

**VETERAN'S SUPPORT NETWORK
BY-LAWS
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Veteran's Support Network Bylaws

Article I Name and Office

Section 1 Name - The name of this organization shall be the Veteran's Support Network, Inc., hereafter referred to as VSN.

Section 2 Office - VSN shall maintain its registered office as required by applicable state law and shall have its principal and other offices as established by the Board of Directors.

Article II Purposes, Objectives, Definition

Section 1 Purpose - The purpose of this association shall be as set forth in its Articles of Incorporation.

Section 2 Objectives - The objectives of this association are:

2.1 To provide skills to veterans with an emphasis on our target market - homeless, disabled and special needs veterans.

2.2 To aid and encourage the interest, education and advancement of homeless, disabled and special needs veterans in the food service and hospitality industry.

2.3 To strengthen organizations that help veterans find fulfilling and sustaining roles in society.

2.4 To provide funding for on-the-job training for veterans.

2.5 To provide funding for professional talking books and Braille books for veterans.

2.6 To support Military Culinary Competitions and the Armed Forces Enlisted Aide of the Year awards as organized by the Military Hospitality Alliance.

Article III Board of Directors

Section 1 - Composition and Term of the Board - The Board of Directors shall consist of the President, Treasurer, Secretary and 3 Directors. The President, Treasurer and Secretary shall serve on the Board during the period of time in which they hold their office. The Directors shall serve on the Board for a period of three years. Directors are limited to two (2) consecutive three-year elected terms. All appointed and elected Board members are voting members, unless otherwise noted.

Section 2 - Power of the Board - The Board of Directors shall have supervision, control, and direction of the affairs of the VSN. The authority for the conduct of Association business shall include, but not be limited to:

- 2.1 To establish and maintain policies and procedures to govern the VSN.
- 2.2 Appoint committees on particular subjects.
- 2.3 To print and circulate documents and public articles in the public interest and for the welfare of the VSN.
- 2.4 To carry on correspondence and communicate with other organizations which support veterans.
- 2.5 To employ a President and other agents and employees as may be deemed proper and necessary and expedient to promote the objectives of the Association.
- 2.6 To best protect the interest and welfare of VSN and its clients.

Section 3 - Meetings

3.1 The Board of Directors shall meet at such times and places as may be determined by action of the Board, by call of the President, or by written request of three (3) members of the Board, provided that there shall be at least two (2) meetings each year.

3.2 Written notice of the time and place of all meetings of the Board shall be communicated to each member not less than thirty (30) days prior to the appointed time of such meeting.

Section 4 - Proxies - Voting rights of a director or officer shall not be delegated to another nor exercised by proxy.

Section 5 - Quorum - A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business and a majority vote of those present shall be necessary to act on a motion.

Section 6 - Removal

6.1 Should any member of the Board of Directors be absent from two consecutive meetings of the Board without sending a communication to the President stating his/her reason for being absent, or if the excuse shall not be accepted by a two-thirds vote of the Board, the seat on the Board may be declared vacant. The President may proceed to fill the vacancy as indicated by these Bylaws.

6.2 The Board may impeach an officer or director for neglect or misconduct of office and is empowered to remove and replace such officer or director if the charges of negligence or misconduct of office are sustained by a two-thirds vote of the total Board.

Section 7 - Vacancies - The President shall be empowered to appoint eligible members to fill any vacancy that may occur on the Board by death, resignation, or otherwise. Such appointees shall hold office until the next regular election.

Article IV Officers

Section 1 - Officers - The officers of the organization shall be the President, Treasurer and Secretary.

Section 2 - Term of Office - Each officer shall take office upon appointment and shall serve for a term of one year and until a successor is duly appointed.

Section 3 - President - The President shall preside at all meetings of VSN, the Board of Directors, and the Executive Committee and shall be a member ex officio with right to vote on all Committees. The President shall also, at the annual meeting and at such other times as he/she deems proper, communicate to the Board of Directors such matters and make suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the VSN. The President shall manage and direct all functions and activities of the VSN and perform such other duties as may be specified by the Board of Directors. The President shall perform such other duties as are necessarily incidental to the office of the President, including the appointment of Committees/Task Forces.

Section 4 - Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the VSN; shall keep the minutes of the meetings of the VSN; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, and in general perform all duties incident to the office of Treasurer and shall perform other duties as may be assigned by the President or by the Board of Directors. Any of the Treasurer's duties may be delegated to the President/Chief Operating Officer by the Board of Directors. In case of death or inability of the President to act, the Treasurer shall ascend to and perform the duties of that office for the duration of that term. In the case of death or inability to act on the part of the Treasurer, the President shall appoint a successor for the remainder of the term with concurrence of a two-thirds vote of the Board of Directors.

Article V Committees

Section 1 - Name and Purpose - The committees of the VSN shall be established and their general duties defined as follows:

1.1 The Executive Committee which shall consist of the Officers of the Association, shall have the power to act for the Board of Directors and the VSN between meetings of the Board in accordance with such powers, duties, and responsibilities as may be delegated to it from time to time by the Board of Directors.

1.2 Operating committees which shall consider programs and plans encompassing grants, new programs and community service.

1.3 Administrative committees which shall consider programs and plans encompassing finance, public relations, and Constitution and Bylaws.

1.4 Special committees or Task Forces may be designated from time to time by the President or the Board of Directors for specific reasons or conditions.

Section 2 - Appointment and Term - The President shall annually designate the Chairperson of VSN Committees. Members of committees shall be appointed annually for a one year term. There shall be no barrier to holding committee appointments for more than one year. Members of Special Committees/Task Forces shall be appointed until such time as the committee's purpose has been accomplished.

Section 3 - Rules - Each committee may adopt rules for its own governance, consistent with these Bylaws and with rules adopted by the Board of Directors.

Section 4 - Reporting - VSN committee chairpersons or their designees shall present a report in writing at the annual meeting of the VSN and shall make such other reports as may be requested by the President or Board of Directors.

Article VI Appointment Procedures – Board of Directors

Section 1 - Eligibility

1.1 Any military veteran shall be eligible for nomination to office of the VSN.

1.2 In some cases, where the individual has specific skills that are needed by the VSN, a non-veteran might be selected to serve on the Board of Directors, but never as an officer of the VSN.

Section 2 – Selection of the members of the Board of Directors

2.1 Selection - The selection committee shall consist of the President, Secretary and Treasurer of the VSN.

Article VII Miscellaneous

Section 1 - Fiscal Year - The fiscal year shall be the calendar year.

Section 2 - Procedures - All meetings of the VSN shall be governed by parliamentary laws set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these Bylaws.

Section 3 - Seal - The VSN shall have a seal of such design as the Board of Directors may adopt, and it may be used by the VSN Officers and Directors in accordance with the rules as may be adopted by the Board of Directors.

Section 4 - Bonding - Any person entrusted with the handling of funds or payments of the VSN, at the discretion of the Board of Directors, shall obtain and maintain a fidelity bond at the expense of the VSN.

Section 5 - Use of Funds and Dissolution - The VSN shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure, or be distributed, to members of the organization. Upon dissolution of the VSN, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

Section 6 - Indemnification - The VSN shall have the power and authority to indemnify and hold harmless, to the full extent permitted by law, any person who is or was a director, officer, employee or agent of the VSN or who is or was serving at the request of the VSN as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. In addition, the VSN may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the VSN, or who is or was serving at the request of the organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or to his/her enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the VSN would have the power to indemnify against such liability.

Section 7 - Terms of Office - Officers and Directors shall take office immediately following the Annual Meeting.

Section 8 – Conflicts of Interest – All Officers and Directors shall sign the VSN Conflict of Interest policy each year at the time of the Annual Meeting. Copies of the signed documents shall be maintained in the VSN office.

Article VIII Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of the Officers and Board of Directors, as defined. Proposed changes may be made by any person serving as an Officer or Director or a majority vote of the Board of Directors. Upon adoption, the proposal shall be effective immediately.

However, if occasion arises for revision of the Constitution and Bylaws by paragraph or in its entirety, for reasons of clarification without changing intent, notice must be given by mail thirty (30) days prior to an annual meeting of the VSN.