

**AMENDED CONSTITUTION, VETERANS COUNCIL OF MARTIN COUNTY INC.,
APPROVED ON SEPTEMBER 10, 2015**

**ARTICLE I
NAME**

Section 1 The name of the organization shall be the Veterans Council of Martin County, Inc., a nonprofit federation of Martin County veterans' organizations, their sub-divisions and auxiliaries, hereinafter referred to as the Council. The organization may at its pleasure by a vote of the membership change its name.

Section 2 This organization is established by the agreement of at least one-half of the veteran's organizations, military retiree associations, and their respective auxiliaries existing in Martin County, Florida, June 20, 1990. Its existence shall terminate in the event that more than one-half of said organizations should cease to be active in its operations for an extensive period. The Council recognizes that it can in no manner take actions, which would infringe upon the terms of the constitution and By-laws of its member organizations.

**ARTICLE II
MISSION AND OFFICIAL ADDRESS**

Section 1 The mission of the Veterans Council of Martin County is to promote the recognition of the sacrifices and contributions of current and former members of the Armed Forces; to act as a channel of communication to Martin County veterans' organizations; and to coordinate with local agencies that administer programs benefiting welfare of veterans and their families.

Section 2 The principal place of business and mailing address of the organization shall be: 435 SE Flagler Ave, Stuart, FL 34994, mailing address is PO Box 1994, Stuart, FL 34995.

**ARTICLE III
PURPOSES**

The Council is a coalition of organizations consisting of former and retired members of the Armed Forces of the United States that operate in Martin County. Functions include charitable activities, including the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) and 509 (c) (19) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 1 The expressed purpose of this organization is to unify the veterans organizations of Martin County, thereby providing solidarity in communicating the veterans' viewpoints and as a means for disseminating information on issues before local, state, or national legislative bodies which affect veterans, their families and surviving spouses.

Section 2 To plan, cooperate and coordinate with local authorities, government officials and other interested parties on matters of parades and social functions.

Section 3 To plan, coordinate and implement any other programs to serve the best interests of the military, veterans, their families, surviving spouses, and orphaned children.

Section 4 To cooperate with local, state, and national social services and welfare agencies in programs related to the welfare of veterans, military personnel and their dependents.

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**ARTICLE IV
EXEMPT STATUS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE V
NOMINATIONS AND ELECTION OF OFFICERS**

Section 1 Nominations shall be held in November of each year as the last order of business at that meeting. The nominating committee shall be chosen by the delegates at the October meeting. This committee shall consist of 3 delegates from member organizations in good standing who will not be candidates for Council offices. The nominating committee shall seek candidates for all offices on the Council and shall report on the qualifications of all candidates seeking office. The nominating committee shall at the December meeting report the names of all persons seeking office and the office they seek. Nominations shall be taken from the floor after the Nominating Committee report is concluded at the December meeting. All persons so nominated by the Nominating Committee or from the floor, must either be present and verbally accept the nomination, or have submitted a written letter of acceptance. No person shall hold more than one elected office on the council at any one time. No person shall be eligible for the offices of Chairman or Vice Chairman other than an honorably discharged former member of the Armed Forces of the United States. The Nominating Committee shall review DD Form 214 of all candidates to verify eligibility.

Section 2 All voting for office of the Council shall be by written ballot. The Secretary shall call the roll of member organizations. The nominating committee chairman will distribute a ballot to each delegate of regular voting members; and then collect and deposit the completed ballots in the ballot box. The nominating committee will then count the ballots in a separated designated area. A majority vote (50 percent of ballots cast, plus 1) is required for election. If no candidate receives a majority when three or more nominees are contesting an office, a second ballot will be taken between the two nominees receiving the most votes. In the event an office has only one nominee the vote shall be by the Council Chairman by Acclamation.

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ARTICLE V
NOMINATIONS AND ELECTION OF OFFICERS- (continued)**

Section 3 Any vacancies in the Council offices of Vice Chairman, Treasurer and Secretary shall be filled by nomination and election from the floor during any meeting of the Council.

**ARTICLE VI
MEMBERSHIP**

Section 1 Membership is open to all Veterans' Organizations or other subdivisions of veterans' organizations, military retiree associations, auxiliaries of these organizations and any other non-profit organization in good standing, actively involved in Martin County Florida and whose interest is the welfare of the veterans and military community. In addition, membership will be considered for any other organization that can show evidence as to the above and is recommended by the Executive Board and approved by a vote of the membership.

**ARTICLE VII
MEETINGS**

Section 1 The regular meeting of this Council shall be held monthly at a time and place designated by the delegates to the Council. A vacation recess may be declared for no more than two Council meetings during the summer months.

Section 2 The Chairman of the Council may call special meetings whenever he may deem it necessary, or when requested in writing to do so by half or more of the voting delegates of the Council. The call of any such special meeting shall state the purpose for which it is called and the Council at that meeting shall transact no other business. Notices of any such special meeting shall be by mail at least five days prior thereto in writing, or twenty-four hours by telephone.

Section 3 A quorum for the purposes of conducting the business of the Council shall consist of at least five voting delegates of the membership organizations in good standing, on that date and either the Chairman, the Vice Chairman, or another elected officer of the Council.

**ARTICLE VIII
REPRESENTATION**

Section 1 Each member organization will be entitled to have one voting delegate at Council meetings.

Section 2 Each member organization shall be responsible for choosing its delegates and notifying the Council Secretary of the delegate's name and address by letter, when dues are paid at the September meeting and whenever changes in representation occur.

Section 3 Each delegate is entitled to one vote on all motions coming before the Council; however no individual shall be entitled to cast more than one vote regardless of the number of organizations they represent.

Section 4 The County Veterans Service Officer (CVSO) shall serve in an advisory role for the Council and shall not have a vote. No Martin County Veterans Service Officer employee may hold any elected office.

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ARTICLE IX
REPRESENTATION (continued)**

Section 5 The elected officers shall not have a vote on matters before the Council with the exception of the Chairman, to include an Acting Chairman, who may cast a vote in the event of a tie.

**ARTICLE II
DUES**

Section 1 Dues for member organizations shall be FIFTY DOLLARS (\$50.00) per year.

Section 2 The fiscal year for the Council shall be the calendar year from January 1st to December 31st.

Section 3 Dues are due at the September monthly meeting for the upcoming year.

Section 4 Any member organization delinquent in payment of dues for more than 60 days shall be dropped from the membership roster and shall not have a vote before the Council.

Section 5 Any member organization dropped from the roster for non-payment of dues for more than one year may be reinstated upon payment of the current year's dues.

**ARTICLE III
OFFICERS AND DUTIES**

Section 1 Elected officers of the Council shall consist of Chairman, Vice Chairman, Treasurer, Secretary, At Large Directors (2), and Trustees (2). The Sgt-at-Arms, Parliamentarian and Chaplain will be appointed.

Section 2 All officers must be veterans and a member of a veteran organization actively involved in Martin County.

Duties:

Chairman Shall:

- Preside over all meetings of the Council
- Appoint and remove committee chairs
- Represent the Council at all official meeting and functions
- Carry out all other duties assigned by the Council

Vice Chairman Shall:

- In the absence of the Chairman preside over the meeting
- In the event of the death or resignation of the Chairman assume the position and duties of the Chairman for the remainder of the term.

Treasurer Shall:

- Make authorized disbursements only by check drawn on the organization's designated bank account approved by two officers.
- Receive and immediately deposit all funds in the organization's designated bank account.
- Make authorized disbursements only by check drawn on the organization's designated bank account.
- Keep and record all checks and receipts of financial transactions and shall maintain all financial records of the Council

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ARTICLE III OFFICERS AND DUTIES (CONTINUED)

- Submit a monthly written report of income and expenditures to the Council officers and members at regular meetings. An updated written copy of such reports shall be provided to each officer upon request of any officer.
- Submit to an audit annually and at such other times as ordered by the Council Chairman or by majority vote of the Council delegates present at any meeting.
- At the end of his or her term of office or resignation, immediately turn over all financial records of the organization to the Chairman or the newly elected Treasurer.
- Advise the Council Secretary of the receipt of all member organization's dues on a monthly basis.
- Major Goldsmith Fund, exclusively for veterans with families. Jim Goldsmith will be contacted for any disbursements. Veterans without dependents can be helped from this fund provided the Veterans Indigent Fund is depleted and approved by Jim Goldsmith. Should for any reason the Veterans' Council of Martin County and Mr. Jim Goldsmith part, the funds become the property of the Veterans' Council and will be used only as described. In the event of Jim Goldsmith's demise the council will use the funds as described.
- The Needy Fund shall be administered by the Martin County Veterans Service Officer in accordance with the Policy approved by the Martin County Veterans' Council, Addendum B. The Treasurer shall be responsible for monitoring the account and adherence to the Policy.
- Maintain accountability records of all funds earmarked for the VCMC Transportation Account.
- Preside over monthly meetings as Acting Chairman on occasions when the Chairman and Vice Chairman are both absent.
- Submit an annual budget to the Council for approval at the February meeting. Funds approved for allocation to special accounts administered by the Veterans' Services Officer (Needy Fund, Major Goldsmith Fund, the VVA 1041 Rapid Relief Fund etc) shall be governed by the appropriate appendix.

Secretary Shall:

- Keep true and complete record of the business conducted by the organization, which shall include typed minutes of each meeting and include all motions made, and whether passed or not passed.
- Keep a current roster of all member organizations in good standing and update such on a monthly basis and shall record the name of the current delegate for the member organization as reported by the member organization.
- Call the roll of elected officers and member organizations at each meeting and record such in the records of the Council and advise the Chairman as to the status of a quorum.
- Maintain a list of all committees and committee members.
- Maintain a copy of all Council correspondence.
- Keep all official documents of the Council and maintain a current list of all Council property and the location of such property.
- At the end of his or her term of office or resignation turn over promptly all records, property and or documents held by the office of the Secretary to the Chairman or the new Secretary.
- Prepare the agenda in conjunction with the Chairman and notice all members of meetings via email. Request for additions to the agenda must be submitted by members not later than 72 hours prior to the monthly meeting.

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ON SEPTEMBER 10, 2015
ARTICLE III OFFICERS AND DUTIES (CONTINUED)**

Sergeant-At-Arms Shall:

- Keep order at all meetings.
- See that the Colors are posted.
- Ensure no alcoholic beverages are consumed during meetings.
- Remove anyone who refuses to maintain order.

Trustees Shall:

- Conduct an annual review of the financial records of the Council and report to the Council Officers and member organizations the outcome of this financial review. Trustees will conduct this review for delivery to the Council officers by the end of February. The senior serving Trustee will brief the Veterans' Council on the results of the review at the March meeting.

Parliamentarian Shall:

- Ensure that Roberts Rules of Order (revised) are followed in the conduct of each Council meeting.
- Rule on any and all challenges to the chair that involve the use of Roberts' Rules of Order (revised).

Chaplain Shall:

- Attend to the spiritual needs of the Council and shall offer nondenominational prayers as called upon to do so by the Council.

**ARTICLE IV TERMS OF OFFICE
COUNCIL OFFICERS**

The terms of office for elected officers shall be for a period of one year starting at the January meeting, with the exception of the trustees whose term of office shall be for two years. Trustees shall be elected biennially and take office in January. The A-Term Trustee shall assume office in odd numbered years; and the B-Term Trustee shall assume office in the even-numbered year.

**ARTICLE VI
COMMITTEES**

Section 1 The standing committees of the Council shall be:

- a. **Transportation committee:** Coordinate with the MCVSO to determine the projected life cycles of vehicles operated for the administrative transportation of County veterans to VA medical facilities. Make recommendations to the Treasurer and the Council for conducting fund raisers to increase funds the Transportation Account.
- b. **Parade committee:** Responsible for planning and seeking approval from the Council for all parades and ceremonies conducted by the Council. Provides all community planning and participating organizations a copy of VCMC Guidance for Participation in Veterans' Day and Memorial Day Ceremonies and Activities.

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**ARTICLE VI
COMMITTEES (continued)**

- c. **Bylaws Committee:** shall be appointed by the Chairman and have responsibility of reviewing all bylaws and recommending acceptance or non-acceptance.

**ARTICLE VII
EXECUTIVE BOARD**

Section 1 The Executive Board shall consist of the following six elected officers:
Chairman, Vice Chairman, Secretary, Treasurer, and Two (2) At Large Directors

Section 2 The Executive Board will meet when called by the Chairman or Vice Chairman. Three (3) members shall comprise a quorum.

Section 3 The Executive Board shall have the authority to make expenditures up to and including the amounts of budget items in the approved Annual Council Budget. Authority of the Executive Board for non-budgeted expenditures is limited to \$500.

Section 4 It is the duty of the Executive Board to meet and to recommend policy and procedures to the Council as to the conduct of its business.

Section 5 Minutes will be taken of the Executive Board Meetings. The Chairman will report all decisions of the Executive Board orally at the next regular meeting of the Council.

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

Section 1 The most recent edition of "Roberts Rules of Order" will govern all meetings of the Council.

Section 2 The Council Chairman will be eligible to vote in the event of a tie on any business before the Council.

Section 3 The officers, delegates to the Council and member organizations are prohibited from using the name of the Council in any partisan politics.

Section 4 The use of alcoholic beverages or illegal drugs will not be permitted during meetings of the Council.

Section 5 Bylaws of this organization can only be changed under the following provisions:

- a. Any proposed changes to the organizations bylaws must be submitted in writing to all member organizations at least one meeting prior to the voting on said changes. A 2/3 majority of those member organizations delegates present and voting will be required to pass all bylaw changes.
- b. A member organization will be deemed to have been given written notice of bylaw changes if said members delegate to the Council is present and receives a copy of the proposed changes at least one meeting prior to the voting on the bylaw changes.

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**ARTICLE VIII
MISCELLANEOUS PROVISIONS (continued)**

- c. Electronic notification will be made to all member organizations at least 15 days prior to voting on the bylaw changes.

**ARTICLE IX
EFFECTIVE DATE**

These bylaws shall be effective as adopted by a 2/3 vote of the quorum present at the scheduled meeting of the **Veterans' Council of Martin County Inc.**, September 10, 2015, as recorded below and signed by the current officers.

Chairman  George Mittler

Secretary  Lewis Jones