

JOHNS CREEK VETERANS ASSOCIATION, INC.

BYLAWS

JULY 2017 (Revision 2)

ARTICLE I
ASSOCIATION

Section 1. The name of the association shall be “JOHNS CREEK VETERANS ASSOCIATION, Inc. (JCVA)” (“the Association”)

Section 2. The JCVA shall have as its purpose the promotion of the welfare of the City of Johns Creek U.S. military veterans, the U.S. veteran community in the surrounding areas, and the support for as well as collaboration with other veteran-based organizations. A further purpose shall be to raise awareness within the Johns Creek community to understand and appreciate the contributions veterans made and those that they continue to make on behalf of their community and country.

Section 3. The JCVA exists as a non-profit **veteran association organized as a IRS approved 501(C)(19) organization** and sponsored by the City of Johns Creek. The Association was organized by U.S. veterans of the City and does not discriminate based upon age, sex, race, national origin, or religion.

Section 4. The Association shall share, manage and maintain the use of the common, public facilities of Park Place at Newtown Park, Johns Creek, during business meetings, recreation and social activities of the members and their guests.

The address of the office of the Association shall be 3125 Old Alabama Rd., Johns Creek, GA 30022.

ARTICLE II
MEMBERSHI
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Section 1. Requirements for membership are –

- Successfully completed a period of active military service of not less than 90 days. **The sole exception being in the event of a medical discharge after 30 days of active service**
- Actively serving, or as a member of the National Guard and Reserve component, and/or has received a separation from service under honorable conditions.
- A resident of Johns Creek or neighboring communities, **unless a member is installed as an Honorary Lifetime Member as in the case of a Medal of Honor Recipient.**

The Membership Committee shall interview/approve new members pending a

review of the DD-214 or equivalent (as required for IRS reporting), the completion of an orientation, and payment of dues.

Section 2. The Board of Directors may establish annual dues with the ratification of the general membership which will be consistent with the tax and non-profit status of the organization. Dues shall be payable not later than December 31st of the year immediately proceeding the upcoming calendar/fiscal year beginning January 1 and ending December 31.

Section 3. A dues-paid “membership” shall entitle the veteran holding the same to one vote and shall be referred to herein as a “member” of the Association.

ARTICLE III OFFICERS

Section 1. The officers of the Association shall consist of a President, an Immediate Past President (unelected), a Vice- President, a Secretary, and a Treasurer, and two (2) Trustees. The officers shall be Association members and shall serve for a ~~one~~two-year term from January 1 immediately following the date of election through December 31 of the following year. An officer may serve no more than two (2) consecutive terms for the same office. The exception being that of the position for Immediate Past President whose duration of term in office begins and ends with the corresponding term of his elected successor. The officers shall be nominated by a Nominating Committee of concerned members who volunteer for such purpose, and the officers shall be elected by a vote of the membership, conducted during the month of October proceeding the year an officer shall take office. Open nominations, if any, must be submitted in writing to the Board of Directors before the October election. The President, Immediate Past President, Vice-President, Secretary, and Treasurer shall serve on the Board of Directors and as the corresponding officers of the Johns Creek Veterans Memorial Walk Association, a 501 (C)(3) organization.

Section 2. The President shall be the Chief Executive Officer of the Association and shall have general and active management responsibilities of the operation of the Association. The individual elected to the position of President must be a resident of the City of Johns Creek and shall be 62 years of age or older. S/he shall be responsible for the administration of the Association, general supervision of the policies of the Association, and general and active management of the financial affairs of the Association. The President shall approve of and attest to by his/her signature affixed to all Audits of the Association’s finances and real property. S/he shall only borrow money on behalf of the Association pursuant to specific authority from the Board of Directors and based upon a vote of the Association membership. The President shall have the authority to institute or defend legal action where the Board deems it appropriate or where the Board is deadlocked and the President deems such is reasonable and in the best interest of the Association. The President serves as an *ex officio* member of all committees, both Standing and Special.

Section 3. The Immediate Past President shall serve in an unelected capacity whose term corresponds to that of his/her elected successor. S/he shall assist, advise, and

recommend to the President and serve in any capacity as directed by the President. The President may designate the Immediate Past President to preside over the Audit Committee.

Section 4. The Vice-President shall have and exercise all the power and authority of the President, including the signage of Association documents, during the absence, or the incapacity, of the President. The Vice-President serves as the Sergeant-At-Arms at all association meetings and events. The Vice-President shall be responsible for JCVA membership, including leading the annual Membership Drive, providing support for the Membership Committee, as well as other activities throughout the year to sustain/enhance membership as deemed appropriate by the Board of Directors. In addition, s/he shall perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors. In the event the office of the President becomes vacant, the Vice-President shall succeed to the office of the President and serve until a successor President is chosen according to these Bylaws.

Section 5. The Secretary shall keep, or cause to be kept, attendee lists and minutes of all meetings of the membership and of the Directors and have charge of the Minutes Book, the official seal, all legal documents and shall sign with the President such instruments as require such signature. The Secretary shall catalog and maintain all legal Association documents as well as other relevant and/or significant data that relate to the Association. The Secretary shall deliver all of the above to his/her successor prior to leaving office. S/he shall perform such other duties and have such other powers as may from time to time be delegated to him/her by the President or the Board of Directors. In the absence of the Secretary at any meeting, a Secretary pro tempore, as appointed by the President, shall perform his/her duties.

Section 6. The Treasurer shall be charged with the financial affairs of the Association and shall have the power to recommend action concerning the Association's financial affairs to the President and the Board of Directors. The Treasurer shall have custody of all the funds, and s/he shall keep full and accurate account of receipts and disbursements. The Treasurer and the President shall have joint signature authority on all Association bank account transactions. The Treasurer shall catalog and maintain all Association financial documents as well as other relevant and/or significant financial data including annual tax returns that relate to the Association. The Treasurer shall deliver all of the above to his/her successor prior to leaving office.

Section 7. The Trustees shall serve on the Audit Committee and in such capacity serve to conduct periodic and scheduled audits of membership records, financial records, and real property inventory records to ensure the financial and administrative integrity of the Association. Membership records shall be examined annually as of March 31 to ensure compliance with IRS rules governing 501(C)(19) veteran organizations. A real property audit shall be conducted each year as of June 30 to include an examination of the Association's property, all purchase orders, and receipts with a report submitted to the President and Board of Directors not later than the date of the September meeting. A complete annual financial audit shall be conducted as of December 31 with reports

submitted to the President for signature not later than by the date of the immediately following February meeting. Trustees may advise and recommend actions but do not have a vote on the Board of Directors. They may perform other duties as assigned.

Section 8. Assistants to the Secretary and Treasurer may be appointed and shall have such duties as may be delegated to them by the President or the Board of Directors. Any member of the Association may serve as an assistant. These assistants do not have a vote at Board of Director meetings. In the event that a Quartermaster is appointed to assist the Treasurer, said individual shall, for the purposes of the Association's activities, make purchases on behalf of the Association as directed, submit all purchase orders, bills of lading and receipts to the Treasurer, secure, store, and maintain in serviceable order all real property of the Association. The Quartermaster shall conduct monthly audits of all real property and submit same to the Treasurer for safekeeping. The Quartermaster ensures that all items required for Association functions are made available, in working and/or serviceable order, at the appointed place and time where used.

Section 9. Elected officers may be removed for cause from office by a majority vote of the membership in good standing present in accordance with the Bylaws due to acts of malfeasance, gross negligence, misrepresentation, or actions that discredit the Association.

ARTICLE IV DIRECTORS

Section 1. Subject to these Bylaws, and any other lawful agreement between the membership, the full and entire management of the affairs and business of the Association shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Association including the assessment of dues.

Section 2. The Board of Directors shall consist of the Officers of the Association and Chairpersons of the Standing Committees.

Section 3. The President or the Board of Directors may appoint an individual to fill the unexpired portion of the term of any Director which may become vacant prior to the expiration of the term of such Director. Such person shall assume the duties of such Director as officer or committee chairperson as the case may be. Any Director may be immediately removed, with cause, from their position by a majority vote of the remaining Directors.

Section 4. All Directors shall deliver all documents, signs, equipment, hardware and software acquired on behalf of the Association, that were used by them or their committee during the course of their Association activities, to their successors prior to leaving their position.

Section 5. In summary, The Board of Directors with power to vote shall consist of the four (4) elected Officers, the Immediate Past President, and the Standing

Committee Chairpersons (as defined in Article V).

ARTICLE V
COMMITTEES and STAFF

Section 1. The Standing Committees of the JCVA are as follows:

1. Audio/Visual Histories, Community Outreach, and Social Event/Activities
2. Membership, Veterans Relations and Support
3. Budget Committee
4. **Audit Committee**
5. Johns Creek Veterans Memorial Walk

Section 2. All committee chairpersons shall be appointed and/or removed by the Board of Directors

Section 3. These standing committees shall hold meetings at a time and place to be determined by each committee chairperson.

Section 4. The chairperson of each committee shall determine the size, makeup and action plan for approval by the Board. The chairperson shall report committee progress to the Board on a routine basis.

Section 5. It shall be the sole duty of the committees to draft any proposal to go before the Board of Directors for acceptance or rejection.

Section 6. Any member of the Association may volunteer to serve on any standing committee. Membership on committees shall be made up of Association members **in good standing** only; and committee members shall be the only ones entitled to cast a vote to bring a proposal out of committee.

Section 7. The Chairperson position for each committee shall be a voting member of the Board of Directors.

Section 8. Special appointed committees and task forces, dealing with specific topics of a limited duration, may be formed by the Board of Directors. Any member of the Association may volunteer to serve on these committees. The chairs of these special committees or task forces do not have a vote at Board of Directors meetings.

Section 9. The Board of Directors may add, remove, combine or otherwise alter the list of Standing Committees as is deemed necessary to maintain the purpose of the Association.

Section 10. In addition to the above Officer and Committee Chair Positions,

the Association shall include members in Staff positions, such as, Chaplain, Service Officer and City of Johns Creek Liaison. The City Liaison shall be appointed by the City Manager and may hold an Officer, Committee Chair or Staff position as determined by the Association Board of Directors.

ARTICLE VI
MEMBERSHIP
MEETINGS

Section 1. The Annual Meeting of the membership of the Association shall be in January. Additional membership meetings (special meetings) of the membership may be called as determined by the Board of Directors.

Section 2. The Annual Meeting will be held to review the prior year's activities and results, install the Officers selected in the October elections, review the state of the Association and present the plans and budget for the upcoming year.

Section 3. Special meetings of the membership may be called by the President, the Board, or by written petition to the President of at least 25% of the outstanding memberships of the Association, upon not less than 10 days prior notice to all members. Notice of any special meeting of the membership shall state the purpose or purposes for which the meeting is called. Attendance and voting at such meetings shall be as prescribed by the Board of Directors.

Section 4. At all membership meetings, the Secretary shall provide a sign-in log and shall reference a current list of members.

Section 5. At all meetings of the Association, business shall be conducted as prescribed by the Board.

Section 6. Visitors and/or non-members who are present to speak on a specific topic may do so at the discretion of the Board.

ARTICLE VII
MONTHLY
MEETINGS

Section 1. The monthly meetings of the Board of Directors of the Association shall be scheduled for the year at the Annual Meeting. The Board shall determine the date, time and location for these meetings and notify the membership. Board meetings are open to all interested members of the Association. Member participation is encouraged.

Section 2. At all Board meetings, Board members shall be entitled to cast one vote (in person, by proxy or other mechanism approved by the Board).

Section 3. For the transaction of business, a quorum shall constitute 50% of the entire Board (in person or by proxy). All resolutions adopted by the Board shall require a vote of a majority of the Directors (in person or by proxy).

Section 4. The Officers may meet prior to any meeting to set the agenda, however no business shall be conducted at the agenda-setting meetings.

Section 5. Special meetings of the Board may be called at any time by the President or any two other Directors on seven calendar days' notice and are open to all association members.

Section 6. Any meeting of the Board of Directors must be held within the City of Johns Creek or as otherwise agreed by all board members.

Section 7. All meetings shall be conducted in accordance with rules established by the Board. Minutes of board meetings will be taken and recorded by the Secretary.

Section 8. Visitors and/or non-members who are present to speak on a specific topic may do so at the discretion of the Board.

Section 9. In addition to the monthly Board of Directors meeting, a monthly membership/social meeting shall be scheduled. This meeting will be used as an open forum for discussion of topics of interest as well as casual, social activities. Usually, no Board votes will be taken at these meetings. However, minutes shall be recorded.

ARTICLE VIII AMENDMENT

Section 1. These Bylaws may be amended by an affirmative vote (either in person, by proxy or other mechanism provided by the Board) of a majority of the membership votes cast or as otherwise stated in these Bylaws.

ARTICLE IX LIABILITY

Section 1. The Association shall obtain and shall continuously maintain insurance of the kind and in the minimum amounts specified as follows:

- A. Comprehensive General Liability insurance with minimum combined single limits of Three Million Dollars: (\$1,000,000) per occurrence and (\$2,000,000) in the aggregate. The policy shall be applicable to all premises and all operations of the Association. The policy shall include coverage for bodily injury, broad form property damage (including completing operations), personal injury. Such insurance shall be endorsed to the City of Johns Creek, and its elected officials, officers, employees

and agents as additional insured parties. A copy of this policy shall be provided to the City Risk Manager at 12000 Finley Road, Suite 400, Johns Creek, GA, 30097.

- B. Director and Officer Insurance Coverage. The Association shall indemnify and hold harmless every Officer and Director from and against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such Officer or Director in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the Board of directors) to which he or she may be made a party by reason of being or having been an Officer or Director, whether or not such person is an Officer or Director at the time such expenses are incurred. The Officers and Directors shall not be liable for any mistake of judgement, negligence, or otherwise, or for injury or damage caused by any such Officer or Director in the performance of his or her duties, except for his or her own individual willful misfeasance or malfeasance. The Officers and Directors shall have no personal liability with respect to any contract or other commitment made by them in good faith, on behalf of the Association, and the Association shall indemnify and hold harmless each such Officer and Director against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive to any other rights to which any Officer or Director, or former Officer or Director, may be entitled.

EFFECTIVE DATE

These By Laws shall become effective immediately upon approval by a majority of members in good standing present voting in support for their adoption at the time and manner prescribed.