

# VETERANS CLUB OF CELEBRATION, Inc AMENDED BY-LAWS



9 December 2022

## ARTICLE I

### NAME

The name of the organization shall be the Veterans Club of Celebration, Inc. (hereinafter referred to as the “VCC”), which consists of the Veterans Club of Celebration, Inc. and the Veterans Club of Celebration Auxiliary.

## ARTICLE II

### OBJECTIVE

The objective of the VCC is to promote awareness and interests in veteran’s affairs and to participate in community and civic activities.

## ARTICLE III

### MEMBERSHIP REQUIREMENTS

Membership in the VCC is open to any veteran who has served honorably in any branch of the United States military, National Guard or Reserve Forces, regardless of race, color, creed, gender, gender expression, sexual orientation or ethnic background.

Membership in the Auxiliary is open to any spouse, widow/widower, partner, or adult child of any active duty or honorably discharged United States military veteran, regardless of race, creed, gender, gender expression, sexual orientation, or ethnic background.

## ARTICLE IV

### CODE OF CONDUCT

The Veterans Club Code of Conduct is intended to help everyone comply with all applicable laws, rules and regulations and applies to every member.

Violations of our Code, policies or the law can lead to disciplinary action up to and including termination.

1. **Positive Environment.** We are committed to building and maintaining a positive, safe, diverse and inclusive environment. We have expectations about the way we deal with one another, and certain types of behavior are not acceptable.
  - We do not tolerate harassment. This applies whether the person being harassed or doing the harassing is a member or non-member.
  - Harassment involves a pattern of abusive and degrading conduct (such as, among other things, verbal abuse, sexually explicit or derogatory comments or images,

mimicry, unwanted touching, or lewd or offensive gestures or jokes) that someone did not solicit or invite and which the harassed person reasonably regards as undesirable or offensive. Harassment also may take the form of bullying, as when an individual or group seeks to intimidate, degrade, humiliate or undermine others.

**2. Personal Identification Information (PII).** We are committed to handling personal data responsibly and in compliance with all applicable laws. Personal data includes, any data that could be used to identify or locate individuals, such as names, dates and places of birth, addresses, email addresses or other government identification numbers, etc. This means that we as a club and as individuals where our duties involve the use of such data, are required to:

- Understand and adhere to the privacy laws and regulations that apply to any personal data
- Collect and use personal data only for appropriate club purposes
- Limit access to personal data to individuals who need it for legitimate club purposes

## ARTICLE V

### THE BOARD OF TRUSTEES AND AUXILIARY BOARD OF TRUSTEES

#### Section 1 - Members and Term

With the exception of events detailed in “Section 2” herein, the Board of Trustees (hereinafter referred to as the “BOT”) shall consist of five (5) Officers, including the Commander, Vice Commander, Secretary, Treasurer and Sergeant at Arms. Officers shall be elected in accordance with “Article X – Voting” herein. The positions of Chaplain and Public Information Officer shall be appointed by the BOT. All Officers either elected or appointed, shall serve a one-year term commencing 1 January and ending 31 December of the calendar year.

With the exception of events detailed in “Section 2” herein, the Auxiliary Board of Trustees (hereinafter referred to as the “ABT”) shall consist of four (4) Officers, including the President, Vice President, Secretary of the Auxiliary and Treasurer of the Auxiliary. Officers shall be elected in accordance with “Article X – Voting” herein. All Officers shall serve a one-year term commencing 1 January and ending 31 December of the calendar year.

#### Section 2 - Vacancy and Replacement

In the event that a BOT/ABT Officer, either voluntarily or involuntarily, is unable to complete his/her tenure, for any reason whatsoever, the BOT/ABT shall, except for the Commander’s position, select a successor to fulfill the obligations and responsibilities of the vacated office for the remainder of the unexpired term.

In the event that the Commander, either voluntarily or involuntarily, is unable to complete his/her tenure, for any reason whatsoever, the incumbent Vice Commander shall assume the

obligations and responsibilities of the vacated Commander's office for the remainder of the unexpired term and the BOT shall appoint a new Vice Commander.

In the event that an ABT President, either voluntarily or involuntarily, is unable to complete his or her tenure, for any reason whatsoever, the ABT shall select a successor to hold such position for the remainder of the unexpired term.

### **Section 3 - Termination of BOT/ABT Status**

BOT/ABT status by any member thereof, may be terminated, with or without cause, as determined by a two-thirds majority, quorum vote, of the VCC membership that is duly assembled specifically for the purpose of the termination proceedings. A quorum for termination proceedings shall consist of a minimum of 50% plus one of the VCC members who have paid their current membership dues.

### **Section 4 – Compensation**

All VCC membership and activities, and service by Officers, on behalf of the VCC, shall be voluntary and therefore ineligible for monetary compensation of any nature, except for reimbursement of actual and reasonable authorized costs and expenses incurred by members or officers in the performance of VCC requirements. Nothing inferred herein, shall create, or otherwise indicate an employer/employee relationship.

## **ARTICLE VI**

### **OFFICERS AND THEIR DUTIES – BOT**

**A. Commander:** The Commander shall serve as the senior Officer of the VCC. The Commander shall, unless otherwise delegated, in whole or in part, supervise all activities of the VCC, serve as an ex-officio member of all committees and act as the official spokesperson on all matters of public interest concerning the VCC.

**B. Vice Commander:** The Vice Commander shall serve as a proxy for the Commander, as needed, and perform such other duties, on behalf of the VCC, as may be required. The Vice Commander shall, with the Sergeant at Arms, conduct the POW/MIA Ceremony.

**C. Secretary:** The Secretary shall serve as the primary recorder and archivist of VCC activities, including voting tabulations and the preparation and distribution of minutes of pertinent meetings and other proceedings. The Secretary shall assure that all legally required documents are properly prepared and executed in a timely manner, and upon approval by the BOT, forward such documents to the appropriate regulatory or governmental authorities.

**D. Treasurer:** The Treasurer shall as the principal financial officer of the VCC, receive and deposit in the appropriate bank account(s), all funds, of any nature received by the VCC, assure that all payments are made in a timely manner, maintain account records and prepare a statement of income and expenditures for presentation to the general membership at their regularly

scheduled meetings. The Treasurer may from time to time, utilize VCC funds, for necessary VCC costs and expenses without prior BOT approval, provided that such costs and expenses do not exceed fifty dollars (\$50.00). All expenditures in excess of the aforementioned amount shall be approved by the BOT prior to such expense(s) being incurred.

In the event that the VCC be dissolved for any reason whatsoever, the assets of the VCC shall, under the direction of the BOT, be distributed by the Treasurer to one or more exempt organizations in or in close proximity to the Celebration, Florida area that promotes similar purposes of the VCC, as stated herein.

**E. Sergeant At Arms:** The Sergeant at Arm’s duties shall include assuring that the VCC’s meeting space is properly prepared, maintained and dismantled for meetings and other activities, including any special accommodations required by guest speakers. The Sergeant at Arms shall call the honor guard to order, assure that the Nation’s and VCC’s Colors or banners are properly displayed, stored, and protected at all times and that good order and discipline are adhered to by attendees, during all VCC activities.

## ARTICLE VII

### NON-BOT POSITIONS

**A. Public Information Officer (PIO):** The PIO shall act as the primary liaison for BOT approved communications and coordination between the VCC and the general public, other organizations and the media.

**B. Former Commanders:** Former Commanders are encouraged to serve in an emeritus capacity to mentor the current Commander and Board of Trustees. Former Commanders are not eligible to vote on BOT issues.

**C. Chaplain:** The chaplain shall provide appropriate pastoral, spiritual and emotional support to the membership. The Chaplain will conduct a short ecumenical prayer at the opening of VCC meetings and events and provide comments regarding updated information on the status of recently discovered remains of “MIA” veterans of all wars and conflicts. The Chaplain shall provide salient information regarding significant health issues of members suffering from illnesses and provide appropriate, general, and spiritual guidance in the event of a member’s death.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES – ABT

**A. President:** The President shall preside at all meetings of the Auxiliary and the ABT. The President shall, unless otherwise delegated, in whole or in part, supervise all activities of the Auxiliary, serve as an ex-officio member of all committees and act as the official spokesperson on all matters of public interest concerning the Auxiliary.

**B. Vice President:** The Vice President shall serve as a proxy for the President, as needed, and perform such other duties, on behalf of the Auxiliary and ABT, as may be required.

**C. Secretary of the Auxiliary:** The Secretary of the Auxiliary shall serve as the primary recorder and archivist of the Auxiliary's activities, including voting tabulations and the preparation and distribution of minutes of pertinent meetings and other proceedings. The Secretary of the Auxiliary shall assure that all legally required documents are properly prepared and executed in a timely manner, and upon approval by the ABT, forward such documents to the appropriate regulatory or governmental authorities.

**D. Treasurer of the Auxiliary:** The Treasurer of the Auxiliary shall receive and deposit in the appropriate bank account(s), all funds of the Auxiliary and the ABT, maintain account records and prepare a statement of income and expenditures for presentation to the Auxiliary membership at their regularly scheduled meetings.

## **ARTICLE IX**

### **MEETINGS**

#### **Section 1 - Time and Location**

Monthly Meetings: Unless otherwise stated, monthly open meetings of the VCC shall be held on the second Thursday of each month, at 1830 hours, at a place to be determined by the BOT. Monthly meetings of the Auxiliary shall be held on the third Thursday of each month at a place and time to be determined by the ABT. The Secretary will distribute minutes of all meetings to members via email.

#### **Section 2 - Special Meetings**

Special Meetings: Special meetings to address imminent or critical matters may, from time to time, be scheduled for purposes of covering topics outside the normal scope or scheduling constraints of the regular monthly meetings. Special meetings shall, when circumstances warrant such action, be convened by the BOT or the ABT, via e-mail notification to the membership, at least 48 hours prior to the meeting. The date, time, location, and purpose of the special meeting shall be included in the notification. When practical, Special Meetings may be incorporated into regularly scheduled monthly meetings.

## **ARTICLE X**

### **VOTING**

Each member and officer in good standing shall be entitled to one (1) vote on each issue and/or candidate(s) for BOT/ABT membership position(s) that require a vote by the VCC's general membership. Each Officer, regardless of the number of board positions held by such Officer, shall be entitled to one (1) vote on each issue requiring a vote by the BOT or the ABT.

Votes by the membership may be cast in person or by a written or electronic proxy that has been transmitted, prior to the voting meeting being called-to-order, by an absentee member to one of the Officers on the BOT.

## **ARTICLE XI**

### **Nominations**

Nominations for BOT/ABT positions may be submitted, by any member in good standing, during the time period when nominations are being accepted, either in person during VCC meetings or via email to [celebrationvets@outlook.com](mailto:celebrationvets@outlook.com). Electronically submitted nominations must be received at the above stated e-mail address no later than one (1) day prior to the call-to-order of the scheduled voting meeting.

## **ARTICLE XII**

### **Parliamentary Procedures**

The order of business conducted at all meetings shall follow “Robert’s Rules of Order” (latest revision).

## **ARTICLE XIII**

### **Minutes**

Minutes of all meetings, as formatted, distributed and archived by the Secretary, shall be kept in a businesslike manner and available for review by the membership and the BOT/ABT at all reasonable times.

## **ARTICLE XIV**

### **Committees**

Committees shall be appointed by the BOT/ABT and shall remain intact and operational, until the objective of the committee is carried out. Committees shall appoint a chairman and provide regularly scheduled progress reports during monthly meetings, to the BOT/ABT and the membership, regarding its activities.

## **ARTICLE XV**

### **Activities and Dues**

Members are encouraged to suggest appropriate civic, educational, or recreational activities to the BOT/ABT for consideration, at any reasonable time. Allocation of VCC/ABT funds related to expenditures for such approved activities shall require the written approval of a minimum of three (3) Officers.

Annual membership dues will be assessed annually. Annual dues for new members joining the club subsequent to January of a calendar year shall be prorated at the rate of one dollar (\$1.00) per month for each remaining month(s) of a calendar year.

Optional, lifetime membership dues in the amount of one-hundred-dollars (\$100.00) may be paid in lieu of annual dues at the discretion of individual members. Lifetime dues are not transferable as a right of survivorship. Members serving on active duty and members over 85 years old are exempt from paying dues.

Recurring member dues shall be collected in January and new member dues within thirty (30) days of the commencement of their membership in the club. The Treasurer will as necessary, announce to the general membership that current or delinquent dues are outstanding. The Treasurer shall not, however, be obligated to collect dues that become delinquent on an individual member basis. Non-payment or delinquent dues may, at the sole discretion of the Board, be grounds for denying such affected members, “member-in-good-standing” status, including but not limited to, club voting rights and privileges. The BOT/ABT shall have the right, but not the obligation, to waive the payment of annual membership dues for individuals that could suffer unnecessary hardship as a result of such payment of dues.

## **ARTICLE XVI**

### **Amendments to the By-Laws**

The Bylaws may, upon a two-thirds majority vote by the membership in attendance, be amended at any specially called meeting in compliance with Article IX, Section 2, herein. The foregoing Bylaws were approved by the Members of the Organization in a regular meeting on 9 December 2022.