



**Constitution
And
Regulations**

**AMVETS
National Service Foundation**

Constitution and Regulations

AMVETS National Service Foundation

Article I PURPOSE

The purpose of the AMVETS National Service Foundation is to be one of assistance in furthering the programs and services of the AMVETS National Service Department, particularly in those respects as outlined in the Certificate of Incorporation of AMVETS National Service Foundation, a copy of which is to be incorporated in the minutes of this corporation. AMVETS National Service Foundation shall furnish to those citizens who are not eligible for membership in congressionally chartered veterans' organization, AMVETS (American Veterans), an opportunity to support the service program of that organization.

Article II MEMBERS

The active membership of the AMVETS National Service Foundation shall be restricted to the members of the Board of Trustees.

Article III BOARD OF GOVERNORS

The Board of Trustees may, by majority vote, provide for the organization an honorary Board of Governors of the Foundation, however, shall have neither voice nor voting power.

Article IV BOARD OF TRUSTEES

Section 1. The five (5) incorporators shall act as the Board of Trustees for this corporation and shall each serve until the adjournment of the second meeting of the National Executive Committee to be held subsequent to the 1948 AMVETS National Convention or until a full Board is elected in Section 2 of this article.

Section 2. The Board of Trustees shall consist of twelve (12) members, nine (9) of whom shall be voting members and whom shall be members in good standing of AMVETS and their successors as hereinafter provided. The National Commander, the incumbent National Finance Officer and the incumbent National Judge Advocate, all of whom shall serve for the duration of their elective offices. The other six (6) voting members of the Board of Trustees shall be elected for staggered terms of three (3) years by the delegates assembled at AMVETS Annual National Convention; one (1) shall be elected for a two (2) year term as well as two (2) for a three (3) year term in 2012 and two (2) to be elected each year thereafter. The Executive Director of the Foundation, National Service Director and the National Executive Director of AMVETS shall be ex-officio members of the Board of Trustees with the right to be present at open meetings with the privilege of voice, but without the privilege of vote.

Section 3. The Board of Trustees shall hold its annual meeting every year after adjournment of the annual Convention of AMVETS. Officers for the ensuing year shall be elected during the Annual Meeting. Special meetings of the Board of Trustees other than the regular annual meetings as herein above specified, or as regulated or required by law, may be called by the Chairman, or by any three voting members of the Board of Trustees, by providing adequate written notice of said meeting to all members. Any special meeting of the Board of Trustees shall be held any place, which may be agreeable to a majority of the members of said Board.

Section 4. Any member of the Board of Trustees elected by the National Convention, may be removed upon two-thirds (2/3) vote of the National Convention of AMVETS Convention for such reasons as may be satisfactory to the members of the said Convention, provided however, that the member or members who are being tried for removal shall not have a vote.

Section 5. Whenever any vacancy shall occur in the Board of Trustees by death, resignation, or removal as provided for in Section 4, or otherwise, such vacancy shall be filled by a majority vote of the registered delegates of the next AMVETS National Convention. In which time he or she will complete the term of office.

Section 6. Five (5) of the voting trustees shall constitute a quorum for all meetings of the Board. A majority vote of a quorum of said trustees shall be final and conclusive as to all matters passed upon by said Board. The Board of Trustees may, by favorable written ballot of a majority of its members, extend its approval of, and thereby adopt, any proposal submitted in writing to all of its members by its Chairman, by its Secretary, or by any three (3) of its members.

Section 7. The voting members of the Board of Trustees shall be allowed their reasonable authorized expenses incurred in travel and otherwise in pursuit of the Foundation's business, and it shall be the duty of the Board of Trustees to pass upon and approve or disapprove vouchers for payment of such expenses, according to such rules and procedures as it may have established. 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, except that such financial interest may be authorized by concurrent action of the Board of Trustees and the National Convention upon full written disclosure of such financial interest.

Article V OFFICERS

Section 1. The officers of the Foundation shall consist of a President, Vice President, a Secretary, and a Treasurer whose term of office shall be one vote of the entire Board of Trustees at the annual meeting. The first election shall be held immediately after the organization of the full Board of Trustees. The officers shall serve in such capacity until their successors shall have been elected at each annual meeting of the Board of Trustees.

Section 2. The President, who shall be the executive officer of this organization (or, in his absence, the Vice President), shall act as the Chairman of the Board of Trustees. The Secretary shall keep a complete record of the minutes of the meetings of the Board of Trustees.

Section 3. The President shall appoint an audit committee, of not more than three (3) members, from among the members of the Board of Trustees. The Treasurer of the Board of Trustees shall be under the direction and authority of the audit committee. The duties of the audit committee shall include review, analysis and recommendation to the Board of any and all matters relating to audits and auditors. Additional duties shall be defined and instituted by the President of the Board of Trustees.

Section 4. In case of death, resignation, ineligibility, or removal from office for the cause of the President or Vice President, the Board of Trustees shall elect a successor from its members who shall hold office of the unexpired term, and until a successor has been duly elected.

Article VI **AUTHORITY FOR CONTRACTS**

Section 1. The making of all contracts for fundraising and for the purposes provided in the Certificate of Incorporation of the AMVETS National Service Foundation is hereby specifically delegated to the Board of Trustees.

Section 2. Such contracts shall be entered into in the name of AMVETS National Service Foundation and shall be authenticated by the signature of the President of the Board of Trustees and/or Secretary or the Executive Director of the Foundation, after having been duly approved at a regularly called meeting of the Board of Trustees. The proposals and negotiations leading to and any actual contracts shall be submitted to the members of the Board of Trustees by registered mail (return receipt required) and their action thereon shall be transmitted to the Secretary in writing.

Article VII DUTIES OF THE BOARD OF TRUSTEES

It shall be the duty of the Board of Trustees:

1. To cause to be kept a complete record of all its minutes and accounts.
2. To supervise all officers or agents of the Foundation and to require a proper performance of their duties.
3. To designate a depository, or depositories, for the funds and securities and other properties of the Foundation.
4. To make such appropriations to the AMVETS (American Veterans) as may enable it to render needed service to veterans as set forth herein in the Certificate of Incorporation.

5. To hold and exercise all the powers and rights conferred upon Trustees or Directors of a corporation generally by the laws of the United States and the District of Columbia.
6. To make such contracts as may be authorized under the Certificate of Incorporation of AMVETS National Service Foundation.
7. To accept or reject such bequests, donations, contributions, or subscriptions as may be made to it by an individual, company, or corporation or as may be assigned to it by AMVETS (American Veterans), or by any other agency or organization, to be used for the purposes provided in the Certificate of Incorporation, provided, however, that as to all donations, contributions, subscriptions, or gifts, such acceptance or rejection shall be subject to approval of the majority of the delegates of the National Convention, which body shall be fully informed as to the source of all negotiations leading up to the offer of such donation, contribution, subscription, or gift shall ever be accepted from any source which seeks or attempts to influence the policy of AMVETS (American Veterans), or any of its branches, auxiliaries, or related corporate entities.
8. To make such expenditures, and to enter into such agreements as may be necessary in its discretion to fulfill the purpose outlined in the Certificate of Incorporation.
9. To employ such persons, and at such salaries, as it deems necessary to carry out the purposes hereof and as set forth in the Certificate of Incorporation.

10. To provide for the adequate bonding of such officers of the Board of Trustees and of such agents as it may designate, to protect the funds of this Foundation.

Article VIII POLICY

Section 1. The AMVETS National Service Foundation, incorporated for all purposes of policy, shall be considered a subordinate as referred to in Article XVII of the Constitution of AMVETS (American Veterans) and shall be subject to the provisions of said Article.

Section 2. All funds acquired by AMVETS National Service Foundation shall be placed in a general trust account, appropriations and advances on loans there from may be made only to the National Service Department, or to any other person, agency, company, or corporation for carrying out the purposes of the Articles of Incorporation.

Section 3. All activities of AMVETS National Service Foundation shall be under the supervision, direction, and control of the Board of Trustees.

Section 4. Reference to the masculine shall include the feminine.

Article IX AMENDMENTS

The Constitution and Regulations may be amended by a two-thirds (2/3) vote of the total voting membership of the Foundation provided that notice of the intention of the Board of Trustees to consider any such amendments is given to the members of the registered voting delegates of the National Convention at least thirty (30) days prior to the date upon which any such amendment will be before the said Board of Trustees for action.



AMVETS National Service Foundation
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