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**CHATTANOOGA  
AREA  
VETERANS  
COUNCIL**



**\* BYLAWS \***

**Revision 2  
March 10, 2023**



# CHATTANOOGA AREA VETERANS COUNCIL

## \*★BYLAWS★\*

REV 2

3/10/23

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# CHATTANOOGA AREA VETERANS COUNCIL

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### ARTICLE I

#### NAME

Section 1. The name of the association shall be the Chattanooga Area Veterans Council, hereafter called CAVC.

Section 2. The principal office shall be located in Hamilton County, Tennessee.

### ARTICLE II

#### MISSION

The mission of this association shall be:

Chattanooga Area Veterans Council (CAVC) provides quarterly briefings by Veteran support organizations; streamlined support efforts; celebratory event coordination; sponsor programs to educate the public; and a centralized resource repository for military veterans and their families in the tri-state area including Tennessee, Alabama, and Georgia.

### ARTICLE III

#### POLICIES

Section 1. **ANTI-HARASSMENT:** The CAVC is committed in all areas to providing an environment that is free from harassment. Harassment based upon an individual's sex, race, ethnicity, national origin, age, religion, or any other legally protected characteristics will not be tolerated. All CAVC members are expected and required to abide by this policy.

Section 2. **ANTI-DISCRIMINATION:** The CAVC is an equal opportunity organization. No member of the CAVC will discriminate and all will take affirmative action measures to ensure against discrimination in membership, recruitment, advertisements of events, termination of membership, promotions, and other conditions of membership against any member or membership applicant on the bases of race, creed, color, national origin, or sex.



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### ARTICLE IV

#### MEMBERSHIP

- Section 1. **VETERAN ORGANIZATIONS:** Any nationally chartered veteran's organization shall be eligible to apply for membership. Organizations which apply for membership must be recommended by the Executive Board and approved by a majority of the Veteran Organizations present at a quarterly meeting. After meeting the criteria members are entitled to all rights and privileges as accorded in these Bylaws.
- Section 2. **ASSOCIATE ORGANIZATIONS:** Institutions and organizations whose operations are closely allied with or related to the function of the CAVC shall be eligible for Associate Membership in the CAVC. Associate Organizations which apply for membership must be recommended by the Executive Board and approved by a majority of the Veteran Organizations present at a quarterly meeting. Associate Members shall have no vote in the affairs of the CAVC.
- Section 3. **HONORARY ORGANIZATIONS:** Honorary Organizations shall be recommended by the Executive Board and confirmed by a two-thirds vote of the members present at a quarterly meeting. Honorary Members shall have no vote in the affairs of the CAVC.
- Section 4. **CLASSIFICATION of MEMBERS:** The Executive Board shall have the power to determine the classification of any member and reject any request of membership in the CAVC.
- Section 5. **VOTING:** Each active veteran organization in good standing shall have one vote in the affairs of the CAVC. No proxy votes shall be allowed.
- Section 6. **MEMBERSHIP RESIGNATION OR WITHDRAWAL:** Membership in the CAVC may terminate by voluntary withdrawal as herein provided. All rights, privileges, and interest of member organizations in or to the CAVC shall cease on the termination of membership. Any member organization may, by giving written notice of resignation, withdraw from membership.
- Section 7. **DUES:** The annual nonrefundable dues for each member of the CAVC shall be determined by the Executive Board and reflected in the Standing Rules as adopted by the Executive Board from time to time.



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### ARTICLE IV, *continued*

#### MEMBERSHIP

- Section 8. DELINQUENCIES: Member Organizations that fail to pay dues within thirty (30) days from the time due shall be notified by the Treasurer, and if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership
- Section 9. MEMBERSHIP REVOCATION: The Board of Directors may revoke the membership of any organization for non-participation or violation of these Bylaws.

### ARTICLE V

#### OFFICERS.

- Section 1. GENERAL: The elective officers of the CAVC shall be Chairman, Chairman-elect, Vice-Chairman, Secretary and Treasurer. All must be members of a CAVC Veteran's Organization with exception of Treasurer or Secretary who can be a member of a CAVC Veteran or Associate organization. At each Annual Meeting the Chairman-elect shall assume the Chairmanship and the membership shall elect a Chairman-elect, Vice-Chairman, Secretary and Treasurer.
- Section 2. TERM: Each elective officer shall take office at the Annual Meeting and shall serve for a term of one (1) year or until his successor is elected and installed.
- Section 3. VACANCIES: (A) Should the Chairman not complete his/her term of office, the Chairman-elect shall succeed to the office of Chairman. When the Chairman-elect assumes the Chairmanship, he/she shall complete the term and if he desires shall have the privilege of serving his own term. (B) When the office of Chairman-elect or Vice-Chairman becomes vacant the Executive Board until the next election shall fill it. (C) If the Executive Board appoints the Chairman-elect, he/she will only serve in that office until the next election, and then must run for election.



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### ARTICLE V, *continued*

#### OFFICERS

- Section 4. **CHAIRMAN:** The Chairman shall be the principal officer of the CAVC, he/she shall preside at all meetings of the CAVC and of the Executive Board, and he/she shall be member *ex-officio*, with the right to vote on all committees except the Nominating Committee. He/she shall also at all meetings of the CAVC and at such other times as shall be deemed proper, communicate to the membership or to the Executive Board such matters to promote the welfare and increase the usefulness of the CAVC. The Chairman shall perform such other duties as are necessarily incident to the office of Chairman or as may be prescribed by the Executive Board.
- Section 5. **CHAIRMAN-ELECT:** The Chairman-elect shall be delegated by the Chairman to perform his/her duties in the event of the Chairman's disability or absence from meetings and shall have such duties as the Chairman or the Executive Board may assign.
- Section 6. **VICE-CHAIRMAN:** The Vice-Chairman will be delegated by the Chairman-elect to perform his/her duties in the event the Chairman-elect's disability or absence from meetings and shall have such other duties as the Chairman or Executive Board shall assign.
- Section 7. **SECRETARY:** The Secretary shall be responsible to the Chairman to give notice of and attend all meetings. The Secretary shall be responsible for keeping a record of all proceedings, to maintain documents and perform such other duties as are usual for such an officer or other duties assigned by the Chairman. The Secretary shall act for the Treasurer if Treasurer is unable to fulfill the required duties of the position.
- Section 8. **TREASURER:** The Treasurer is responsible for the collection of the annual dues from all member organizations. The Treasurer shall monitor the CAVC's financial transactions to require compliance with the procedures for the receipt, disbursement, and keeping of CAVC funds, records, and investments in connection therewith. The Treasurer shall keep the CAVC's records and vouchers in readiness at all times for inspection and auditing. He/she shall also give a Treasurer's report at each quarterly meeting
- Section 9. **BONDING:** At the direction of the Executive Board, any officer or employee of the CAVC shall be bonded at the expense of the CAVC, in such sum as the Executive Board shall prescribe.





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### ARTICLE VI

#### MEETINGS

- Section 1. **ANNUAL MEETING:** The CAVC shall meet annually in December at such appropriate place designated by the Chairman of the Executive Board. Newly elected officers and board members of the CAVC shall be sworn in at the December meeting. The National flag of the United States shall be displayed at all meetings of the Council.
- Section 2. **QUARTERLY MEETINGS:** Quarterly meeting dates and times shall be established by the Executive Board.
- Section 3. **AWARDS BANQUET:** The date of the annual awards banquet shall be determined by the Executive Board.
- Section 4. **SPECIAL MEETING:** The CAVC Chairman may call a special meeting provided a ten (10) day written notice is given in advance of the meeting. The notice shall provide the time, place, and subject matter to be discussed.
- Section 5. **PRESIDING OFFICER:** The Chairman shall preside at all meetings of the CAVC. In his absence the Chairman-elect or Vice-Chairman in that order shall preside. Should none of the above be available the immediate Past-Chairman shall preside.
- Section 6. **QUORUM:** In order to establish a quorum a minimum of 10 veteran organizations must be present for voting. Each veteran organization is allowed only one voting person and no person may represent more than one voting organization.

### ARTICLE VII

#### EXECUTIVE BOARD

- Section 1. **GENERAL:** The Executive Board shall have supervision, control, and direction of the affairs of the CAVC, shall determine CAVC policies or changes therein within the limits of the bylaws and articles of incorporation, shall actively pursue CAVC objectives and shall have discretion in the disbursements of CAVC funds. Any budgets, grants or request for funds shall be approved by the Executive Board before submission. It may adopt rules and regulations for the conduct of CAVC business as shall be deemed advisable, and may in the execution of the powers granted, appoint such agents, as it may consider necessary.



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### ARTICLE VII, *continued*

#### EXECUTIVE BOARD

- Section 2. **COMPOSITION:** The administrative affairs of the CAVC shall be under the supervision of the Executive Board, which shall consist of the Chairman, Chairman-elect, and Vice-Chairman Secretary and Treasurer and a maximum of six (6) At-Large Directors. At-Large Directors shall be elected at the Annual meeting to a two (2) year term. No more than two (2) members of the Executive Board shall represent the same member organization.
- Section 3. **MEETINGS:** The Executive Board shall meet in business session quarterly, the Chairman or five (5) members of the Executive Board may call a special meeting.
- Section 4. **QUORUM:** A majority of the Executive Board shall constitute a quorum.
- Section 5. **ABSENCE:** Any member of the Executive Board unable to attend a meeting shall notify the Chairman and state the reason for their absence. If a Board member is absent from two (2) consecutive meetings for reasons, which the Executive Board has failed to declare to be sufficient, their resignation shall be deemed to have been tendered and accepted.
- Section 6. **COMPENSATION:** No member of the Executive Board shall receive compensation for their services as Board members, but the Board may authorize reimbursement of expenses incurred in performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the CAVC.
- Section 7. **RESIGNATION or REMOVAL:** Any member of the Executive Board may resign at any time by giving written notice to the Chairman. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman. Any officer may be removed for cause, by a majority of the membership of the CAVC at a special or regular meeting of the CAVC. There shall be only one vote per member organization.
- Section 8. **INDEMNIFICATION:** In the performance of their duties, CAVC officers, directors and members of the Executive Board shall be insulated from personal liability as provided by Tennessee law for officers and directors of nonprofit corporations, and as otherwise provided in CAVC governing documents. Officers, Directors, and members of the Executive Board are required to exercise the ordinary and reasonable care of Directors of a corporation, subject to the Business Judgment Rule.



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### ARTICLE VII, *continued*

#### EXECUTIVE BOARD

- Section 8, *continued.* An Officer, Director, or member of the Executive Board acting in accordance with the Business Judgment Rule shall be protected from personal liability. Board determinations of the meaning, scope, and application of governing document provisions shall be upheld and enforced so long as such determinations are reasonable. The Board shall exercise its power in a fair and nondiscriminatory manner and shall adhere to the procedures established in the governing documents. The Executive Board may procure Directors and Officers (D&O) insurance or otherwise provide for indemnification by the CAVC of any and all of its present or past officers, directors or members of the Executive Board against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they have been made parties by reason of having been officers, directors or members of the Executive Board.
- Section 9. MAIL OR ELECTRONIC VOTE: Whenever, in the judgment of the Executive Board, any question that shall arise which the Executive Board believes should be put to a vote of the membership and when it deems expedient to call a special meeting for such purpose, the Executive Board may, unless otherwise required by these bylaws, submit such matter to the membership in writing by mail or electronic communication for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within thirty (30) days after such submission to the membership. Any and all action taken in pursuance of a majority of mail vote in each such case shall be binding upon the CAVC in the same manner as would be an action taken at a duly called meeting.
- Section 10. ENDORSEMENTS: No individual member or group of members representing the CAVC shall have the authority to endorse or to recommend any product or service or person in the name of CAVC without the written consent of the Executive Board.
- Section 11. ACTION by WRITTEN CONSENT: Any written action taken by the Executive Board not in regular session shall be by majority vote.
- Section 12. SEAL: The CAVC shall have a seal of such design as the Executive Board may adopt.



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### ARTICLE VIII

#### COMMITTEES

- Section 1. GENERAL: The Chairman, subject to the approval of the Executive Board, shall annually appoint such standing committees & chairs as may be beneficial to the CAVC Mission and as required by the CAVC bylaws.
- Section 2. NOMINATING COMMITTEE: The Chairman shall appoint a Nominating Committee, with the approval of the Executive Board, which will consist of three (3) members of the CAVC at the Fall Meeting, the first person appointed shall be the Chairman. The Nominating Committee shall recommend to the membership a minimum of one (1) person for each elective office. Nominations may be made from the floor. The Nominating Committee shall notify the Chairman and Secretary, in writing, at least thirty (30) days prior to the Annual Meeting of the names of the candidates it will nominate.
- Section 3. COOLIDGE AWARD COMMITTEE: The Chairman shall at the Fall Meeting appoint the Charles H. Coolidge award Committee. The committee shall consist of five (5) members: three (3) from Veteran Organizations and two (2) from Associate Organizations. The committee shall notify the Chairman, in writing at least twenty (20) days before the awards banquet of the names of the awardees, for the Veteran of the Year and the Associate Member of the Year Awards
- Section 4: ARMED FORCES WEEK: The Chairman with the approval of the Executive Board shall appoint the Executive Board of the Armed Forces Week Celebration Committee at the Fall Meeting. The Armed Forces Week Celebration Executive Board shall be composed of the upcoming Past Chairman of the CAVC, who will be chairman of the committee and the Secretary and Treasurer of the CAVC shall serve as Secretary and Treasurer. The Chairman shall appoint a Military Project Officer and Civilian Project Officer. The Armed Forces Week Executive Board will appoint all standing committees including two (2) members to serve as the Audit Committee.
- The six (6) military branches shall be featured on a rotating basis: Air Force, Coast Guard, Army, Navy, Marine Corps and Space Force
- Section 5. MEMORIAL DAY: The CAVC will coordinate the Memorial Day program, which will be held at The Chattanooga National Cemetery. In case of inclement weather, the program will be held at a site selected by the Executive Board. The various CAVC Veteran Organizations will have the option to sponsor the program on a rotating basis.



# CHATTANOOGA AREA VETERANS COUNCIL

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### ARTICLE VIII *continued*

#### COMMITTEES

Section 6. VETERANS DAY: The CAVC will coordinate the Veterans Day program, the location of which shall be determined by the Executive Board. In case of inclement weather, the program will be held at a site selected by the Executive Board. The various CAVC Veteran Organizations will have the option to sponsor the program on a rotating basis.

### ARTICLE IX

#### PARLIAMENTARY REFERENCE

The current edition of Robert's Rules of Order shall be used as a reference by CAVC in all cases to which it is applicable and consistent with these bylaws and any special rules of order the CAVC may adopt.

### ARTICLE X

#### AMENDMENTS

Upon proposal by the Bylaws Committee the Executive Board, shall amend, repeal, or alter, in whole or in part by, (A) two-thirds vote of the member CAVC Veteran Organizations present and voting at any meeting of the CAVC, provided that a copy of any amendment proposed for consideration shall be mailed or E-mailed to the last recorded address of each member organization at least thirty (30) days prior to the date of the meeting, or (B) by approval in writing or electronic submission of 2/3 majority of CAVC Veteran Organizations.

### ARTICLE XI

#### FISCAL YEAR

The Fiscal Year shall commence on the 1<sup>st</sup> day of January and shall end on the 31<sup>st</sup> day of December, unless modified by a majority vote of the Executive Board.

### ARTICLE XII

#### DISSOLUTION

The CAVC shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the CAVC. On dissolution of the CAVC any funds remaining shall be distributed to one or more regularly organized and qualified veterans charitable, educational, or philanthropic organizations to be selected by the Executive Board, as specified in the articles of incorporation.