



# GOVERNING ORGANIZATIONAL BY-LAWS

## ARTICLE I: NAME

The name of the organization shall be Del Webb Lakewood Ranch Association of Veterans and Military Supporters hereinafter referred to as "AVMS".

## ARTICLE II: MISSION/OBJECTIVE

### Section 1 .

The Del Webb Lakewood Ranch Association of Veterans and Military Supporters (AVMS) is organized as a charitable, non-profit organization with the intent and purpose of promoting awareness and interest in veterans' affairs and activities. The organization is a public charity under IRS Code 509(a) (2) and a 501 (c) (3) for federal income tax purposes.

In order to carry out the mission, AVMS membership and officers shall:

- (a) Promote the social welfare of the community;
- (b) Assist in providing help, care, and assistance to veterans, active-duty servicemembers and their spouses;
- (c) Assist in providing community-wide memorials and military recognition events;
- (d) Provide social and recreational activities for members and the Del Webb community;
- (e) Support other community charitable organizations and activities, both inside and outside the Del Webb Lakewood Ranch community.

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## Section 2. Membership

AVMS will accept as a member, any person regardless of race, color, creed, gender, ethnic background, or physical disability who is a resident of Del Webb Lakewood Ranch. However, the bylaws of this organization may restrict membership to those affiliated with or supporting groups or organizations opposing our military or form of government, or individuals sharing a similar interest.

## Section 3. Removal

Any member can be expelled and dropped from the membership roles for just cause. Reference Roberts Rules of Order, Rule 75 for procedures.

## Section 4. AVMS will function as a totally volunteer organization.

# ARTICLE III: BOARD OF DIRECTORS

Section 1. The elected AVMS Board of Directors shall consist of a President, Vice President, Secretary, Treasurer and Director- at -Large.

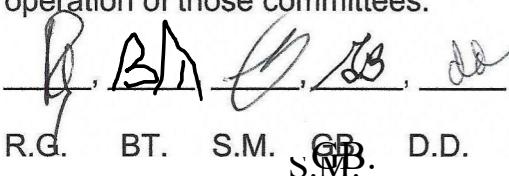
Section 2. Members and Term. The five (5) elected officers listed shall constitute the "Board of Directors." The officers shall be elected to serve a two-year term that shall run from January 1st to December 31 st. The election cycle shall be: the President, the Secretary, and the Director-at-Large shall be elected to serve during even numbered years; the Vice President and Treasurer, shall be elected to serve during odd numbered years.

Section 3. In addition to the aforementioned directors, there may be such other non-elected but appointed officers as may be appointed by the Board, such as Sergeant-of-Arms, Chaplain, Webmaster, and Supply Officer

# ARTICLE IV: BOARD OF DIRECTORS DUTIES

Section 1. President. The President is the chief executive director of the Association and is responsible for fulfilling the mission of AVMS. The President is a voting member at all association meetings. He or she shall supervise all activities of the association unless he or she delegates such authority. The President shall be an ex-officio member of all committees. He or she shall serve as the official spokesperson on all matters of public interest concerning the organization.

Section 2. Vice President. The Vice President is the second ranking director and is responsible for filling all the duties of the President in his or her absence. In conjunction with the Association's President, the Vice President appoints all Committee Chairs and provides supervision of the operation of those committees.



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Section 3. Secretary. The Secretary is responsible for maintaining club records and correspondence. The Secretary has custody of the official by-laws and all other records and documents of AVMS, keeps an accurate record of the meetings and activities of the Association and elected directors, maintains an accurate status of each individual member, maintains a membership directory, and transmits the same to the successor in office. The Secretary provides notices of meetings as required by these by-laws and immediately notifies the directors of any change in the roster of individual members.

Section 4. Treasurer. The Treasurer is responsible for carrying out the organization's financial policies and procedures and creating an annual budget. The Treasurer receives and disburses, with the approval of a majority of the directors, all Association funds, all financial obligations as they come due, and keeps an accurate account of all transactions. The Treasurer shall make financial reports to members and directors at each monthly meeting and upon request. The Treasurer shall transmit the accounts and all undistributed funds to the successor in office at the end of the Treasurer's term.

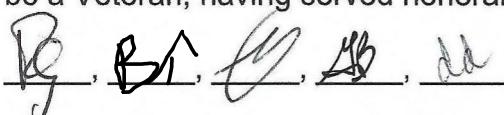
Section 5. Director-at-Large- The Director-at Large will be responsible to coordinate "off-campus" activities i.e. retail and corporate sponsorship. In this capacity the Director-at-Large shall also serve as the point of contact for any special projects as agreed to by the Board.

Section 6. Immediate Past President. The Immediate Past President provides advice and counsel as requested to the sitting President and further serves at the direction of the sitting President.

Section 7. Vacancy and Replacement. If, for any reason, a director's seat becomes vacant, the Board of Directors will either hold a special election to fill the vacant position or, if the remaining term is one year or less, the President shall appoint a successor.

Section 8. Exception. However, in the event the office of President becomes vacant, then the current Vice President will assume the duties of the President for the duration of the unexpired term and the Vice President's position will be filled as per Article IV, Section 7 above.

Section 9. Compensation. No director or member shall receive personal compensation for any service(s) he or she may render to the association. However, with Board approval, a member may be reimbursed for his or her actual expenses incurred while in the performance of official organizational duties such as supplies or any other organizational items.

  
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Section 10. Signature Authority. With the agreement of the Board, any designated officer of the Board may sign as authorized representative of the Association.

Section 11. Pursuant to the Association's core mission, either the President or Vice President shall be a Veteran, havin served honorably in the Armed Forces of the United States.

Section 12. Elections. In accordance with Article III, Section 2, the Secretary will announce the Board vacancies at the October open board meeting. The Secretary will then distribute via email the formal solicitation of candidates and nomination procedure. Voting shall be electronic with prenumbered ballots being available at the December open meeting for those choosing to vote in person. Specific timelines will be established yearly so as to allow nominations and voting to be completed allowing for the results to be announced at the December meeting.

## **ARTICLE V: APPOINTED COMMITTEE CHAIRPERSONS AND THEIR DUTIES**

Section '1 . Chaplain. The Chaplain may provide a short non-denominational prayer at the opening of each meeting and/or special events.

Section 2. Sergeant-At-Arms. The Sergeant-At-Arms' duties will include the preparation of the Event Center ensuring operational readiness in order to hold scheduled meetings or events. He or she will further assist in maintaining good order and discipline during all AVMS related meetings and functions.

Section 3. Supply Officer. The Supply Officer is responsible for accountability and control of all AVMSowned merchandise and equipment to include head covers and uniforms. The Supply Officer will often work closely with the Treasurer ensuring the ordering, paying for, and issuance of items such as shirts and hats to members in good standing. The Supply Officer will provide at the end of each year, an accurate listing of inventory with a dollar value to include all purchases and sales to the Treasurer.

Section 4. Webmaster. The Webmaster will monitor and maintain all aspects of the AVMS website. Furthermore, the Webmaster will serve as a technology advisor to the AVMS Board as needed

## **ARTICLE VI: STANDING COMMITTEES**

Section 1. Chairpersons of Standing committees shall be appointed by the Vice President and will operate on a permanent basis unless a committee is terminated at the direction of the President and the Board of Directors. Committee Chairpersons will report to the Board of Directors. Committee Chairpersons will provide respective reports to the general membership during scheduled membership meetings. Committee membership will be selected by the Committee Chairs with the advice and consent of the Vice President.

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Section 2. Committee Chairpersons' Meeting. The committee chairpersons, under the direction of the Vice President, shall meet as needed to discuss items of interest to all the committees.

~~Section 3.~~ **Section 3: New Committees.** Any n

~~K~~, ~~MP~~, ~~CB~~, ~~AB~~, ~~dd~~

**REG**   **BT**   **S.M.**   **GP**.   **DD** New Committees. Any member may propose the formation of a committee.

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# ARTICLE ASSOCIATION MEETINGS

Section 1. General Monthly Meetings. Monthly general membership meetings shall be held on the day of the month and at a time to be determined by the Board of Directors. Minutes of the meeting can be approved electronically by the board of directors and then posted on the AVMS website.

Section 2. Special Meetings. A special meeting of the membership may be called at any time by the Board of Directors.

Section 3, Notice of Special Meetings. A notice will be posted via email and the website, so that all members will be informed of the called meeting no less than seven (7) days prior to the meeting. The posted notice shall specify the place, date, time, and the purpose of the meeting.

## ARTICLE PARLIAMENTARY PROCEDURES RULES OF ORDER

Insofar as they do not conflict with the by-laws of the Del Webb Lakewood Ranch Veterans Association (AVMS) policies or procedures adopted by the Association Board of Directors, applicable to nonprofit corporations, Robert's Rules of Order Newly Revised shall be the final authority as to parliamentary procedure.

## ARTICLE IX: MEMBERSHIP DUES

Section 1. Annual membership dues for all AVMS members are set by the Board. The due date for renewal of annual dues shall be set by the board.

Section 2. Such dues shall be payable when an individual membership application is filed and submitted. When the completed application is ultimately received, including the membership fee, the application will be given to the Secretary for review.

## ARTICLE X: LEGAL STATUS AND DISSOLUTION

Section 1. The Del Webb Lakewood Ranch Veterans Association (AVMS) is an unincorporated association formed solely for the purpose of providing a mutually supportive and positive environment, where all members have an equal opportunity to partake in community-wide support of the United States Military (past, present and future), veterans, their families, the local community, the United States Government and Commander-in-Chief.

Section 2. AVMS is not legally affiliated with any company, agency, or special interest group from which this Association may draw its individual members or services. The use of AVMS funds shall be limited to sanctioned events or purposes.



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Section 3. Upon the dissolution of the Association, the applicable law shall apply and if allowed under law, assets shall be distributed in a manner consistent with the purpose of the Association.

Section 4. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or for such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 5. AVMS by-laws shall be governed by and interpreted in accordance with the laws of the State of Florida.

## ARTICLES AMENDMENTS TO ORGANIZATION BY-LAWS

Section 1. AVMS by-laws may be amended only by a two-thirds majority of the votes cast electronically by the voting membership in good standing.

Section 2. Proposed changes to the by-laws are to be submitted as follows:

Proposed amendments must be presented by the President and/or a designated Board Member at a regularly scheduled monthly meeting.

- The proposed amendment will then be posted on the AVMS website.
- Approval of changes shall receive a two-thirds majority vote of the active individual members of the Association present
- The vote will be held electronically with results announced at the meeting following the one in which the amendment was introduced.
- At the meeting, the Secretary will read out the results of the proposed changes.
- Such approval or denial shall be evidenced by a certified notation by the Board of Directors as well as reflected in the Secretary's report.



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# ARTICLE GLOSSARY OF GOVERNING BY-LAWS

The following glossary collects definitions found throughout the governing by-laws of Del Webb Lakewood Ranch Veterans Association (AVMS). However, this glossary does not contain every term used in the governing documents, nor are these summary definitions intended to substitute for the full definitions given in such documents themselves. If any question should arise concerning the definition of any term in this glossary, the reader is advised to consult the governing by-laws. Nothing in this glossary shall be considered a legal or judicial meaning of any term in the governing documents.

- (a) General Monthly Meeting. The general monthly meeting of AVMS will be held on the day of the month and at a time to be determined by the Board of Directors.

(b) Board of Directors. The elected Board of Directors of AVMS is a nonprofit association or corporation consisting of five executive officers: President, Vice President, Secretary, Treasurer, and Director-at-Large.

(c) By-laws. Governing document or rules and regulations adopted by AVMS as approved and voted on by the two-thirds majority of the Association's membership.

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(d) Standing Committees. Depending on the context, any of the following are standing committees: Membership Committee, Event Committee, and such other committees as the Board of Directors from time to time may establish. All of these standing committees are advisory in nature and do not exercise the power of the Board of Directors of the organization.

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Approved and adopted by the Board on:

Steve Milbrod

Steve Milbrod, Treasurer

Deborah G DiStefano

Deborah G DiStefano, Director at Large

Rich Greenberg

Rich Greenberg, President

Bob Turner, Vice President

Bob Turner

Gail Botle, Se retary