

**CODE OF REGULATIONS**  
**OF**  
**JOINT VETERANS COUNCIL**  
**OF**  
**CUYAHOGA COUNTY**

A Non-Profit Ohio Corporation Incorporated March 16, 2006

Amended and Adopted 8<sup>th</sup> of October, 2013

**ARTICLE I**

**MISSION STATEMENT**

Said organization, Joint Veterans Council of Cuyahoga Council (hereinafter JVCOCC or corporation) is organized exclusively for educational and charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Said organization's support shall be through private as well as public donations and the sponsoring of its activities and events.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by corporation contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 and both (a) and (b) corresponding provision of any future United States Internal Revenue Law.

Upon Dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the 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 so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 II**

**MEMBERSHIP**

**Section A. Voting Members.** Voting membership in the JVCOCC shall consist of its' members on the Board of Directors as permitted in the Ohio Revised Code 1702.14 . An organization becoming a member of the JVCOCC, at their first annual meeting subsequent to their admission to the JVCOCC select in such manner as their Constitution and By-Laws shall provide, two delegates and two alternates to the JVCOCC. Voting delegates must be full members of their organization and in good standing with their respective organization. Each authorized organization shall be allowed only (3) votes, meaning one (1) vote each by the two voting delegates and their county wide commander. Representatives of an organization shall not be permitted to vote unless their organization is in good standing.

**Section B. Eligible Veteran Organizations** are those that have been or are formed through membership of veterans who have served in any branch of the Armed Services of the United States of America, recognized by the Corporation as such, and which present to the Corporation substantiating documentation as to their status as a Veterans' organization and operating within Cuyahoga County. These Veterans' organizations that have been duly organized and are authorized to associate with the Corporation are required to have their own officers, develop their own membership, and adopt their own code of regulations. The member Veterans' Organizations purposes and activities cannot be in conflict with the purposes, goals, laws and regulations governing the Corporation.

**Section C. Associate Members.** Associate membership shall consist of non-voting members who have shown an interest in the aims and programs of the Corporation and the Committees associated with the corporation.

**Section D. Membership Dues.** The JVCOCC retains the right to require membership dues which shall be determined at the discretion of the Board.

### **ARTICLE III**

#### **DIRECTORS**

**Section A. Authority.** The Board of Directors shall exercise, conduct and control the powers, property and affairs of the Corporation, and formulate policy for the Corporation.

**Section B. Number, Term of Office, Election, and Filling of Vacancies of Directors.** Directors shall not be less than five (5) in number, or as shall be determined by the Board of Directors from time to time. The initial Directors shall be those board members listed on the exhibit incorporated herein by reference, to hold office until qualification and approval of their respective successors. Thereafter, the Board of Directors shall be self-perpetuating and shall be those persons presented and approved as delegates and commanders of the JVCOCC member organizations authorized to associate with the Corporation. Countywide organizations accepted to associate with the Corporation at an annual meeting of the Board of Directors or at such other time as shall be determined by the Board of Directors from time to time, by simple majority vote, will be eligible to designate delegates and have the delegates and their countywide commander represent them per the rules of these code of regulations. Vacancies in the Board of Directors shall be filled by the organization that had a delegate or commander vacancy as prescribed by this Code of Regulations, then qualified and approved by simple majority vote of the JVCOCC Board of Directors.

**Section C. Annual Meetings.** Annual meetings of the Board of Directors for the purpose of election of Directors and officers, and for the consideration of any other business that may be properly brought before it, shall be held at such time and place as the Board may designate, during the first quarter of the calendar year.

**Section D. Regular Meetings.** Regular meetings of the Board of Directors shall take place at least quarterly and may be held at such time and place as the Board may from time to time determine.

**Section E. Special Meetings.** Special meetings of the Board of Directors may be called by the President, or upon written request of at least four (4) Directors.

**Section F. Notice of Annual, Regular and Special Meetings.** Notice of annual and regular meetings shall be given to each Director (personally, by regular or electronic mail, telephone, fax, messenger, or telegraph) at least fourteen (14) days prior to the date designated for such meeting. Such notice shall state the time, place and purpose of the meeting subject thereto. In the case of special meetings, seven (7) days notice shall be required.

**Section G. Waiver of Notice.** Before or at any meeting of the Board of Directors, any

Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director of the time and place thereof.

**Section H. Quorum and Vote.** At all meetings of the Board of Directors a majority plus one of the delegates from each of the member organizations present shall be necessary to constitute a quorum for the transaction of business. At a meeting at which a quorum is present, the affirmative vote of a simple majority of Directors voting shall be necessary to constitute action of the Board of Directors. Each Director shall have one (1) vote. Attending or voting by proxy shall not be permitted.

**Section I. Compensation.** Directors shall not be compensated for services provided to the Corporation in their capacities as Directors. Directors may be compensated for the reasonable value of any other services authorized by and provided to the Corporation. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties, when such expenses are appropriately documented by receipts or other evidence of payment and had been authorized by the Board of Directors. Paid employees of the Corporation (if any) shall not be elected as Directors of the Corporation.

**Section J. Removal of Directors.** Directors may be removed from the Board after three successive unexcused absences from meetings of the Board of Directors, or five (5) unexcused absences from annual, regular or special meetings during a calendar year, or for cause. The affirmative vote of the whole number of authorized Directors, taken at a meeting of the Board of Directors, shall be necessary for removal. Written notice shall be mailed to all Directors at least fourteen (14) days prior to the date of the meeting at which the name of such individual Director is to be presented for removal by the Board, stating the particulars giving rise to such action. Each Director shall be entitled to one (1) vote.

**Section K. Access to Records.** Any Director shall be entitled to inspect any records of the Corporation after serving reasonable notice upon the officer, employee, agent or individual charged with the responsibility of keeping such records or is in possession of them.

**Section L. Order of Authority.** The ultimate authority rests with the Board of Directors. The execution of the business of the Corporation rests in the following order in case of absence or inability to perform their duties by any officer, President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. If no officer of the Corporation is present and the Board of Directors is convened with sufficient members to meet the quorum requirements per these regulations, the voting members present may elect a Chairperson and a Secretary for that meeting from amongst its voting attendees and conduct the business of the Corporation as long as notice of said meeting was executed according to these regulations.

## **ARTICLE IV**

### **ADVISORS**

Advisors shall be such persons as have attained such positions within the community and/or have such expertise that their service to the Corporation would be beneficial. Advisors are selected by the Board of Directors. The term "Advisors" may also mean persons designated by other organizations within the community whose purposes and activities are such that the Board of Directors of the Corporation determine their participation by means of an Advisor to be important, necessary and beneficial to the Corporation. The term of each Advisor shall expire at the close of the next annual meeting of the Board of Directors following his or her election. There shall be no limit on the number of terms that an Advisor may serve, and each such Advisor shall be considered for selection so long as he or she continues to demonstrate substantial interest in the activities and welfare of the Corporation.

Advisors shall not be entitled to vote.

## **ARTICLE V**

### **OFFICERS**

**Section A. Designation, Qualification and Election.** The elected officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and Assistant Secretary, a Treasurer and Assistant Treasurer, and such other officers as the Board of Directors may deem necessary. Each officer shall be elected by the Board of Directors for a term of one (1) year. No person shall hold more than one elected office at any given time, the office Secretary and Treasurer can be combined, to be served by one individual. The officers shall serve until their successors are elected and qualified, and shall have the powers and perform the duties as are authorized from time to time by the Board of Directors and subject to the supervision and control of the Board of Directors. Officers must be Directors of the Corporation.

**Section B. "Honorary" Chairman.** The position of Chairman will be an honorary office and the Board of Directors may elect one of the members of the Board of Directors to that office who has standing in the community. The Chairman will upon request and authorization from the Board of Directors represent the Corporation as the Board of Directors sees fit.

**Section C. President.** The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors.

**Section D. 1<sup>st</sup> Vice President.** In the absence or disability of the President, the 1<sup>st</sup> Vice President shall perform the duties and exercise the powers of the President. The 1<sup>st</sup> Vice President shall also perform such other duties as may be prescribed by the Board of Directors.

**Section E. 2<sup>nd</sup> Vice President.** In the absence or disability of the President and 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall perform the duties and exercise the powers of the President. The 2<sup>nd</sup> Vice President shall also perform such other duties as may be prescribed by the Board of Directors.

**Section F. Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Directors. He or she shall have custody of such books and records of the Corporation as the Board of Directors may provide or as is required by law to provide. He or she shall perform such duties as may be prescribed by the Board of Directors.

**Section G. Assistant Secretary.** An Assistant Secretary may be elected to assist the Secretary. He or she shall be elected by the Board of Directors and shall perform such duties as the Board of Directors and Secretary may prescribe.

**Section H. Treasurer.** The Treasurer shall have custody of the Corporation's funds and securities, and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable assets in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall be signatory on all checks and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and render an account of all his transactions as Treasurer of the financial condition of the Corporation whenever called upon to do so. He or she shall be bonded by the Corporation if assets of the Corporation and its constituent Committees exceed \$ 10,000.00.

**Section I. Assistant Treasurer.** An Assistant Treasurer may be elected to assist the Treasurer. He or she shall be elected by the Board of Directors and shall perform such duties as the Board of Directors and the Treasurer may prescribe. He or she shall be bonded by the Corporation if

assets of the Corporation and its constituent Committees exceed \$ 10,000.00.

**Section J. Removal** Officers serve at the pleasure of the Board of Directors. Any officer may be removed at the discretion of the Board of Directors at any annual or regular meeting, or at a special meeting duly called for that purpose, by the affirmative vote of two-thirds (2/3) of the Directors present and voting. Written notice to such officer shall be given at least ten (10) days prior to the date of the meeting at which the name of the officer is to be presented for removal by the Board.

**Section K. Filling of Vacancies**. Vacancies in any elected office shall be filled by election by the Board of Directors. When a vacancy occurs, notice of such vacancy shall be made to each Director by written communication. The Nominating Committee will then accept written nominations from interested persons for candidates for the vacant offices, and shall present the names of such candidates at the next regular meeting of the Board of Directors that falls at least thirty (30) days after notification to the Board of Directors. Nominations from the floor for additional candidates for vacant offices will be accepted at that time, and an election to fill vacancies will then be held.

## **ARTICLE VI**

### **ACTIONS OF THE BOARD OF DIRECTORS**

The Board of Directors shall consist of the authorized delegates and authorized commanders from the member organizations. Any person dealing with the Corporation shall be entitled to rely upon any act or authorization of an act by the Board of Directors.

## **ARTICLE VII**

### **NOMINATING COMMITTEE**

The Nominating Committee shall consist of no fewer than three (3) and no more than (5) members of the Board of Directors. The Nominating Committee shall be elected by the Board of Directors at the annual election meeting, and shall serve until a successor Nominating Committee has been elected the following year. The Nominating Committee shall announce no later than sixty (60) days prior to the election meeting the offices that are to be filled. This notice will include the names of all Board of Directors members who are eligible for re-election, and who have indicated their desire to stand for re-election. Written nominations for all offices to be filled will be accepted by the Nominating Committee at this time. At the Board of Directors meeting held no later than thirty (30) days prior to the election meeting, the names of nominated candidates will be announced. The Nominating Committee will then propose a slate from the names thus nominated and present it for adoption at the election meeting. Additional nominations from the floor will be accepted at this time; and if there are such nominations, the Nominating Committee will then conduct a written, secret election for all offices to be filled.

## **ARTICLE VIII**

### **COMMITTEES**

**Section A. Finance Committee**. The Finance Committee shall consist of the Treasurer and four (4) members of the Board of Directors. The duties of the committee shall be to prepare a budget for the Corporation each calendar year based on anticipated income; to review all contracts prepared by the Corporation as to accuracy and completeness, and compliance with current directives; and to assist and advise the Board of Directors, and the Treasurer in assuring the financial soundness of the Corporation.

**Section B. Audit Committee**. The Audit Committee shall consist of no fewer than three but not more than five (5) members of the Board of Directors, none of whom shall be an officer or

committee chairperson of the Corporation. The duties of the Committee shall be to review from time to time the financial records of the Corporation as to their accuracy, completeness and compliance with the actions of the Board of Directors and that they are in accordance with generally accepted accounting principles. The Audit Committee shall also present a written report of their findings to the Board of Directors no less often than once each calendar year. An audit is to be performed within 60 days of the end of term, but no later than 30 days after the end of term.

**Section C. Corporation Operating Committees.** The Board of Directors may create other Committees as in its judgement it may deem necessary or advisable, and fix the powers and duties of such Committees. All members and chairmen of such Committees shall be nominated by the President and approved by the Board of Directors.

**Section D. Quorum and Bylaws.** A simple majority of Committee members shall constitute a quorum, unless otherwise specified in these Regulations, or in Bylaws as approved by the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION AND INSURANCE**

**Section A. Authorization.**

1. In the event that any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses (including attorneys' fees), and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section 1702.12(E) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Section 1702.12(E)(2) of the Ohio Revised Code and, to the extent that it is determined that such indemnification is proper, the person claiming indemnification shall be indemnified. It is the policy of the Corporation to provide indemnification *unless* the officer/trustee engaged in criminal conduct, or conflict-of-interest, or some act against the organization.

2. Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in paragraph 1 of this Section may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article.

3 The indemnification provided in Paragraph 1 of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of members or of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section B. Insurance.** The Corporation, to the extent permitted by Section 1702.12 (E) of the Ohio Revised Code, may purchase and maintain insurance on behalf of any person who is or was a

Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise.

**ARTICLE X**  
**RULES OF ORDER**

The 2000 10th Edition of Robert's Rules of Order Newly Revised, Edited by Henry M. Robert III and William J. Evans and published by Perseus Books, shall govern the transaction of all business, unless otherwise provided in the Regulations or by resolution of the Board of Directors.

**ARTICLE XI**  
**NON-DISCRIMINATION POLICY**

The Corporation has a non-discrimination policy and does not discriminate against individuals on the basis of race, creed, gender, handicap, color, national or ethnic origin.

**ARTICLE XII**  
**AMENDMENTS**

These regulations may be amended or repealed by the affirmative vote of two-thirds (2/3) of the Board of Directors of the Corporation at an annual meeting, or a special meeting called to consider the same; provided that advance notice of fourteen (14) days has been given in writing of the purpose of the meeting; and further provided that no amendment shall authorize the members to act in any manner or any purpose contrary to the provisions of Section 501 (c)(3) and 509 (a) (a) of the Internal Revenue Code, as amended.

**ARTICLE XIII**  
**ADMINISTRATIVE STAFF AND EMPLOYEES**

The Corporation through action of the Board of Directors may hire an Executive Director to manage the day to day operations of the Corporation. The duties of the Executive Director and any other staff authorized to manage and execute the activities of the Corporation and delegated to them by the Board of Directors shall be outlined in written form and modified from time to time by action of the Board of Directors. The Executive Director shall be bonded by the Corporation if assets of the Corporation and its constituent Committees exceed \$ 10,000.00

**ARTICLE XIV**  
**DISSOLUTION AND DISPOSITION OF ASSETS**

The Corporation through action of the Board of Directors, upon determining that the corporation will cease operation at a predetermined date, will direct the Treasurer to distribute the fund of the Corporation to only qualified charitable and/or non-profit entities as defined by Internal Revenue Service 501(c)(3) guidelines. Upon Dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the 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 so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 XV**

### **CONFLICT OF INTEREST PROCEDURES**

#### **Section A - Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **Section B - Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **Section C - Procedures for Addressing the Conflict of Interest**

**Part C1** - An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**Part C2** - The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**Part C3** - After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**Part C4** - If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **SECTION D - Violations of the Conflicts of Interest Policy**

**Part D1** - If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**Part D2** - If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE XVI**

### **INCORPORATION OF ORIGINAL CONSTITUTION AS AN ADDENDUM AND FOR HISTORICAL PURPOSES ONLY**

The original constitution of the non-incorporated organization are included as Addendum A of these Code of Regulations of the Corporation, to be used for historical purposes only.

## **ARTICLE XVII**

### **INITIAL TRUSTEES**

The Corporation initial Trustees: Rimantas (Ray) Saikus, James D. Quisenberry, and Ken Milenovic.



**ARTICLE XVIII**  
**PREVIOUS NAME AND ACRONYM SAFEGUARD**

The Corporation Officers and Board will assure the name Joint Veterans Commission of Cuyahoga County and the acronym JVCOCC will continue to be registered with the State of Ohio to protect the corporation's history and alternate identity "JVCOCC".

**ARTICLE XIX**  
**ADOPTION BY BOARD OF DIRECTORS**

On this day, the 8<sup>th</sup> of October of 2013, the Corporation through its Board of Directors hereby amended and adopted this code of regulations.

\_\_\_\_\_  
Ronald A. Schwachenwald, President

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Gary Rezabek, Secretary/Treasurer

Additional Documents

**Addendum A**

(Attached and incorporated herein for Historical Reference)

# Addendum A

(Incorporated herein for Historical Reference)

ORIGINAL  
CONSTITUTION OF THE JOINT VETERANS  
COMMISSION OF CUYAHOGA COUNTY, OHIO

## P R E A M B L E

We, Veterans of all wars represented in the Membership of The United Spanish War Veterans, Army and Navy Union of the United States, Jewish War Veterans of the United States, Polish Legion of American Veterans, Catholic War Veterans, Legion of Valor, Marine Corps League and Military Order of The Purple Heart, believing that the objects of these organizations can be better accomplished through the channel of coordinated effort, do unite to establish a permanent organization.

## ARTICLE I. NAME AND PURPOSE.

Section 1. This organization shall be known as “The Joint Veterans Commission of Cuyahoga County, Ohio.”

Section 2. This organization shall be non-political. Its purpose shall be to perpetuate the memory and the history of the veterans of all wars of the United States; to promote a proper and fitting observance of Veterans Day and Memorial Day and our other national holidays; to coordinate the efforts of all patriotic and military bodies in all matters of mutual interest to veterans, and especially to preserve and strengthen the bonds of comradeship among its constituent membership.

## ARTICLE II. MEMBERSHIP.

Section 1. This Commission shall be composed of two delegates and two alternates and the County Commander from each of its member organizations, viz, United Spanish War Veterans, Army and Navy Union of The United States, Jewish War Veterans of The United States, Polish Legion of American Veterans, Catholic War Veterans, Legion of Valor, Marine Corps League and Military Order of the Purple Heart, and such other organizations as are hereinafter provided for.

Section 2. In December 1932, each Member Organization shall send one delegate for a one year term and one delegate for a two year term; thereafter all delegates shall be elected for two year terms, and the terms of office shall be for the calendar year or years following upon the respective elections.

(A) At the annual meeting of each member organizations, said member organization shall select in such manner as its constitution and by-laws provide a delegate and alternate to this Commission to hold office for two years or until their successors are selected and their names verified to the Secretary of The Joint Veterans Commission. An organization becoming a member of this Commission subsequent to the passage of this amendment shall, at their first annual meeting subsequent to their admission to the Commission select in such

manner as their Constitution and By-Laws shall provide, two delegates and two alternates to the Commission, one delegate and alternate for a one year term and one delegate and alternate for a two year term and thereafter one delegate and alternate shall be selected at each annual meeting as herein provided.

Section 3. Member organizations may withdraw from this Commission, but pursuant to the following procedure only: Upon three-fourths affirmative vote of those present at a regularly called meeting of the governing board or council of any member organization, such meeting being not less than ten (10) days after written notice to all the qualified membership of the Council or governing body of the member organization, and said notice specifying that the question of withdrawal from this Commission shall be acted upon at said meeting. Such action of withdrawal shall be effective only if it shall have been presented by resolution for an initial reading at a previous meeting of the member organization held not less than thirty (30) days before final action taken. A similar written notice of action upon a resolution of withdrawal shall also be sent to the President of this Commission at least ten (10) days prior to the holding of said meeting.

Section 4. In addition to the organizations named herein, such organizations whose membership is composed exclusively of veterans may become members of this Commission. Upon affirmative vote of a majority of the delegates of this Commission, and upon ratification thereof by a three-fourths vote of those present at regularly called meetings of the governing bodies or councils of the member organizations, written notice of which contemplated action shall be given to all of the qualified members of said councils or governing bodies.

### ARTICLE III. OFFICERS.

Section 1. The officers of this Commission shall be a President, two Vice-Presidents, a Secretary-Treasurer and a Recording Secretary, and each shall be elected at the annual organization meeting of this Commission, which shall be held between the 1<sup>st</sup> and 15th days of January of each year, and upon election and acceptance they shall thereupon enter upon their duties and serve for the remainder of the calendar year and until their successors shall have been elected and qualified.

Section 2. The President may be elected from outside the membership of this Commission but he shall be a member in good standing of one of the member organizations. If he be a member of the Commission his membership shall automatically terminate and the member organization of which he is a member shall immediately select a representative to fill his unexpired term.

Section 3. The two Vice-Presidents shall be elected from the delegates of the Commission.

Section 4. The Secretary-Treasurer may be elected from outside the membership of this Commission, but he shall be a member in good standing of one of the member organizations. If a non-member he shall have no vote except in the absence of the President.

Section 5. The Recording Secretary shall be elected from the delegates of the Commission. It shall be the duty of the Recording Secretary to take minutes of all the meeting and designate persons to present motion or resolutions and those who second same, and record the vote of same. He shall then prepare a copy of the entire proceedings of the meeting and make as many copies as there are for the County Commanders of the member organizations and also for the President, Secretary-Treasurer and delegates of the Commission. A copy shall be mailed to the County Commanders of the member organizations. He shall keep a record of all the proceedings and have same in his possession

until such time as there is a newly elected Recording Secretary, at which time he shall turn over to his successor all of the records of the proceedings of the Commission.

Section 6. The duties of the officers shall be those generally performed in, incident to, offices of a like character.

Section 7. Officers of this Commission shall be elected from their respective organizations in rotation, wherever possible. No member or member organizations shall hold the office of President of this Commission for more than one term until at least a period of two years have elapsed. In the event a member organization does not choose to submit the name of one of its members for President, it may submit the name of a member organization which has not had a President for a period of two years.

#### ARTICLE IV. MEETINGS.

Section 1. The annual meeting of this Commission shall be held at the call of the President between the 1<sup>st</sup> and the 15<sup>th</sup> day of January of each year. There shall be a meeting on the 1<sup>st</sup> Monday of each month thereafter unless voted otherwise at the previous meeting.

Section 2. Special meetings of the Commission may be called by the President or at the written request of at least two delegates, addressed to the President. All special meetings, however, unless notice of same is expressly waived in writing by all of the delegate hereto, shall be held only after at least three (3) days' written notice from the Secretary-Treasurer to the delegates, which notice shall specify the time, place and purpose of said meeting.

#### ARTICLE V. VOTING.

Section 1. Each member organization shall be entitled to three (3) votes on all questions. Those voting shall consist of the two delegates and the County Commander of each member organization. The alternates shall have no right of vote but shall have voice in all proceeding of the Joint Veterans Commission. If any delegate is unavoidably absent from any meeting, he may nevertheless, be represented by a proxy, or alternative member of his own organization, provided written authority from the absent delegate, authorizing his representation by said alternate, if filed with the Secretary prior to the meeting.

#### ARTICLE VI. RESOLUTIONS.

Section 1. No resolution shall be passed which may have a tendency to come in conflict with the national policy of its member organizations. If a question arises by the presentation of such a resolution, said resolution shall be submitted to a delegate of said organization who shall in turn communicate with his national organization to determine whether such resolution is in conflict with the policy of his national organization.

#### ARTICLE VII. AMENDMENTS

Section 1. This constitution may be amended by majority vote of the delegate of the Commission, at regular or special meetings, but shall not become effective until ratified by the

affirmative vote of three-fourths of the Councils or governing bodies of the member organizations.

Section 2. Parliamentary Procedure. Robert's Rules of Order shall govern the meetings of this Commission and shall be applied whenever the necessity of the occasion requires.

IN WITNESS WHEREOF, this Constitution, with its additions and corrections, has been approved and executed by the regularly elected and qualified delegate and County Commander of the member organizations.

Respectfully submitted,  
Constitutional Revision Committee

MORRIS MORGENSTERN, CHAIRMAN  
BERNARD B. DIRENFELD  
DR. E. J. GUZIK