

## BYLAWS OF

### Connecticut Veterans Organization, Inc

#### **ARTICLE I. PRINCIPAL OFFICE**

1.1 Office: The address of the principal office of the Organization shall be PO Box 1013 in the City of Middletown, and State of Connecticut. The Corporation may have other offices within the State of incorporation as the Board of Directors may designate or as the business of Corporation may require.

#### **ARTICLE II. Members, Directors & Officers**

2.1 Place of Meetings: The meetings of the members of the Connecticut Veterans Organization, Inc (“Members”) shall be held at Wood and Tap, 420 Queen Street, Southington, CT, as may be fixed by the Board of Directors.

2.2 Annual Meetings: The annual meeting of the members shall be held each year at the corporate offices or at any other place within or the State of Connecticut, as may be determined by the Directors and as may be designated in the notice of that meeting, for the purpose of electing Directors and transacting any other business that may come before the meeting. If that date is a legal holiday, the annual meeting shall be held on the next succeeding day that is not a legal holiday.

2.3 Special Meetings: A special meeting, other than those regulated by statute, for any purpose or purposes may be called at any time by the President, by a majority of the Board of Directors, by designated Officers of the Organization. At a special meeting no other business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

2.4 Notice of Meetings: Written or printed notice stating the place, day, and hour of every meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be announced not less than seven nor more than ninety days before the date of the meeting to each member, director & officer of record entitled to vote at such meeting, to the organizations meetings page online. If mailed, notice shall be deemed to be delivered when deposited in the United States mail. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the members, directors and officers entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

Notice of special meetings shall also state the purpose or purposes for which the meeting is called, and indicate that it is being issued by, or at the direction of, the person(s) calling the meeting.

2.5 Voting: At any meeting of the members, each member of a class entitled to vote on any matter coming before the meeting shall have one vote in person or by proxy. Every proxy shall be in writing, dated, and signed by the member entitled to vote or his or her duly authorized attorney-in-fact. The proxy shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Organization.

2.6 Order of Business: The order of business at all meetings of Shareholders shall be as follows, unless otherwise adopted by the Board:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes and acceptance of preceding meeting
4. Reports of Officers
5. Reports of committees
6. Election of Directors, if required
7. Unfinished business
8. New business

### **ARTICLE III. BOARD OF DIRECTORS**

3.1 General Powers: The property, business, and affairs of the Organization shall be managed and controlled under the direction of its Board of Directors (the “Board” and the members of which are referred to herein as “Directors”), and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board. Such management and general control will be by majority vote of the Board, with each Director having equal vote.

3.2 Number of Directors: The number of Directors constituting the Board shall be seven.

3.3 Election and Removal of Directors: Directors shall be elected at each annual meeting of Shareholders to succeed those Directors whose terms have expired, and to fill any existing vacancies.

- a) Directors shall hold their offices a term of one year and until their successors are elected, or their prior death, resignation, or removal. Any Director may be removed from office at a meeting called expressly for that purpose by the vote of members.
- b) Any vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board, and the term of office of any Director so elected shall expire at the next members meeting at which Directors are elected.

3.4 Quorum: A majority of the number of Directors fixed in accordance with Section 3.2 of these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. If less than a majority is present at a meeting, the majority of those present may adjourn the meeting without further notice.

3.5 Annual Meetings of Directors: An annual meeting of the Board shall be held without notice, other than this Bylaw, immediately after, and at the same place as, the annual meeting of members.

3.6 Special Meetings of Directors: Special meetings of Directors may be called at the request of the President, other duly authorized Officer, or any two Directors. The person or persons authorized to call special meetings of Directors may designate the place and time for holding any special meeting of Directors.

3.7 Notice of Special Meeting: Notice of any special meeting shall be given at least three days before the date of the meeting by written notice delivered personally or e-mailed to each Director at his or her e-mail address of record with the Organization. If mailed, notice is deemed to be

delivered when deposited in the United States mail. The attendance of a Director at a meeting shall be deemed to be a waiver of notice of such meeting unless the Director attends the meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not properly called or convened. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting.

3.8 Compensation: By resolution of the Board, Directors are not allowed a fee and expenses for attendance at any meeting, but nothing herein shall preclude Directors from serving the Organization in other capacities.

3.9 Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

3.10 Electronic Meetings: Members of the Board may participate in regular or special meetings by, or through the use of, any means of communication allowing all participants to simultaneously hear each other, such as teleconference or videoconference. If a meeting is conducted by such means, the presiding Officer shall inform all participating Directors at the commencement of such meeting that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting.

3.11 Executive and Other Committees: The Board may designate committees made up of Directors from time to time as the Directors see fit. The purpose for which the committees are formed are to be designated by the Board. The committees may be dissolved by affirmative vote of the Board. A committee may be authorized to exercise the authority of the Board, except that a committee may not do the following:

- a) Authorize distributions
- b) Fill vacancies on the Board
- c) Amend the Corporation's Articles of Incorporation
- d) Adopt, amend, or repeal these Bylaws
- e) Approve a plan of a merger not requiring member approval

3.12 Informal Action by Directors: Unless otherwise provided by law, any action required to be taken at a meeting of Directors, or other action which may be taken at a meeting of the Directors, may be taken without a meeting if the Directors give unanimous written consent setting forth the action to be taken and signed by all Directors entitled to vote on the action.

#### **ARTICLE IV. OFFICERS**

4.1 Election of Officers; Terms: The Officers of the Corporation shall consist of a Financial Officer, Assistance Officer, Community Officer, Volunteer Officer and Advocacy Officer. The President of the organization shall be the officer that has the most seniority within the organization, with the Vice President being that in second seniority. Other Officers, including a Chairman of the Board, assistant and subordinate Officers, may from time to time be elected by the Board. All Officers shall hold office until the next annual meeting of the Board and until their successors are elected. Unless prohibited by State law, any two or more offices may be combined in the same person as the Board may determine.

4.2 Removal of Officers; Vacancies: Any Officer of the Organization may be removed summarily with or without cause, at any time, by the Board. Vacancies may be filled by the Board.

4.3 Resignations: Any Officer may resign at any time by delivering notice to the Corporation that complies with State law. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date.

4.4 Duties: The Officers of the Organization shall have such duties as generally pertain to their respective offices as well as such powers and duties as are prescribed by law or are hereinafter provided or as shall be conferred by the Board.

4.4.1 Duties of the President: Unless otherwise defined by the Board, the President shall be the Chief Executive Officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board and shall have authority over the general management and direction of the organization and operations of the organization and its divisions, if any, subject only to the ultimate authority of the Board. In the absence of the Chairman and the Vice Chairman of the Board, or if there are no such Officers, the President shall preside at all corporate meetings. The President may sign and execute, in the name of the Organization, deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the organization or shall be required by law otherwise to be signed or executed. In addition, the President shall perform all duties incident to the office of the President and such other duties as may be assigned by the Board.

4.4.2 Duties of the Vice President: The Vice President, shall have such powers and duties as may be assigned to him or her by the President or the Board. The Vice President may sign and execute, in the name of the Organization, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except where the signing and execution thereof shall be expressly delegated by the Board or the President to some other Officer or agent of the Corporation, or shall be required by law or otherwise to be signed or executed.

4.5 Compensation: Compensation is not authorized for any Officer or member.

## **ARTICLE X. INDEMNIFICATION**

5.1 Indemnification: The Corporation shall indemnify each of its Directors, Officers, and members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense or any litigation to which the individual may have been made a party because he or she is or was a Director, Officer, or member of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, Officer, or member. The right to indemnify for expenses shall also apply to expenses of suits which are settled if the court having jurisdiction of the matter shall approve of the settlement.

## **ARTICLE VI. MISCELLANEOUS PROVISIONS**

6.1 Seal: The seal of the Corporation shall consist of a flat-faced circular die or embossed mark, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

6.2 Fiscal Year: The fiscal year of the Corporation shall end on 30 November and shall consist of such accounting periods as may be fixed by the Board.

6.3 Checks, Notes, and Drafts: Checks, notes, drafts, and other orders for the payment of money shall be signed by persons authorized by the Board. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

6.4 Amendment of Bylaws:

Unless restricted by the Articles of Incorporation, these Bylaws may be amended or changed at any meeting of the Board by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The members entitled to vote in respect of the election of Directors, however, shall have the power to rescind, amend, alter or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board. Any action taken or authorized by the members (or by the Board to the extent such action is later ratified by the members), which would be inconsistent with these Bylaws but is taken, authorized or ratified by not less than the number of members required to amend these Bylaws, so that these Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

THE UNDERSIGNED, being all of the Directors of Connecticut Veterans Organization, Inc, evidence their adoption and ratification of the foregoing Bylaws of the Corporation.

Dated: \_\_\_\_\_

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Director

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Director

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Director

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Director