

VETERANS AND MILITARY FAMILIES FOR PROGRESS
BYLAWS
Revision 2009-A September 2009

ARTICLE 1. OFFICES

Principal Office. The principal office for Veterans and Military Families for Progress, Inc. (the "Corporation") shall be located in the District of Columbia Metro Area. The Corporation may have such other offices, either within or without the District of Columbia as the Board may designate or as the affairs of the Corporation may require from time to time.

ARTICLE 2. OBJECTIVES

This Corporation is organized as a social welfare organization for veterans, military members and military family members within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). This Corporation is not organized for profit, and no part of the net earnings of this Corporation shall inure to the benefit of any member of the Board of Directors or any other Individual except that this Corporation may make payments of reasonable compensation for services rendered.

Mission Statement

VETERANS and MILITARY FAMILIES for PROGRESS advocates through community activities and political action that our nation's obligations and debt to veterans, military service members, and their families be fulfilled by legislation, regulation, and private as well as public policy initiatives.

STATEMENT OF PURPOSE

This Corporation organized primarily to:

- a) Advocate on behalf of veterans, military members, and their families for progressive legislation and initiatives that reflect their experience and concerns, and which support the organization's goals.
- b) Support candidates for political office who support the organization's goals.
- c) Educate veterans, military members, their families, and the public-at-large as to the rights and needs of veterans, military members and their families.
- d) Reach out to and support veterans, military members and their families.
- e) Demand the responsible use of the military in United States Foreign Policy.
- f) Raise and expend funds and conduct such other activities as may be reasonable and necessary to implement other lawful projects and objectives authorized by the Board of Directors.
- g) Have and exercise any and all powers and privileges now or hereafter conferred by the District of Columbia Nonprofit Corporation Act upon corporations formed under such laws.

Notwithstanding any other provisions, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4).

ARTICLE 3. BOARD OF DIRECTORS

- 3.1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors ("Board"). Directors need not be residents of the District of Columbia excepting Executive Director. The Board will have the rights and powers as allowed under the rules of incorporation.
- 3.2. Number and Tenure. The Board shall be composed of no fewer than nine (9) Directors and no more than fifteen (15) with five (5) of the Directors being the Officers of the Organization as designated in Article 4. The number of Directors was set at 11 for the first Membership Meeting and shall be set for future Membership Meetings by the Board of Directors at least 6 months in advance of the Membership Meeting, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Directors may serve succeeding terms without limitation.
- 3.3. Election. Board of Directors will be elected for two year terms at each odd year meeting of the membership.
- 3.4. Regular Meetings. By resolution, the Board may specify the time and place either within or without the District of Columbia for holding regular meetings without other notice than such resolution.
- 3.5. Executive Session. During a regular or special meeting, by majority vote, the Board may move into executive session for personnel matters, litigation, or sensitive predecisional material. Any decision relating to such matters shall be included in the minutes of the regular meeting of the Board.
- 3.6. Open Meetings. All Board Meetings will have minutes and the minutes shall be posted on the VMFP Membership section of the website.
- 3.7. Special Meetings. Special Board meetings may be called by or at the request of the President, the Secretary/Treasurer or any two (2) Directors. All special meetings will be held via conference call.
- 3.8. Notice of Special Meetings. Written notice stating the day and hour of each special Board meeting shall be delivered personally or by mail, fax or electronic mail to each Director at his/her address shown on the records of the Corporation at least two days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings. All special meetings will be held via conference call.
- 3.9. Waiver of Notice.
- 3.9.1. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the

business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.9.2. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.10. Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any sitting Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

3.12. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary/Treasurer, or to the registered office of the Corporation.

3.13. Removal. At the Board's option, a Director may be removed from office who fails to attend 3 consecutive meetings or 50% of the meetings in a one year period.

3.14. Vacancies. Any vacancy occurring on the Board may be filled through appointment by the President for the balance of the term. Unless he/she dies, resigns or is removed, a Director so elected shall hold office until his/her successor is elected.

3.15. Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary/Treasurer of the meeting before the adjournment thereof, or unless he/she forwards such dissent by registered mail to the Secretary/Treasurer of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.16. Compensation. Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid reasonable expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for services rendered to the Corporation.

3.17. Loans. No loans shall be made by the Corporation to any of its Directors.

3.18. Meeting by Conference Telephone. Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

3.19. Action by Board Without A Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed

by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

ARTICLE 4. OFFICERS

4.1. Number. The Officers of the Corporation shall be the President, Executive Vice-President, Administrative Vice-President, Secretary/Treasurer, and Executive Director. All Officers shall be elected at the biennial Membership Meeting by the membership. No member of the Board may hold more than one office. The elected Officers shall constitute and serve as five (5) of the number of Directors. The Board may delegate to any Officer the power to appoint any agent deemed necessary to assist an Officer to carry out that Officer's duties as prescribed herein.

4.2. Election and Term of Office. The Officers of the Corporation shall be elected biennially at the National Membership Meeting. Unless he/she dies, resigns, or is removed, each Officer shall hold office until his/her successor is elected.

4.3. Resignation. Any Officer may resign at any time by delivering written notice to the President, the Secretary/Treasurer, or the Board.

4.4. Removal. At the Board's option an Officer may be removed from office who fails to attend 3 consecutive meetings, 50% of the meetings in a one year period, or for cause by a 2/3 vote of the sitting Board of Directors.

4.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled through appointment by the President for balance of the term.

4.6. President. The President shall be Chief Executive Officer of the Corporation and, subject to the Board's approval, shall supervise and control all of the assets, business and affairs of the Corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. The President may appoint or remove any staff or consultants for the Corporation and establish the rate of compensation for any such staff person or consultant. In general, he/she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time and as written in National Operating Procedures. He/she shall, if present, preside at all meetings of the Board of Directors. The President may only vote on the Board of Directors in the event of a tie.

4.7. Executive Vice-President shall assume the duties of the President if the President is unable for any reason to fulfill the obligation. The Executive Vice President shall also perform duties as assigned by the President and as written in National Operating Procedures.

4.8. Administrative Vice-President will monitor the activities and interactions among/between Officers and National Committee Chairs; oversee the duties, jurisdictions and responsibilities of the National Committees; will arbitrate on behalf of the President as needed for the good of the organization. The Administrative Vice President shall also perform duties as assigned by the President and as written in National Operating Procedures.

4.9. Secretary/Treasurer. The Secretary/Treasurer shall: (a) keep the minutes of meetings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign with the President, or other Officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation; (f) prepare and submit an annual report as required by the District of Columbia Nonprofit Corporation Act and . (g) If required by the Board, the Secretary/Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the revisions of these Bylaws; and in general perform all of the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board and as written in National Operating Procedures. In the absence of the Secretary/Treasurer, the Executive Vice President may perform his/her duties.

4.10. Executive Director The Executive Director shall conduct the liaison operations of VMFP, focused primarily in Washington D.C. These operations shall include efforts within the executive and legislative branches of government, as well as with other private organizations (Foundations, Corporations, Unions, VSO's, etc.). The actions taken will be related to areas of mission and policy approved by the Board of Directors, coordinated with the President, and monitored by the Executive Committee. The Executive Director must reside in the area of Washington DC. The Executive Director shall be a voting position on the Board of Directors

4.11. Salary. The Officers may receive compensation for their services as adopted by resolution of the Board. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its Officers.

4.12. Bonding. The Organization shall provide the Board and Officers insurance for errors and omissions.

ARTICLE 5. MEMBERS

5.1. Definitions. For purposes of determining membership in the national Veterans and Military Families for Progress the following definitions shall apply:

5.1.1. Veteran Member — A veteran is defined as a person who has taken the oath of induction and reported for duty. A veteran includes:

- a) Any individual who is retired or discharged (other than Dishonorably) from the armed forces of the United States.
- b) Military members - Those currently serving in the U.S. Military, Reserves, National Guard, and Coast Guard.
- c) Fiduciary, Custodian, or Legal Guardian of a veteran who may act on behalf of the veteran but is not a member as an individual.

5.1.2. Family Member — Family members of veterans, as defined above, or of U.S. service

personnel who died while serving in an armed conflict, were declared Missing In Action (MIA), or declared a Prisoner of War, but not repatriated to the United States at the end of the conflict shall include:

- a) Spouse, Domestic Partner or Significant Other
- b) Child -18 or older
- c) Sibling -18 or older
- d) Parents
- e) Fiduciary, Custodian, or Legal Guardian of a family member who may act on behalf of the veteran but is not a member as an individual.
- f) Parental figures with whom the veteran defined above has resided either before or during active duty or reserve service

5.1.3. Sustaining. This is to be considered a 'sponsor'. It comprises companies, labor unions, entrepreneurs, and other small businesses. Sustaining members will pay dues of \$1000 per year. Sustaining Member category is nonvoting. The member must show commitment to the organization's Mission Statement.

5.1.4. Honorary Member —Honorary Membership is a non-voting category and is for any elected officials and staff. Annual dues for elected officials is \$75.00 a year and \$35.00 a year for staff. Honorary Members must be approved by the Board of Directors and must show commitment to the organization's Mission Statement. Additional honorary members may be designated by a resolution of either the Board or the National Membership Meeting

5.1.5. Member in Good Standing — Veteran members and family members of the National Veterans and Military Family for Progress shall be considered "in good standing" if their dues are current, and the member remains committed to the organization's Mission Statement.

5.1.6. Dues — Membership dues shall be paid on an annual basis. The Board shall determine the dues rate and any dues change shall require a two-thirds vote of the Board. Dues may be changed no more frequently than every other year.

5.2. Membership. Any veteran, or family member, as defined in 5.1.1 through 5.1.2 above and in good standing shall qualify as a member of the national Veterans and Military Families for Progress, and shall enjoy the full rights and responsibilities of membership.

5.3. Voting. Each member in good standing shall have voting privileges on all matters brought before the body at its national conferences, including, but not limited to, elections of the Board of Directors and Officers as prescribed in these Bylaws, resolutions, changes to the organization's Constitution and/or Bylaws, policies, and political positions and/or endorsements.

5.4. Misconduct of Members. The Board shall develop a policy for causes and conditions for discipline or withdrawal of membership.

ARTICLE 6. STANDING & ADVISORY COMMITTEES

6.1. General. The President, with the advice and consent of the Board, may designate and appoint one or more committees to assist in preparing and implementing Corporation policies and programs and advise and aid the Board, Officers and employees of the Corporation in any and all

matters designated by the President. If any such committee shall have and exercise the authority of the Board in the management of the Corporation, it shall consist of no fewer than two Directors. Each such committee may, subject to the approval of the President, with the advice and consent of the Board, prescribe rules and regulations for the call and conduct of meetings of that body and all other matters relating to its procedures and responsibilities, which shall be recorded in Committee Operating Procedures. Each such committee shall keep regular minutes of its meetings and deliver such minutes to the President, who shall present them to the Board. The members of any committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed sum or expenses of attendance, or both, may be allowed for attendance at any meeting of such committee.

6.2. Standing Committees

- a) Audit Committee – Purpose is to complete a yearly audit.
- b) Communications Committee – Purpose is to facilitate internal communication to membership and external communication by way of website and other communications media. The Communications Committee maintains the website at the direction of the Board of Directors.
- c) Elections Committee – Shall not include any current Officers, Board members or candidates for such offices. The Elections Chairperson shall be elected by the membership at the general meeting and the Chairperson shall appoint such members to the committee as needed to run the election.
- d) Finance Committee – The Treasurer shall serve as the Chairperson of this Committee.
- e) Fundraising Committee – Purpose is to perform fundraising.
- f) Government Affairs Committee – Purpose is to review and advise on government policy, legislative, budgetary and programmatic issues.
- g) Membership Committee – Purpose is to grow the membership.
- h) Military Families – Purpose is to provide research, advice and assist in implementation of the rights, needs and issues for military families.
- i) Operations and Projects Committee – Purpose is to provide research, planning and, if approved by the Board, implementation for projects.
- j) Organization and Structure Committee – Purpose is to review, advise and to assist chartered groups with the legal documents and structure of the organization.
- k) Media/Public Relations Committee – Purpose is to handle media and public relations.
- l) Rules Committee - The Rules Committee is responsible for the Constitution and/or Bylaws, and may be called upon to interpret it where questions arise. It shall, on order of the Executive Committee, prepare and submit amendments proposed by members; and it may on its own motion prepare and present to membership any amendments which it deems necessary. It shall receive all resolutions introduced by members and may reword them, combine those having the same intent and otherwise edit and prepare for presentation, and shall present them to the members with the committee recommendation thereon.

ARTICLE 7. CHARTERS

7.1. Request for Charters. Request for a Charter with the Veterans and Military Families for Progress (VMFP) shall be sent for approval to the Board. VMFP shall provide a Charter request document to include any supporting documentation.

7.2. Minimum Membership. Requests for a Charter shall have a minimum of 10 members who

are not members of any other charter within VMFP. All state and local charter members must be members in good standing of VMFP.

7.3. Adoption of Bylaws. All Chartered groups must abide by the Bylaws of the VMFP. A Chartered group may adopt additional local Bylaws but they must not be in conflict with the VMFP Bylaws. All local Bylaws must be submitted to the national VMFP.

7.4. Policy and Endorsements. Chartered groups may not adopt or endorse federal issues or federal candidates that are in conflict with official positions of the VMFP. Chartered groups may adopt or endorse local issues or local candidates based on the will of their membership.

ARTICLE 8. NATIONAL MEMBERSHIP MEETINGS

8.1. The Corporation shall convene a National Membership Meeting every two (2) years thereafter, at such times, dates, and places as may be designated by the Board of Directors. The National Membership Meeting shall be the highest authority of the Corporation. Its authority includes, but is not limited to, elections of the Board of Directors and Officers as prescribed in this document; resolutions, changes to the organization's Constitution and/or Bylaws, policies, and political positions and/or endorsements.

8.2. The National Membership Meeting shall be open to attendance by the membership as defined in these Bylaws.

8.3. Each member in good standing shall be entitled to be heard on each and every subject to come before the National Membership Meeting, subject to rules of procedure and debate as reported by the Rules Committee and adopted by the delegates at the commencement of the Membership Meeting.

8.4. Each member in good standing shall have voting privileges on all matters brought before the body at the National Membership Meeting.

8.5. Except as otherwise provided in rules of procedure and debate adopted by the Membership Meeting, the President shall preside as the Chairperson.

8.6. A secret ballot shall not be permitted upon any floor vote called for at the National Membership Meeting. Casting of votes for election of Officers and Directors shall be in the manner adopted by the delegates with the recommendation of the Elections Committee.

8.7. A majority of the credentialed members attending the National Membership Meeting shall constitute a quorum.

8.8. The National Membership Meeting shall be the highest governing body of the organization and shall be the final decision making authority for the organization.

ARTICLE 9. CONTRACTS, LOANS, CHECKS AND DEPOSITS

9.1. Contracts. The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

9.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

9.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

9.5. Gifts and Contributions. The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state or federal law.

9.6. Financial Policies. The Board shall by resolution set financial policies that include limits on expenditures of any type without Board approval, signatory authority, and affiliate requirements to submit audits, etc

ARTICLE 10. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary/Treasurer of the Corporation. All continuous motions shall be placed in the Policy Manual, which shall be kept in perpetuity.

ARTICLE 11. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

ARTICLE 12. INDEMNIFICATION

To the full extent permitted by the General Corporation Law of the District of Columbia, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the General Corporation Law of the District of Columbia. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The

foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE 13. RULES OF ORDER

Roberts Rules of Order shall be used except as modified by these Bylaws, which shall take precedent.

ARTICLE 14. AMENDMENT OF THE BYLAWS

These Articles may be altered, amended or repealed, and new Articles may be adopted by the Membership at any regular or special meeting of the full membership by a two thirds vote. Notification of proposed changes must be presented in writing to the Board 60 days before the Membership meeting and mailed to each member 30 days before the meeting.