

AMVETS DEPARTMENT OF NEW YORK
SERVICE FOUNDATION BY-LAWS

ARTICLE I
NAME

SECTION 1: The name of this organization shall be: The AMVETS Department of New York Service Foundation herein after referred to as the Foundation.

ARTICLE II
PURPOSE

SECTION 1: The purpose of the AMVETS New York State Service Foundation Inc. is to be one of assistance in furthering the program and services of the AMVETS Department of New York as set forth in the Foundation Certificate of Incorporation.

SECTION 2: The Foundation shall establish a fund and act as trustee for the administration of such fund.

SECTION 3: Funds will be raised by all available legal means from public and private sources.

SECTION 4: Funds will be administered and allocated for the support and furtherance of AMVETS Department of New York, veterans and community programs in New York including, hospital programs, veterans' service and rehabilitation programs and for the benefit of veterans, their families, dependents, widows and orphans.

ARTICLE III
MEMBERSHIP

SECTION 1: All members in good standing of the AMVETS Department of New York shall be members of the Service Foundation.

SECTION 2: Members who become candidates for the elected office of Trustee must have met the following requirements, and must be bondable:

- a. Successfully completed a minimum of one (1) year in any of the following Post Offices: Commander, 1st Vice Commander, Adjutant or Finance Officer.
- b. Must not be a paid employee of AMVETS Department of New York.

ARTICLE IV BOARD OF TRUSTEES

SECTION 1: The Board of Trustees shall consist of seven (7) members who shall be members in good standing of AMVETS.

SECTION 2: The seven members shall include the current Department Commander and Judge Advocate. The other five (5) members shall not be sitting members of the Department Executive Board and shall be elected on a rotating basis, (2-2-1) for a three-year term at the annual Department Convention.

SECTION 3: The Board of Trustees shall hold its annual meeting every year on the last day of the Department Convention.

SECTION 4: Special meetings of the Board other than the regular annual meeting may be called by the President, or by any three members of the Board, by providing adequate written notice of said meeting to all members. Any special meeting of the Board shall be held at any place agreeable to a majority of the members of said Board.

SECTION 5: Whenever a vacancy occurs on the Board of Trustees by death, resignation or otherwise, delegates will fill the vacancy for the remainder of the year at the next schedule SEC meeting. An individual will be elected at the Department Convention for the remainder of the term.

SECTION 6: Four (4) Trustees shall constitute a quorum for all meetings of the Board. A majority vote of a quorum shall be final and conclusive as to all matters passed upon by said Board.

SECTION 7: Board members shall serve without compensation, but shall be allowed reasonable authorized expenses incurred in pursuit of the Foundation's business. It shall be the duty of the Board to pass upon and approve or disapprove vouchers for payment of such expenses, according to rules and procedures it may have established.

SECTION 8: No employee or member of the Board shall have any financial interest of any kind or character whatsoever, in any corporation or enterprise with which the Foundation does business, directly or indirectly.

ARTICLE V OFFICERS

SECTION 1: The officers of the Foundation shall consist of a President, Vice President, Treasurer and Secretary whose terms of office shall be one year.

SECTION 2: The officers shall be elected annually after the organization of the full board and by a majority vote of the entire Board at its first meeting after the Department Convention. The officers shall serve in such capacity until their successors shall have been duly elected.

SECTION 3: The President shall be the Executive Officer of this corporation and shall act as the chairman of the Board of Trustees and, with the consent of said Board, shall have the following authority and duties:

- a. Lease office space, purchase supplies, employ and supervise personnel, provide travel accommodations and services for such personnel as may be deemed advisable to conduct the business affairs of the Foundation.
- b. Negotiate with individuals, companies, agencies and corporations for the transfer of contributions or any type of real or personal property to the Foundation.
- c. Arrange for the acceptance of the gross or net proceeds from any exhibit, premier, benefit or fund raising campaign conducted on behalf of the Foundation.
- d. Examine any appropriate proposal or possibility for raising funds for the Foundation, the general subject matter of which had not previously been approved by the Board, and shall transmit an outline of any proposal he deems suitable for adoption, to the Board for their approval or disapproval.
- e. Send periodic progress reports and forms, letters, folders and other material as he may use for fund solicitation purposes on behalf of the Foundation, as soon as feasible after the duplication of any such material, to each member of the Board.

SECTION 4: The Vice President shall serve as acting President in the absence of the President.

SECTION 5: The Secretary shall keep a complete record of meeting minutes and insure copies are forwarded to the Department Executive Director.

**ARTICLE VI
AUTHORITY FOR CONTRACTS**

SECTION 1: The composition of contracts for fund raising and other purposes of the Foundation is specifically delegated to the Board of Trustees.

SECTION 2: Contracts shall be entered into in the name of the AMVETS Department of New York Service Foundation and shall be authenticated by the signature of the President after review and approval by the Board.

**ARTICLE VII
DUTIES OF THE BOARD OF TRUSTEES**

SECTION 1: It shall be the duty of the Board of Trustees:

- a. To designate a depository or depositories, for the funds, securities and other properties of the Foundation and to designate the members of the Board authorized to sign checks on behalf of the Foundation.
- b. To make appropriations to the AMVETS Department of New York as may enable them to render needed service to veterans, servicemen and others as set forth in the Certificate of Incorporation.
- c. To determine the kinds and classes of securities, properties and fund raising plans in which the funds of the Foundation shall be invested. The Foundation shall be governed by the laws of the State of New York pertaining to investment of such funds.
- d. To hold and exercise all powers and rights conferred upon Trustees or Directors of a corporation by the laws of the United States and the State of New York.
- e. To make such contracts as may be authorized under the Certificate of Incorporation of AMVETS New York State Service Foundation.

- f. To accept or reject bequests donations, contributions or subscriptions as may be offered by any individual, company or corporation or as may be assigned by AMVETS, or by any other organization or agency, to be used for the purposes provided in the Certificate of Incorporation provided however, that as to any donation, contribution, subscription or gift of \$1000.00 or more, such acceptance or rejection shall be subject to approval of the majority of the AMVETS Department Executive Committee which body shall be fully informed as to the source of, and all negotiations leading up to, the offer of such donation, contribution subscription or gift and provide further that no donation, contribution subscription or gift shall ever be accepted from any source which seeks, or attempts, to influence the policy of AMVETS or any of its branches, auxiliaries or related corporate entities.
- g. To make expenditures and enter into agreements as may be necessary in its discretion, to fulfill the purposes outlined in the Certificate of Incorporation.
- h. To employ individuals to carry out the purposes of the Foundation as set forth in the Certificate of Incorporation.
- i. To provide for the adequate bonding of officers of the Board and such agents as it may designate to protect the funds of the Foundation.

ARTICLE VIII POLICY

SECTION 1: The AMVETS New York State Service Foundation, Inc., incorporated for purposes of policy shall be considered a subordinate organization of AMVETS Department of New York.

SECTION 2: All funds acquired by AMVETS New York State Service Foundation Inc., shall be placed in a general bank account and appropriations, advances or loans may be made only to the AMVETS New York State Service Foundation, Inc. or AMVETS Department of

New York or to any person, agency, company or corporation to carry out the purposes of the Articles of Incorporation.

SECTION 3: The funds of the Foundation may be invested only as provided by and with the approval of a majority of the members of the Board of Trustees.

SECTION 4: All activities of the AMVETS New York State Service Foundation, Inc., shall be under the supervision, direction and control of the Board of Trustees.

SECTION 5: Reference to the masculine shall include the feminine.

ARTICLE IX AMENDMENTS

SECTION 1: These By-laws may be amended, added to or altered by a unanimous vote of the Board of Trustees provided, that any amendment, addition or alteration shall be submitted to the Department of New York Executive Committee for their consideration at least thirty days in advance of action by the Board of Trustees. Failure to notify the Department Executive Committee shall be considered prima facie grounds for removal from the Board.

Revised
June 11, 2012