



BY-LAWS of the Maine Veterans in Need Inc.

Dated: 16 January 2024

ARTICLE 1 – Title

The name of the corporation shall be “Maine Veterans in Need Inc. (MVN)”

ARTICLE 2 – Objective

The objective of this corporation is to assist veterans and their dependents who are in need; such as those in active crisis/emergency, preventing homelessness, and helping those who are homeless transitioning into stable housing.

ARTICLE 3 – Membership

Section 1. Membership in this corporation is limited to all legally-registered state or federal institutions as well as unaffiliated individuals with an interest and commitment to support the objective of the MVN. Each member organization will provide a Delegate to represent said organization. Unaffiliated individuals can gain membership by majority vote of the delegates after attending three consecutive meetings. With membership, these unaffiliated individuals thereby gain all the rights and responsibilities of a Delegate. Delegates may appoint a representative to represent them at meetings and will have the same voting privileges as the delegates they represent. Member organizations may change their delegates via written or electronic correspondence to the MVN secretary.

Section 2. Members (officers, organizations via their delegates, and unaffiliated individuals with delegate status) have the responsibility to provide input and vote on issues that ensure the organization makes decisions that are in the best interest of the organization and are consistent with the MVN mission. Unless otherwise stipulated in these By-Laws, a “delegate” is considered to be either a representative so appointed by a member organization, or an unaffiliated individual who has been voted to have delegate status by the members.

Section 3. All delegates have one vote both during regular business and elections.

Section 4. Any member may be removed for cause by a majority of the membership entitled to vote, and after opportunity to be heard at any regular meeting or any special meeting called for that purpose.

ARTICLE 4 – Officers

Section 1. The Officers of this corporation are voting members of the corporation and make up the Executive Committee. Members of the Executive Committee shall include:

- a. President.
- b. Vice President
- c. Treasurer.
- d. Secretary.
- e. Veteran Outreach Officer

Section 2. The Officers shall perform the duties outlined by these By-Laws.

Section 3. Elections. The members shall elect the corporation Officers every two (2) even years. Nominations/elections of corporation officers will be held at every other (even year) regular October/November meeting.

Section 4. Vacancies. In the event of any vacancy on the Executive Committee, except for a vacancy occurring in the office of the President, the members shall have the power to fill that office at any time thereafter by appointment or election.

Section 5. Any Officer may be removed for cause by a majority of the membership entitled to vote, and after opportunity to be heard at any regular meeting or any special meeting called for that purpose.

ARTICLE 5 – Duties of Officers

Section 1. President: Serves as the moderator and oversees the corporation's functions and activities. The President may call for special meetings at any time on a one-week notice, and shall only vote to break a tie. He/She shall be ex-officio a member of all committees and shall have general powers and duties of general order. His/her duties shall include:

- To open the session at the time the corporation is to meet, by taking the chair and calling the members to order;
- To announce the business before the assembly in the order in which it is to be acted upon;
- To conduct all meetings in accordance with the newest version of Roberts Rules of Order.
- To authenticate, when necessary, by his/her signature, all the acts, orders and proceedings of the assembly declaring it will and, in all things, obeying its commands.
- To appoint an unbiased member to investigate any Officer or member, for removal from the corporation due to behavior deemed inappropriate to the goals of the corporation or for action that jeopardizes the corporation.

Section 2. Vice President: In the absence of the President, the Vice President shall assume the duties of the President. He/she shall also assume such other duties as are assigned to him/her by the President. In the event of a vacancy occurring in the office of President, the Vice President shall serve as President until a successor is elected.

Section 3. Treasurer: Shall collect, receive and have charge of all funds of the corporation, and shall provide for the expenditure of such funds. A Financial Report draft is due to the board no more than seven days prior to regular monthly meeting. Each report shall include:

- a. Balance on hand at last report.
- b. Amount received from all sources since last report.
- c. Amount expended since last report.
- d. Balance on hand.
- e. Details of, and showing all receipts and disbursements, including name of person or firm to whom a check is issued and stating for what purpose when requested by the President and for the audit.
- f. Foreseeable expenses

At each regular meeting, the Treasurer shall give a copy of the Financial Report to all members present and to the Secretary to incorporate into the minutes. The Treasurer's books of account shall be audited once a year by the Finance and Audit Committee, none of whom shall be any person charged with responsibility of handling the corporation's funds. All financial records, receipts, disbursements become sole property of the Maine Veterans in Need corporation and shall be returned to the President upon relinquishing the duties of Treasurer. The Treasurer shall always make an annual report. The Treasurer, President, and one (1) Alternate shall be bonded in an amount prescribed by the corporation.

Section 4. Secretary: The recording officer of the corporation and the custodian of its records except such as are specifically assigned to others, such as the Treasurer's Books. The Secretary shall keep the minutes of the meeting which should contain:

- a. Names of the corporation members in attendance.
- b. Date and place of the meeting.
- c. Time called to order.
- d. Name of the Presiding Officer.
- e. Whether a regular or special meeting (if special meeting, the purpose for which it was called and the notice thereof given).
- f. Roll call (maintain a list of all member organizations and their delegate)
- f. The Treasurer's Financial Report.
- g. Other pertinent information.

The Secretary shall draft all proposed policy changes and amendments for review. The Secretary shall notify officers, committees and delegates of their appointment and furnish committees with all papers referred to them. For all meetings, the Secretary shall keep a register or roll call of members present. The Secretary should keep on hand at every meeting a copy of the By-Laws and Roberts Rules of Order. The Secretary, or other designated officer, shall send out proper notices of all called meetings and other meetings when necessary and shall conduct the correspondence of the corporation. Draft minutes of meetings shall be available seven business days after respective meeting. All records of the minutes become the sole property of the corporation and shall be returned upon relinquishing the office.

Section 5. Veterans Outreach Officer: Shall be a position of outreach in nature for veterans in need. The VOO is authorized to use the MVN Credit/Debt Card and write checks in accordance with established procedures. The VOO will file a Funding Request form for each expenditure of funds and

submit to all the officers. The VOO will also use the MVN intake forms when a veteran has contacted the MVN with a need, even if the need is not financial. The VOO will coordinate all available resources to ensure the MVN funds are effectively used.

Section 6. Powers and Duties.

a. Officers undertake a fiduciary duty to be informed of MVN's affairs and activities, to engage in policy-making, and to direct management toward fulfilling the organizations' mission and the realization of its goals. An officer's fiduciary duties include the obligation to attend all meetings, personally, if possible, unless circumstances preclude attendance. The Officer must contribute to the work of the MVN in an informed manner, which includes the expectation that he or she will review of pertinent materials circulated in anticipation of regular and specially called meetings.

Exercise of an Officer's fiduciary duties include specific attention to ensure that MVN operations are consistent with the Mission Statement, By-Laws and Articles of Incorporation.

The Officers are charged with maintaining oversight of MVN's finances, which requires review of periodic financial reporting prepared by the Treasurer under the supervision of the corporation President, to ensure that appropriate financial controls are maintained, and to make informed, responsible decisions regarding budgeting in light of information related to income, expenditures, fundraising activities, and financial projections.

In short, the Officers are charged with observing the principles of non-profit corporate law, to observe their fiduciary obligation to MVN, which include duties of loyalty, obedience, and the duty to exercise reasonable care in decision making.

b. The Officers will conduct an annual financial audit of the corporation each December and report results to membership. The audit will be conducted by the Audit Committee made up of no less than two (2) individuals nor no more than three (3).

ARTICLE 8 – Corporation Meetings

Section 1. Unless otherwise ordered by the officers and delegates, the delegates shall meet monthly, at a day, time and place to be designated by the members, for the transaction of such business as may properly be brought before the corporation.

Section 2. Members may participate in a meeting by means of a conference telephone call or other electronic conference technology if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 3. A Quorum of at least 50% of the officers plus three (3) members is required.

Section 4. Special Meetings may be called on one (1) weeks' notice by the President and only the specific topic may be addressed at said meeting.

Section 5. Notice of all meetings shall be sent via electronic means to the membership at least one (1) week prior to the meeting and shall include the purpose of any special meeting.

Section 6. Costs of all meetings will be paid for by the attendees and organization funds will not be used for any more than incidental costs involving the coordination of such meetings.

ARTICLE 9 – Amendments

The corporation’s members shall be empowered to make permanent changes to or amend these By-Laws at any Regular meeting by a majority vote of members whenever, in their judgment, they may consider such change as beneficial to the operations of the corporation. The members may not take any action under this authority unless the proposal has been before the corporation in writing for at least twenty-five (25) days, provided that a proposal placed before the corporation at one of its regular meetings may receive the action of the corporation at its next regular meeting.

ARTICLE 10 – Committees

Section 1. The President may appoint from the membership or from among such other persons as the President may see fit (from MVN membership or outside membership), membership to such committees as the Officers may determine necessary, which shall in each case have such powers and duties as shall from time to time be prescribed by the President. The President shall be a voting member ex officio of each committee.

Section 2. The Corporation shall employ four standing committees as follows:

- a. Furniture Committee
- b. Finance and Audit Committee
- c. Fundraising Committee

Section 3. The Finance and Audit Committee shall have a minimum membership of three persons.

Section 4. Establishment of a committee requires a vote by the members. The motion to create a committee must include the purpose of the committee and the nomination of the chair. The chair should obtain approval of the corporation President for selection of committee members.

Section 5. Rules and Record of Proceedings. Each committee may prescribe rules and procedures to call and conduct its meetings. Each committee shall keep regular minutes of its proceedings and shall report the same to the President when required.

ARTICLE 11 – Policies

Section 1. The appropriate authority of each member institution shall provide the President with a letter of intent to designate a Delegate and one alternate delegate to represent their organization.

Section 2. No person shall be a Delegate or Alternate from more than one (1) organization.

Section 3. No Officer, Delegate, or Alternate shall receive remuneration.

Section 4.

- a. Expenditures: Corporate administrative Expenditures over \$500.00 per month require approval from the corporation at a regular or special meeting, with the exceptions of regular office supplies and other necessary items previously approved by the corporation.
- b. All expenditures on “veterans in need” are to be provided on standard MVN forms and submitted to the treasurer within 7 days of the expense. These forms are:
 - 1) MVN Assistance request (short term, immediate need when no follow-up required)
 - 2) MVN Financial Assistance Form (similar to the VEFAP form)
 - 3) MVN Supplemental Assistance Form (required when MVN Financial Assistance Form is in the system but additional assistance is required)

ARTICLE 12 – Indemnification of Delegates, Officers, and Employees

Every delegate, officer or member of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon him or her in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his or her being or having been a delegate, officer, or employee of the corporation, or any settlement thereof, whether or not he or she is a delegate, officer, or employee at the time such expenses are incurred, except in such cases wherein the delegate, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such delegate, officer, or employee may be entitled.

Definition of indemnify: 1. Insure against loss: to provide somebody with protection, especially financial protection, against possible loss, damage, or liability. 2. Reimburse after loss: to pay compensation to somebody for loss, damage, or liability incurred.