

**BY-LAWS OF
NORTH ALABAMA VETERANS &
FRATERNAL ORGANIZATIONS COALITION**

**ARTICLE I
NAME**

The name of the organization is **North Alabama Veterans & Fraternal Organizations Coalition**, referred to herein as the “Coalition”. The member organizations of the Coalition, referred to herein as “Affiliate Members”. The Coalition is organized in accordance with the by-laws as amended. The Coalition has not been formed for the making of any profit, or personal financial gain. The assets and income of the Coalition shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Coalition. This Coalition shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Coalition shall not endorse, contribute to, work for or otherwise support (or oppose) a candidate for public office. The Coalition is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
PURPOSE**

SECTION 1. The Purpose of this Coalition: shall be to conduct the following activities regarding Veterans of the United States Military and Fraternal Organizations:

1. Share information.
2. Provide a common voice for the affiliate member’s organization on matters of common interest.
3. To coordinate and sponsor events and activities of interest to the affiliate member’s organization.
4. To coordinate activities for charitable and educational purposes in compliance with the Internal Revenue Code Section 501(c)(3) or other applicable regulations. Such support often involves active members, retirees, dependents, and family members.

SECTION 2. Mission Statement: The North Alabama Veterans and Fraternal Organizations coalition mission is to serve as a venue and communication conduit for affiliate member organizations, providing information sharing; a common voice for the member organizations on matters of common interest; and coordination of activities for charitable and educational purposes in compliance with the Internal Revenue Code Section 501(c)(3) or other appropriate regulations.

ARTICLE III MEMBERSHIP

SECTION 1. Membership Requirements:

1. Membership in the Coalition shall be limited to those organizations sharing the common interests referred to in ARTICLE II
2. Acceptance into membership shall be determined
 - a. Through review of nomination and recommendation by the executive board members.
 - b. By majority vote at a regular meeting of the Coalition's affiliate members.
 - c. No organization which has not been approved by such a vote can claim membership.

SECTION 2. Affiliate Members: Affiliate membership shall be open to all Veterans and Fraternal Order organizations that wish to support the aims and purposes of the Coalition, subject to specific approval by existing affiliate members. Such **dues-paying** members are entitled to vote and shall have full privileges for membership.

SECTION 3. Corporate Membership: Corporate Membership shall be open to such organizations that wish to support the aims and purposes of the Coalition, subject to specific approval by existing affiliate members. Such members **do not pay dues** and are not entitled to vote.

SECTION 4. Dues:

1. Shall be due and payable on 1 October every year.
2. The amount of annual dues shall be set in a regular meeting of the Coalition.
3. An organization, once accepted, shall remain a member unless membership is terminated for cause.
4. After dues are six months in arrears, membership shall automatically terminate.
5. Membership of an affiliate member's organization may be recommended for termination, for sufficient cause by majority vote at a regular meeting of the coalition. Sufficient cause would include that the affiliate member's organization no longer shares the common interest of the coalition.
6. Notification of such proposed termination shall be provided to the affiliate members organization not less than **ten days** prior to the meeting at which it is to be presented.
7. Termination of membership shall require a **two-thirds** vote of the authorized voting affiliate members present at a meeting at which **two-thirds** of the affiliate members organizations are represented.

ARTICLE IV OFFICERS

SECTION 1. Officers: The Executive Board, which is comprised of elected officers of this Coalition, shall be:

President

Executive Vice President

Advisor of Military Affairs

Vice President of Operations

Vice President of Membership

Treasurer

Secretary

Historian

Webmaster/Media Relations

Advisory Role Chaplin

SECTION 2. Duties:

1. President:

- a. Presides over executive board meetings, or any special committee meetings.
- b. Works with the Executive Vice President, executive board, staff and community to further the Coalition's mission.
- c. The President influences how the executive board uses their time, the selection of executive board members and its future leadership.
- d. Anyone taking on this role must be committed to the Coalition and must understand the scope of energy and time required to effectively do the job.
- e. The President is expected to review and understand the Coalition's by-laws, policies and procedures, financial legal situation, and strategic plan.
- f. Acts as a spokesperson to the larger community.
- g. Speaks in public on behalf of the Coalition and advocates for the cause.
- h. The President models appropriate behavior setting high standards for board conduct and intervenes if: conflicts of interest or confidentiality issues arises.
- i. Calls special meetings if necessary, appoints all committee chairs, and with the Executive Vice President, recommends who will serve on committees.
- j. Consults with executive board members on their roles and helps them assess their performance.
- k. In the event of a vacancy in an elected office, recommends at the next meeting of the Coalition a replacement to fill the remainder of the term.
- l. Oversees the financial status of the Coalition including developing long and short range financial plans, developing and monitoring the budget and ensuring sound financial controls are in place, set financial priorities accurately to ensure the Coalition is operating in a manner that supports the needs of the Coalition.

2. Executive Vice President:

- a. In the absence of the President, presides at meetings of the Coalition and discharges such other duties of the President as may be necessary.

- b. In the event of resignation, removal from office, or inability of the President to continue to serve, assume the office of President for the remainder of the elected term.
 - c. The responsibilities of the Executive Vice President mirrors those of the President.
 - d. As an officer of the Coalition, the Executive Vice President can sign contracts and speak on behalf of the executive board.
 - e. Identify ways to maximize revenue.
 - f. Work with the executive board to prepare budgets.
 - g. Analyze financial reports.
 - h. Report and share information with the executive board to ensure they are kept fully informed on the condition of the Coalition and important factors influencing it.
 - i. Identify and lead new business opportunities
 - j. Sets goals, monitor work, and evaluate results to ensure that departmental and organizational objectives and operating requirements are met and are in line with the needs and mission of the Coalition.
3. Advisor of Military Affairs:
- a. The Advisor of Military Affairs is a key admissions and marketing position reporting to the Vice President of Membership, and Executive Vice President.
 - b. Provides leadership and oversight for recruitment, intake, interdepartmental operations, local, national and international marketing and retention.
 - c. Organizes and maintains visible and effective coalitions and partnerships dealings with volunteer engagement, alumni, social impact groups, and students to achieve internal goals and meet requirements with city, state and federal agencies.
 - d. Represent the Coalition in the planning and execution of all Welcome Home and Send-off events.
 - e. Coordinate with Chief Administrative Officer (CAO), Army Community Service (ACS), Army Emergency Relief (AER), Moral, Welfare, Recreation (MWR), and any other military sponsored office for mutual support of events.
 - f. Assist affiliate member organizations with communications to and from military or military sponsored organizations.
4. Vice President of Operations:
- a. The Vice President of Operations is the executive in charge of strategy for the Coalition.

- b. The Vice President of Operations helps design a winning strategy for the Coalition, oversees the events as they are carried out, and help plan or coordinate events.
 - c. Reports to President and Executive Vice President.
 - d. Contributes to the development of the Coalitions strategic goals and objectives as well as the overall management of the Coalition.
5. Vice President of Membership:
- a. To increase and retain affiliate members in all populations.
 - b. Fully understands the membership challenges and develop strategies to overcome these challenges.
 - c. Works closely with any designated committees to ensure that affiliate members are heard and incorporated in the Coalitions outputs.
 - d. The Vice President of Membership exhibits a deep understanding of the concepts of volunteerism and its necessity and value to the Coalition.
6. Treasurer:
- a. Reports to the President and Executive Vice President.
 - b. Bank account maintenance**
 - i. Selecting a bank
 - ii. Signing checks
 - iii. Investing excess funds wisely
 - c. Financial transaction oversight- being knowledgeable about who has access to the Coalition's funds, and any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable.
 - d. **Budgets-** Developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget.
 - e. **Financial Policies-** Overseeing the development and observation of the Coalition's financial policies
 - f. **Reports-** Keeping the executive board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board.
7. Secretary:
- a. Fosters communication and diligence through proper management and utilization of important records such as meeting minutes and the Coalition's by-laws.
 - b. Present at all board meetings. If cannot be present, then finds a replacement for the meeting.
 - c. Active conduit for communication by giving proper notice of any meetings and a timely distribution of material such as agendas and meeting minutes.
 - d. Knowledgeable of the Coalition's records and related materials, providing advice and resources to the executive board on topics such as governance issues,

amendments to the state laws, and the like, that will assist them in fulfilling their fiduciary duties.

- e. Custodian of the Coalition's records by maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines.
- f. Responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.
- g. Duties may additionally change from time to time as may be assigned to him or her by the board.

8. Historian:

- a. Works with the webmaster/media relations in establishing that the Coalitions website is one of the main archives of all the affiliate member's events.
- b. Gather data from various sources, affiliate members, including archives, books, artifacts, media coverage, flyers, newspapers, etc.... and store as a historical record for the Coalition.
- c. Engage with the public through educational programs and presentations of the Coalition and affiliate member's events to the community.
- d. Archive or preserve materials and artifacts for the Coalition.
- e. Work with the webmaster/media relations to promote all member events on the yearly calendar. If any photos are received, to share as soon as possible on the website or the links to the affiliate member's events.

9. Webmaster or Media Relations:

- a. Acts as the web architect, web developer, site author, website administrator, or website coordinator.
- b. Works in conjunction with the Historian in obtaining information.
- c. Ensures that the web servers, hardware and software are operating correctly.
- d. Designs the websites layouts and continual development.
- e. Generates and revises all web pages
- f. Replies to user comments and examining traffic through the site.

10. Advisory Role Chaplin:

- a. **SPIRITUAL GUIDANCE:** The Chaplain is available to help individuals and their families with their spiritual needs.
- b. **ASSISTANCE IN EMERGENCY SITUATIONS:** In times of crises such as hospitalization, injury, or death, the Chaplain will help and provide assistance to veterans and their families.
- c. **CONDUCTING/ASSISTING AT FUNERALS:** The Chaplain is available to assist families with funeral arrangements, to officiate at the service, or to assist the family minister. Additionally, the Chaplain can help with organizing an honor guard, having a bugler present at the cemetery, and having a presentation of the flag as a token of service and honor on behalf of the Coalition and fellow veterans of military service.

- d. **COUNSELING:** The Chaplain is available to provide pastoral care and counsel, and when necessary, to help veterans and their families find appropriate resources for dealing with such issues as posttraumatic stress disorder, substance abuse, or other critical incident stress management problems.
- e. **VISITATION:** Visitation with veterans and their families to provide comfort and encouragement is an important function of the Chaplain.
- f. **ATTENDING FUNCTIONS:** The Chaplain may be called upon to represent the Coalition at official functions or public meetings, and the Chaplain may be asked to give invocations, dedicatory prayers, or benedictions.

SECTION 3.

1. The term of office shall be for a period of twenty-four months, beginning on January 1 of each year.
2. The President, Vice-President for Membership, Vice President for Operations and Secretary shall be elected/re-elected in even numbered years. (i.e., years evenly divisible by two (2)). The Executive Vice-President, Advisor of Military Affairs, Treasurer, Historian, Webmaster/Media Relations, and Advisory Role Chaplin shall be elected/re-elected in odd numbered years.
3. One person may hold more than one office. The President may not serve concurrently as a Vice President.

SECTION 4. An officer may be elected to successive terms, except for the President, who shall serve no more than two consecutive terms.

SECTION 5. Individuals who are not representatives of or members of affiliate member organizations may be elected to any office.

SECTION 6. Indemnity: The Coalition may indemnify its officers, directors, employees and other agents against any expenses, judgments, fines and amounts paid in settlement in any proceeding, civil or criminal, which arose by reason of their relationship to the association and where they have acted in good faith and in what they believed to be the best interest of the Coalition. Any indemnification payments shall be specifically authorized by the Executive Board or at their discretion, by independent counsel. Any potential obligations under this article may, at discretion of the Executive Board, be funded by insurance

ARTICLE V REPRESENTATION

SECTION 1. Voting: Each affiliate member organization may have one and only one representative voting in a meeting of the Coalition. Others from the organization may be present and speak, but they shall have no vote.

SECTION 2. Responsibilities of Notification: It shall be the responsibility of each affiliate member organization to keep the Coalitions secretary informed as to the individual designated as its representative. An affiliate member organization may designate an alternate-representative who will serve in the absence of the representative.

ARTICLE VI MEETINGS

SECTION 1. General Meetings: Meetings of the Coalition shall be held no fewer than four times per year at a time and place designated by the President.

SECTION 2. Special Meetings: The President may, when the situation warrants, convene a special meeting of the Coalition.

1. A special meeting may be called by presentation to the President of a petition signed by representatives of **one-third** of the affiliate member organizations.
2. The special meeting must be convened no later than **ten days** after presentation of the petition.

SECTION 3. Notice of Meetings:

1. Notice of a General meeting shall be provided to affiliate member organizations and their representatives no later than **ten days prior** to a meeting.
2. Notice of a special meeting shall be provided no less than **forty-eight hours prior** to the meeting.

SECTION 4. Where notice of a meeting or other special action is stated in these by-laws, such notice will be deemed to have been received **three days** after it was placed in the mail to the last known address, **on day after** it was sent by e-mail to the last known address, or **on the day of** contact by telephone or in person.

SECTION 5. Meetings of the Coalition shall be conducted in accordance with the current edition of Robert's Rules of Order, except as specified otherwise in these by-laws or in standing rules adopted by a vote of **two-thirds** of the affiliate member organizations designated representative present at a meeting at which **two-thirds** of the affiliate member organizations are represented.

ARTICLE VII VOTING

SECTION 1. Each representative of an affiliate member organization shall have one vote. An officer of the Coalition who is not a representative of an affiliate member organization shall also have one vote.

SECTION 2. Unless otherwise specified in these by-laws, any matter coming before a meeting of the coalition shall be determined by a simple majority vote, that is, **one more than those present and voting**. In the case of a tie, the officer presiding may cast the deciding vote.

SECTION 3. Voting will normally be by voice vote, with the officer presiding determining the outcome. Upon request, a division of the house shall be taken by raised hands or standing vote. Upon agreement of a majority of those present, a vote by ballot may be required.

SECTION 4. Voting in elections shall be by paper ballot except in the case of a candidate standing unopposed.

SECTION 5. Unless otherwise specified in these by-laws or the laws of the State of Alabama, a quorum for transaction of all business shall consist of representatives from no fewer than **one-third** of the affiliate member organizations.

SECTION 6. Votes may be cast only by those representatives of affiliate member organizations physically present at a meeting. No voting by proxy, absentee ballot, telephone, or any other remote means shall be allowed. (as amended March 16,2005, removed as amended August 6, 2014)

ARTICLE VIII ELECTION AND REMOVAL OF OFFICERS

SECTION 1. Election of officers shall be held at the meeting immediately preceding the date for the beginning of a term of office.

SECTION 2. Any officer may be removed from office for cause, such as failure to perform the duties of the office. Notification of such proposed removal shall be provided to affiliate member organizations not less than **ten days** prior to the meeting at which it is to be presented. Removal shall require a vote of **two-thirds** of the affiliate member organizations designated representative present at a meeting at which **two-thirds** of the affiliate member organizations are represented.

ARTICLE IX COMMITTEES

SECTION 1. Nominating Committee:

1. A nominating committee of not less than **three** members shall be appointed by the President.
2. The nominating committee shall present a slate consisting of at least one candidate for each office at the meeting at which an election is to be held.

SECTION 2. Audit Committee:

1. An audit committee consisting of no fewer than **two** members shall be appointed at the last meeting in the fiscal year of the Coalition. The Treasurer shall not serve as a

member of this committee but may serve as a consultant at the discretion of the committee.

2. The audit committee shall conduct an audit of the financial records for the previous year in accordance with good business practices and shall submit its report to a regular meeting of the Coalition.

SECTION 3. Special Committees:

1. The President shall appoint such other committees, teams, or task forces as may be necessary to carry out the functions of the Coalition, and shall specify the duties to be performed.

ARTICLE X AMENDMENT OF BY-LAWS

SECTION 1. These by-laws may be amended at any regular or special meeting of the Coalition, providing that notice of intent to consider an amendment together with the text of the amendment has been given to affiliate member organizations and their representatives no less than **ten** days prior to the meeting.

SECTION 2. Adoption of an amendment shall require a vote of **two-thirds** of the affiliate member organizations designated representative present at a meeting at which **two-thirds** of the affiliate member organizations are represented.

ARTICLE XI DISSOLUTION

The Coalition shall continue in perpetuity unless dissolved in accordance with the following sections.

SECTION 1. The Coalition may be dissolved at a regular or special meeting of the Coalition, providing that notice of intent to consider such an action has been given to affiliate member organizations and their representatives no less than **ten** days prior to the meeting.

SECTION 2. Dissolution of the organization shall require a vote of **two-thirds** of the affiliate member organizations designated representative present at a meeting at which **two-thirds** of the affiliate member organizations are represented.

SECTION 3. In the event of dissolution, any assets remaining after all financial obligations have been met shall be distributed, in accordance with a plan adopted at the final meeting, to community service or charitable entities consonant with the purposes of the Coalition stated in these by-laws.

ARTICLE XII EFFECTIVITY

These by-laws shall be deemed to be effective when they have been adopted by a vote of **two-thirds** of the affiliate member organizations designated representative present at a meeting at which **two-thirds** of the affiliate member organizations are represented.

ARTICLE XIII INCORPORATION

SECTION 1. The Coalition shall seek and maintain incorporation as a non-profit corporation under the laws of the State of Alabama.

SECTION 2. The representatives of affiliate member organizations plus the officers of the Coalition shall constitute the Board of Directors of the corporation. The number of directors shall be equal to the number of member organizations plus the number of officers who are not representatives of affiliate member organizations.

SECTION 3. The officers of the Coalition, as defined herein, shall be the first board of directors for purposes of effecting incorporation and, upon incorporation shall be immediately succeeded by the entire board of directors as defined in SECTION 2 above. They shall remain in office as officers of the corporation until the end of their term.

**BY-LAWS AS AMENDED 2003, AS AMENDED 2005, AS AMENDED 2014, AS
AMENDED 2015, AS AMENDED 6 APRIL 2016
BY BEVERLEY LOWE, PRESIDENT
BY DAWN PARISH, TREASURER**