



## **BYLAWS OF VETS IN CLASS FOUNDATION, INC.**

(A Florida Not-for-Profit Corporation)

Recognized by the Internal Revenue Service as a 501(c)(3) charitable organization EIN 86-3987645

The Foundation is registered as charitable organization with the Florida Department of Agriculture and Consumer Affairs CH67071

### **ARTICLE I — NAME AND PURPOSE**

#### **Section 1: Name**

The name of the organization shall be **Vets in Class Foundation, Inc.** (hereafter referred to as “the Foundation”).

May also do business as “**Veterans in Education**” or “**Marines in Education**” upon satisfaction of any state or federal requirements for operation under a fictitious name.

#### **Section 2: Purpose**

The Foundation’s mission is to place America’s MVPs (Military Veteran Professionals) in education roles for an hour, a day, or a second career, enriching classrooms and communities.

The Foundation shall be nonpartisan and non-political. Under no circumstances shall funds be transferred from the Foundation to a 501c4 or Political Committee.

### **ARTICLE II — MEMBERSHIP**



## **Section 1: Membership**

Full Membership is reserved for Military Veterans.

Associate Membership shall be open to individuals and organizations that support the Foundation's mission.

## **Section 2: Non-Voting Membership**

Members and Associate Members shall have no voting rights but may participate in events, programs, and initiatives as determined by the Executive Board.

# **ARTICLE III — EXECUTIVE BOARD**

## **Section 1: General Powers**

The Executive Board shall have full fiduciary responsibility and authority over the Foundation's finances, governance, and strategic direction.

Executive Board Members are not compensated for their roles on the executive board but may be compensated for service delivery at fair market rates.

The Executive Board majority (Board Corporate) shall vote to seek grants or accept gifts in excess of \$1,000 or to enter into agreements in excess of \$1,000.

## **Section 2: Composition**

The Executive Board shall consist of three members, including the President, Secretary, and Treasurer.



### **Section 3: Term and Term Limits**

Executive Board members shall serve indefinitely unless they resign or are removed by a majority vote of the Executive Board.

### **Section 4: Meetings**

- The Executive Board shall meet at least quarterly.
- Special meetings may be called by the President or by request of any two board members.

### **Section 5: Quorum and Voting**

A quorum shall consist of a majority of the Executive Board. Decisions shall be made by majority vote.

### **Section 6: Duties of Officers**

- **President:** Serves as the chief executive officer, presides over meetings, and acts as an ex officio member of the Core Advisory Board. Approve expenditures and accepts gifts less than \$1000 as long as a positive balance is maintained in bank.
- **Secretary:** Maintains records, minutes, and correspondence.
- **Treasurer:** Manages financial records, budgets, and reporting.

### **Section 7: Removal and Vacancies**



Any Executive Board member may be removed by a unanimous vote of the remaining members. Vacancies shall be filled by appointment from the remaining Executive Board members.

## **ARTICLE IV — CORE ADVISORY BOARD (CAB)**

### **Section 1: Role and Responsibilities**

The CAB shall provide programmatic, tactical, and operational guidance, as well as make financial recommendations to the Executive Board.

### **Section 2: Composition and Appointment**

The CAB shall consist of five members, one of whom shall be the President, serving as an ex officio member. CAB members shall be appointed by the Executive Board.

**President- Chief Future Officer (CFO)** Ex Officio

**Chief Vitality Officer (CVO)**- Advises on health and welfare of MVPs

**Chief Monetary Officer (CMO)**- Advises on fundraising and alignment of programs.

**Chief Trust Officer (CTO)** Breaks Ties on CAB, maintains trust within board, MVPs, and Community. Advises on Instructional Programs.

**Chief Culture Officer (CCO)**- Advises on Culture and maintaining relationships and alignment with military and veteran community.

### **Section 3: Term and Term Limits**



CAB members shall serve renewable one-year terms and may be compensated by the agreement approved by Executive Board.

#### **Section 4: Meetings**

The CAB shall meet at least monthly.

#### **Section 5: Quorum and Voting**

A quorum shall consist of a majority of CAB members. Decisions shall be made by majority vote. Chief Trust Officer breaks ties.

### **ARTICLE V — ADVISORY BOARD**

#### **Section 1: Role and Responsibilities**

The broader Advisory Board shall provide guidance, expertise, and support as needed.

#### **Section 2: Membership**

The Advisory Board may include an indeterminate number of members, appointed by the Executive Board or nominated by the CAB.

#### **Section 3: Term and Term Limits**



Advisory Board members shall serve renewable one-year terms.

## **ARTICLE VI — FINANCIAL MANAGEMENT**

### **Section 1: Fiscal Year**

The Foundation's fiscal year shall be July 1 – June 30.

### **Section 2: Budget and Expenditures**

The CAB shall make financial recommendations, but final budget decisions and expenditures require Executive Board approval.

### **Section 3: Financial Audits**

An internal financial review shall be conducted annually. An external audit may be conducted at the Executive Board's discretion.

## **ARTICLE VII — CONFLICT OF INTEREST**

### **Section 1: Purpose**

The Foundation's conflict of interest policy is intended to protect the organization's interests when entering into transactions or arrangements that may benefit the private interest of an Executive Board member, CAB member, or Advisory Board member.



## **Section 2: Disclosure**

Any potential conflict of interest shall be disclosed to the Executive Board prior to the Foundation engaging in the transaction or arrangement.

## **Section 3: Recusal**

Any individual with a conflict of interest shall recuse themselves from both discussion and voting on the matter.

## **Section 4: Record of Proceedings**

The Secretary shall record the details of the conflict, including the disclosure, discussion, and voting outcomes, in the meeting minutes.

# **ARTICLE VIII — INDEMNIFICATION**

## **Section 1: Indemnification of Directors and Officers**

The Foundation shall indemnify its Executive Board members, CAB members, officers, employees, and volunteers to the fullest extent permitted under Florida law against claims, liabilities, and expenses arising out of their official duties on behalf of the Foundation.

## **Section 2: Insurance**



The Foundation may purchase and maintain liability insurance to cover its indemnification obligations.

## **ARTICLE IX — AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the Executive Board, following 30 days' written notice of the proposed changes.

## **ARTICLE X — DISSOLUTION**

Upon dissolution of the Foundation, all remaining assets shall be distributed to a nonprofit organization aligned with the Foundation's mission, as determined by the Executive Board.

Fully Adopted by the Executive Board **DATE: 4/17/2025**