

## Commission Report

**Name:** By-Laws (Adhoc)

**Purpose:** To maintain modern language/verbiage regarding the National Association of Veterans Upward Bound Project Personnel (NAVUBPP)

**Name of Chair & Co-Chair:** Marshall Loomis | John Woods

**Name of Members:** Kelly Fitzpatrick, Linda Morris, Chad Grainger, & Chevonne Neal

**Goals:** Revise By-Laws from 2016, Comprise a working modern set of By-Laws, Apply working Diversity Equity & Inclusion (DEI ) language, Apply direct application via Cloud-based procedures.

**Highlights:** Collaboration through various mediums (e.g. Microsoft Teams, Microsoft OneDrive, Phone Calls, text messages, etc.). Working group with a wide-array of skill sets, levels of education, and principles of DEI concepts; could work intuitively with the space provided in a multi-state pipeline of Veterans Upward Bound personnel from Alabama, New Mexico, Florida, & Wisconsin, without delay.

**Challenges:** Limited time due to personal health of Chairperson Mr. Marshall J. Loomis, **NOT the lack of willingness to go above & beyond** regularly and with valor and integrity. **Findings days and/times of mutual committee member availability due to busy work schedules.**

**Recommendations or Lessons Learned:** For future participation, consider volunteering the same way that was considered initially | Active Institutional member is scouted and voted in to fulfill the duties of the Adhoc Commission et, al. and lastly with the Associations' blessing.

**Key:**

All **bolded language** is/has been changed in accordance with the By-Laws members cooperation.

Messages to Co-Chair for presentation purposes has been **bolded** with **red font**. Additionally, for talking points, an additional meeting may need to be requested to complete all final requests, before voting transpires.

Omitted items have been referenced and mostly surmised by past President Tommy Campbell.

Sentences **highlighted in yellow** are important and emphasized.

Comments are still left so that the board can answer questions and then vote on any changes.

## BYLAWS OF NAVUBPP

Revised 3/29/2023.

- Article 1: Name
- Article II: Nonprofit Purpose
- Article III: Membership
- Article IV: Officers
- Article V: Board of Directors
- Article VI: Commissions
- Article VII: Indemnification
- Article VIII: Annual Conference
- Article IX: NAVUBPP Directives
- Article X: Limitation on Activities
- Article XI: Dissolution and Liquidation
- Article XII: Amendments and Quorum
- Article XIII: Address

### Article I - NAME

The official name of this organization shall be the National Association of Veterans Upward Bound Project Personnel (“**NAVUBPP**” or the “Association”).

### Article II - NONPROFIT PURPOSE

**NAVUBPP** is a not-for-profit corporation organized exclusively for charitable and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States), including, but not limited to, the following:

1. To help military veteran participants overcome class, socioeconomic, academic, and cultural barriers to postsecondary education by:
  - a) promoting the development, improvement and extension of educational opportunities to all *eligible* veterans et al, **reservists, and the national guard** as defined by the U.S. Department of Education (TRIO Programs);
  - b) assisting with the assessment and attainment of the academic needs of veterans et al; and
  - c) communicating and collaborating with communities, schools, agencies, and organizations at the local, state, regional, and national levels.
2. To foster and promote standards of professional training, effectiveness and recognition for **NAVUBPP** members and other educational personnel who are

involved with or engaged in the support and/or administration of educational opportunity programs for veterans et al, **reservists, and the national guard.**

3. To provide a network for communication between and among Veterans et al Upward Bound program **personnel (i.e. directors, counselors, instructors, etc.)** in order to facilitate quality service to veterans et al.

4. To stimulate, promote, and conduct systematic studies and research, cooperative experiments, education, conferences, and such other related activities as are desirable or necessary to fulfill the purposes of the association.

5. To form coalitions with organizations whose purposes complement or are similar to **NAVUBPP's**.

6. To establish and maintain appropriate **communication-mediums/channels consistent with the stated purposes of NAVUBPP**, to include:

- a) An **NAVUBPP** Internet website whose objectives shall be:
  - i. to provide an avenue for prospective veteran participants to locate and contact Veterans et al Upward Bound projects ("VUB Projects") to facilitate outreach and recruiting efforts; and
  - ii. to provide general information to **NAVUBPP** members regarding **NAVUBPP** activities and events, including Annual Conference (as defined below) information and the **NAVUBPP** Online Newsletter, while also providing specific information to the membership regarding organizational bylaws, elected officers, commissions, and member projects and activities.
- b) An **NAVUBPP** e-mail listserv whose objectives shall be: **(read only)**
  - i. to provide a moderated means of if changed with **communication-mediums/channels** between and among authorized subscribers, who shall be limited to full-time or part-time paid staff of **NAVUBPP** institutional program members, **NAVUBPP** affiliate members and selected other individuals upon approval of the board of directors (the "Board"); and
  - ii. to assist VUB Project staff subscribers by providing information and other resources, including links to resources accessible on the internet, useful in providing VUB services to eligible veterans **et al**.

c) **Forum via Portal**

ASK WHERE THIS IS?

#### Article III - MEMBERSHIP

1. CATEGORIES OF MEMBERSHIP: There shall be three (**three**) types of membership in the Association. All members shall be entitled to attend the Annual Conference and to participate in all NAVUBPP activities with exceptions as stipulated in this Article III. The types of membership are as follows:

a) INSTITUTIONAL PROGRAM MEMBERSHIP: Only VUB Projects shall be eligible for institutional program membership. Any professional staff member, as verified by the Director of the relevant VUB Project, of an institutional program member, whose current year's membership dues are paid, will be allowed to vote on all **NAVUBPP** business matters where a full membership vote is required. Additionally, senior institutional TRIO directors who are the direct, first, and immediate supervisors of the VUB project personnel will also be eligible to participate in all **NAVUBPP** matters, including full membership voting. Such voters, as described herein, will all be referred to as institutional members.

b) AFFILIATE MEMBERSHIP: Individuals, institutions, organizations and/or agencies which are supportive of the purposes of **NAVUBPP** shall be eligible for affiliate membership. Affiliate members, or their representatives, as applicable, shall not be allowed to vote or to hold office.

c) HONORARY LIFE MEMBERSHIP: This membership will be bestowed on individuals, institutions, organizations or agencies whose special concern or services have benefited veterans' **et al** or **NAVUBPP**. The bestowing of this honorary life membership shall take place after a majority affirmative vote of the institutional members. Honorary life members, or their representatives, as applicable, shall not be allowed to vote or to hold office.

2. MEMBERSHIP DUES: Membership dues shall be payable on or before January 1st of each year and shall be delinquent after that date. Dues shall be valid for only one **year**. Only institutional members whose VUB Projects have paid their dues shall **be allowed to vote(one)** and gain usage of value-added products. The amount of **NAVUBPP** membership dues is as follows:

Institutional	--	\$200 [changed]
Affiliate	--	\$ 50 [changed]

***\*Dues and other fees may be fixed or changed at the Annual Conference by a majority vote of the institutional members.***

3. MEETINGS:

a) ANNUAL MEMBERS MEETING: A meeting of the members (the "**Annual Members Meeting**") will be held during the Annual Conference for such purposes as: electing officers, considering proposals from the membership and adopting resolutions for actions to be taken by the Association during the year, reviewing the Annual Report, as well as reports from the Treasurer and commissions, and selecting upcoming conference sites. **Voting at the Annual Members Meeting shall be by simple majority of the institutional members** in attendance whose institutional program membership is in good standing, having paid the current year's membership dues. No notice is required to be delivered to members prior to the Annual Members Meeting because all members will be notified of the Annual Conference at which the Annual Members Meeting will be held.

b) SPECIAL MEETINGS: Special meetings of the members may be called at any time by the President, the Board or a majority of the institutional

Commented [KF1]: Could we please elaborate on who (and how many) members from the same institution are allowed to cast a vote? I've heard only one per institution and I've heard anyone with a paid membership. I think we need to add a little clarification here.

Commented [GU2R1]: One designated person per paying institution.

Commented [KF3]: By calendar year? Or 12 months from date of membership dues payment?

Commented [GU4R3]: Membership runs Jan 1 - Dec 31

members. Upon written request of any person or persons entitled to call a special meeting, the Secretary shall (a) fix the date and time of the meeting, which shall be held not more than thirty (30) days after receipt of the request, and (b) give notice thereof to each of the members who are **in good standing**. If the Secretary neglects or refuses to fix the meeting date or give notice, the person or persons calling the meeting may do so.

c) **QUORUM:** A quorum for the conduct of business at the Annual Members Meeting or any special meeting of the members shall consist of institutional members representing a majority of the institutional program members of record at the time the meeting is called, as determined and confirmed by the Secretary.

d) **ORGANIZATION:** Every meeting of the Members shall be presided over by the President or, in the absence of the President, the Vice President. In the absence of the President and the Vice President, the Board shall appoint a presiding chairperson from among the institutional members, subject to approval by a majority of the institutional members present at the meeting. The Secretary or, in their absence, a person appointed by the presiding officer shall act as Secretary.

4. **MEMBERSHIP SUSPENSION/TERMINATION:**

a) Any member's membership may be suspended or terminated for refusing or failing to comply with these bylaws. Suspension or termination shall be by majority vote of the institutional members present at a special meeting called by the Board for such a purpose and at which a quorum is present. To be eligible for suspension or termination, a member shall receive notice from the Secretary no less than thirty (30) days before such a meeting is called. Such notice shall specify the place, date and hour of such a meeting, and shall state the grounds for the proposed suspension or termination. The notice shall also advise such member of their rights to appear at such a meeting and be heard.

b) The Secretary shall also notify in writing the relevant member of any suspension or termination decision. That notice shall also advise such member of their right to appeal such suspension or termination decision. A member upon notification of suspension or termination shall have the right to appeal either

- (i) in writing to the Secretary, **or**
- (ii) by appearing at a hearing conducted by the Board.

Article IV – OFFICERS

1. **OFFICERS:** The elected officers shall be a President, Vice-President, Secretary, Treasurer, Public Relations Officer, Parliamentarian and Conference Chairperson. **The Immediate Past-President shall serve as ex-officio in an assistance and advisory capacity.** The elected officers shall comprise the Board.

**Commented [TC5]:** Should this and Conference Chair be Commissions rather than Board member?

2. ELECTION; TERM; ELIGIBILITY:

a) Officers shall be elected at the Annual Members Meeting held during the Annual Conference. Each elected officer shall serve a two (2) year term, commencing on the date of their installation at the Annual Conference and ending on the date of their replacement's installation, unless an officer resigns or is removed from office as provided below. The institutional members shall elect:

(i) the President, Secretary, and Conference Chairperson in odd numbered years and

(ii) the Vice-President, Treasurer, Public Relations Officer, and Parliamentarian in even numbered years.

b) To be eligible as an elected officer of the Association, a person must be a professional staff member of a VUB Project (as determined by the director of such staff member's VUB Project) and an institutional member for at least two (2) years prior to the first day of the officer's elected term of office. Once the two-year membership requirement has initially been met, subsequent breaks in institutional membership service will not require that additional two-year membership periods be met in order to be eligible for election. No person may hold more than one (1) office at a time.

c) All eligible institutional members in attendance at the Annual Conference may cast their votes for officers before or during the Annual Members Meeting, while those not attending may cast their votes through absentee ballot.

d) Each office shall be bound by no more than two consecutive terms **in a said** office; however, Board position occupants shall be electable to a position on the Board other than the office being currently held.

3. NOMINATION/ELECTION PROCEDURES:

a) The Parliamentarian shall chair the Nominations and Elections Commission. **If Parliamentarian is not present | site Officers/Vacancies 6 (a).**

b) Aside from the Parliamentarian's role as chairperson to the Nominations and Elections Commission, *no member of the current Board shall be eligible for membership on the Nominations and Election Commission.*

c) As provided in Article VI, Section 2(f), the Nominations and Elections Commission is charged with the responsibility of identifying and selecting a slate of candidates who have agreed to serve if elected. The Nominations and Elections Commission will circulate the slate of **officer** candidates to the entire membership, in conjunction with notice of the Annual Conference, at least thirty (30) days prior to the Annual Conference. Such notice of the Annual Conference shall also include the time and place of the election.

d) If the Parliamentarian is running for office, **[JOHN PLEASE ADDRESS THIS WITH NAVUB]** three (3) members of the Nominations and Elections Commission (or all other Nominations and Elections Commission members if less than three (3)) must be identified to the general membership at the time

Commented [KF6]: I'm not sure what this means. Please clarify.

Commented [GU7R6]: A term is 2 years.

Commented [KF8]: Does this refer to the current Parliamentarian who is running for a different office after his/her term limit?

the slate of candidates is circulated to the **membership. Members** of the Nominations and Elections Commission will jointly oversee the election with the Parliamentarian. If the Parliamentarian is not running for office, **they** alone will be responsible for oversight of the election.

e) At the election, all eligible institutional members in attendance shall receive one ballot each and thereupon proceed to vote secretly, except for those institutional members in attendance who have already voted by absentee ballot.

f) Eligible members shall be provided with an absentee ballot by the Nominations and Elections Commission if requested not less than fourteen (14) days prior to the Annual Conference.

g) The Nominations and Elections Commission shall be responsible for monitoring and tallying the ballots.

h) A plurality of valid ballots cast in favor of a particular candidate for a particular office will constitute an official election of such candidate for such office. Ballots shall be retained for a period of not less than thirty (30) days following the election.

i) Results of the election shall be announced at the Annual Conference.

j) Officers shall be installed at the conclusion of the Annual Conference.

4. **REMOVAL AND RESIGNATION:** Officers may be removed from office for any act or acts of malfeasance or neglect of duty or any other reason by a two-thirds (2/3) majority vote of the institutional members. Removal of a particular officer shall also constitute the removal of such officer in his capacity as a director. An officer may resign at any time by written notice delivered to the Secretary. Officer resignations are effective upon receipt of written notification by the Secretary, unless a later date is specified in the resignation notice.

5. **COMPENSATION:** No officer shall receive any salary or compensation for service. However, officers may be reimbursed for authorized expenses, including travel expenses as provided in Article IX, Section 9.

6. **VACANCIES:**

a) If a vacancy occurs in any office (other than the President or Treasurer), the President shall appoint an interim officer to serve until the next Annual Conference, at which time the interim officer must be ratified by a majority of the institutional members. If this interim officer is rejected, the Parliamentarian, or the members of the Nominations and Elections Commission *other than the Parliamentarian*, if the Parliamentarian is the officer being replaced, shall initiate an election to fill the vacancy for the remainder of the two-year term.

b) If a vacancy occurs in the Presidency, the Vice-President shall assume that office, to be followed by the **Immediate Past President (each officer can only hold not more than 2 Consecutive terms), Secretary and the Treasurer, as needed, in that order. If the past president has held and was voted to hold two consecutive terms, they are not permitted in**



accordance to 2(d). to replace the president. Then the proceeding officers (i.e., Secretary and/or the Treasurer would be obligated to fill this seat.

Why should the past president have this option?

*Ask for a motion to vote on Changing the Past-President as third stringer in a two string assemblance of Committee members(board). This is to reduce unnecessary friction between the board, members, and institutional voting patterns.*

Term is important here.

*Answer from John Woods – has everything to do with 6(A) (“other than the President or Treasurer)*

*Lean on the side of not including the immediate past president. (John Woods).*

c) Upon the removal or resignation of the Treasurer, a full accounting of funds shall be made directly to the President. The Secretary shall be responsible for the Treasurer’s duties until the next Annual Conference at which point the Parliamentarian shall conduct an election for the Treasurer to complete the two-year term.

**JOHN PLEASE ANSWER THIS WHEN YOU HAVE TIME. If you are not able to inform Kelly of this solution please, might you add this to sequence of questions that you might add to your meeting time.**

## 7. DUTIES AND RESPONSIBILITIES OF THE OFFICERS:

### a. PRESIDENT:

- i. The President shall serve as the chief executive officer of the Association. The President shall call and preside at all meetings of the Association.
- ii. The President may appoint such additional officers as **they** deem necessary for the orderly operation of the Association. In **such case** that no member of the elected Board is from the State of Illinois, the President must appoint an Illinois Representative to serve on the Board in order to continue **NAVUBPP**’s status as an Illinois Not for Profit Corporation. Other officers may include a Sergeant-At-Arms, whose duties would primarily include maintaining order at **NAVUBPP** functions and meetings, and a President’s Special Projects Officer, whose duties would be determined by the President and the Board of Directors. These presidential appointees do not have the right to vote

**Commented [ML9]:** Perhaps this is from the very origin of NAVUBPP. Should we elect to change this?

**Commented [KF10]:** Suggestion: I think we should add a provision for someone ( an alternate) other than the Secretary if they are unwilling or unable to assume those Treasurer duties for some reason.

**Commented [ML11R10]:** Agreed.

**Commented [MJL12R10]:** We will focus on simplifying not changing the meaning. And go with agreed or not agreed

at Board of Director meetings, nor are they required to attend Board of Director meetings, unless ordered to attend by the President or Board. Such appointments shall terminate not later than on the President's last day in office, if not renewed by the incoming President.

iii. Unless otherwise set forth herein, all Commission Chairpersons shall be appointed by the President.

iv. The President shall be the official spokesperson and representative of the Association. The President shall maintain close contact with the Board to ensure that any statements made on behalf of **NAVUBPP** are entirely representative of the goals and policies of the Association. If necessary, in the President's absence, the Vice President shall act as the spokesperson/representative.

v. The President, in cooperation with the other officers, shall be responsible for ensuring that the purposes of the Association as stated in Article II of these bylaws are strictly adhered **to and the business of** the Association is properly conducted.

**The original Section vi. has been omitted. – I/we thought that the president should not be obligated to do both (review and approve). One or the other and Officers and Commission Chairpersons do the other.**

vi. The President or appointee(s) of the President shall see to the formation of coalitions with organizations with **objectives** similar to **NAVUBPP's**.

viii. The President shall, upon Board or commission recommendation, have the authority to appoint other personnel and to perform such other duties on behalf of the Association, **upon need**.

The term of such appointments shall coincide with the President's term of office.

b). IMMEDIATE PAST-PRESIDENT:

i. **The Immediate Past-President shall act as an advisor to the Board for a period of one (1) year following the completion of his/her term as President. The Immediate Past President will be a non-voting member of the Board of Directors during the one-year term.**

ii. **In the case of the absence, resignation or disability of the President and Vice-President, the Immediate Past President shall exercise the powers and perform the duties of the President until the expiration of the President's term, unless the President or Vice-President is able to reassume such duties.**

**John, please discuss what the past president should do in lieu of Article IV (6) b-c**

c) VICE-PRESIDENT:

~~i. The Vice President shall serve as Chairperson of the Legislative Commission.~~

**Omitting Section C here, came from of our past President Tommy Campbell.**

- ii. The Vice-President, in cooperation with the President and other officers, shall be responsible for insuring that the purposes of the Association are strictly adhered to and the business of the Association is properly conducted.
- iii. The Vice-President shall perform such additional duties as from time to time may be assigned by the President.
- iv. In the case of the absence, resignation or disability of the President, the Vice-President shall exercise the powers and perform the duties of the President until the expiration of the President's term, unless the President is able to reassume such duties.
- v. The Vice-President will, in grant funding years, monitor the progress of institutional member grant funding and will **\*aid** any member project(s) which may have reached an obstacle in the funding process.
- vi. The Vice-President shall make detailed and specific suggestions to the **NAVUBPP** President concerning the organization of the Council for Opportunity in Education's Policy Seminar visitations to U.S. Congressional and Senate offices **including the respective budgeting requirements to attend said seminar(s).**
- vii. The Vice-President shall maintain a current list of U.S. Representatives and Senators who represent the projects **in which** are funded and will provide **their** addresses and contact information as required in **cooperation with the Legislative Commission.**
- viii. The Vice-President will maintain close ties with Council for Opportunity in Education personnel to remain current on the latest strategies recommended by **their** organization.
- ix. ~~The Vice President will report during each NAVUBPP conference about legislative concerns facing the Association and its member programs, specifically, and TRIO programs, in general.~~

**Omitting Section ix. here, came from of our past President Tommy Campbell.**

- x. The Vice-President shall serve **as the coordinator of the mentor program to the directors of newly-funded VUB Projects during the first year of their U.S. Department of Education grant.**
- xi. **The Vice President shall serve as a coordinator for Commission Chairpersons and ensure the duties and responsibilities of their respective commissions are properly performed. The Vice President shall bring matters of interest from the commission chairs for consideration at Board meetings. The**

**Vice President may invite Commission Chairs to report in person to the Board.**

- d) SECRETARY:
- i. The Secretary shall maintain the books of the Association, including all records of business proceedings, minutes of meetings, official reports, a list of institutional members eligible to vote, records of elections and correspondence of the Association.
  - ii. The Secretary shall serve notice of all Board and member meetings, including meetings **to address** suspension of members or appeals thereof.
  - iii. The Secretary shall perform such other duties as may be assigned by the President **as required**.
  - iv. In the case of the absence, resignation or disability of the President, Vice-President and Immediate Past President, the Secretary shall exercise the powers and perform duties of the President until the expiration of the President's term, **unless the President or Vice-President is able to resume such duties**.
  - v. In the case of the absence, resignation or disability of the Treasurer, the Secretary shall exercise the powers and perform the duties of the Treasurer until the next Annual Conference, unless the Treasurer is able to **resume** their duties.
  - vi. The Secretary shall send a copy or a summary of the minutes of each meeting of the members to any institutional member **who** requests a copy of the minutes for such meeting.
  - viii. **The Secretary will work with the President and the other officers designated herein to prepare the Annual Report for distribution to the institutional members at the Annual Conference.**
  - ix. **The Secretary will maintain a directory ready to provide to other officers or commissions upon request.**  
~~x. The Secretary shall prepare, in conjunction with the other officers and Commission Chairpersons designated herein, an annual report (the "Annual Report"). The Annual Report shall be submitted to the institutional members (before annual conference) at the Annual Conference and shall contain individual reports from all elected officers and Commission Chairpersons.~~
- e) TREASURER:
- i. The Treasurer shall oversee all funds, property, and evidence of indebtedness of the Association.
  - ii. The Treasurer shall pay out of the funds on hand, **and pay** all bills and other just debts of the Association, and shall give and receive receipts for monies paid into and from NAVUBPP accounts.
  - iii. The Treasurer shall prepare and distribute to the Board annual and semi-annual statements of the status of the Association's budget.

iv. The Treasurer shall enter regularly, in books to be kept for that purpose, full and accurate accounts for all monies received and expended by and for NAVUBPP.

v. The Treasurer shall on a **bi-annual basis** provide to the Board a report on the financial status of the Association, including all income and expenditures. A financial status report shall also be provided at the completion of their term, should these two periods not coincide.

vi. The Treasurer shall perform such additional duties as assigned by the President.

vii. In the **event** of the absence, resignation or disability of the President, **or** Vice-President and Secretary, the Treasurer shall exercise the powers and perform the duties of the President, including the appointment of an interim Secretary, until the expiration of the President's term, unless the President, **or** Vice-President is able to **resume** such duties.

viii. The Treasurer shall serve as a member of the Financial Affairs Commission; however, the Treasurer cannot serve as chair of that commission.

ix. The Treasurer will be bonded **by whom(?) and be bonded within 30 days of the appointment.**

x. The Treasurer will work with the **Secretary** and the other officers designated herein to prepare the Annual Report for distribution to the institutional members at the Annual Conference.

f) PUBLIC RELATIONS OFFICER:

i. The Public Relations Officer shall be responsible for the Association's newsletter and the preparation and dissemination of any advertisement, news release or other information associated with NAVUBPP. The Public Relations Officer will publish and distribute two (2) to four (4) NAVUBPP newsletters during the course of each year.

ii. The Public Relations Officer will assist the Membership Commission in preparing the national directory of VUB Projects for annual distribution, and will prepare the Association's brochure once every **two** years or as directed by the Board.

ii. The Public Relations Officer will work with the President and the other officers designated herein to prepare the Annual Report for distribution to the institutional members at the Annual Conference.

g) PARLIAMENTARIAN:

i. The Parliamentarian is responsible for establishing the Association's rules of order to cover any situation not specifically governed by these bylaws and for preparing and maintaining a document that outlines the rules of order to be used at NAVUBPP meetings and elections **and included in the agenda**. To the extent that no NAVUBPP rule of order is in place to govern a particular situation, the relevant rule or rules from **the** current edition of Robert's Rules of Order shall govern such situation.

- ii. The Parliamentarian shall assist the Board in reviewing and in approving any resolutions submitted by the institutional members for Board approval.
- iii. The Parliamentarian will monitor compliance with these bylaws and coordinate any effort to revise them.
- iv. The Parliamentarian **in collaboration with the Nominations Commission Chair** will conduct the election of officers, beginning with the call for nominations four months prior to the Annual Conference, in accordance with the guidelines under the nomination and election procedures of the Association, and culminating with the election and installation of officers at the Annual Conference. The Parliamentarian shall supervise all elections of officers at the Annual Conference. The Parliamentarian will prepare and **officiate, installation** of new officers at the Annual Conference.
- v. The Parliamentarian will work with the **Secretary** and the other officers designated herein to prepare the Annual Report for distribution to the institutional members at the Annual Conference.
- vi. **Appoint a Sergeant At Arms as required**

**Omitting h) i. - iv. here, came from of our past President Tommy Campbell.**

- h) **CONFERENCE CHAIRPERSON:**
  - ~~i. The Conference Chairperson shall be responsible for the overall coordination of the Annual Conference and shall prepare and submit a report of the Annual Conference to the Board within thirty (30) days after the Annual Conference, also ensuring that a final copy of such report is forwarded to the NAVUBPP archives upon completion of all conference matters.~~
  - ~~ii. The Conference Chairperson shall work closely with the Board on budget matters, on developing conference meeting schedules and on communicating the details of the Conference to the institutional members.~~
  - ~~iii. The Conference Chairperson will assist the membership in setting the location for the Annual Conference two years hence.~~
  - ~~iv. The Conference Chairperson will work with the President and the other officers designated herein to prepare the Annual Report for distribution to the institutional members at the Annual Conference.~~
- x) **SERGEANT-AT-ARMS**
  - i) **The Sergeant-At-Arms also performs administrative services in support of the members, staff, and visitors associated with the security and other operations of the membership. The Sergeant-At-Arms will collaborate with the Conference Commission Chair regarding areas of security and administrative concerns.**

- ii) **The Sergeant-at-Arms duties would primarily include maintaining order at NAVUBPP functions and meetings, and a President's Special Projects Officer, whose duties would be determined by the President and the Board of Directors.**

#### Article V- BOARD OF DIRECTORS

1. PURPOSE: The affairs of the Association shall be managed by or under the direction of the Board.
2. TENURE AND ELECTION: The elected officers of the Association and the Immediate **Past President (in the first year after the completion of their term as President) shall comprise the Board**, and each director shall serve in such capacity for the length of their term as an officer. **Thus, there will be seven elected and voting directors**, (and the Immediate Past President without the right to vote, as described in Article IV, Section 7(b)), each of whom will be elected pursuant to the election procedure for officers described in Article IV.

**Chair of By-Laws Commission – John, because there are several other parts working together with the past president scenario, or up until now, in this section, asking for an additional meeting, may be necessary to accomplish what it is we are after as a commission.**

3. REMOVAL AND RESIGNATION. A director may resign at any time by written notice delivered to the Secretary. A resignation is effective when the notice is received by the Secretary, unless the notice specifies a later effective date. A director may be removed, with or without cause, by a two-thirds (2/3) majority vote of the institutional members. Removal of a particular director shall also constitute the removal of such director in his capacity as an officer. Any director removed pursuant to this provision shall have their term filled by the person appointed to fill the removed director's office as provided in Article IV, Section 6.
4. ANNUAL BOARD MEETING. The President shall call an annual Board meeting (the "Annual Board Meeting") to be held at least **one** but no more than **four** business days before the start of the Annual Conference for feedback on the details of the conference, commission reports, and the proper conduct of any other **NAVUBPP** business.
5. REGULAR BOARD MEETINGS. The first regular Board meeting shall be called by the President at the close of each Annual Conference. Additional regular meetings of the Board shall be held within an eight month period after the close of the Annual Conference, but not earlier than **(45)** days after its close.
6. SPECIAL MEETINGS. A majority of the directors or the President may call a special meeting of the Board. If a special meeting is called, it shall be held on such date, at such time and place as the Board shall determine.

7. NOTICE. Notice of the Annual Conference and the Annual Board Meeting shall be sent to the members of the Board no later than **(30)** days prior to the Annual Conference. Notice of regular meetings shall be sent to the Board at least four (4) business days prior to each regular meeting. Notice of special meetings shall be delivered to each director not less than **seven** business days prior to each special meeting. For purposes of determining the form of notice for Board meetings, the members of the Board shall specify in writing to the Secretary whether **they** would prefer notice via certified mail, facsimile or electronic mail. Attendance of a director at any Board meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. QUORUM. A quorum shall consist of a majority of the directors duly elected to the Board and entitled to vote. Unless otherwise required by law, all effective Board action will be by majority vote of those present at a meeting at which there is a quorum. **If no quorum is formed, Robert's Rules of Quorum should be implemented where applicable, and if necessary, for the procedural steps offered.**

9. ACTION WITHOUT A MEETING. Any action required to be taken at a meeting of the Board or any other action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

10. MEETING FORMS. Other than the Annual Board Meetings and first regular Board meetings, all subsequent Board meetings may be conducted electronically or telephonically, as long as all Board members have access to the medium chosen for the meeting and all participating Board members can communicate with each other during the meeting. All rules and protocols that are applicable for face-to-face meetings shall apply to all non-face-to-face meetings.

11. BOARD INSURANCE. The Association will purchase insurance for the Board of Directors to cover all members' actions or non-actions while a member of the Board.

#### Article VI - COMMISSIONS

##### 1. STANDING COMMISSIONS:

- a) There will be **ten** standing commissions. The standing commissions of the Association shall be the Financial Affairs, Education, Membership, Conference, Development, Nominations and Elections, Archives, Technology, Legislative, **and Public Affairs** commissions.
- b) Each standing commission shall be composed of the chairperson and at least two additional members. Unless otherwise provided herein, there is no requirement that commission members also be directors. Commission



members shall serve at the pleasure of the Board. Unless otherwise set forth herein, the **President shall appoint all Commission Chairpersons**. Each Commission Chairperson shall submit a report **to the Vice President** on all commission activities in writing as part of the Annual Report presented at the Annual Conference.

c) Each standing commission shall call meetings at the convenience of its members. Voting at commission meetings shall be by a simple majority of the commission members present, provided a quorum of commission members is present. A quorum at a meeting of a particular commission shall consist of a majority of the members of such commission who are in good standing at the time of such meeting. In addition to the particular duties of each standing commission specified below, all standing commissions will maintain cumulative records of their activities and, upon request, submit copies of meeting minutes and other relevant information to the **Vice President** and/or the Secretary.

2. COMMISSIONS: The Commissions of the Association are as follows:

a) **FINANCIAL AFFAIRS COMMISSION:** The Financial Affairs Commission shall develop the proposed annual budget for the Association and submit the proposed budget to the Board for approval. The Financial Affairs Commission shall also be responsible for establishing and maintaining the Association's fiscal policies and procedures and for otherwise monitoring all fiscal matters pertinent to the Association's activities. The Treasurer shall be a member of this commission. Three additional members will be nominated for appointment, one by the Treasurer and two by the President. Such additional members will be confirmed and appointed by the Board.

b) **EDUCATION COMMISSION:** The Education Commission shall be responsible for research (which includes gathering, studying and summarizing information) concerning all aspects of veterans et al' education counseling and related programs. The chairperson of this commission shall establish liaisons with NAVUBPP members and other institutions, organizations, agencies or individuals involved in educational activities and other services relevant to veterans et al.

c) **MEMBERSHIP COMMISSION:** The Membership Commission shall initiate and coordinate a four-year membership drive beginning in year one (1) of a grant cycle, maintain membership records. The Membership Commission will prepare, maintain, and distribute the annual membership directory, provide membership information about the Association to new and prospective VUB Projects, encourage all eligible VUB Projects and other persons to join the Association and maintain an up-to-date list of members. The Membership Commission shall, having coordinated with the Secretary, keep a record of the names and addresses of the institutional members entitled to vote. The Chairperson of the Membership Commission shall prepare a semiannual list of membership changes (i.e., members that

have been added or removed during the period since the prior list was prepared) to be provided to any institutional member upon their request.

d) **CONFERENCE COMMISSION:** The Conference Commission, chaired by the Conference Commission Chairperson, shall coordinate and organize all aspects of the Annual Conference. This commission shall be assisted by Association members representing the host region. The Conference Commission shall be responsible for conference activities such as awards, workshops, registration, arrangements for local travel, hotel reservations, and the development and finalization of the Annual Conference agenda.

e) **DEVELOPMENT COMMISSION:** The Development Commission will research possible funding sources for Association projects and identify funding sources, develop proposals and organize fund-raising efforts.

f) **NOMINATIONS AND ELECTIONS COMMISSION:** The Nominations and Elections Commission (Chaired by the Parliamentarian) identifies and actively recruits Association members to run for the various NAVUBPP offices. This commission will send out materials throughout the year to encourage the institutional members to participate in the election process and to notify the institutional members of the availability of particular offices for election at the next Annual Conference. This commission also seeks nominations for available offices from the institutional members and presents, as a slate of candidates for election at the Annual Conference, those nominees who have agreed to serve if elected. The Nominations and Elections Commission will circulate the slate of candidates to the general membership, in conjunction with the notice of the Annual Conference, at least thirty (30) days prior to the Annual Conference. The Nominations and Elections Commission will provide absentee ballots to **institutional members upon request**, not less than fourteen (14) days prior to the Annual Conference. To be counted at the Annual Conference, absentee ballots must be received by the Secretary, **30 days** in advance of the Annual Conference.

g) **ARCHIVES COMMISSION:** The Archives Commission is charged with storing and safeguarding the business and historical documents of the Association, i.e., the NAVUBPP articles of incorporation and bylaws, voting records, records of agreements with other organizations and individuals, annual reports, etc. The commission shall keep correct and complete tax records, financial records and reports, and other information as directed by the Board.

h) **TECHNOLOGY COMMISSION:** The Technology Commission is charged with identifying, evaluating and recommending adoption of technological devices, methodologies, etc. This commission will maintain the NAVUBPP website and listserv and assure that only members or key affiliates have access.

i) **LEGISLATIVE COMMISSION:** The Legislative Commission shall be responsible for establishing and maintaining a working relationship with governmental/political offices and staff for the purpose of encouraging legislation on behalf of veterans et al; provided however, the expenses

associated with such activities and any other activities that may be considered lobbying shall not exceed 20% of the Association's total expenditures. The Legislative Commission shall keep the Board and NAVUBPP members well informed of legislative actions affecting veterans et al. The Legislative Commission shall be chaired by the Vice-President.

j) SCHOLARSHIP COMMISSION: The Scholarship Commission is charged with oversight of the annual NAVUBPP scholarship competition. This commission shall select NAVUBPP Scholarship winners based on established criteria approved by the Board of Directors and the membership of the Association.

k) AD-HOC COMMISSIONS: Additional (Ad-Hoc) commissions may be created or dissolved as required by the Board. Sub-commissions may be created and dissolved by the Board and the chairperson of each commission.

#### Article VII - INDEMNIFICATION

The Association shall indemnify any person who is or was 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 (other than action by or in the right of the Association) by reason of the fact that **were** a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or **proceeding**. **If such** person acted in good faith and in a manner they believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which **they** reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that their conduct was unlawful.

#### Article VIII - ANNUAL CONFERENCE

Each year, the Association shall conduct an annual conference (the "Annual Conference"), which shall be coordinated by the Conference Commission (chaired by the Conference Chairperson). The Annual Conference shall include such activities as officer elections, organizational and commission reports, future conference site selection, awards, workshops, **professional development**, meetings, and other activities to achieve the purposes of the Association. Each Annual Conference shall be preceded by the Annual Board Meeting and the

Annual Members Meeting shall be held during the course of the Annual Conference.

#### Article IX - NAVUBPP DIRECTIVES

1. **FISCAL YEAR:** The fiscal year of the Association shall consist of the (12) month period from January 1 to December 31.
2. **NOTICE:** Notice shall be deemed given when delivered personally, upon receipt of evidence of transmission if sent via facsimile or electronic mail, and three days after being deposited in the United States mail, first-class, postage prepaid if sent via certified mail.
3. **ALTERNATIVE MEANS OF COMMUNICATION:** Except as provided in Article V, Section 10, members, directors and officers may participate in their respective **NAVUBPP** meetings via teleconferences, online chat-rooms, and other communication devices, provided that all meeting participants can, in real time, communicate with one another. Members, directors and officers participating in their respective meetings by alternative means of communication shall be deemed to be in attendance at such meetings. All official Board or commission business may be conducted at meetings convened by such alternate means, once a quorum is properly established.
4. **BUDGET APPROVALS:** All budgets, allocations and reallocations shall be by affirmative vote of a simple majority of the directors at a meeting of the Board where a quorum is present.
5. **ANNUAL AUDITS:** An annual audit of the Association's financial records will be conducted, the type of which (internal audit, review, compilation or full audit) will be determined by the Board. Internal audits shall be conducted by a member of the Financial Affairs Commission and two Association members at large appointed by the President. Other audits will be conducted by an independent organization hired by the Board, as necessary.
6. **INVESTMENTS:** At the recommendation of the Financial Affairs Commission, any funds of the Association which are not needed currently for the activities of the Association may be invested in such investments as permitted by law.
7. **GIFTS:** The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association, except to the extent that such acceptance would violate any applicable law.
8. **BOOKS AND RECORDS:** All books and records of the Association may be inspected by members or their agents or attorneys for any proper purpose at any reasonable time (**i.e., 30-days, 60-days, or 90-days**).

9. TRAVEL: Funds may be made available for official travel expense reimbursement if the Association has funds not currently needed for other Association activities and the use of such funds for travel expenses is authorized by the President, Vice President and Treasurer.

- a) Reimbursement shall be made to authorized persons when:
  - i. Travel is authorized and funds are available.
  - ii. A request for authorization of travel has been submitted to the Treasurer and approved by the authorizing officials listed above.
  - iii. A travel expense report has been completed and submitted to the Treasurer, with original receipts and any other documentation deemed necessary by the Financial Affairs Commission, within **(15)** days of when the travel expense for which reimbursement is sought was incurred or the travel was completed.
  - iv. The travel expense report submitted has been duly approved and verified by the authorizing officials.
    - b) Original copies of all travel authorizations and expense reports, with receipts and other required documentation, shall become part of the Association's official records of financial business.
    - c) In the event that the person requesting travel or travel reimbursement is the Treasurer, President, Vice-President or Secretary, the other three officers shall perform the authorization and the verification of the travel expense report.
    - d) Travel to **NAVUBPP's** Annual Conference shall not be considered for reimbursement.

#### Article X - LIMITATION ON ACTIVITIES

**NAVUBPP** is organized and shall be operated exclusively for charitable and educational purposes. No part of its net earnings shall be distributed, operated, or used for the benefit of its officers, members, or any organization. **NAVUBPP** shall not participate in nor intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### Article XI - DISSOLUTION AND LIQUIDATION

Upon dissolution of the Association, the Board, after paying or making provisions to pay all debts, obligations, and liabilities, shall make provisions to distribute all remaining assets of **NAVUBPP** to non-profit organizations which reflect the purposes of **NAVUBPP**.

#### Article XII - AMENDMENTS AND QUORUM

*Notwithstanding Section 102.25 of the Illinois General Not for Profit Corporation Act of 1986, as amended, these bylaws may be amended by a two-thirds vote of the institutional members, provided that the amendment has been submitted to the Parliamentarian in writing (which includes submission via electronic mail). The Parliamentarian will forward the same to the institutional members. The amendment may be presented for adoption at the Annual Members Meeting or during a special meeting of the members.*

Article XIII - ADDRESS

The address for the Association is that of the current Treasurer as elected by the institutional members. The address of the current Treasurer **and/or the interim Treasurer** shall be recorded in the books of the Association following such Treasurer's election at the Annual Conference.