15, 2016**



*Approved and signed by commission officers*

**BYLAWS**  
**SARASOTA COUNTY VETERANS COMMISSION**  
**(SCVC)**

**ARTICLE I: ESTABLISHMENT**

On January 25, 1982 the Sarasota County Veterans Commission, Inc., (SCVC) was organized as a domestic corporation pursuant to Chapter 617, Laws of the State of Florida. On December 9, 2015 the SCVC was awarded it's 501 (3c) non-profit designation by the IRS.

**ARTICLE II: PURPOSE**

**Section 1. Supporting Veterans**

The purpose of SCVC is to improve the quality of life for veterans. In doing so, SCVC convenes veterans organizations and other stakeholders under a membership structure. The membership structure will benefit veterans by:

- A. Leveraging the combined intelligence, influence, talents, skills and resources of stakeholder organizations.
- B. Informing and educating audiences about issues that impact and influence veterans' well being.
- C. Convening forums for veterans organizations to voice their positions on matters of concern and interest to communities of veterans.
- D. Identify potential solutions and strategic avenues that can bring about desired conditions
- E. Inspiring innovations in the environment and marketplace that benefit veterans; active military, reserve and national guard personnel; and families surviving spouses and orphaned children of the aforementioned .

## **ARTICLE III: MEMBERSHIP**

SCVC is a membership organization comprised of veterans organizations and other stakeholders that have an interest in the well-being of veterans, American patriotism, and U.S. military affairs.

### **Section 1: Application for Membership**

To be considered for membership, a party must complete *SCVC's Application for Membership*. Submitting the application initiates consideration by the Board of Directors.

### **Section 2: Categories of Membership**

Any member may hold designation in more than one membership category.

- a. **Commission Membership:** Organizations and other parties granted membership hold Commission Membership status.
- b. **Honorary Membership:** Honorary Membership may be granted in recognition of outstanding service to the nation, the state of Florida, active or reserve military forces, and veterans. The Commission Membership may recommend organizations and individuals for Honorary Membership. A recommendation must be accompanied by a completed *Application for Membership*. The SCVC Board of Directors is empowered to award Honorary Membership upon a two-thirds vote in favor of such recommendation.
- c. **Ex-Officio Membership:** Ex-Officio Membership shall be granted to former SCVC Presidents/Chairpersons. Individuals holding the position of County Veterans Services Officer for any government entity and the individual employed as the Director of the Sarasota National Cemetery shall be granted Ex-Officio Membership.

### **d. Section 3: Annual Membership Dues**

- a. **Notice of Dues Assessments:** Annual membership dues may be assessed. Should the Board of Directors vote in favor of a dues assessment, the amount will be published at least 60 days prior to initiating the assessment.

- b. **Exemption from Dues:** Members holding Ex-Officio or Honorary Membership status may be exempt from paying annual membership dues during any period that dues are assessed.

#### **Section 4: Commission Membership Meetings**

- a. **Annual Meeting of the Commission Membership:** *An Annual Membership Meeting* of the Commission Membership will be held each January.
- b. **General Meetings:** The SCVC President may call general meetings of the Commission Membership. The written agenda, time and location of a general meeting will be announced by electronic means in advance.
- c. **Time and Place:** Commission Membership meetings shall be held at a time and place designated by the SCVC President of the Board.

#### **Section 5: Voting Rights of the Commission Membership**

The Board of Directors may place issues before the Commission Membership for vote. In these instances, the following voting rights apply:

- a. Parties holding Commission Membership status are entitled to vote. Honorary and Ex-Officio members are entitled to vote.

### **ARTICLE IV: GOVERNANCE - THE COMMISSION**

#### **Section 1. Board of Directors**

The SCVC Board of Directors is the governing body of the corporation. References in these bylaws to "the Board" refer to the SCVC Board of Directors.

- a. The Board of Directors is empowered to act on behalf of SCVC and conduct any and all business affairs of this not-for-profit corporation.
- b. The Board of Directors may commonly be known as **The Commission**.

## **Section 2: Composition of the SCVC Board of Directors**

The Board of Directors will be comprised of no less than three members and no more than fifteen members. The Board of Directors shall be diverse.

## **Section 3: Election to the Board of Directors**

Individuals are elected to seats on the Board of Directors by the current residing board. The Board of Directors will be presented during the *Annual Membership Meeting*.

- a. In electing members to the Board of Directors consideration will be given to diversity and talent needed to further SCVC's mission, vision and strategic goals.
- b. During the month of September, notice will be published that nominations will be accepted for open board positions.

## **ARTICLE V: ELECTED OFFICERS**

### **Section 1: Elected Officers**

The elected officers of SCVC shall consist of the President of the Board, Vice President, Second Vice President, Secretary, and Treasurer. The positions of President, Vice-President, and Second Vice President shall be held by veterans.

### **Section 2: Order of Succession for Officers**

The order of succession for officers shall be:

- President of the Board
- Vice President
- Second Vice President
- Secretary
- Treasurer

## **ARTICLE VI: Board of Directors Meetings**

- a. **Frequency:** The Board of Directors shall meet at least quarterly.
- b. **Time/Location:** The President of the Board will set meeting dates and locations.

- c. **Quorum:** The presence of 40% of the Board of Directors shall constitute a quorum for purposes of conducting SCVC business.
- d. **Open Meetings:** Meetings of the SCVC Board of Directors shall be open to the Commission Membership, unless a closed executive session is needed to discuss legal affairs, negotiations, or other sensitive business. SCVC shall comply with Florida’s Sunshine Act whenever applicable to conducting SCVC business.
- e. **Meeting Protocol:** The President of the Board shall preside at all meetings of the Board of Directors and at Commission Membership meetings. In the absence of the President, the order of succession for officers shall apply to determining a presiding officer.
- f. **Robert’s Rules of Order** shall govern the conduct of meetings. Written policies, procedures, or commonly accepted practices established by SCVC may override a Robert’s rule where meeting protocol or procedure is in question. A meeting’s presiding officer will determine protocol in these instances.

## **ARTICLE VII: DIRECTORS AND OFFICERS DUTIES**

### **Section 1: Shared Responsibilities and Duties**

All directors and officers share responsibility for driving the achievement of SCVC’s mission and vision; personally demonstrating SCVC’s expressed values; recruiting potential directors and new member organizations; assisting with securing revenues and organizational resources; and building positive brand recognition.

- a. The Board is responsible for maintaining a balanced budget.

### **Section 2: Commission Membership Determinations**

The Board of Directors determines acceptance into membership in any of the three membership designations. Acceptance is determined by a vote of the Board of Directors after considering the completed *Application for Membership* submitted by an organization or individual.

- a. Voting on whether to approve an applicant for membership shall be by ballot.
- b. Pursuant to Article 4: section 3, former SCVC Presidents and the Director of the Sarasota National Cemetery and County VSO shall be granted Ex-Officio membership.

### **Section 3: Duties of the President of the Board**

The SCVC President/Chairman is SCVC's highest ranking official. The President/Chairman is empowered with signature authority for SCVC.

The President is responsible for:

- a. Leading SCVC's business affairs, strategic initiatives, planning, and programming, and; engage the talent necessary to ensure successful outcomes for veterans.
- b. Ensuring that the agenda for an *Annual Membership Meeting* includes presenting the Board of Directors and; reporting on SCVC's annual budget and overall financial status.
- c. Appointing chairpersons to standing and ad-hoc committees.
- d. Maintaining liaisons with veterans organizations and other key stakeholders.
- e. Acting as final arbiter for interpretations of these bylaws.
- f. Executing duties and responsibilities articulated in a position description for the office of the President of the Board. The President has the final vote in case of a tie.

### **Section 7: Duties of the Vice President**

The Vice President is responsible for:

- a. Representing SCVC as an ambassador for this organization; recruiting potential members.

- b. Assisting with fundraising and garnering resources.
- c. Remaining informed and educated about veterans' issues and trends that impact veterans whether the trends are positive, negative or neutral.
- d. Executing duties and responsibilities articulated in a position description for the officer.

### **Section 8: Duties of the Second Vice President**

The Second Vice President is responsible for:

- a. Representing SCVC as an ambassador of this organization; recruiting potential members .
- b. Assisting with fundraising and garnering resources.
- c. Remaining informed and educated about veterans' issues and trends that impact veterans whether the trends are positive, negative or neutral.
- d. Executing duties and responsibilities articulated in a position description for the officer.

### **Section 9: Duties of the Secretary**

The Secretary is responsible for:

- a. Ensuring minutes of the SCVC Board of Directors are recorded and maintained according to SCVC's records maintenance schedule.
- b. Ensuring the maintenance of official correspondence according to SCVC's records maintenance schedule, as well as SCVC's bylaws and documents designated as memorial records.
- c. Representing SCVC as an ambassador of this organization; recruiting potential members.



- d. Executing duties and responsibilities articulated in a position description for the officer.

### **Section 10: Duties of the Treasurer**

The Treasurer is responsible for:

- a. Monitoring financial records and processes for adherence to sound financial management practices and ready availability for audits.
- b. Providing reports on the annual budget and overall financial status of SCVC .
- c. Representing SCVC as an ambassador of this organization; recruiting potential members.
- d. Executing the duties and responsibilities articulated in a position description for the officer .

### **ARTICLE VIII: SPECIAL ASSIGNMENTS FOR DIRECTORS**

The President is empowered to designate special duty assignments to members of the Board of Directors. These special assignments may include duties related to the following position titles.

#### **Section 1: Sergeant-At-Arms**

The Sergeant-at-Arms is responsible for:

- a. Orderly conduct during SCVC meetings and events. He/she may appoint additional Sergeants-At-Arms to fulfill the duties of this office.
- b. Establishing Color/Honor Guard for ceremonies, as directed by the SCVC President.

## **Section 2: Chaplain**

The Chaplain is responsible for:

- a. Delivering prayer at meetings and events, including visitations
- b. Engaging in community events by delivering prayer as a representative of SCVC, as directed by the SCVC President

## **Section 3: Limitation of Special Assignments and Titles**

The bestowing of special assignments and titles upon members of the Board of Directors shall not be done in a manner that increases the number of directors above that permitted under these Bylaws.

## **ARTICLE IX: OFFICERS AND DIRECTORS TERMS OF OFFICE**

### **Section 1. Officers Terms**

A term in office shall be two years. Officers are elected by the SCVC Board of Directors from among seated directors.

### **Section 2. Directors Terms**

A term in office shall be three years. The SCVC Board of Directors elects members to the board.

### **Section 4: Removal of Officers and Directors**

- a. Removal of Officers: Nonfeasance, misfeasance, and malfeasance acts of an officer shall constitute cause for removal of the officer from his/her position on the Board of Directors. The President is empowered to demand the resignation of the officer in question. The Board of Directors is empowered to remove an officer with or without cause by a two-thirds vote in favor of removal.
- b. Removal of Directors: Any director failing to attend three consecutive regular meetings of the Board of Directors shall be delivered written or electronic notice that he/she is subject to removal from the Board of Directors. Upon the fourth

absence in any year, whether or not consecutive, the Board of Directors shall vote on whether to unseat the director in question.

## **ARTICLE X: COMMITTEES**

### **Section 1. Committee Appointments**

- a. The SCVC President is empowered to appoint individuals to serve on standing committees. The President is an ex-officio member of all committees.
- b. The President may create ad-hoc committees upon a majority vote of the members of the Board, "The Commission", favoring creation of such short term committees to address issues that are specific or limited in scope of work.
- c. By amending these Bylaws, the Board may create or sunset a standing committee.

### **Sections 2. Standing Committees**

- a. **Finance Committee:** The Finance Committee is responsible for recommending an annual budget to the Board of Directors. The SCVC Treasurer shall serve on this committee.
- b. **Programs and Services Committee:** The Programs and Services Committee is responsible for performing market research and leading an organized effort to keep the Board of Directors informed about trends and issues impacting veterans. Individuals are appointed to support the development and implementation of innovative services that align with SCVC's strategic plan. Also, members may be appointed to help promote awards/recognition programs such as Veteran of the Year Awards, special initiatives such as events for Women Veterans, and services/programs that brand SCVC.
- c. **Recruitment and Retention Committee:** The Recruitment and Retention Committee is responsible for continuously increasing the number of distinguished organizations holding Commission Membership in SCVC. This committee reviews the *Application for Membership* submitted by organizations and individuals seeking Commission Membership. After the committee reviews

an application(s) for completeness, the chairperson of this committee forwards completed applications to the Board of Directors for action.

### **Section 3: Composition of Committees**

Committee Chairpersons will be selected from among the members of the Board of Directors. Co-Chairs, honorary chairs and committee members may be persons other than members of the Board of Directors.

## **ARTICLE XI: POLITICAL ACTIVITIES**

### **Section 1. Parameters of Political Activities**

SCVC may engage in political activities within the parameters established for organizations holding 501(c)(3) tax exempt status under the Internal Revenue Code.

SCVC may engage in such activities as communicating points of view to elected officials and government agency personnel.

### **Section 2. Non-Partisan Dealings**

SCVC will maintain a position of non-partisanship in its dealings and support of veterans' interests.

## **ARTICLE XII: CONFLICTS OF INTEREST**

Members of the Board of Directors will be conscientious to avoid even the appearance of conflicts of interest in managing board business and voting on matters. No officer or member of the Board of Directors shall cast a vote or act in any way that results in personal gain, or gain for her or his immediate family from SCVC dealings.

## **ARTICLE XIII: BYLAWS REVISIONS**

These bylaws may be revised by a two-thirds majority vote of the SCVC Board of Directors favoring revision.

## ARTICLE XIV: DISSOLUTION OF CORPORATION

In the event of dissolution of SCVC, any remaining assets after the discharge of all liabilities shall be distributed to a tax exempt organization(s) that exists exclusively to improve the well-being of veterans and which has established its 501(c)(3) tax exempt status under IRS code.

These bylaws are hereby approved and accepted this \_\_\_\_\_ day, (month), 2016.

*Ted Smith*

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TED SMITH, PRESIDENT OF THE BOARD

*Todd Hughes*

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TODD HUGHES, VICE PRESIDENT

*Matt Erny*

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MATT ERNY , SECOND VICE PRESIDENT

*Marlene M Hauck*

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MARLENE M. HAUCK, SECRETARY/ TREASURER