

No Veteran Left Behind USA, Inc.

Bylaws

Appended February 13, 2023

Article I - General

- 1.1 This organization is No Veteran Left Behind USA, Inc. also known as “No Veteran Left Behind USA”.
- 1.2 The corporation, its members, Executive Board, and Board of Directors shall not discriminate on the basis of race, gender, religion, sexual orientation, culture, age, or any other basis proscribed by law and moral decency, with respect to affiliation, membership, elections, appointments, employment, contracting, meetings, donations, or any other activity.

Article II - Purpose

- 2.1 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 2.2 Support programs providing weekend healing retreats for Veterans and family members of Veterans, sponsored by No Veteran Left Behind USA.
- 2.3 Support educational programs with a focus on diversity and instructor training, and speaker training.
- 2.4 Create a supplemental scholarship program to assist veterans in higher education.
- 2.5 Create and develop transitional housing for homeless veterans.
- 2.6 Educate veterans to policy changes within the VA and the military
- 2.7 Raise funds to support these programs.

Article III - Membership

- 3.1 Any individual who files an application for membership which is forwarded to the No Veteran Left Behind USA headquarters for inclusion in the database is eligible for membership in No Veteran Left Behind USA, Inc.
- 3.2 Membership in No Veteran Left Behind USA, Inc. is encouraged.
- 3.3 Membership dues, the payment of such dues for the current period (or within an established administrative grace period) is required to establish and/or maintain membership in No Veteran Left Behind USA, Inc.
- 3.4 Members are required to maintain a current mailing address with the No Veteran Left Behind USA, Inc. headquarters.
- 3.5 Members of No Veteran Left Behind USA will receive benefits such as the right to vote in elections, hold elected office, or receive free copies of No Veteran Left Behind USA, Inc. newsletters.
- 3.6 If a member wishes to withdraw from the organization and be in good standing, he or she must submit a letter to the secretary and be current in his and her dues prior to the expiration date of their membership.

Article IV - Officers and Board of Directors

4.1 There are eight officers on the Board of Directors of No Veteran Left Behind USA, Inc. They are:

- a. Founder
- b. Chief Executive Officer
- c. Vice President
- d. Secretary
- e. Financial Officer
- f. Event Coordinator
- g. Marketing Supervisor
- h. Regional Manager

The officers shall constitute the Executive Board. Elections for the officers will be held at the Annual Business Meeting (see Article 5). The term of office for all officers shall be 2 years with exception to the Chief Financial Officer and Executive Officer who are appointed and hold the position unless relieved or resigns. The Executive Officers must meet at least once every other month.

4.2 The Board of Directors is self-sustaining. That is that the board may mentor members who wish to become board members and when a vacancy on the board occurs, the board can invite a member to fill that vacancy without a vote of the membership.

4.3 Officer Responsibilities

4.3.1 Founder:

- a. Will oversee the operation of the board and organization
- b. Will always have a seat and voting privileges on the board
- c. Other duties as may be assigned.

4.3.2 Chief Executive Officer:

- a. Duties to include presiding over Board of Directors.
- b. Uphold and promote the mission of No Veteran Left Behind USA, Inc.
- c. Assist with strategic planning and manage work to meet identified goals.
- d. Work to plan and implement effective orientation for new board members and ongoing education for all Board members.
- e. Other duties as may be assigned.

4.3.3 Vice President:

- a. Will take over duties of Chief Executive Officer if for any reason the Chief Executive Officer cannot perform their duties, or in case of the death of said officer.
- b. In absence of Chief Executive Officer, the Vice President will call meetings to order.
- c. Other duties as assigned.

4.3.4 Secretary:

- a. Responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines.

- b. Responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.
- c. Is an active conduit for communication by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
- d. Knowledgeable of the organization's records and related materials, providing advice and resources to the board on topics such as governance issues, amendments to the state laws, and the like, that will assist them in fulfilling their fiduciary duties.
- e. Is responsible for ensuring that accurate minutes of meetings are taken and approved.
- f. Ensures that official records are maintained of members of the organization and Board. He/She ensures that these records are available when required for reports, elections, referenda, other votes, etc.
- g. Manages the general correspondence of the Board of Directors except for such correspondence assigned to others.
- h. Manages the general correspondence of the Board of Directors except for such correspondence assigned to others.
- i. Other duties as may be assigned.

4.3.5 Financial Officer:

- a. Review and approve preparation and finalization of monthly and annual financial reporting materials and metrics for board of directors.
- b. Oversee budgeting, financial forecasting, and cash flow for administration, existing programs, and proposed new sites.
- c. Coordinate all audit activities.
- d. Serve as a business partner to the Board of Directors on the organization's financial, budgeting, and administrative processes with an eye to continuously developing and improving systems.
- e. Leads technical staff to design an IT plan for the future, and implement it successfully to meet IT needs (hardware and software) as the organization grows.
- f. Reports to the executive director and Chairman of the Board.
- g. Other duties as may be assigned.

4.3.6 Event Coordinator:

1. Act as public relations spoke person for the organization
2. Coordinate event planning and organization
3. Assist in staffing functions put on by the organization
4. Other duties as assigned.

4.3.7 Marketing Supervisor:

- a. Develop flyers for programs
- b. Design fundraising activities
- c. Develops a cadre of educated speakers on the following topics: veterans' right in general; issues of importance to spouses of service members; changes in legislation as it pertains to veterans and active duty service members.
- d. Promotion of No Veteran Left Behind 'Speakers' Bureau'

- e. Develop educational events such as plays, concerts, readings [of literature, etc.].
Promotion of such events
- f. Scholarship Project:
 - 1. Development of guidelines for applicants
 - 2. Recommendations for applicants to receive
 - 3. Network with other orgs re: fund raising and scholarship awards

4.3.8 Regional Manager:

- a. In charge of recruiting new members within their geographical area
- b. Work in coordination with Marketing
- c. Other duties as assigned.

4.4 Vacancies:

4.4.1 In event of long term absenteeism of a board member, the executive board has the power to replace that board member temporarily or permanently depending on the circumstances with a member of the organization. This member will hold the position until the board member returns or until the next annual meeting.

4.5 Officers can be removed from office with or without cause by two-thirds vote as a regular meeting of the board where previous notice has been given.

Article V - Nomination and Election of Officers

5.1 Nominations for the Executive Board shall be solicited by a Nominations Committee or the Executive Board. The nomination slate shall be submitted by the Secretary to the Board at least ten (10) days prior to the Annual Business Meeting.

5.2 The Executive Board shall convene an Annual Business Meeting once per year. At this meeting, officers shall be voted into office, an annual report will be given, and any other matters to be brought before the Board will be discussed.

5.3 Ballot Election:

5.3.1 Written ballots shall be prepared by the Executive Board or their designee and distributed to the Board at the annual meeting.

5.3.2 Absentee ballots can be sent via email or USPS mail by members. Members shall be notified one month in advance of the annual meeting of this option. They may request an absentee ballot by one of these means within two weeks of the election.

5.3.3 The Chairman of the Board shall appoint an individual to count ballots for any member of the Executive Board who has been nominated. The candidates receiving the largest number of votes on the written ballots for each respective office shall be declared elected at the annual Business Meeting. If there is a tie, there will be a run-off election.

Article VI –Committees and Standing Committees

6.1 The Executive Board and the membership may at any time decide to form a committee to address a particular issue. Committees shall be chaired by a voting member of the Board. The chair shall be responsible for recruiting the other members of the committee. Committees shall address findings and queries to the Vice-President of the Executive Board. All committees shall be accountable to the Executive Board, making written reports to the secretary.

6.2 The Nominations Committee shall solicit nominees for the Executive Board and the Board of Directors on an ongoing basis and shall provide the membership with information about nominees immediately prior to elections for said positions.

6.3 The Fundraising Committee shall focus on obtaining financial resources to support manifestation of No Veteran Left Behind USA, Inc.’s mission. Its activities shall include drafting grant proposals, conducting public outreach campaigns and organizing discrete events to raise funds for the organization.

6.4 The Programming Committee is responsible for the development of programs for healing and diversity training. Also has responsibility for the management of the color guard and transitional housing project.

6.5 The Marketing Committee shall focus on developing and implementing methods to publicize and promote programs of No Veteran Left Behind USA, Inc. in the community.

6.6 The Education Committee shall focus on creating a “Speakers Bureau”, managing the Scholarship Program, training of Instructors and developing educational events.

Article VII - Meetings

7.1 An Annual Business Meeting shall be held each year. The elections of officers of the Executive Board and the members of the Board of Directors shall be held at this meeting. A quorum of three Directors is required for the Annual Meeting to convene and conduct business.

7.2 Notice of the Annual Business Meetings shall be mailed to Board members at least one week in advance. At the beginning of each meeting any business shall be discussed prior to any scheduled program. The business portion of any meeting will be run by the Chairman of the Board. No Veteran Left Behind USA, Inc. bylaws shall be available at each meeting.

7.3 Interested parties may attend any Board meeting and may speak in accordance with the rules adopted by the Board, although they shall have no vote. This shall in no way limit the power of the Board to adopt rules providing for Executive Sessions closed to all other than members of the Board.

Article VIII - Other

8.1 No Veteran Left Behind USA, Inc. will act in all matters within the parameters of No Veteran Left Behind USA, Inc. rules and policies, and with due regard for the tax exempt status of No Veteran Left Behind USA, Inc.

Article IX - Financing And Indemnification

9.1 FINANCES. No Veteran Left Behind USA, Inc. shall be supported by a combination of the following: annual dues, grants, contributions, contracts, workshops and fundraising activities. Funds of No Veteran Left Behind USA, Inc. shall be under the supervision of the officers, and shall be handled by the Financial Officer. The financial records shall be audited annually by the Executive Board or its designee and reported to the membership at the Business Meeting.

1. SIGNATURES ON FIDUCIARY INSTRUMENTS. The Financial Officer, or another officer or officers as authorized by the Executive Board, shall sign all checks and all investment instruments authorized by the Executive Board. The Chairman of the Board and the Financial Officer, or any two officers designated by the Executive Board, shall execute any instrument creating a financial obligation of the Corporation, unless incurred in the ordinary course of business. Any expense of greater than \$500.00 shall require signatures of two officers, unless pre-authorized by a motion of the Board.

9.2 INDEMNIFICATION. The Corporation shall indemnify its present and former officers as provided by Wisconsin Chapter 181 sections 0877, 0881, 0889.

Article X – Dissolution

10.1 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding 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 disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

Article XI – Amendments to Bylaws

11.1 Proposals to modify No Veteran Left Behind USA, Inc. bylaw will be presented to the board one meeting prior to being voted on. At that time discussion of the proposed amendments will be held and any changes to the proposed amendments will be applied by a vote of the board. At the next meeting the written proposed amendment with changes will be voted on if there are no further changes. This can be done by a consent agenda. Board members may request certain items to be tabled from the consent agenda for further discussion.

Article XII – Parliamentary Authority

12.1 The rules contained in *Robert's Rules of Order: Simplified and Applied* shall govern meetings where they are not in conflict with the charter, rules of order, or other rules of the organization.

Article XIII – Adoption of Policies

13.1 Drafts of policies shall be presented to the board in the same manner as changes to the charter.

The undersigned hereby certifies that the foregoing Bylaws are a true and complete copy of and by the Bylaws adopted by the Directors of No Veteran Left Behind USA, Inc.

Ratified No Veteran Left Behind USA, Inc. by:

Ellen Kozel, Chief Executive Officer

Date

Jesse Kozel, Secretary

Date

Attachments:

Whistle Blower Policy
Conflict of Interest Policy

Amendments:

None