



## Veterans Memorial Park Bylaws

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Approved: March 1, 2020

### Article 1 Offices

#### **Section 1. Principal Office**

The principal office of the corporation is located in the county of Kern, in the state of California.

#### **Section 2. Change of Address**

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_\_\_

### Article 2 Nonprofit Purposes

#### **Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be: (a) To organize, establish, operate and maintain, in conjunction with the County of Kern, California, a park to recognize and memorialize veterans of all branches of the United States Armed Forces; (b) To provide a dedicated area for veterans memorial services; (c) To provide a living memorial of trees to honor military soldiers who served our country who have died; (d) To foster fraternal relations among veterans and active duty members of the various services; (e) To bring community awareness to our nation, its veterans, and our military, by flying our nation's flag from a prominent point in the park; (f) To educate the community at large regarding the service and sacrifices of our nation's veterans; (g) To conduct any and all lawful activities for which a not-for-profit corporation may, by law, be formed.

### Article 3 Directors

#### **Section 1. Number of Directors**

The corporation shall have seven (7) Directors. Collectively, the seven (7) Directors and five (5) Officers shall be known as the "Board of Directors" or "Board."



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### **Section 2. Qualifications**

Directors shall be at least 18 years of age and reside in the county of Kern. Any Kern County resident may serve as a Director of this corporation providing their behavior comports with the values and purposes of the corporation.

### **Section 3. Duties**

#### **Duties of Directors:**

Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;

Supervise all Officers, agents, and employees of the corporation to assure that their duties are performed properly;

Exercise discretion in the disbursement of funds;

Meet at such times and places as required by these bylaws;

Register their addresses and contact information with the Secretary of the corporation, and notices of meetings mailed, faxed, or electronically transmitted to them at such addresses shall be valid notices thereof.

### **Section 4. Election Guidelines**

Directors shall be elected by the Board during the election held at the “Annual Meeting” in December of even numbered years. Terms will begin in January of the following year.

In order for a member to run for a Director’s position during an election, they must:

Be a member in good standing of the Camp,

Be nominated by another member of the Camp and,

Submit a letter of intent for their desired position 30 days prior to elections.

Election of each contested office shall be by secret, written ballot.

### **Section 5. Term of Office**

Each Director shall hold office for a period of two (2) years or until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 6. Vacancies, Removal and Resignations**

Vacancies on the Board shall exist (1) upon death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased.



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Any Director can be removed by the President and/or a majority vote at any time if the Director presents cause and/or their behavior no longer comports with the values and purposes of the corporation.

Any Director may resign effective upon giving written notice to the President, or Vice President in the absence of the President.

If a vacancy occurs, Directors can be appointed by the President to fulfill the remainder of the vacated term until the next election.

### **Section 7. Compensation**

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors or officers shall be in accordance with this corporation's conflict of interest policy.

### **Section 8. Nonliability of Officers and Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 9. Indemnification by Corporation of Officers and Directors**

The Officers and Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **Article 4 Officers**

### **Section 1. Number of Officers**

The Officers of the corporation shall consist of: President, Vice President, Secretary, Treasurer, and Sgt. at Arms. Collectively, the five (5) Officers and seven (7) Directors shall be known as the "Board of Directors" or "Board." The corporation may also have other such officers with such titles as may be determined from time to time by the Board.

### **Section 2. Qualifications**

Officers shall be at least 18 years of age and reside in the county of Kern. Any Kern County resident may serve as an Officer of this corporation providing their behavior comports with the values and purposes of the corporation.

### **Section 3. Duties**

#### **Duties of President:**

Be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers.



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Perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. He or she shall be authorized to access and sign on the corporation account(s).

Have the authority to pay for necessary and ordinary expenses of corporation operation. He or she shall be authorized up to \$500 in discretionary spending each month, provided that any such expenditure(s) are reported to the Board at the next monthly meeting.

Subject to approval by the Board, shall appoint any special committees, as may be required by the bylaws or might be advisable.

In all actions where a vote of the Board required, the President shall only vote in the event of a tie.

### **Duties of Vice President:**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all 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 by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board. He or she shall be authorized to access and sign on the corporation account(s).

### **Duties of Secretary:**

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all General Board Meetings and Special Meetings (excluding Executive Sessions) of the Board, indicating the time and place of holding such meetings, and the names of those present and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.



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Keep at the principal office of the corporation a record of membership containing the name and address of active members, and, in the case where any membership has been terminated, he or she shall record such fact in the record together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership record, and the minutes of the proceedings of the Board of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

### **Duties of Treasurer**

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.

Ensure that only authorized Officers of the corporation (President, Vice President, and Treasurer) are on file with any financial institution, and that non-authorized signers are removed in a timely manner.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, on request therefor.

Render to the Officers and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including the monthly Treasurer's Report to the Board.



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In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

### **Duties of the Sgt. At Arms**

The Sgt. At Arms shall be appointed and serve at the discretion of the President, who will consider any input offered by the other Officers and Board of Directors. The Sgt. At Arms shall become familiar with Roberts Rules of Order, the Camps By Laws and history of Motions passed that govern conduct and operations of the Camp. He or she shall assist the President as needed in keeping order or clarifying rules during Board Meetings. The Sgt. At Arms does not vote on Motions before the Board.

### **Section 4. Election Guidelines**

Officers shall be elected by the Board of Directors during the election held at the “Annual Meeting” in December of odd numbered years. Terms will begin in January of the following year.

For a member to run for a Director’s position during an election, they must:

- Be an active (current) member of the Camp,
  - Be nominated by another active member of the Camp and,
  - Submit a letter of intent for their desired position to the Board (30) days prior to elections.
- Election of each contested office shall be by secret, written ballot.

### **Section 5. Term of Office**

Each Officer shall hold office for a period of two (2) years or until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 6. Vacancies, Removal and Resignations**

Vacancies on the Board shall exist (1) upon death, resignation, or removal of any director, and (2) whenever the number of authorized Officers is increased.

Any Officer may resign effective upon giving written notice to the President, or Vice President in the absence of the President. In the event that the President were to resign, the Vice President would become acting President until the next election.

If a vacancy within the Officer ranks occurs, the President may appoint someone to fulfill the remainder of the vacated term until the next election.



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### **Section 7. Compensation**

Officers shall serve without compensation. Officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Officers shall be in accordance with this corporation's conflict of interest policy.

### **Section 8. Nonliability of Officers**

The Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 9. Indemnification by Corporation of Officers**

The Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **Article 5 Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law

## **Article 6 Meetings**

### **Section 1. Place of Meetings**

Meetings shall be held at the principal office of the corporation (Camp Hamilton) unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board.

### **Section 2. Annual Meetings**

An annual meeting of directors shall be held the first Sunday of December each year, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. The annual meeting is for the receipt of annual reports, election of officers and directors and the transaction of any other business.

### **Section 3. General Board Meetings**

Regular General Board meetings shall be held monthly, on the first Sunday, unless decided otherwise by the Board, who shall determine the time and place of such meeting. Reasonable attempts, based on business to be transacted by the board, shall be made to hold such meeting in conjunction with the regular meeting of the membership.



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### **Section 4. Special Meetings/Executive Sessions**

Special meetings and Executive Sessions may be called by the President, the Vice President, the Secretary or by any two Directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

### **Section 5. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board:

**Annual Meeting** – Held every regularly scheduled December Board of Directors Meeting Notice shall be mailed or transmitted electronically to each voting member not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. If that is not practical, or If there is not current contact information for a voting member, posting written notice at the principle office of the corporation will suffice as notice.

**General Board Meetings.** Normally scheduled for the 1<sup>st</sup> Sunday of each month. No notice need be given of any regular meeting of the Board.

**Special Meetings/Executive Sessions.** Notice shall be mailed or transmitted electronically to each Officer and Director included in the special meeting or executive session not less than seven (7) days prior to the date of the meeting. If the meeting is called prior to this seven (7) day period, notice shall be given as soon as possible.

### **Section 6. Quorum for Meetings**

A quorum shall consist of a simple majority of the Board for any Board meeting. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### **Section 7. Majority Action as Board Action**

Every act, or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **Section 8. Conduct of Meetings**

Meetings of the Board shall be presided over by the President of the corporation, or in his or her absence, by the Vice President of the corporation, or in the absence of each of these persons, by a chairperson chosen by majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.



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Meetings shall be governed by Robert's Rules of Order unless revised by the Board and such rules are not consistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Pursuant to a Motion and vote of approval by the Board of Directors, no alcohol shall be consumed during the Board Meetings, nor shall those persons under the influence of alcohol or drugs be allowed to attend.

### **Article 7 Execution of Instruments, Deposits, and Funds**

#### **Section 1. Execution of Instruments**

The Board, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer of the corporation. The President and Vice President shall also be authorized to access and sign on the corporation account(s).

#### **Section 3. Deposits**

All funds of the corporation 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.

#### **Section 4. Gifts**

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

### **Article 8 Corporate Records, Reports, and Seal**

#### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

Minutes of all General Board Meetings and Special Meetings (excluding Executive Sessions) of the Board, indicating the time and place of holding such meetings, and the names of those present and the proceedings thereof;



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Adequate and correct books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **Section 2. Corporate Seal**

The Board may adopt, use, and at will alter, a corporate seal. The corporate seal shall be affixed to all communications. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Directors' Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

## **Article 9 IRC 501(c)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.



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### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 10 Conflict of Interest and Compensation Approval Policies**

### **Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

**Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:



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An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, second paragraph, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Conflict of Interest Avoidance Procedures**

**Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.



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If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Violations of the Conflicts of Interest Policy.** If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with Board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5. Compensation Approval Policies**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.



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No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

Is not the person who is the subject of the compensation arrangement, or a family member of such person;

Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;

Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;

Has no material financial interest affected by the compensation arrangement; and

Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:



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Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;

The availability of similar services in the geographic area of this organization;

Current compensation surveys compiled by independent firms;

Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

The terms of the compensation arrangement and the date it was approved;

The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;

The comparability data obtained and relied upon and how the data was obtained;

If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;

If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;



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Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

### **Section 6. Annual Statements**

Each Director and Officer of the corporation with delegated powers shall annually sign a statement which affirms such person:

Has read the conflicts of interest policy (Article 10), understands the policy, has agreed to comply with the policy; and

Has received a complete copy of the corporation bylaws, has read and understands the bylaws, has agreed to comply with the bylaws; and

Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.



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Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **Article 10 Amendment of Bylaws**

#### **Section 1. Amendment**

These bylaws may be altered, amended, or repealed and new bylaws adopted by a two-thirds (2/3) approval of the Board.

#### **Article 11 Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### **Article 12 Members**

#### **Section 1. Determination and Rights of Members**

The Board of Directors have discretion to create various types of membership. No member shall hold more than one membership in the corporation.

All current paid members who are in good standing have voting rights during elections if they are present at the election held at the "Annual Meeting."



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### Section 2. Types of Membership

There are three (3) types of membership.

**General Membership:** A General Member has a recommended donation as set by the Board and has access to the Park.

**Range Membership:** A Range Member has a recommended donation as set by the Board and has access to both the Park and the Range.

**Honorary Membership:** An Honorary Member is an individual or business that has shown dedicated efforts in honoring our military and veteran community by their public actions. This member classification does not pay a membership fee and has access to both the Park and the Range.

**Charter Membership:** A General or Honorary Member in good standing whom the Board of Directors have voted to recognize as a Founder of significant contributor of unique and singular status to the Foundation. A Charter Membership is permanent and includes the right to cast a vote at Board Meetings.

### Section 3. Qualifications of Members

Membership of the corporation shall be composed of individuals whose objectives are:

To inculcate and stimulate love of our Country and Flag; or

To honor our nation's veterans and active duty members, and to those who have given their lives in defense of our Country; or

To donate and/or contribute their services for the operation of the corporation.

Honorary Members can be individuals, or businesses, that have shown dedicated efforts in honoring our military and veteran community by their public actions.

There shall be no discrimination in membership or participation in the affairs of the corporation by reason of race, creed, national origin, sex, handicap or age.

### Section 4. Admission of Members

Application for any membership shall be submitted in writing and be addressed to the Board of Directors. Admission will be approved by a majority of the Board, and effective upon payment of the annual membership dues.

### Section 5. Number of Members

There is no limit on the number of members the corporation may admit.



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### **Section 6. Membership Records**

The corporation shall keep and maintain a record containing the name and address of each active (current) member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. Such record shall be kept in such a manner that the Board can access this information readily.

### **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

### **Section 8. Non-transferability of Memberships**

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

### **Section 9. Termination of Membership**

The membership of a member shall terminate upon the occurrence of any of the following events:

Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail. Such membership will terminate upon the date of delivery of the notice or date of deposit in the mail.

After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

### **Section 10. Conduct of Members at Meetings**

Members are welcome to attend General Board Meetings. Members are not allowed to make motions or vote on motions during meetings and should wait to be recognized by the Board at the conclusion of the meeting during "General Member Input." No alcohol or other drugs shall be consumed during meetings, and no one under the influence shall be permitted to attend.

### **ARTICLE 13. Shooting Range Policies and Procedures**

Camp Hamilton currently operates a Firearms Range, and the President has appointed a standing Range Operations Committee. That Committee is responsible for formulating Policies and Procedures to ensure the safe and legal operation of our Range for those individual Members who have chosen to make an additional donation to the Foundation for range use privileges.



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An additional form, entitled “Participant Agreement, Release and Acknowledgement of Risk” must be completed prior to use, and additional rules and restrictions apply to those Members and Guests using our Range. Range Use privileges and Camp Membership is subject to revocation for violation of these rules or applicable Laws.

### ADOPTION OF BYLAWS

We, the undersigned, are all of the Officers of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 16 preceding pages, as the bylaws of this corporation.

Dated this 1st day of March 2020

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President Joe Pilkington

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Vice President Dennis Ferreira

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Secretary Crystal Lopez

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Treasurer Bobby Woolard