

**Trilogy Orlando Veteran's Association By-Laws, Revision 1**  
**Dated 15 July 2022**

ARTICLE I: NAME

The name of the organization shall be Trilogy Orlando Veterans Association, hereinafter referred to as "TOVA."

ARTICLE II: MISSION/OBJECTIVE

Section 1. The Trilogy Orlando Veterans Association (TOVA) is organized as a charitable, non-profit organization with the intent and purpose of promoting awareness and interest in veterans' affairs and activities. In order to carry out the mission, TOVA membership and officers shall:

- (a) Promote the social welfare of the community;
- (b) Assist in providing entertainment, care, and assistance to ill or hospitalized veterans and their spouses;
- (c) Assist in providing community-wide memorials and military recognition events;
- (d) Provide social and recreational activities for members;
- (e) Support organization events and elected officers;
- (f) Support other community charitable organizations and activities.

Section 2. Membership

(a) Regular Members. TOVA will accept as a regular member any person regardless of race, color, creed, gender, ethnic background, or physical disability who has served honorably in any branch of the United States Military, is a resident of Trilogy Orlando, and is eligible for regular membership. However, the by-laws of this organization may provide for other restrictions on the composition of the individual membership (e.g., members or affiliation of groups or organizations opposing our military or form of government, or individuals sharing a similar interest).

(b) Associate Members. Associate members are defined as Trilogy Orlando residents or current Shea/Blue Star employees who did not serve in any of the US military services, but meet all of the other criteria and requirements of the organization. TOVA associate members can serve and/or chair any committee appointed by the Commander, and can be elected as a Board Member solely to the positions of Treasurer, Secretary, and Member-at-Large in the organization.

(c) Accession of New Members. A prospective member shall be declared elected to individual membership upon the favorable vote of at least a majority of the active individual members of TOVA in good standing, voting at a regularly scheduled business meeting. Any member can ask for a vote by ballot.

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. TOVA will function as a totally volunteer organization.

### ARTICLE III: BOARD OF DIRECTORS

Section 1. The elected TOVA Board of Directors shall consist of a Commander, Vice Commander, Secretary, Treasurer, and Member-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 31st. The election cycle shall be: the Commander, the Secretary and Member-At-Large shall be elected during odd numbered years; the Vice Commander, and Treasurer, shall be elected during even 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-at-Arms, Chaplain, Membership Chairperson, Webmaster, and Supply Officer.

### ARTICLE IV: BOARD OF DIRECTORS DUTIES

Section 1. Commander. The Commander is the chief executive director of the Association and is responsible for fulfilling the mission of TOVA. The Commander is a voting member at all association meetings. He or she shall supervise all activities of the association unless he or she otherwise delegates such authority. The Commander 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 Commander. The Vice Commander is the second ranking director and is responsible for filling all of the duties of the Commander in his or her absence. In conjunction with the Association's Commander, the Vice Commander appoints all committees and provides supervision of the operation of those committees.

Section 3. Secretary. The Secretary is responsible for club records and correspondence. The Secretary has custody of the official by-laws and all other records and documents of TOVA, keeps an accurate record of the meetings and activities of the Association and elected directors, maintains an accurate status of each individual member, 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. The Treasurer receives and disburses, with the approval 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. Member-at-Large. The Member-at-Large will not have specific, assigned duties. Instead, the needs of TOVA will determine his or her common duties and job assignments. These assignments will be made by the TOVA Board as required by circumstances.

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

Section 7. Succession in the event of Leadership Absence. If the TOVA leadership are absent, succession will be in the following order: Commander, Vice Commander, Secretary, Treasurer, and Member-at-Large.

Section 8. Vacancy and Replacement. If, after taking office, a director's seat becomes vacant by reason of illness, death, resignation, retirement, disqualification, removal from office by vote or otherwise, the Board of Directors will either hold a special election or, if the remaining term is one year or less, appoint a successor.

Section 9. Exception. In the event the office of Commander becomes vacant due to any of the above reasons, then the current Vice Commander will assume the duties of the Commander for the duration of the unexpired term.

Section 10. Nominations. Nominations for the Board of Director positions shall be submitted in writing to the sitting TOVA Secretary when called for, and must be received by the meeting prior to the scheduled election.

Section 11. 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.

Section 12. Signature Authority. With the agreement of the Board, any designated officer of the Board may sign as authorized representative of the Association.

Section 13. Representation of TOVA. No person may represent TOVA at any event without the express permission of the TOVA Board.

## ARTICLE V: APPOINTED OFFICERS AND THEIR DUTIES

Section 1. Chaplain. The Chaplain will provide a short non-denominational prayer at the opening of each meeting and/or special events. This position is also part of the Outreach Committee. If possible, he or she is authorized to make house visits and provide spiritual assistance to members in need. The Chaplain will work closely with the Board of Directors and committee chairperson when dealing with the death of a club member or immediate family member.

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 coordinate with Magnolia House management personnel as necessary, ensuring that the proper required equipment for guest speakers and members are in place. He or she will further assist in maintaining good order and discipline during all TOVA related meetings and functions. The Sergeant-at-Arms will coordinate his or her activities with the Events Chairperson, if appropriate.

Section 3. Supply Officer. The Supply Officer is responsible for accountability and control of all TOVA-owned merchandise or equipment to include head covers, uniforms, and service flags. 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. He or she will keep an accurate log of members who have been issued or have paid for TOVA equipment or merchandise.

Section 4. Membership Chairperson. The Membership Chairperson will be the initial contact for any individual requesting membership in TOVA. He or she will submit any applications to the Secretary for screening. The Membership Chairperson will also maintain an accurate roster of all members, both regular and associate.

Section 5. Webmaster. The Webmaster will monitor and maintain all aspects of the TOVA website. Additionally, it is his or her responsibility or designee to ensure that upcoming events are advertised on the My Trilogy Life website and weekly newsletter, and that the information concerning TOVA is accurate and up-to-date on that site. Further, the Webmaster will serve as a technology advisor to the TOVA Board as needed.

## ARTICLE VI: STANDING COMMITTEES

Section 1. Standing committees shall be appointed by the Board and will operate on a permanent basis unless a committee is terminated at the direction of the Commander 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 voted on by the Board of Directors at the next scheduled board meeting.

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

Section 3. New Committees. Any member may propose the formation of a committee.

## ARTICLE VII: ASSOCIATION MEETINGS

Section 1. General Monthly Meetings. General monthly member meetings shall be held on the third Tuesday of each month and at least seven times a year, at a place and time to be determined by the Board of Directors. Minutes of the meeting will be presented for a vote of approval at the following scheduled meeting. On special occasions, minutes will be sent to members electronically, if they so desire.

Section 2. Special Meetings. A special meeting of the membership may be called at any time by the Board of Directors or by verbal request by a member. Such member requests must meet emergency requirements and will require approval by the Board of Directors.

Section 3. Notice of Special Meetings. A notice will be posted via email, the website, or Trilogy announcements 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.

Section 4. Voting. Each paid member (regular and associate) in good standing shall have one vote. The voting member may be present at the meeting for the vote to be counted or may submit a proxy, either written or electronic, to the TOVA Secretary prior to the meeting being called to order so as to exercise that member's vote at the meeting.

Section 5. Nominations. Nominations for Board of Director positions shall be submitted to the sitting TOVA Secretary via email when called for, and must be received by the close of the general meeting prior to the scheduled election.

## ARTICLE VIII: PARLIAMENTARY PROCEDURES RULES OF ORDER

Insofar as they do not conflict with the by-laws of the Trilogy Orlando Veterans Association (TOVA) 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. Membership dues for all TOVA members are set by the Board.

Section 2. Such dues shall be payable when an individual membership application is filed and submitted. The fee shall be returned to the applicant by the association Secretary if the application is not accepted or if the application is not completed in full, omitting required

information. The Membership Chairperson will ensure that all applications from prospective members are completed accurately and in a timely manner. When the completed application is ultimately received, including the membership fee, the application will be given to the Secretary for screening.

## ARTICLE X: LEGAL STATUS AND DISSOLUTION

Section 1. The Trilogy Orlando Veterans Association (TOVA) 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. TOVA 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 TOVA funds shall be limited to sanctioned events or purposes.

Section 3. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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

## ARTICLES XI: AMENDMENTS TO ORGANIZATION BY-LAWS

Section 1. TOVA by-laws may be amended only by a two-thirds majority of the votes cast at a monthly membership meeting of 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 in writing to the Commander and/or Board of Directors no later than thirty (30) days prior to a monthly meeting.
- The proposed amendment will be posted on the TOVA website.
- The vote will be held at the meeting following the one in which the amendment was introduced.
- At that meeting, the Secretary will read out the proposed changes to the voting membership.

- Approval of changes shall receive a two-thirds majority vote of the active individual members of the Association present.
- 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.

## ARTICLE XII: GLOSSARY OF GOVERNING BY-LAWS

The following glossary collects definitions found throughout the governing by-laws of Trilogy Orlando Veterans Association (TOVA). 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 TOVA will be held on the third Tuesday of each month, at a place and time to be determined by the Board of Directors.
- (b) **Board of Directors.** The elected Board of Directors of TOVA is a nonprofit association or corporation consisting of five executive officers: Commander, Vice Commander, Secretary, Treasurer, and Member-at-Large.
- (c) **By-laws.** Governing document or rules and regulations adopted by TOVA as approved and voted by the two-thirds majority of the Association's membership.
- (d) **Standing Committees.** Depending on the context, any of the following are standing committees: Membership Committee, Outreach Committee, Event Committee, Organization and Historical Committee, Website Committee, Budget Committee, Adopt-a-Highway Committee, the VA Community Living Center 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.
- (e) **Vote of the Board.** A vote which requires a majority or greater percentage necessary for action shall be calculated using the number of Directors present at a duly noticed meeting at which a majority is present. By Laws