

HERITAGE PALMS

VETERANS

ASSOCIATION

BY-LAWS

ARTICLE 1: Intent

These Bylaws are intended to supplement and implement provisions of Florida law and to the Certificate of Incorporation to this corporation with respect to the guidance and regulation of its affairs. The corporation Heritage Palms Veterans Association is alternately referred to herein as HPVA.

ARTICLE 2: Purpose

The purpose of HPVA shall be as follows:

- A. The HPVA was formed by members of the Heritage Palms Golf & Country Club who served in the U.S. Military or its Allies during time of War or Peace and received an Honorable Discharge. The primary purpose of the HPVA will be, through social activities and other fund-raising events, to raise funds to assist US military veterans suffering from injuries or disabilities related to their military service.
- B. The HPVA will also offer financial contributions to existing charitable organizations that provide assistance to US military veterans
- C. The HPVA will offer financial support to any activity that perpetuates the memory of any veteran from Southwest Florida who died while in the service of the US military.

ARTICLE 3: Membership

SECTION 1: Types of Membership

- A. Individual Membership... Member, Employee or Seasonal Renter of Heritage Palms Golf & Country Club and is a Veteran of the United States Military or its Allies.
- B. Auxiliary Membership... Spouse, Sibling or Life Partner to a HPVA member in good standing.
- C. Special Exemption Membership. A Veteran or person whose life's achievements or contribution to Heritage Palms merits membership to the HPVA.

SECTION 2: HPVA Admission Procedure, Members Rights, Discipline & Dues

- A. Prospective member submits a completed application.
- B. Membership Committee & Board of Directors reviews application and if approved, the member is welcomed at next membership meeting.
- C. Membership privileges in full is extended to all members of good standing and will include voting rights to elect or to be elected an HPVA Officer or member of the Board of Directors
- D. Membership dues to be determined by Board of Directors.
- E. Membership Discipline to be determined by Board of Directors who may suspend member for violations of HPVA rules as set forth by Bylaws or for good cause.
- F. A member in good standing may appeal any discipline action to the membership. A two thirds vote will be needed to overrule a HPVA Board of Directors disciplinary action.
- G. HPVA meetings to be determined by HPVA Board of Directors with timely notice to membership of date, time & place of meeting.

SECTION 3: Elections

- A. The HPVA will hold election of HPVA Officer ' s and Board of Directors at the Annual Election Meeting to be held in March of each year.
- B. All HPVA Individual Members in good standing will be allowed one vote by ballot, or absentee ballot.
- C. All Candidates for HPVA Officer or a Board of Director position will make their intent to be a candidate known to the Membership Committee no later than March 1st .
- D. All Candidates will be allowed time to present their positions to be elected at the March Election Meeting prior to casting of votes. The length of speaking time will be equal for each Candidate and will be determined by the Board of Directors.
- E. A majority of the votes cast shall determine the winner of each elected position

ARTICLE 4: Board of Directors

Section 1: Qualifications & Terms of Office

- A. Candidates for positions on the Board of Director must be a member of the HPVA and in good standing. He may not be a Candidate if his Spouse, Sibling or Significant Other already holds a position of Director or Officer in the HPVA. The Candidate needs to be elected by a majority of the voting membership of the HPVA. The term of office for the HPVA Board of Director position is two years. The same Candidate may serve if elected by majority vote a second term. If a Board Member is unable to fulfill his term, the remaining Board of Directors and Commander of the HPVA may appoint a HPVA member to fulfill the elected member's position until the next election cycle.
- B. There will be a total of nine members of the Board of directors. The positions are as fo llows:
 - Commander
 - Vice Commander
 - Quarter-Master (treasurer)
 - Secretary
 - 5 Committee Chairman.
 - a. Finance and Audit Committee
 - b. Membership and Election Committee
 - c. Health and Welfare Committee
 - d. Fund Raising and Charitable Contribution Committee
 - e. Publicity Committee

Section 2: Board of Directors Responsibilities

- A. Fix the hour, date and place of membership meetings.
- B. Insure that the decisions of the membership are carried out.
- C. Screen, approve or disapprove all candidates for membership.
- D. Select an independent legal counsel if needed.
- E. Select a three-member Internal Audit Committee to audit HPVA finances for each HPVA fiscal year. Fiscal year shall be the calendar year.
- F. To report the finding of the Audit Committee to the HPVA Commander.
- G. To ensure that Commander reports Audit findings to the HPVA Membership in a timely manner.
- H. To review any reported disciplinary actions of any Individual HPVA member(s).
- I. To approve or disapprove of any disciplinary actions recommended by the HPVA Commander.
- J. Appoint a three-member HPVA Nominating and Election Committee by January 1st of each year.
- K. To oversee election procedure as conducted by Election Committee.

Section 3: Board of Directors Regular & Special Meetings

The Board of Directors will meet once a month prior to Membership Meetings from October to April with the HPVA Commander and Officers to discuss the progress & business of the HPVA and its activities. The Chairman of the Board of Directors, duly elected by majority of his fellow Board Members will preside over the meeting. The Board of Directors may also call Special Meetings it deems necessary to the best interests of the HPVA and its membership. All HPVA meetings will be open to the HPVA Membership unless indicated otherwise by the Chairman of the Board of Directors. For an action to be taken, a majority vote of the Board Members needs to ratify said action. All Board of Directors actions, recommendations & findings will be reported to the HPVA Membership at the next regular membership meeting by the HPVA Commander.

Article 5: HPVA Officers

Section 1: Qualifications, Titles, Terms & Removal

- A. Any Individual Member of the HPVA in good standing may seek to be elected to the position of Officer provided his Spouse, Sibling or Significant Other is not already an Officer or Board of Director member.
- B. There will be four Officers, Commander, Vice-Commander, Quarter Master, and Secretary to be elected by majority of HPVA Membership.
- C. Each Officer will serve a two-year term and no more than two consecutive terms.
- D. Any Officer can be removed for good cause to be determined by the Board of Directors. The Officer may appeal removal to the membership and will need two thirds vote of membership to override removal.

- E. In the event a member cannot fulfill his obligations, his/ hers position can be filled by a HPVA member in good standing, appointed by the HPVA Commander, with approval of the Board of Directors. The vacated position to be filled by HPVA membership vote at the next election cycle.

Section 2: Commander Responsibilities

- A. Preside over all HPVA Regular Membership meetings.
- B. Appoint a Sergeant at Arms to take attendance & assist to preserve orders at meetings.
- C. Appoint a Web-Master and oversee maintenance of HPVA website.
- D. To carry out decisions & recommendations provided by the Board of Directors.
- E. To investigate any disciplinary actions of any HPVA member.
- F. To recommend any disciplinary action of HPVA member(s) to the Board of Directors.
- G. Be responsible for the day to day operation of the HPVA.
- H. To oversee maintenance of HPVA records, e-mail account
- I. To authorize & countersign with Quarter-master all HPVA checks over \$500.00.

Section 3: Vice Commanders Responsibilities

- A. To perform the duties of the HPVA Commander when the Commander, for any reason is unable to carry out his responsibilities.
- B. To perform the duties of HPVA Commander if that position should become vacant.
- C. To perform any reasonable action requested by the HPVA Commander.
- D. To aid & advise the HPVA Commander when needed.

Section 4: Quarter-Master Responsibilities

- A. To receive all funds of the HPVA and to deposit said funds to the HPVA bank account within 5 business days and maintain the HPVA checkbook.
- B. Keep a written account of all HPVA funds received and disbursed.
- C. To render a current financial report to be read at each HPVA Membership meeting.
- D. To countersign all HPVA checks of \$500 .00 or over with the Commander or Vice Commander.
- E. To perform any reasonable action requested by the HPVA Commander.
- F. To aid & advise the HPVA Commander when needed.

Section 4: Secretary's Responsibilities

- A. To record and maintain the minutes of each Regular Membership meeting.
- B. To maintain a record of any written reports submitted by HPVA Committees or Officers.
- C. To maintain a copy of Roberts Rules of Order for use at all Regular Membership meetings.
- D. To perform any reasonable action requested by the HPVA Commander.
- E. To aid and advise the HPVA Commander when needed.

ARTICLE 6: Committees

Section 1: Board of Directors Committees

A. Finance & Audit Committee.

Three-member committee to review all financial/budget records of the HPVA and to report to the Board of Directors any positive or negative findings of that review. To make any recommendations they feel will be to the best interests of the HPVA Membership.

B. Membership and Election Committee.

Three-member committee to oversee the yearly election of Board of Director and Officer Candidates. To recruit able candidates to run for positions on the HPVA Board of Directors. To report to the Board of Directors the results of any election conducted to the Board of Directors and Commander. Elections will be staggered. Board of Directors on odd numbered year, Officers on even numbered year. To keep the membership actively growing in numbers by talking to HPGCC members to ensure we sign up as many Veterans in our community as possible.

C. Health & Welfare Committee.

Three-member committee responsible to extend expressions of sympathy to any HPVA member in need due to illness or hospitalization. To make notification of any death of HPVA member to the HPVA Board of Directors, Commander, Web-Master & Membership. To arrange the giving of any sympathy gift, card or expression to a HPVA member as directed by the HPVA Board of Directors or Commander.

D. Fundraising and Charitable Contributions Committee

Five-member committee which will organize and run fundraising/social events of the HPVA to include, but not limited to, an annual golf tournament. The committee will assist in soliciting sponsors and donors for these events, as well as identifying potential corporate sponsors for the HPVA. They will coordinate with the appropriate staff of Heritage Palms Golf Club to arrange dates, times, appropriate space, food and beverages, etc., for all HPVA events. This committee will also help identify appropriate potential recipients of contributions from the HPVA, and submit them to the Board of Directors for approval.

E. Publicity Committee

Three-member committee responsible for appropriate publicizing of all HPVA events. The committee will be responsible for keeping the web master informed of all HPVA activities so that appropriate photos, messages, etc . can be posted to the HPVA web site. The committee will also see that upcoming HPVA events are published in the Heritage Palms Community newspaper "Between the Palms11 . The committee will also establish contacts with local media so that contributions made by the HPVA to local veterans or Veteran Organizations can receive the appropriate publicity.

ARTICLE 7: By-Law Change

Any member in good standing may request a By-Law change. It must be submitted in writing to the HPVA Commander who will review and with recommendation present to the Board of Directors in a timely manner. The Board of Directors will review the proposed By-Law change and approve or disapprove. Any change to the By-Laws must be approved by a two thirds quorum vote of the Membership and if approved, published to the entire Membership of the HPVA in a timely manner.

Article 8: Conflict of Interest Policy

It will be the duty of Board of Directors, Officers, Committee members, Auxiliary members and Individual members of the HPVA to disclose any financial or investment interest that conflicts with the best interests of the HPVA and its membership

Article 9: Dissolution Policy

Should the Board of Directors determine that the HPVA is to be dissolved as an active organization, all remaining 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.