



VFW NATIONAL HOME

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

BYLAWS

APPROVED OCTOBER 2023

VFW NATIONAL HOME
CORPORATE BYLAWS

TABLE OF CONTENTS

ARTICLE I	CORPORATION NAME	Page 3
ARTICLE II	GOVERNING DOCUMENTS	Page 3
ARTICLE III	MEMBERS	Page 3
ARTICLE IV	MEETINGS	Page 4
ARTICLE V	BOARD OF TRUSTEES OF THE CORPORATION	Page 5
ARTICLE VI	OFFICERS	Page 8
ARTICLE VII	FINANCE	Page 10
ARTICLE VIII	LEGAL SERVICES	Page 10
ARTICLE IX	FUNDING RAISING	Page 10
ARTICLE X	RULES AND REGULATIONS	Page 10
ARTICLE XI	AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS, PROPOSITIONS AT LIFE MEMBER MEETINGS	Page 11

ARTICLE I NAME

The name of this Corporation is Veterans of Foreign Wars of the United States National Home which may also be shown as doing business as VFW National Home and may 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 herein as "VFW";
the Veterans of Foreign Wars of the United States Auxiliary may be referred to herein as "VFW Auxiliary" or the "Auxiliary";
the Military Order of the Cootie may be referred to herein as "MOC";
and
the Military Order of the Cootie Auxiliary may be referred to herein as "MOCA".

ARTICLE II GOVERNING DOCUMENTS

The Corporation shall be governed by the Articles of Incorporation and these Bylaws.

The Board of Trustees shall adopt VFW National Home Policies and Procedures for the operation and oversight of the VFW National Home. Said Policies and Procedures shall be reviewed at least annually by the Board of Trustees and may be amended at any regular meeting of the Board of Trustees. Any amendments or additions to the VFW National Home Policies and Procedures shall be approved by a majority vote of the Board of Trustees.

ARTICLE III MEMBERS

Section 1. Voting Privileges.

Life Members and Life Member Units shall vote on all matters properly brought before the Life Membership for consideration at the Annual Meeting of the Life Members or a Special Meeting of the Life Members and for Trustees of the Corporation as prescribed in the Articles of Incorporation, these Bylaws and the VFW National Home Policies and Procedures.

Each Life Member and Life Member Unit shall be entitled to one vote.

Section 2. Voting.

Voting by proxy shall only be allowed by ex-officio Board members with the exception of MOC Supreme Commander and MOCA Supreme President, who are not voting members of the Board of Trustees.

Each individual Life Member or Life Member Unit shall cast his/her/their vote in person or electronically.

The vote of any Life Member Unit (Unit being defined as VFW and VFW Auxiliary groups including Posts and Auxiliaries at all levels of the VFW and VFW Auxiliary and MOC and MOCA) shall be cast by the Unit member designated by the presiding officer of the Unit. The presiding officer of the Unit shall notify the VFW National Home of the designated person for that Unit along with current contact information. That person must be a Life Member of the National Home and shall remain the designee until such time as the VFW National Home is advised of a change by the presiding officer or their successor.

Voting on any matter, proposition, or proposed action may be taken in person or by electronic transmission by all Life Members not present at the meeting at which the vote is taken, provided that a ballot which includes an exact copy of such motions or resolutions has been electronically transmitted to all Life Members at their last known email address as shown in the records of the Home at least sixty (60) days but no more than seventy (70) days prior to the day of the meeting at which such action is to be considered. Votes by electronic transmission must be received at the office of the Home no later than 4:00 p.m. Friday one week prior to the Annual Meeting.

Section 3. Life Membership Fee.

The fee for Life Membership, whether for Life Member or Associate Life Member, shall be determined by a two-thirds (2/3) vote of the Board of Trustees at a regularly scheduled Board Meeting.

Section 4. Expulsion, Dismissal, or Suspension of Members. Any Life Member may be expelled, dismissed, or suspended (without notice or an opportunity to be heard) by action of the Board of Trustees if said member shall be discharged from or cease to be a member in good standing of the Veterans of Foreign Wars of the United States or the VFW Auxiliary. Said Life Member may have their Life Membership restored upon confirmation that the membership in VFW or VFW Auxiliary has been restored.

**ARTICLE IV
MEETINGS**

Section 1. Annual Meeting

The Annual Meeting of the Life Members of this Corporation shall be held at the office of the Corporation in Onondaga Township, Ingham County, Michigan on the fourth Saturday in October at 9:00 a.m., local time each year. Notice of the annual meeting of this Corporation shall be provided to all members on the official website of the Corporation continuously for the thirty (30) days preceding the date of such meeting. Notice of the annual meeting may also be published in the official publications of the Veterans of Foreign Wars of the United States; the VFW Auxiliary or other nationally chartered MOC or MOCA and may be posted on the official websites of these same organizations at the discretion of the Board of Trustees.

Section 2. Special Meetings

Special meetings of Life Members shall be held at the office of the Corporation in Onondaga Township, Ingham County, Michigan. Special meetings of Life Members may be called at any time by any nine (9) or more members of the Board of Trustees. Notice and purpose of special meetings shall be in writing and posted on the official website of the Corporation continuously

for the thirty (30) days preceding the date of such meeting. Notice of the meeting may also be posted on the official websites of the Veterans of Foreign Wars of the United States and the VFW Auxiliary thereof at the discretion of the Board of Trustees. Notice and purpose of special meetings of Life Members shall also be in writing and mailed or electronically transmitted to all Life Members at their last known address as shown in the records of the Home at least thirty (30) days prior to the date of such meeting. Only matters so set forth in such notice shall be transacted at any special meeting.

Section 3. Quorum.

Twenty-five (25) Life Members present at the annual meeting of Life Members or at a special meeting of Life Members as defined in Sections 1 and 2 above shall constitute a quorum. A vote of a majority of the Life Members present and voting shall be sufficient for the transaction of any business. Any number less than a quorum may, however, adjourn a meeting from time to time until a quorum shall be obtained. No further notice of any kind shall be required for such adjourned meeting, nor for any other adjourned meetings where notice of the original date has been given in accordance with these Bylaws.

**ARTICLE V
BOARD OF TRUSTEES OF THE CORPORATION**

Section 1. Powers.

The property and business of this Corporation shall be held and managed by a Board of Trustees with all powers and authority necessary or appropriate to the complete execution of the purposes of this Corporation as set forth in the Articles of Incorporation, these Bylaws and the VFW National Home Policies and Procedures.

The Board of Trustees, has the authority to employ an Executive Director who meets the qualifications as set forth in the VFW National Home Policies and Procedures.

Section 2. Number and Quorum.

The Board of Trustees shall consist of twelve (12) elected members and six (6) ex-officio members as provided in the Articles of Incorporation as amended. Nine (9) Trustees shall constitute a quorum for the transaction of business.

Section 3. Qualifications of Trustees.

Every Trustee shall be a Life Member of the Home for at least one year prior to nomination and must be a member in good standing in the Veterans of Foreign Wars of the United States, or the VFW Auxiliary thereof, and if any Trustee shall cease to be such, he or she shall immediately cease to be a Trustee. In which case that Trustee shall be replaced by procedure set forth in the VFW National Home Policies and Procedures. Should the replaced Trustee be reinstated into the VFW or the VFW Auxiliary, they shall not be eligible for reinstatement as VFW National Home Trustee.

An employee of the VFW National Home is ineligible to be a Trustee.

A current resident or a person who was a resident of the VFW National Home within the four (4) years prior to nomination is ineligible to be a Trustee.

Section 4. Voting, Election and Term of Trustees.

Life Members shall be grouped in Districts based on their Veterans of Foreign Wars of the United States Department or VFW Auxiliary Department affiliation for the purpose of electing Trustees, except ex-officio Trustees. Trustees, except for ex-officio Trustees, shall be elected by the Life Members of the affected District, as set forth herein.

The election of Trustees shall be had by electronic ballot by all Life Members in the affected VFW National Home District(s). Ballots for the election of Trustees shall be electronically transmitted to all Life Members in the affected VFW National Home District(s) to their last known email address as shown in the records of the Home at least sixty (60) days but no more than seventy (70) days prior to the Annual Meeting of the Life Members. All electronic transmission votes, in order to be considered or counted, must be received at the office of the VFW National Home no later than close of business of the VFW National Home on September 30 preceding the Annual Meeting at which time the balloting shall be declared closed.

Election of Trustees shall be declared final three (3) days after the balloting is declared closed.

When there is only one (1) nominee for Trustee for a VFW National Home District, an electronic ballot to Life Members of the affected District shall not be required and notice of the nomination shall be posted on the official website of the Corporation immediately following the closing of the nominations and the President of the Corporation shall declare the nominee elected by acclamation.

Trustees shall be divided into six (6) equal classes of two (2) Trustees, each class serving six (6) year terms which shall be staggered with the terms of two (2) Trustees terminating and those of their successors commencing each year on the date of the Annual Meeting of the Corporation.

To be elected, a candidate for Trustee must receive a plurality of the votes cast for the candidates and shall serve for a term of six (6) years, except in the case where a Trustee has been appointed to fill a vacancy.

A Trustee must be a member of a Veterans of Foreign Wars Department, or a VFW Auxiliary Department thereof, within the VFW National Home District which he/she represents and must be a resident of the VFW National Home District which he/she represents or must reside within a 50-mile commuting distance of the District.

A Trustee shall be deemed "installed" when he/she shall have taken the oath of office as Trustee, and said oath shall have been administered to him/her by the Installing Officer chosen by the incoming President. Said Installing Officer must be a Life Member of the Home. The installation

shall be done under the Order of New Business, along with the swearing in of the new officers of the Board of Trustees, if present or, otherwise, at the next meeting of the Board of Trustees.

Section 5. Filing of Nominations

The procedure for Nominations for Trustees shall be set forth in the VFW National Home Policies and Procedures.

Section 6. VFW National Home Districts and Representation.

In order to provide representation to all Life Members of the corporation, one Trustee shall be elected from each of the VFW National Home Districts as defined in the VFW National Home Policies and Procedures.

Section 7. Executive Committee.

The Executive Committee of the Board of Trustees shall consist of the Board President, Sr. Vice President, Jr. Vice President, the Secretary-Treasurer and immediate Past President of the Board, if he/she is still a member of the Board, and the Board shall elect to said committee, one At Large Member and one Alternate At Large Member, from the Board of Trustees at its organizational meeting following the Annual Meeting of the Life Members.

The committee shall serve until the next Annual Meeting of Life Members; however, any interim vacancy shall be filled by majority vote of the Board of Trustees. The President shall be Chairman of this committee. This committee shall, between meetings of the Board of Trustees, exercise all powers and duties of the Board of Trustees concerning the working interest of the Home pursuant to the Articles of Incorporation, Bylaws and the Policies and Procedures. Three (3) members present in person or electronically shall constitute a quorum of the Executive Committee.

Minutes of the meetings of the Executive Committee shall be made available to all members of the Board of Trustees.

Section 8. Board Governance

The Board of Trustees as part of their broad powers of management and operation of the Home shall have complete power and authority to prescribe rules, regulations and requirements for admission to the Home which shall be set forth in the VFW National Home Policies and Procedures. Such Policies and Procedures may, within the limits of the purposes set forth in the Articles of Incorporation, prescribe and limit the type of persons eligible to admission to the Home and set forth particular requirements, conditions and approvals therefore.

The Board of Trustees shall have full power to revoke such rules, regulations, and requirements and may establish new rules, regulations and requirements, modify or amend existing rules, regulations, and requirements as it may deem appropriate and in the best interest of the VFW National Home.

The Executive Director representing the Board of Trustees shall administer the VFW National Home Policies and Procedures.

Section 9. Meetings.

Regular meetings of the Board of Trustees shall be held at least three times a year within 75 miles of the VFW National Home, one of which will be held immediately preceding the Annual Meeting of Life Members.

Other Special Board Meetings as required by law or other circumstances shall be held from time to time upon call of the Board President or any four (4) members of the Board of Trustees.

At any regular board meeting or any special board meeting, unless otherwise limited in the notice thereof, any and all business may be considered and/or transacted that might properly come before any meeting of the Board of Trustees. Notice of Special Board meetings shall be given each Trustee at least ten (10) days prior to the date of the meeting. Such notice must be in writing.

At any Special Meeting of the Board of Trustees at which all Trustees shall be present, or at which all the Trustees not present shall in writing have waived notice thereof, any and all business may be transacted.

Section 10. Reimbursement of Trustees.

Trustees of the Home shall not receive any salaries for their services as such Trustees, or as officers of the Home, except such reimbursement of expenses as may be determined by the Board of Trustees as set forth in the VFW National Home Policies and Procedures.

Section 11. Removal of Trustees.

Any member of the Board of Trustees who shall be absent from two consecutive duly called and held Board meetings, whether regular or special, of the Board of Trustees, may be subject to removal by a majority vote of the Board of Trustees at said second meeting or a subsequent meeting. Attendance may be in person or via teleconference. Notice of said removal shall not be required.

Section 12. Filling of Vacancies. Vacancies on the Board of Trustees, however arising, shall be filled by procedure set forth in the Board of Trustee Policies and Procedures.

**ARTICLE VI
OFFICERS**

Section 1. Number and Election.

The Board of Trustees at its regular meeting prior to the Annual Meeting of Life Members shall elect from its number a President and a Sr. Vice President, a Jr. Vice President and a Secretary – Treasurer. There shall be no other items considered at this meeting.

There shall be an organizational meeting immediately following the Annual Meeting at which meeting the Board of Trustees shall elect an At Large Member and an Alternate At Large Member. Other items may be brought to the Board of Trustees for consideration at this meeting.

The same person may hold any two offices except those of President and Sr. Vice President or Jr. Vice President. The Board of Trustees may appoint an Assistant Treasurer and such other officers – who need not be Trustees – as they deem necessary, who shall have such authority and perform such duties as may be prescribed by the Board of Trustees.

An employee of the VFW National Home is ineligible to be an officer as described herein. A current client or a person who was a client of the VFW National Home within the four (4) years prior to appointment is ineligible to be an officer as described herein.

The officers of the Home shall be elected for the term of one (1) year until their successors shall be elected, subject to the power of the Board of Trustees to remove officers as hereinafter provided. Vacancies occurring among the officers shall be filled by election by the Board of Trustees for the remainder of the unexpired term.

Unless challenged by nomination or the position is declined by the incumbent, the Senior Vice President will progress to the President position, and the then Junior Vice President will progress to the Senior Vice President position with each successive election cycle. If a position (or advancement) is declined by the incumbent the position will be vacated and nominations for that position will be accepted and voted on by the Board of Trustees.

Section 2. President, Sr. Vice President and Jr. Vice President.

The President shall preside at meetings of the Life Members and Board of Trustees and shall have such other powers and duties as are usually incident to the office of the President of the Corporation or shall be delegated or assigned to him/her by the Board of Trustees.

The Sr. Vice President, in the absence or inability of the President to act, shall perform all the duties of the President and such other duties as the Board of Trustees may from time to time prescribe.

The Jr. Vice President, in the absence or inability of the President or the Sr. Vice President to act, shall perform all the duties of the President and such other duties as the Board of Trustees may from time to time prescribe.

Section 4. Secretary-Treasurer.

The Secretary-Treasurer shall attend all meetings of the Corporation and of the Board of Trustees and shall perform the duties usually incident to that office together with such duties as the Board of Trustees may from time to time prescribe.

Section 5. Vacancy in Office and Removal from Office.

Any office shall become immediately and automatically vacant if (a) the holder thereof shall die, become incapacitated or cease to be a Life Member of the Home; or (b) the holder of an office, who is required hereunder to be a Trustee, shall cease to be a Trustee.

Any officer may be removed by the Board of Trustees for malfeasance or misfeasance in office by a majority vote of the Board of Trustees present at any meeting of the Board, provided that at least ten (10) days written notice by mail shall be given to the officer of such intended action.

Notwithstanding, in case of misappropriation or refusal to pay over or account for funds of the Home, any officer may be **suspended** without notice by a majority vote of the Executive Committee.

ARTICLE VII FINANCE

The finances of the Corporation shall be managed by the Executive Director pursuant to the VFW National Home Policies and Procedures.

The Board of Trustees shall be empowered to engage the services of a duly qualified accountant or accountant firm to audit the financial records of the Home and assist in the preparation of required IRS returns or documents for the VFW National Home.

ARTICLE VIII LEGAL SERVICES

The Board of Trustees shall be empowered to engage the services of a duly qualified attorney (s) who is/are licensed to practice law in the State of Michigan in order to advise on all legal matters of the VFW National Home as deemed necessary.

ARTICLE IX FUND RAISING

The Board of Trustees shall be empowered to engage the services of professional fundraising companies as it deems necessary.

When using mailing lists belonging to the Veterans of Foreign Wars of the United States or the VFW Auxiliary, all required approvals or authorizations by the owners of said lists for the use of their mailing lists or their names when required, shall have first been obtained from the respective organization.

ARTICLE X RULES AND REGULATIONS

Meetings of the Corporation and the Board of Trustees shall be governed by the VFW National Home's Modified Version of Robert's Rules of Order. This simplified version of Robert's Rules of Order shall be approved and may be modified at any regular Board Meeting. Should there be a conflict between these Bylaws and said Modified Version of Robert's Rules of Order, these Bylaws shall prevail.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS,
PROPOSITIONS AT LIFE MEMBER MEETINGS

Any amendment, repeal, revision or addition to the Articles of Incorporation or Bylaws shall be presented for approval at the Annual Life Member Meeting and shall require the affirmative vote of two-thirds (2/3) of the Life Members of the Home voting thereon, whether by electronic ballot or in person ballot.

Any amendment, repeal, revision or addition to Bylaws – or proposal or proposition – may be initiated either (1) by action of the Board of Trustees or (2) by written proposal signed by a minimum of five hundred (500) Life Members. The required five hundred (500) Life Member signatures must be from five (5) or more of the twelve (12) VFW National Home Districts with a minimum of seventy-five (75) signatures from at least five (5) different districts. This written and signed proposal must be delivered to the Executive Director of the VFW National Home at the address of the Home not earlier than March 1st and not later than April 1st preceding the next Annual Meeting of Life Members at which it is to be presented. The Executive Director of the Home will provide a copy to the Secretary – Treasurer of the Home. In every case of a duly-initiated amendment, repeal, or alteration of the Articles of Incorporation or Bylaws or other proposal or proposition, it shall be announced briefly in the notice of the Annual Meeting of Life Members and the ballots shall include the proposal or proposition verbatim.

The Board of Trustees at a duly held meeting shall consider and vote their approval or disapproval of any duly-initiated members' proposal or proposition and specify succinctly their reasons therefor. On the ballot containing any proposal or proposition the recommendation of the Board of Trustees shall be stated either immediately preceding or immediately following the proposal or proposition; the reasons specified by the Board for its recommendation shall be succinctly set forth elsewhere in a prominent place on the ballot and likewise reasons given by the initiating members shall be stated succinctly.

Any amendment, repeal, or alteration to the Bylaws or any duly-initiated members' proposal or proposition as defined herein shall require a written ballot for those attending in person or electronically transmitted ballot and shall require the affirmative vote of two-thirds (2/3) of the Life Members of the Home voting thereon.