

AMVETS DEPARTMENT OF WASHINGTON
SERVICE FOUNDATION BY-LAWS



Effective Date October 14, 2020

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

ARTICLE I: PURPOSE.

The purpose of AMVETS Department of Washington Service Foundation is to assist the Department in furthering its programs and services. The duties of the Foundation are outlined in the Certificate of Incorporation of the Foundation **as amended August 3, 2016.**¹ It shall act as a fund-raising agency responsible for raising the funds necessary to support the programs **of AMVETS Organizations or affiliates in good standing and approved foundation or department programs within the State of Washington. The Service Foundation shall approve or disapprove all funding grant requests following certification by the Foundation that requesting organizations or affiliates are in good standing and purpose of the request is consistent with requirements outlined in the Articles of Incorporation. Grants² from the Foundation shall be made in writing and require confirmation of eligibility, intended use, date requested, and a commitment to provide the foundation with proof that all resources will be used as intended.** The Foundation shall act as the agency which allows those who are not eligible for membership in AMVETS to support the service programs of that organization.

ARTICLE II: MEMBERS.

Active membership in the AMVETS Department of Washington Service Foundation shall be restricted to the members of the Board of Trustees.

ARTICLE III: BOARD OF GOVERNORS.

The board of Trustees of the Foundation may, by majority vote, provide for the organization of an Honorary Board of Governors, not to exceed twelve (12) members. The Honorary Board of Governors shall have no voting power but shall serve as consultants to the Trustees.

ARTICLE IV: BOARD OF TRUSTEES.

Section 1: Composition of the Board.

The Board of Trustees shall consist of nine (9) members, all of whom must be bondable. All shall be members of AMVETS in good standing. The Incumbent Commander, the incumbent Service Director, the Incumbent Department Judge Advocate shall be ex officio members and the Immediate Past Department Commander shall be appointed as a voting member until succeeded

¹¹ Referenced Articles of Incorporation attached

² Grant request form attached

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

by the next Immediate Past Department Commander. The remaining five (5) members of the Board shall be elected by, and from, the members of the Department, at the Department Convention.

Section 2: Terms of Office.

Terms of office for the new members shall take effect immediately following adjournment of the Department Convention. Each successive Department Convention shall elect two (2) members for a three (3) year term of office.

Section 3: Removal of Trustees.

A member of the Board of Trustees may be removed for cause by two-thirds (2/3) vote of the Department Executive Committee. The member shall be considered "suspended" pending action by the Department Executive Committee. He/she shall not have the privilege of voice or vote at Board meetings.

Section 4: Vacancies.

Vacancies on the Board shall be filled by the Department Commander, subject to the approval by the Department Executive Committee or Department Convention Delegates, whichever comes first. The person appointed must meet the qualifications for Board membership. He/she shall serve for the remainder of the unexpired term of the position filled.

Section 5: Compensation.

The members of the Board of Trustees shall serve without compensation. Expenses incurred in transacting the business of the Foundation may be allowed. Receipts for all expenditures must be submitted to the Treasurer for bookkeeping purposes.

ARTICLE V: Officers.

Section 1: Executive Committee.

The Board shall elect, at the first meeting subsequent to the Department Convention, a President, a First Vice President, a Second Vice President, Secretary and Treasurer. These officers shall be the Executive Committee of the Board. Ex officio members may not serve on the Board.

Section 2: Board Officers.

Candidates for elected offices must have the following qualifications:

1. Successful completion of one (!) year in any of the following Post or Department positions.
 - a. Commander

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

- b. First Vice Commander
 - c. Adjutant
 - d. Finance Officer
2. Must have been a member of AMVETS for twelve (12) months immediately preceding the election.
 3. Must not be a regular employee of AMVETS, Department of Washington.
 4. Vacancies on the Executive Committee shall be filled by election at the first meeting subsequent to the date of the vacancy.

Section 3: Officers' Duties.

The President Shall:

1. Be the Executive Officer of the Service Foundation;
2. Preside over all meetings of the Board of Trustees of the Service Foundation;
3. Co-sign all contracts and leases;
4. Appoint committees to establish and carry out the purposes of the Foundation;
5. Schedule meetings of the Board of Trustees;
6. Be ex officio member of all committees of the Board of Trustees;
7. Report to the Board of Trustees at regular meetings and to the delegates at the Department Convention;
8. Report to the Department Executive Committee at committee meetings. He/she may designate a Board member to report in his/her stead.

The First Vice President Shall:

1. Act as the President of the Board of Trustees in the absence of the President;
2. Assist the President in the completion of the duties of his/her office;
3. Act in place when requested to do so;
4. Succeed the President should a vacancy occur

The Second Vice President Shall:

1. Act as President of the Board of Trustees in the absence of BOTH the President and the First Vice President;
2. Assist the First Vice President in the completion of the duties of his/her office;
3. Act in his/her place when requested to do so by the First Vice President;
4. Succeed the First Vice President should a vacancy occur.

The Secretary Shall:

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

1. Call roll at each meeting;
2. Record and maintain the minutes of all meetings of the Board of Trustees;
3. Read all unapproved minutes of prior meetings to the Board;
4. Provide copies of the minutes of the previous meeting and the agenda of the next meeting to all Board members a minimum of ten (10) days prior to the scheduled date of the meeting;
5. Establish an agenda for each meeting, with the approval of the President;
6. Make arrangements for a suitable meeting facility.

The Treasurer Shall:

1. Be Chairman of the Budget Committee;
2. Keep a permanent record of all vouchers and expenditures of the Foundation;
3. Prepare and annual budget for the operation of the Service Foundation and present it to the Board of Trustees at the annual meeting for their consideration;
4. Assure that IRS Form 990 is prepared by a certified public accountant for each calendar or fiscal year, if required by current IRS Regulations, and file with the Internal Revenue Service (IRS);
5. Establish accounts in financial institutions whose accounts are federally insured, upon approval of the Board;
6. Deposit all incoming funds into the accounts and disperse funds by check;
7. Insure the organizations non-profit status is maintained annually.

Section 4: Finances.

1. The financial record of the Service Foundation shall be audited annually in the first week of October by the Finance Committee Chairman, appointed by the Department Commander. He/She Shall report his/her written finding to the Department Commander/Finance Director within thirty (30) days after completion of the audit.
2. The President, First Vice President, Second Vice President and the Treasurer shall be properly bonded (\$100,000.00) with a good and solvent bonding company, acceptable to the U. S. Treasury, as surety to cover the average amount of the AMVET funds handled in a single year. Said bond shall be approved by the Board and paid for by the Service Foundation;
3. The President, First Vice President and the Treasurer of the Service Foundation shall be the signatories on all checks of the Foundation and the signatures of any two (2) of the designees shall render a check valid.

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

4. The President of the Service Foundation may designate one (1) additional signer on all checks due to the diverse locations of the above designated signatories.

ARTICLE VI: BOARD MEETINGS.

Section 1: Regular Meetings.

The annual meeting of the Board shall be held at the same time and place and in conjunction with the AMVETS Department of Washington Convention, with the election of the Board Officers occurring at this meeting. Subsequent Board meetings shall be called quarterly by the President at a time and location which he shall designate. Board members may be notified by either written or electronic means.

Section 2: Quorum.

A majority of the Trustees present shall constitute a quorum for all meetings of the Board of Trustees. At least one elected officer must be present to hold a legal Board meeting.

Section 3: Special Meetings.

Special meetings of the Board may be called by the President, or any three (3) members of the Board. All members must be notified before a special meeting may be convened. The notice must provide the time, place and the subject matter of the meeting. Notification may be by letter, conference call or other electronic method.

Section 4: Board of Trustees Reports.

The President shall prepare a report of the Foundation, and if required, appoint a trustee to give the report at the Department Executive Committee meeting.

ARTICLE VII: AUTHORITY FOR CONTRACTING.

Section 1: Contracting.

The authority to enter into contracts in the name of the "AMVETS DEPARTMENT of WASHINGTON SERVICE FOUNDATION" is hereby specifically delegated to the Board of Trustees.

Section 2: Approval.

Contracts after having been duly approved by the Board shall be entered into in the name of "AMVETS, Department of Washington, and Service Foundation".

Section 3: Signatories.

Contracts shall be signed by the President of the Board and countersigned by the First Vice President or the Treasurer.

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

ARTICLE VIII: INCORPORATION.

The AMVET Department of Washington, Service Foundation shall be incorporated as a non-profit organization with the Secretary of State, State of Washington, and shall maintain a non-profit status.

ARTICLE IX: PARLIMENTARY PROCEDURES.

Section 1: Authority.

In all instances when they are applicable and not inconsistent with these By-Laws and any other special rules the Board shall adopt, the rules contained in the current edition of "Roberts Rules of Order", newly revised. This shall govern the Board.

Section 2: Language.

Pronouns, where used, shall be considered as "gender neutral".

Section 3: Amendments.

Proposed amendments shall be published to the Board members a minimum of thirty (30) days prior to the date of the vote. A two-thirds (2/3) vote of the entire Board shall be required to approve the change.

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

AUTHENTICATION

We the members of the Board of Trustees, certify that the foregoing By-Laws are a true and correct copy as revised and approved by the members present and voting at the meeting held on this the

14th day of October 2020

President
Fred George _____

First Vice President
John Visser _____

Second Vice President
Larry Cunnington _____

Treasurer
Lyle Harry _____

Secretary
Glenn Skinner _____

Trustee (Department Commander)
Duane Herman _____

Trustee (Department Judge Advocate)
Steve Bird _____

Trustee (Department Service Director)
Kenneth Walters _____

Trustee (Immediate Past Commander)
Steve Bird _____

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

SERVICE FOUNDATION
GRANT REQUEST FORM

Date of Request _____

Name of AMVETS Department of Washington organization:

Post: _____

Ladies Auxiliary: _____

Sons of AMVETS: _____

Riders Chapter: _____

VAVS: _____

Service Department: _____

Convention Association: _____

Other: _____

Amount requested: _____ Date needed _____

Please describe briefly how your organization will use the funds provided:

By signing below, you confirm you are authorized to request this grant and further that your organization is in good standing having met all applicable requirements of AMVETS Department and National Constitution and Bylaws.

Further your signature is your commitment to provide proof to the foundation that all requested funds were utilized as stated.

Name: _____

Signature _____

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS



Office of the Secretary of State
Corporations & Charities Division

SOS

ARTICLES OF AMENDMENT

Fee: \$20.00

FILED

SECRETARY OF STATE

August 3, 2016

STATE OF WASHINGTON

08/03/16 3233797-

001

\$20.00 K

tid: 3272345

RETURN COMPLETED FORM AND PAYMENT TO:

Unified Business Identifier:

601 092 733

(Checks made payable to "Secretary of State")

Entity Name:

AMVETS SERVICE FOUNDATION, STATE OF WASHINGTON

801 Capitol Way South
PO Box 40234
Olympia, WA 98504-0234

State of Incorporation:

WA

Inc./Qual. Date:

3/23/1953

Articles of Amendment were adopted by:

(please check and complete one of the following)

The amendment was adopted by a meeting of members held: (Date)

MAY 20, 2016

A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or prerepresented by proxy were entitled to cast.

The amendment was adopted by a consent in writing and signed by all members entitled to vote.

There are no members that have voting rights.

The amendment received a majority vote of the directors at a board meeting held: (Date)

Amendments To Articles On File

(if necessary, attach additional information)

1. THE NAME OF THE CORPORATION IS CHANGED TO AMVETS SERVICE FOUNDATION, DEPARTMENT OF WASHINGTON.

2. THE ENTIRE ARTICLES OF INCORPORATION HAS BEEN UPDATED AND REVISED TO REFLECT ITS CURRENT MISSION.

Effective Date (please check one of the following)

Upon filing by the Secretary of State

Specific Date:

Specified effective date must be within 90 days AFTER the Amendment has been filed by the Secretary of State

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct

Signature

Print Name and Title

Date

Phone

LUCY HARRY / Treasurer

7-30-16

253 989 7573

CORPORATIONS INFORMATION AND ASSISTANCE - (360) 725-0377

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

ARTICLES OF INCORPORATION OF AMVETS SERVICE FOUNDATION
DEPARTMENT OF WASHINGTON

Come now the undersigned and certify that we are citizens of the State of Washington and desire to form a benevolent charitable organization for ourselves, associates and successors, pursuant to Section 3863 et seq., Remington's Revised Statutes of Washington, and R.C.W. Section 24.06.010 and the legal structure is set forth as follows:

FIRST: The name of this corporation and the title by which it shall know in law is **AMVETS SERVICE FOUNDATION, DEPARTMENT OF WASHINGTON.**

SECOND: Membership in the Service Foundation is established by membership in good standing in any **AMVETS** post, Veterans in the Department of Washington.

THIRD: The principal office of the corporation is located at 5717 S. Tyler Street, Tacoma, Washington 98409 and the term for which this organized is perpetual.

FORTH: The purpose and objects of this organization are:

1. To enter into fund-raising and other contracts necessary to effect the purposes hereinafter set out;
2. To act as trustee of all such monies, funds, and properties as may be derived or acquired by it, as proceeds from any and all bequests, donations or subscriptions, or from any and all contracts, and particularly as to such proceeds from the contract or contracts entered into with any automatic merchandising canteen or vending machine company or with any of its franchised operators, or with any other person or firm whose income from concessions, privileges, ticket selling, stamp selling, flower selling, or other finance raising campaigns, is mainly or in part dependent upon the good will of the general public;
3. To hold in trust such funds, monies and properties as may be obtained from the proceeds of any such bequest, donations, subscription or contracts, and to supervise, control and direct the expenditures of the principal and income derived from such funds, for the following purposes:
 - (a) For the support and maintenance of its liaison service in any or all of the offices and hospitals of the Veterans Administration, or in any principal cities wherever deemed necessary; it shall be the particular duty of the liaison and service officers employed by this corporation to advise, assist and aid any and all Veterans whether or not they are member of **AMVETS**, who claim to be entitled to any government benefits provided through the Veterans Administration or any other government bureau or agency, and particularly to assist those ex-servicemen and woman who are endeavoring to obtain compensation, increase compensation, retroactive compensation, medical

AMVETS DEPARTMENT OF WASHINGTON

SERVICE FOUNDATION BY-LAWS

ARTICLES OF INCORPORATION OF AMVETS SERVICE FOUNDATION
DEPARTMENT OF WASHINGTON

examinations, clinical diagnoses, out-patient treatment, hospitalization, dependency allowance, insurance benefits, preferential employment, or other governmental aid; and in general to advise, aid and act for American veterans and their dependents or any and all matters of important or interest to them, collectively or individually, which may arise before any of the several bureaus or department of the United States Government or any municipal of state government.

- (b) For the support and maintenance of its Rehabilitation Service, the object and duty of which is to advise and confer with representatives of the Administrator of Veteran's Affairs, and all other government bureaus in obtaining such changes and modifications in the administration of the laws pertaining to ex-service personnel, and particularly to the disabled, as may be influenced by regulations, general order, director's decisions, administrator's decisions, legal opinions, Attorney General's opinion, or other instructions or bulletins affecting the policy and procedure of the Veterans Administration and other government agencies in any way having any bearing on the interests of American veterans.**
 - (c) For the sponsorship of projects good for communities where AMVET Posts are established in the State of Washington, and to work in conjunction with AMVET Posts and each of them in sponsoring and financing, where necessary, events for young boys and /or girls, and to sponsor and finance any and all movements toward stamping out juvenile delinquency.**
 - (d) For the printing, publishing and distribution of appropriate publications and literature to convey to the public and the ex-service personnel all news, information and advice of interest and importance to them.**
 - (e) For the defraying of any and all expenses, office supplies, salaries, office rent, printing, traveling clerical help and all other sundry expenses incident to the accomplishment of the forgoing paragraphs.**
- 4. The officers who shall manage the affairs of the corporation shall be those persons who are duly elected officers of the AMVETS Department of Washington at the annual convention held in the State of Washington, and the commanders of all AMVET Posts which do not have a member or members holding an elected position in the AMVETS Department of Washington. The names of the present officers and incorporators are:**