



BYLAWS OF Unified Arizona Veterans, Inc.

ARTICLE I – NAME

Section 1. The name of this organization shall be the Unified Arizona Veterans, Inc. (UAV).

ARTICLE II – MISSION

Section 1. The mission of the Unified Arizona Veterans shall be to collectively promote veteran and veteran family related affairs endorsed by a majority of its member veteran organizations.

- a. The UAV shall actively propose, support, and endorse legislative, administrative, or other actions which further the general welfare and well-being of Arizona veterans and their families.
- b. The UAV shall provide a key conduit of veteran related information to all member organizations through meetings and internal communications.
- c. The UAV is dedicated to initiating and supporting activities and objectives which stimulate love of our country and flag.
- d. In support of its mission, the UAV established, manages, maintains and operates scholarship programs to assist deserving veterans and the un-remarried spouse and children of veterans killed in the line of duty or who are determined by the VA to have a 100% service-connected disability rating.
- e. In support of its mission, the UAV established, manages, maintains, and operates the Arizona Veterans Hall of Fame (AVHOF).

ARTICLE III – STATUS

Section 1. The UAV shall be a nonprofit organization, operated exclusively for the purpose specified in Article II above. Whereas a primary mission of UAV is to collectively promote veteran related affairs endorsed by a majority of its member veteran organizations, such promotion shall in no way commit any member organization to a position contrary to that organization's policy.

Section 2. Nothing herein shall constitute members of the UAV as partners for any purpose. No member, representative, officer, or agent of the UAV shall be liable for acts or failures to act on the part of any other member, representative, officer, or agent. Nor shall any member, representative, officer, or agent be liable for acts or failures to act under these bylaws, excepting only acts or failures to act arising out of willful malfeasance or misfeasance.

Section 3. The mailing address of the UAV shall be designated by the incumbent Board of Directors.

ARTICLE IV – FINANCES

Section 1. The UAV shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure or be distributed to members other than provided for in Section 2 below.

Section 2. Officers, directors, appointed officials and members shall not receive any compensation for their services, but the Board of Directors (hereinafter the Board) may authorize reimbursement of expenses incurred in the performance of their duties. The Chairperson may authorize said expenditures up to \$250. The Executive Council may authorize said expenditures up to \$500. The Board of Directors may authorize said expenditures up to \$1,000. Expenses more than \$1,000 must be preapproved by the Membership.

Section 3. In the event of the dissolution of the UAV and after discharge of all liabilities, the remaining assets shall be given to a nonprofit organization whose purposes and objectives are similar to those of the UAV, such organization to be designated by a majority vote of the Board.

ARTICLE V – MEMBERSHIP

Section 1. The regular membership of UAV shall be composed of veteran organizations and their auxiliary recognized by the Arizona Department of Veterans' Services (ADVS), the Veterans Administration, or otherwise approved by the UAV Board of Directors.

- a. An application form and criteria may be obtained from the UAV Secretary or downloaded from the UAV website, www.azuav.org.

Section 2. Subject to the provisions of Section 1 above, membership shall be of two classes: regular and life.

- a. Regular Membership – veterans' organizations approved in accordance with Section 1 above.
- b. Life Membership – Life membership is granted to each current and past chairperson of the UAV.
- c. UAV Chairs, after serving two terms as Chairperson and at least one term as the Immediate Past Chair will be granted the honorific Chair Emeritus, Unified Arizona Veterans.

ARTICLE VI – OFFICERS

Section 1. The elected officers of UAV shall be the Chairperson and the Vice Chairperson. Appointed officers shall be the Secretary and the Treasurer who are appointed by the Chairperson with approval of the Board.

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Section 2. Other non-elected positions may include a chaplain, quartermaster, social media coordinator, and a sergeant-at-arms who shall be appointed by the Chairperson with approval of the Board.

Section 3. The Chairperson shall be the chief elected officer of the UAV, shall preside at meetings of the UAV and of the Board, and shall be a member ex officio, with right to vote, of all committees except the nominating committee. The Chairperson shall also communicate to the UAV or the Board information or proposals to help in achieving the purposes of the UAV. Further, the Chairperson shall perform such other duties as are necessary incident to the office.

Section 4. The Chairperson is responsible for the conduct of the meetings in a manner which will lead to the attainment of the goals of the UAV. The presiding officer shall relinquish the chair, after a motion has been made and seconded, to enter into discussion, in accordance with the current edition of *Roberts Rules of Order*.

Section 5. The Vice Chairperson shall fill a vacancy in the office of the Chairperson automatically. If the Vice Chairperson refuses to fill the vacancy of the Chairperson, the action will be determined as a resignation from the Board, and the Immediate Past Chairperson will preside over the Board until the Board appoints both a Chairperson and a new Vice Chairperson. Vacancies in other offices and directorships shall be filled by the Board.

Section 6. In the absence of the Chairperson, the Vice Chairperson shall preside. In the absence of both, the Immediate Past Chairperson shall preside. Should all three be absent, the Board shall appoint a chairperson pro tem to insure the orderly continuation of the meeting.

Section 7. The Secretary shall provide timely written notification of all meetings of the UAV and of the Board and shall maintain a record of all proceedings. The Secretary shall also carry out these duties; maintain a current roster of all member organizations and their representatives, prepare such correspondence as might be required, maintain the UAV correspondence files, safeguard all important records and documents belonging to the UAV, and other duties as are commensurate with the office or as might be assigned by the Board or the Chairperson. The incoming or serving Chairperson, with the approval of the Board, shall appoint a Secretary from the membership rolls of the membership VSOs. The Secretary shall serve at the pleasure of the Board.

Section 8. The Treasurer shall maintain a record of all sums received and expended by the UAV, collect all dues and payments, make such disbursements as are authorized by the UAV Chairperson, Board, Membership, or Operating Instructions. The Treasurer will deposit all sums received in a financial institution approved by the Board and make Board approved, standardized financial reports at UAV Board and Membership meetings or when called upon

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by the Chairperson. The Treasurer will keep a General Ledger broken down in the separate missions and activities of the UAV, including, but not limited to, the following accounts: Administrative, AVHOF, Scholarships, and Events. Funds may be drawn from the checking or savings accounts in the financial institution only upon the signature of the Treasurer or alternate designated by the Board. The funds, books, general ledger, and vouchers in the custody of the Treasurer, shall, at all times, be subject to inspection and verification by the Board. Normally, an annual review will be conducted. The incoming or serving Chairperson, with the approval of the Board, shall appoint a Treasurer from the membership rolls of the membership VSOs. The Treasurer shall serve at the pleasure of the Board.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The Board shall be composed of the elected officers (Article VI.1. above), four elected Directors, three appointed Directors (one each from TAL, DAV & VFW), one appointed Director who shall serve as the Legislative Liaison of the UAV, one appointed Director who shall serve as the Director (Sponsorships) and the immediate Past Chairperson.

Section 2. The elected officers and directors will normally be voted in by the membership at the last meeting of the calendar year. The newly elected members of the Board of Directors, including the appointed directors, shall be installed immediately following the election. The incoming Board will normally be sworn in by the Immediate Past Chairperson or by a Past Chairperson.

Section 3. The elected officers shall serve a term of one year. The four elected directors will serve two-year terms, two elected on the even years and two on the odd years. The tenure of the Chairperson and the Vice-Chairperson shall be limited to two consecutive one-year terms. The tenure of the Legislative Liaison Director, the Communications Director, and the Sponsorship Director shall be at the discretion of the Board. The terms of the other appointed directors shall be for one year, but under extenuating circumstances, may be extended one additional year by TAL, DAV, or VFW with approval of the Board. These latter three directors shall be non-paid volunteers of their organization and past state department commanders or currently serving state level officers.

- a. A term, be it one or two years, is defined as the period from the date of the annual election until the date of the annual election of the year in which that term expires, more or less.

Section 4. Elected officers and directors must be the primary representative or an alternate representative of a member organization whose dues are current with UAV and must have attended a majority of meetings in the past 12 months.

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Section 5. Resignation or Removal

- a. Any officer or director may resign, at any time, by submitting a written resignation to the Executive Council for the Board.
- b. If an elected officer has been absent for three consecutive meetings, not including excused absences, that office shall be declared vacant, and the Board shall appoint a replacement to fill the remaining term of office.
- c. The Board may remove any officer or director, for cause, upon the vote of three-quarters (3/4) of the otherwise qualified Board members present at any regular or special meeting of the Board, regardless of the number necessary for a quorum to conduct business. At least fifteen (15) days written notice, either by electronic or first-class mail, will be provided to the officer or director proposed for removal. That officer or director shall have the right to appear and be heard before any vote and decision outside of the presence of that officer or director.

Section 6. The Board shall have supervision, control, and direction of the affairs of the UAV; determine its policies or changes therein within the limits of the bylaws; actively pursue its mission statement as outlined in Article II above; and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 7. A majority of the entire Board shall constitute a quorum at any meeting of the board.

Section 8. All questions coming before the Board, unless otherwise required, shall be decided by a two-thirds vote, with each member of the Board present being entitled to one vote.

ARTICLE VIII – EXECUTIVE COUNCIL and COMMITTEES

Section 1. The Executive Council shall be composed of the Chairperson, Vice Chairperson, Secretary, Treasurer, and the immediate Past Chairperson. It will assist the Chairperson in the exercise of his/her duties and will form the core of the AVHOF Planning Committee.

Section 2. The Chairperson may appoint the standing committees listed below, and, as the need arises, other special committees such as might be required for the efficient conduct of UAV business.

Section 3. The Legislative Committee will normally be chaired by the Legislative Liaison Director. The committee shall protect and nurture the interests of member organizations by maintaining liaison with the legislative and executive branches of state government, monitoring current and proposed legislative actions at the state and federal levels, working

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with legislature and executive branches of the state government on the aforementioned actions, recommending actions to the membership where appropriate, and testifying on behalf of the UAV at hearings affecting the welfare of its constituents.

Section 4. The Arizona Veterans Hall of Fame (AVHOF) Planning Committee will consist of the Executive Council, the Quartermaster, and other members as selected by the Chairperson to include at least one member of the AVHOF Society. It is established to plan for and conduct the annual AVHOF Induction Reception and Ceremony, normally held annually on the last Friday of October each calendar year. It will operate under Operating Instructions approved by the UAV Board of Directors.

Section 5. The AVHOF Selection Committee shall be chaired by the Chairperson of UAV. It is established to annually review nominations that have been received for induction into the AVHOF and to select nominees for eventual approval by the Governor of Arizona. It will operate under Operating Instructions approved by the UAV Board of Directors.

- a. The Selection Committee will be comprised of two components, a Screening Panel and a Selection Panel.
- b. The Screening Panel will be comprised of the Executive Council and, if needed, one or two other UAV members who are AVHOF members. The panel will review all AVHOF Nominations to ensure compliance with current established criteria and guidelines.
- c. The Selection Panel will be populated by a dynamic and diverse composite of Arizona veterans as prescribed in the UAV AVHOF Operating Instructions.

Section 6. The Communications Committee will normally be chaired by the Communications Director. The Secretary and the Webmaster will be members of this committee, plus any other personnel required to efficiently, and effectively, accomplish the communications requirements of the UAV.

Section 7. At least 60 days prior to the annual election of the Board of Directors, the Immediate Past President, serving as the Chair of the Nominating Committee, shall select at least one other representative of a regular member organization who is not currently an elected officer as described in ARTICLE VII.1. above to assist him/her in recommending for nomination a slate of candidates for the upcoming elective office vacancies.

- a. The committee shall notify the UAV at the monthly meeting prior to the election of its proposed slate of officers and directors for the coming year, and the Secretary shall list them in the UAV minutes the month prior to the election.
- b. The slate recommended by the Nominating Committee will be verbally presented to those attending the annual election meeting. In addition, further nominations from the floor will be accepted at that time.
- c. Closure of the nominations shall be followed by voting on the slate in accordance with ARTICLE VIII.4.n.

ARTICLE IX – MEMBERSHIP MEETINGS

Section 1. UAV Board and Membership meetings will be held at a time, place or method designated by the UAV Chairperson.

Section 2. Normally, meetings will be held monthly from September through June on the first Saturday of each month at 10:00am or as designated by the Chairperson. Meetings normally will not be held during the months of July and August.

Section 3. Meetings will normally be conducted in accordance with the current edition of *Roberts Rules of Order*.

Section 4. The order of business at UAV meetings will be at the discretion of the Chairperson, but normally conducted as follows. Unless otherwise noted, the Chairperson is responsible.

- a. Meeting called to order
- b. Pledge of allegiance to the flag
- c. Invocation (Chaplain)
- d. Sickness and distress (Chaplain)
- e. Introductions
- f. Guest Presentations
- g. Member Presentations
- h. Roll call (Secretary)
- i. Minutes of the previous meeting (Secretary & Chairperson)
- j. Treasurer's report
- k. Reports
- l. Unfinished Business
- m. New Business
- n. Elections (once annually) and installation (immediately before the benediction)
- o. Good of the Order
- p. Raffle results
- q. Benediction
- r. Closing salute to the flag and adjournment

ARTICLE X – VOTING

Section 1. Except as otherwise provided in these bylaws, all questions coming before the membership shall be decided by a majority vote. No organization shall have a vote whose dues are not current.

Section 2. Regular members shall have voting privileges of one vote per organization. Votes must be cast by the designated Primary Representative or Alternate on file with the UAV, or

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by the actual head of the organization whose name is registered with the UAV. Serving members of the UAV Board and Life Members may cast one vote in their own stead.

Section 3. Proxy voting shall not be permitted at any meeting of the UAV.

Section 4. Voting, either by the membership or the Board, may be by voice, paper ballot, or by electronic means established by the Board.

ARTICLE XI – DUES

Section 1. Upon recommendation of the Board, dues for the following year shall be set annually on, or before the October meeting. Historically, the founding organizations of the UAV, The American Legion, Disabled American Veterans, and Veterans of Foreign Wars of the U.S., have paid four times the amount of dues paid by other member organizations.

Section 2. Said dues are initially payable when an organization becomes a member of UAV. The annual dues for a calendar year, thereafter, shall become due on January 1 of that year. Said dues shall be paid on or before the March meeting of each calendar year.

Section 3. The Board may, after appropriate notification, drop any member organization from the roll for non-payment of dues, causing it to forfeit all rights and privileges of membership. Any member organization that has been dropped for non-payment of dues may be reinstated upon payment of the annual dues for the current year.

ARTICLE XII – AMENDMENTS

Section 1. The bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the membership present and constituting a quorum at any duly organized meeting of the UAV, provided that a copy of any amendment proposed for consideration has been provided in writing to each member organization at least 15 days before the meeting.

ARTICLE XIII – THE FLAG

Section 1. The American flag shall be displayed and honored at all meetings of the UAV.

CERTIFICATION

This is to certify that these bylaws were approved and adopted at the meeting of the Unified Arizona Veterans, Inc. at Phoenix, AZ on March 5th, 2016.

/s/ Reggie Yates
Chairman
Unified Arizona Veterans

/s/ Carol Culbertson
Secretary
Unified Arizona Veterans

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Summary of Bylaws Amendments: Article VI.1., changed the officer positions of Secretary and Treasurer from elected to appointed positions. Article VI.2., added the word "other" to the beginning of the paragraph. Article VI.7., the Secretary is appointed by the incoming or serving Chairperson with approval of the Board and serve at the pleasure of the Board. Article VI.8., the Treasurer is appointed by the incoming or serving Chairperson with approval of the Board and serve at the pleasure of the Board. Article VII.1., added a appointed Director (Sponsorships) to the Board.

This is to certify that these amendments to the bylaws were adopted at the meeting of the Unified Arizona Veterans, Inc. at Phoenix, AZ on January 6th, 2018.

/s/ Jim Katzenberger
Chairman
Unified Arizona Veterans

/s/ Carol Culbertson
Secretary
Unified Arizona Veterans

Summary of significant Bylaws Amendments: Article I.1, added ", Inc." to name. Article I & Article III.1., changed Purpose to Mission. Article II.1.d., added scholarship programs. Article IV.2., added Executive Council, Board of Directors, and Membership expenditure cutoff levels. Article V.2.c. added eligibility requirements for the honorific Chair Emeritus. Article VI.2., added "social media coordinator". Article VI.5., added contingencies on officers and director vacancies. Article VI.8., clarified scope of the treasurer's duties. Article VII.2., added who should swear-in the incoming Board. Article VII.3., added Communications Director and Sponsorship Director. Article VII.5., added "a." resignation and "c." removal for cause. Article VIII., moved this article from its previous location and renamed the Roman Numerals on the following articles. Article VIII.3., added Legislative Liaison Director as the Chair. Article VIII.5., identified the two panels of the Selection Committee and added their mission. Article VIII.6., added the Communications Director as the Chair of the Communications Committee. Article IX.3., deleted "shall" and added "will normally" as Robert's is a guide and not sacrosanct. After the last article, added the heading CERTIFICATION to identify the authority and date of the latest version of the bylaws.

This is to certify that these amendments to the bylaws were adopted at the virtual meeting of the Unified Arizona Veterans, Inc. at Phoenix, AZ on 7 November 2020 with voting conducted by email between 7 and 11 November 2020.

/s/ Dylan Dalzotto
Chairman
Unified Arizona Veterans

/s/ Carol Culbertson
Secretary
Unified Arizona Veterans