



VFW NATIONAL HOME

**Veterans of Foreign Wars
of the United States
National Home**

Articles of Incorporation

**APPROVED
OCTOBER 2023**

ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of this Corporation is Veterans of Foreign Wars of the United States National Home which may also be referred to herein as VFW National Home or the Home.

For the purposes of this document the Veterans of Foreign Wars of the United States may be referred to as "VFW";

the Veterans of Foreign Wars of the United States Auxiliary may be referred to as "VFW Auxiliary" or the "Auxiliary";

the Military Order of the Cootie may be referred to as "MOC";

and

the Military Order of the Cootie Auxiliary may be referred to as "MOCA".

ARTICLE II PURPOSE

The purpose or purposes of this corporation are as follows:

- To establish a home or group of homes to support veterans of the United States military and their families.
- To maintain such institution as a charitable home for families of dependents of members of the Veterans of Foreign Wars of the United States or Veterans of Foreign Wars of the United States Auxiliary, or families of those who have served at home or abroad in any or all wars or conflicts of the United States.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The address of the Corporation is 3573 S. Waverly Rd., Eaton Rapids, MI 48827. The Resident Agent of the Corporation shall be the Corporation's Secretary Treasurer. All correspondence and notices shall be sent to the Corporation's Resident Agent at that address.

ARTICLE IV FINANCE

The Corporation is a non-stock membership corporation to be financed under the following general plan:

- Life Membership Fee for each member, whether Life Member or Associate Life Member as determined by the Board of Trustees pursuant to the Bylaws;
- Subscriptions, donations and fund-raising events or projects.

The Corporation does not intend to issue any shares of stock.

The assets of the Corporation shall include all real property owned by the Corporation, all personal property of the Corporation, all funds of the Corporation, all stocks and bonds of the Corporation and all beneficial interests of the Corporation and beneficial interests of the various estates and trusts.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Trustees, officers, or other private persons. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

(1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or

(2) by a corporation whose contributions are deductible under IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE V MEMBERS

There shall be four classes of members:

- Life Member Individual
- Life Member Unit - VFW and VFW Auxiliary groups including Posts and Auxiliaries at all levels of the VFW and VFW Auxiliary and MOC and MOCA
- Associate Life Member
- Honorary Life Member

The requirements and qualifications for being a Life Member, Life Member Unit, Associate Life Member or Honorary Life Member are set forth in the Bylaws of the Corporation.

Only Life Member Individuals and Life Member Units of the Corporation shall have voting rights.

ARTICLE VI OFFICERS

The Officers of the Corporation shall be:

- President who shall also be the current President of the Board of Trustees
- Sr. Vice-President who shall also be the current Sr. Vice-President of the Board of Trustees
- Jr. Vice-President who shall also be the current Jr. Vice-President of the Board of Trustees
- Secretary - Treasurer who shall also be the Secretary - Treasurer of the Board of Trustees

ARTICLE VII QUORUM

At any meeting of the Life Members of this Corporation, twenty-five (25) Life Members shall constitute a quorum for the transaction of any and all business at such a meeting. A vote of a majority of the Life Members voting whether in person or electronically shall be sufficient for the transaction of any business.

ARTICLE VIII BOARD OF TRUSTEES

The Board of Trustees shall consist of twelve (12) elected Trustees and six (6) ex-officio members and two non-voting ex-officio members. The voting ex-officio members are the current VFW Commander-in-Chief, VFW Adjutant General, VFW Quartermaster General, VFW Auxiliary National President and VFW Auxiliary National Secretary and the VFW Auxiliary National Treasurer.

The non-voting ex-officio members are the current Supreme Commander of the Military Order of the Cootie and the Supreme President of the Military Order of the Cootie Auxiliary. Those members shall not have voting rights.

Should any person hold more than one ex-officio office or also be an elected Trustee, that person shall have only one vote.

The election process, terms of office, conditions and requirements of the members of the Board of Trustees shall be set forth in the Bylaws of the Corporation.

ARTICLE IX INDEMNIFICATION AND LIMITATION OF LIABILITY

No member of the Board of Trustees of the corporation who is a volunteer trustee, as that term is defined in the Michigan Nonprofit Corporation Act (the Act), and no volunteer officer shall be personally liable to this Corporation or its members, for money damages for any action taken or any failure to take action as a trustee or volunteer officer, except liability for any of the following:

1. the amount of a financial benefit received by a director or volunteer officer to which they are not entitled
2. intentional infliction of harm on the corporation or its members
3. a violation of Section 551 of the Act
4. an intentional criminal act
5. a liability imposed under Section 497(a) of the Act

The Corporation assumes all liability to any person, other than the Corporation or its members, for all acts or omissions of a volunteer Trustee or a volunteer officer incurred in the good-faith performance of the volunteer Trustee's or volunteer officer's duties. However, the Corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or

the corresponding section of any future federal tax code.

If the Act is amended to authorize the further elimination or limitation of the liability of Trustees or officers of nonprofit corporations, the liability of members of the Board of Trustees or officers, in addition to that described in this Article IX, shall be assumed by the Corporation, or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code.

No amendment or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this Corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by the Board of Trustees or by ten percent (10%) of its members.

ARTICLE XI DISSOLUTION

On dissolution of the Corporation, after paying or providing for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed pursuant to the terms of the Dissolution provision set forth in the Policies and Procedures of the Corporation, which provision shall be incorporated in these Articles by reference.