

NORTHWEST VALLEY VETERANS ASSOCIATION

BY-LAWS

ARTICLE I - MISSION

SECTION 101: This Association existing under these By-Laws is to be known as, The Northwest Valley Veterans Association, Inc.

SECTION 102: THE NORTHWEST VALLEY VETERANS ASSOCIATION IS A PATRIOTRIC ORGANIZATION COMPRISED OF REPRESENTATIVES OF LOCAL CHAPTERS OF NATIONALLY RECOGNIZED UNITED STATES VETERANS ORGANIZATIONS OPERATING IN THE NORTHWEST VALLEY.

THE NORTHWEST VALLEY VETERANS ASSOCIATION IS CHARTERED IN THE STATE OF ARIZONA AS A NOT-FOR-PROFIT CORPORATION TO:

- A. Promote the patriotic interest and goals common to each member organization.
- B. To jointly organize and conduct special public ceremonies and promote patriotic observances honoring all United States Veterans, living and deceased.
- C. To promote cooperation and provide aid and assistance among its members in the conduct of worthy community activities.

ARTICLE II – MEMBERSHIP:

SECTION 101 – PRIVILEGES:

*A. The NORTHWEST VALLEY VETERANS ASSOCIATION shall consist of representatives of the Chapters, Posts and Branches of Nationally recognized UNITED STATES Veterans Organizations.

*B. Additional Veteran organizations may apply to become members by presenting a letter of application along with the current annual dues to the NWVVA Commander. The Commander shall present the application to NWVVA membership. A majority vote is required for admission to membership.

C. All members shall be active members of a NATIONALLY RECOGNIZED VETERANS ORGANIZATION and will have participation in all activities of the ASSOCIATION. Only representatives, who have served or are currently serving as Commander or Vice Commander, President or Vice President of a NATIONALLY RECOGNIZED VETERANS ORGANIZATION, are entitled to the privileges of voting and holding office.

D. Honorary memberships shall be non-voting and may granted to persons or organizations actively engaged in supporting or conducting programs in consonance with the NWVVA.

E. A representative designated by Sunland Memorial Park will be accorded an honorary membership and be asked to serve as an advisor and coordinator in matters covering Memorial Day and Veterans Day observances and related activities.

SECTION 102 – DUES/FISCAL YEAR:

A. The ASSOCIATION shall set its own dues.

B. The fiscal year shall be from January 1 through December 31.

C. All annual ASSOCIATION membership shall expire at midnight on December 31, each year.

D. ASSOCIATION dues are payable on or before January 31 of the current year. Dues not paid by April 1 of the current year shall be dropped for the NWWVA membership's roll. Dues are not prorated.

ARTICLE III – ASSOCIATION OFFICERS

SECTION 201 – ELECTED OFFICERS AND VACANCIES

A. The elected officers of the ASSOCIATION shall consist of a Commander, Vice Commander, Adjutant, Treasurer and Judge Advocate.

B. An elected officer may resign at any time. Such resignation shall be made in writing to the Commander, with a copy to the Adjutant. Such resignation shall take effect thirty (30) days after acceptance.

C. Any officer, Elected or appointed, may be removed from office by a majority of the voting membership, whenever in their judgment, the best interest of the Association will thereby be served.

D. Any vacancy occurring in an office by reason of resignation, death, personal hardship or conduct not in the best interest of the ASSOCIATION shall be filled by a vote of a majority of the officers at a special meeting or by a mail poll after proper notification.

E. No two elected officers shall represent the same Post, Chapter, or Unit of a National Veterans Organization. No elected officer shall represent two (2) separate National Veterans Organizations. Elected officers may be members of more than one organization but may only represent one throughout the year and are only entitled to a single vote.

SECTION 202 – ELIGIBILITY, NOMINATIONS, ELECTIONS, TERM OF OFFICE:

A. To be eligible for any elective office, the candidate shall be a member in good standing in the ASSOCIATION.

B. Nominations for officers shall be made by a Nominating Committee appointed by the COMMANDER. The slate of officers nominated shall be presented to the membership in November at which time there may be additional nominations from the floor. The election and

installation of officers will be held at the regular meeting in December. Officers will be elected by a majority vote of those attending.

C. No person, absent from the meeting, shall be considered for an elective office unless such person has previously notified the Nominating Committee chairman, in writing, that he/she is willing to serve and work in that office.

D. Elected officers shall hold their office for a term of one year or until a successor is elected.

E. Officers may be reelected with approval of a majority of the membership.

SECTION 203 – MEETINGS:

A. The annual business meeting shall be held at the regular meeting in December.

B. The regular meetings of the Association shall be held monthly, except June, July and August, at a time and place designated by the Board of Directors, at which time there may be transacted such business as may properly be brought up for action. A quorum consisting of a majority of members of the Association shall be required for a regular meeting.

C. The Commander, Adjutant and Treasurer will attend all regular and special meetings unless incapacitated. The incapacitated officer must notify one of the other attending officers at least 24 hours prior to the meeting, if at all possible.

D. Two (2) elected officers may call a special meeting for specific purposes.

E. Meeting dates, times and locations shall be selected so as not to conflict with regularly scheduled activities of any member organizations. Meetings shall be open to active members of the participating organizations, to all honorary members and to special guests who may be actively involved in supporting specific NWVVA programs.

SECTION 204 – OFFICERS, POWERS AND DUTIES:

A. COMMANDER:

1. The COMMANDER shall serve as Chief Executive Officer and shall preside over all meetings of the ASSOCIATION.

2. The COMMANDER shall work to the best of his/her ability to further the aims and policies of the ASSOCIATION.

3. The COMMANDER shall coordinate and supervise the activities of all officers.

4. The COMMANDER will submit to the Arizona Corporation Commission an annual report no later than the anniversary date of organization of the Northwest Valley Veterans Association.

5. The Commander shall approve all orders directing the disbursement of funds and shall make an annual report covering the business of the Association for the year.

B. VICE COMMANDER:

1. The Vice Commander shall, when called upon, assist the Commander, and shall discharge the duties of the Commander in his/her absence.
2. Help to observe strict tolerance among the members on all political and civic matters.

C. ADJUTANT:

1. The offices of Adjutant and Treasurer may, at the discretion of the membership, be combined and the position filled by one person, performing the duties and assuming the responsibilities of both offices.
2. The Adjutant shall perform such duties as the Commander may, from time to time, prescribe.
3. The Adjutant shall have charge of and keep a full and correct record of all proceedings of all meetings and when called upon at meetings and under the direction of the Commander, handle all correspondence of the Association.

D. TREASURER:

1. The Treasurer shall have the custody of all monies, bonds and items of value; shall compile and maintain a complete set of financial records to divulge the true financial status of the ASSOCIATION suitable to be audited by a certified public accountant, or an auditing committee consisting of two members (none may be an elected officer) appointed by the Commander.
2. The Treasurer shall pay out all monies in the payment of obligations on authority given by the Commander on a written voucher(s).
3. All checks shall be signed by the Treasurer, and by the Commander. In the event of the incapacity of either the Treasurer or the Commander, checks shall be countersigned by the Vice Commander.
4. The Treasurer shall prepare a financial statement for the fiscal year ending in December and shall present this financial report at the annual business meeting in December.
5. The Treasurer's records shall be audited annually by the audit committee appointed by the Commander. The Treasurer shall present a financial report to the ASSOCIATION at each meeting and an audit committee report at the annual meeting.

E. JUDGE ADVOCATE:

1. Interpret the By-Laws of our Association.

2. Rule on the legality of actions and decisions by the Commander, other officers and members, insofar as the affect on the good of our Association.
3. Protect the integrity of our organization and keep alight the torch of truth and fidelity of the Association.

F. PAST COMMANDERS:

Of the NWVVA serve at the pleasure of the Current Commander in the following capacities:

1. Ex-officio member of the elected staff officers, serving in advisory and resource capacity.
2. Past Commanders would continue to represent their organization at regular monthly meetings.
3. Past Commanders would represent the NWVVA at functions when requested by the Commander.

G. BOARD OF DIRECTORS:

1. The property and business of the ASSOCIATION shall be managed by the Board of Directors, composed of the Commander, Vice Commander, Adjutant, Treasurer and the immediate Past Commander (who may vote only in the event of a tie vote).
2. The Board of Directors shall have the power to make all contracts and agreements on behalf of the ASSOCIATION as it deems proper and in the best interest of the NWVVA or convenient for the successful prosecution of its affairs.
3. Any action of the Board of Directors may be repealed, amended or modified by a majority vote of the ASSOCIATION members at a regular meeting.
4. The Commander, as Chairman of the Board, shall call a meeting of the Board of Directors, not later than one hour prior to the Call to Order of the Annual Business Meeting. Additional meetings may be called at any time by the Commander or at the request of a majority of the Board of Directors upon proper notice. In lieu of an additional meeting, a polling of the Board of Directors may be made by telephone or mail.
5. A quorum shall consist of a majority of the Board of Directors, one of whom shall be the Commander or Vice Commander.

SECTION 205 – APPOINTED OFFICERS AND STANDING COMMITTEES

The following appointive officers may be appointed by the Commander and submitted to the Board of Directors for approval; Chaplain, Sergeant-at-Arms and any other officer deemed necessary.

SECTION 206 – DISPOSITION OF PROPERTY:

If the ASSOCIATION should be come inactive, any funds and property shall be transmitted to Arizona Veterans Home, Phoenix Arizona to be used for the care and benefit of patients at the Arizona Veterans Home.

ARTICLE IV – RULES OF ORDER

Section 101: All proceedings of the Association shall be conducted under and pursuant to Robert’s Rules of Order, current edition, except as herein otherwise provided.

ARTICLE V – OF LIABILITIES

SECTION 101: The Association shall incur, or cause to be incurred, no liability or obligations whatsoever which will subject to liability any subdivision, group of persons, or other individuals, corporations or organizations.

ARTICLE VI – AMENDMENTS

SECTION 301 – AMENDMENTS:

1. Proposed amendment to the By-Laws shall be approved by an affirmative majority vote of the members present in an ASSOCIATION meeting, provided that notice of the proposed amendment is contained in the notice of the meeting.

These By-Laws were properly approved and voted into effect at the meeting of the membership held on:

Amended and Adopted: March 17, 2007

Signed: George E. Cushing
Commander

Attest: Ronald R. Capek
Adjutant

* = Changes/Additions