

Veterans Voice Bylaws

Effective Date: July 13, 2017

Board of Directors Approved:

Date

Nicole Balderrama, D.B.A.
Chair

Date

Co-Chair

Date

Karl Kucera
Secretary

Date

Jim Branucci
Treasurer

Date

Larry Walker
Walker Director

Date

Trevor Weir
Technology Director

Date

Lee Mendius
Legacy Advisor

ARTICLE I Name

Section 1: Name

The name of the council is Veterans Voice, hereafter referred to as “V.V.”

Section 2: Alias Names

Veterans voice is also known as Veterans Mental Health Consumer Council, Veterans Voice Long Beach, and VA Long Beach HCS Veterans Mental Health Consumer Council.

ARTICLE II Offices

Section 1: Principal Office

The principal office of Veterans Voice (the Organization) for the transaction of its business shall be located at the Tibor Rubin Veterans Affairs Medical Center (TRVAMC) in the county of Los Angeles, California.

Section 2: Change of Address

The County of the Organization's principal office can be changed only by amendment of the Articles of Incorporation of this Organization and not otherwise. The Executive Committee may, however, change the principal office from one location to another within the named county by noting the changed address and effective date with an Appendix of the bylaws, and such change of address shall not be deemed an amendment of these Bylaws.

Section 3: Other Offices

The Organization may also have offices at such other places, within the County of Los Angeles, where it is qualified to do business, as its business may require and as the Executive Committee may from time to time designate.

ARTICLE III Nonprofit Purposes

Section 1: IRS Section 501(c)(19) Purposes

This organization is organized exclusively for one or more of the purposes specified in Section 501(c)(19) of the Internal Revenue Code. A short description of the provisions of Section 501(c)(19) is noted on Appendix A.

Section 2: Mission Statement

The mission of Veterans voice is to support Veterans and their family in military to civilian transition and post military medical needs. Specifically we aid and nurture the enrollment process into the VA healthcare system, attaining services provided from the VA healthcare system, and support the member in utilizing other benefits provided by the Veterans Affairs. In addition, we partner with medical professionals and senior staff to

rectify new or ongoing deficiencies within the TRVAMC that may deter or prevent veterans from receiving care and to optimize the quality of care. Lastly, we support the veteran in any and all needs that may or may not be supported by the Veterans Affairs.

Section 3: Purpose

The purpose of Veterans Voice is to ensure that all Veterans receive the support they need and with the highest quality services in military status transition, medical needs, use of all benefits, and quality of life.

Section 4: Functions

- a) Education: Educate Veterans, family members, VA staff, and the community in process and procedures, benefits, support options, discrepancies within the system, and any other veteran related issues.
- b) Acceptance: Assisting veterans and the community in the acceptance and understanding of veteran mental illness.
- c) Support: Support Veterans, family members, VA staff, and the community in all Veteran programs and needs.
- d) Quality Care: Review quality and customer satisfaction data identifying, communicating, and correcting discrepancies in VA services and other necessary changes for quality care.
- e) Quality of Life: Make a positive difference in the lives of surviving veterans.
- f) Promote: Promote understanding, appreciation and respect for the sacrifice and commitment by the American Veteran.

ARTICLE IV

Board of Directors and Membership

Section 1: The Board

The organization shall have a **maximum of eleven (9) Directors** and collectively they shall be known as The Board of Directors (The Board). Positions of the board are as follows:

- Chair
- Co-Chair
- Secretary
- Treasurer
- Legacy Advisors (up to 3)
- Marketing Director
- Technological Director

Section 2: Board Qualification

Any active duty, honorably discharged, or retired member of the United States Armed Services may serve as a Board Member Director.

Section 3: Board Roles and Responsibilities

- a) Chair. The Chair is responsible of oversight, planning direction, coordination, and supervision of the board of directors and organization. The Chair must ensure

- that each position is filled and/or the duties of each position are maintained. The Chair must create each meeting agenda based on the needs of the organization and with collaboration of the directors and member's input. The Chair must carry out the agenda as written and ensure the organization's activity is handled in accordance with the bylaws. The Chair is responsible for the annual review and if necessary, revision of the bylaws. The Chair must Preside at all Board, Officer and general membership meetings either in person, a conference call, a web conference, or any other form of non physical communication and participation.
- b) Co-Chair. The Co-Chair shall support the Chair in all activities and act as the Chair in his or her absence.
 - c) Secretary. The Secretary is responsible for maintaining all administrative documents of the organization. Examples of administrative documents are agendas, meeting minutes, meeting attendance, etc.
 - d) Treasurer. The treasurer is responsible for all financial aspects of the organization. The treasurer must maintain account of all financial aspects and make them publicly available at all times. The treasurer must post all transactions within 7 days of activity. Circumstances for which financial activities cannot be posted within 7 days will be reviewed and approved by the board of directors. Specific duties include: receiving and banking all Veterans Voice monies; Co-sign checks with the Chair; Pay all bills of the association; Prepare a financial report to be given at a monthly meeting and provide a copy to the Secretary for recordkeeping; prepare and oversee the filing of all financial reports, tax returns, State and/or Federal forms, as necessary; act as the custodian of the financial records and, as authorized by law or the provisions of these bylaws, execute documents of the organization; and in general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, these bylaws, or which may be assigned to him/her from time to time by the Executive Board.
 - e) Legacy Advisors. Legacy Advisors are legacy members that directly assisted and partook in the creation and evolution of the organization. Legacy Advisors are responsible for providing legacy input to the board and maintaining legacy records of noteworthy events or actions conducted by the organization. There may be up to Legacy Advisors on the board at all times.
 - f) Marketing Director. The Marketing Director is responsible for all marketing aspects of the organization. Marketing shall include the design, creation, and sales of merchandise, advertisement of the organization and specific events, and design and production of cards and flyers.
 - g) Technological Director. The technological director is responsible for creating, maintaining, and implementing the organization's website, applications, media, and any other technological application.

Section 4: General Powers

The general control of this organization shall be vested in The Board. Subject to the limitations contained in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of this organization shall be

conducted and all corporate powers shall be exercised by or under the direction of The Board.

Section 5: Approval and Ratification of Board Members

New Directors to The Board shall be approved by a majority of the members in attendance at a general meeting.

Section 6: Term of Office and Election

Only voting members who have been members in good standing such as a member for at least 3 months prior to the next Annual Meeting of Members which typically occurs in November, and are eligible to be members of the Board of Directors All Nominations are to be submitted at least 30 Days before the scheduled Annual Meeting of Members. The candidates receiving the highest number of votes shall be elected. Each member shall cast one vote, with voting being by ballot or other means as directed by the Board.

The term of office for each member of The Board shall be **One (1) full year with the term commencing on the first day of January and ending on the last day in December.** If a board member should need to be replaced for any reason prior to the first day of January, their term shall proceed the full following year ending the last day of December.

There are no limits to the renewal of terms. A member of the Board of Directors shall retain the position as long as he or she has been rightfully voted in the position according to the organizations Bylaws.

Section 7: Compensation

The Board shall serve without compensation. The Board shall be allowed reasonable advancement or reimbursement of expenses, of board approved transactions. If a board position should evolve to a level of work reasonably requiring compensation, the board of directors may move to compensate such position with a 2/3 approval vote conducted annually.

Section 8: Property Rights of Organization

No Board Director shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this organization, nor shall any such property or assets be distributed to any member on the dissolution or the winding up thereof.

Section 9: Conflict of Interest

No Board Director shall combine their personal businesses or affiliations with that of the Organizations to deter a conflict of interest. Organizational affiliation may exist amongst other veteran groups or non-profits that have been voted and approved by the board.

Section 10: Resignation / Termination

Board members can be removed from the board for any of the following reasons:

- a) Any Board Director may resign by providing a 14-day written notification to The Board.
- b) The member is no longer able to fulfill their Board responsibilities or has not been fulfilling their responsibilities.
- c) The member's behavior is disruptive and limits the Boards ability to function in a cohesive and effective manner.
- d) The member has represented the organization in a negative manner.
- e) If a member has been or will be absent for 4 weeks or more with notification to the board, their position will be temporarily filled until the return and transition of the position.

A Board Member may be terminated by the majority (at least 2/3 majority) of The Board at a regularly scheduled Board meeting. Upon resignation/termination, the resigning/terminated member shall surrender all records and official documents to The Board immediately.

Section 11: Regular Board Meetings

Regular meetings of The Board shall be held monthly, unless cancelled by the Chair. Meetings shall be held at such location within Los Angeles County as may be designated by The Board. The day and time for such meetings shall be approved by a majority of The Board.

Section 12: Special Meetings

Special meetings of The Board may be called by the Chair, and such meetings shall be held at the place as designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization. Requires proper Notice and Agenda. Voting is not authorized at Special Meetings.

Section 13: Annual Meetings

An Annual Meeting of the Board and Officers shall be held on such time and place as determined by the Board.

Section 14: Notice of Meetings

Regular member meetings shall be held without notice on the third Saturday of the month, or as designated by the Chair. Notice shall be required for a Special meeting of The Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by fax machine and shall state the place, date and time of the meeting and the matters proposed to be discussed at the meeting. In the case of fax notification, the director contacted shall acknowledge personal receipt of the fax notice by a return message or telephone call within 24 hours of the fax transmission.

Section 15: Quorum

A quorum shall consist of 50% plus one of the members of The Board. Except as otherwise provide in these bylaws or in the Articles of Incorporation of this organization, or by law, no business shall be considered by The Board at any meeting at which quorum,

as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 16: Voting

All votes will be valid only by those members present at a Board meeting with a quorum present and The Board member present for the vote being taken. Board Members shall not be permitted to vote by proxy. The Board may be recalled by 2/3 vote of the total membership. A petition to initiate recall procedures requires at least 1/3 of the total membership. In the event of a tie, the Chairs vote will serve as the tiebreaker.

Section 17: Non-liability

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the organization.

Section 18: Indemnification by Board, Officers, and Other Agents

To the extent that a person who is, or was, a Board Member, officer, or other agent of this organization, has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the organization, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding, as it relates to Veterans Voice business only.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefits Corporation.

Section 19: Insurance for Corporate Agents

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a Board Member, officer, or other agent of the organization), against liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 20: Majority Action as Board Vote

Every act or decision done or made by a majority of The Board Members present at a meeting duly held at which a quorum is present is the act of the Organization, unless the Articles of Incorporation or bylaws of this organization, or provisions of law require a greater percentage or different voting rules for approval of a matter by The Board.

Section 21: Signing and Approval Authorities

Signing. All Contracts must be approved by the Board, and signed by the Chair and Secretary. The Chair and Treasurer must sign all checks.

Approval. Amounts greater than \$250 require Board Approval. Amounts greater than \$100 but less than or equal to \$250 require dual approval of Chair (or in his absence the Co-Chair) and the Treasurer. Amounts less than or equal to \$100 – can be approved individually by the Chair, Co-Chair, or Treasurer, in the ordinary course of business.

ARTICLE V

Membership and Committees

Section 1: Member Qualification

Any persons willing and capable of serving the mission, purposes, and objectives of the Veterans Voice Bylaws in accordance with its rules and procedures. Membership is restricted to Veterans with valid proof from a DD214. Seventy-five percent of membership must be past or present members of the United States Armed Forces. Dishonorable discharges are accepted with Board Approval. A candidate for membership must attend 3 consecutive meetings and must be voted in for membership.

Section 2: Membership Meetings

Membership meetings shall be held weekly as scheduling permits, with a minimum of 1 meeting per month. Weekly meetings are held every Thursday at 0800. Revisions to the meeting time and location shall be posted at least 7 days prior. Three consecutive no shows to weekly meetings, with out notification to a board member, will result in removal of membership.

Section 3: Other Committees

The Board may establish standing committees as necessary to achieve the business and necessary goals of the organization. These may include publications, finance and education. These committees may consist of persons who are not Veterans Voice members and who shall act in an advisory role to The Board.

Section 4: Meetings and Action of Committees

Meetings and action of the committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws as modified by specific action of the Executive Committee. The Board will designate a chairperson (not previously identified) for each committee, and the chairperson is responsible to recruit additional members as deemed appropriate. The Executive Committee may also publish rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not in conflict with the provisions of these Bylaws.

ARTICLE VI

Contracts, loans, checks, and deposits

Section 1: Contracts

The board, except as otherwise provided in these bylaws, may authorize by resolution any officer(s), or agent(s) to enter into any contract of execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Loans

No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the board.

Section 3: Checks, drafts, and notes

Except as otherwise determined by resolution of the board, or as otherwise required by law, checks, draft, promissory notes, orders for payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the Commander.

Section 4: deposits

All funds of the organization, whether acquired by gifts, contract or any other means shall be deposited and credited to the organization in such bank, trust companies, or other depositories as selected by the executive committee.

Section 5: gifts

The executive committee may accept gifts, contributions, bequest or other devise on behalf of the organization, for the charitable or public purpose of this organization, and all such gifts become the sole property of the organization.

**ARTICLE VII
Corporate Records, Seal, and Fiscal Year**

Section 1: Maintenance of Corporate Records

The organization shall keep its principal office in the State of California:

- a) Minutes of all meetings, committees of The Board and general meetings. The minutes shall indicate the time and place of holding of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) A copy of the organization's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

Section 2: Corporate seal

The executive committee may provide a corporate seal, which shall be circular in form and shall be inscribed thereon the name of, “veterans voice,” the state of the organization and the words, “corporate seal.” Each state in which this organization is licensed to do business shall have a separate seal. Further, the executive committee may adopt the corporate seal. Such seal shall be kept at the principal office of the organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3: Right to copy and make extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy the documents. The expense for copying shall be borne by the person requesting the copies.

Section 4: Fiscal year

The fiscal year of the organization shall begin on the first day of January and end on the 31st day of December the following year.

**ARTICLE VIII
Amendment of the Bylaws**

Petition to amend the bylaws. Board petition. The executive committee is authorized and directed to initiate amendments to the bylaws as may be desirable to regularize the administrative practices of the organization. Membership petition. A petition to initiate bylaw change procedures requires at least 1/3 of the total membership.

Approval of amendments to bylaws. The board may approve changes to the by-laws to ensure compliance with laws, or for other administrative requirements by a 2/3 vote. These bylaws may be altered, amended, or replaced, and new bylaws may be adopted by 2/3 vote of the total membership present.

**ARTICLE IX
Tax exemption provisions**

Section 1: Tax exemption provisions

This organization shall not carry on any activities not permitted per section 501(c)(19) of the internal revenue code.

Section 2: Prohibition against private benefit

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, executive committee members, or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

Section 3: Distribution of assets

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c) (19) of the internal revenue code or shall be distributed to the federal government, or to a state or local government, for a public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE X Miscellaneous

Section 1: Order of Business at Meetings

The order of business at any regular or special meeting shall be covered by an agenda, which shall include, at a minimum:

- a) Pledge of Allegiance and Prayer and/or Moment of Silence.
- b) Approve the Agenda
- c) Reading and Approval of Previous Minutes
- d) Financial Report
- e) Old Business and New Business
- f) Public Comments
- g) Adjournment

Section 2: Audit Books

An audit committee shall be established to review the financial processes and financial statements of the organization. The audit committee shall be comprised of at least two Board members of which one shall be the Treasurer. The ‘Chair’ of this committee must be someone else other than the Treasurer.

The audit committee shall perform their financial review at least semi-annually (in July and January) of each year and present their findings (in writing) to the Executive Board members in the next month following the completion of their audit.

An internal audit shall be conducted annually by at least 2 members. Board members shall not participate in this audit. Findings shall be provided to the board.

The audit committee or members audit may recommend, with Board approval, that an auditor from outside of the organization perform an audit. Any compensation to be paid to such outside auditor must be approved by the Board. If an outside audit is approved, no officer of the organization can be a member of such audit team nor can they be employed in any manner by such audit firm, unless fully disclosed and approved by 3/4 of the Board, and this does not violate any external audit independence rules or regulations.

Section 3: Limitation of Liability

The private property of the incorporators, members, Board Members and officers of the organization debts or corporate shall incur no liabilities to any extent whatsoever, unless otherwise provided by state statute.

**ARTICLE XI
Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All reference in these Bylaws by a section or sections of the Internal Revenue Code shall be to such section of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.