

**Article 1 – Name and Governance:**

- A. Name: The name of the organization is the “Buda VSO Alliance, Incorporated”. It is also referred as the “Buda VSO Alliance”, as specified in the incorporation charter issued by the Texas Secretary of State, herein referred to as the “Alliance”. VSO in the name stands for Veteran Service Organizations and refers to congressionally chartered veteran service organizations. As of the Board of Directors meeting on 30 April 2020, the Alliance will file a DBA to operate as the CenTex VSO Alliance.
- B. Governance: The Alliance will operate on a not-for-profit, non-partisan, basis under the governance mechanisms described in these bylaws, in compliance with the requirements of federal, state, and local law. The Alliance will operate as a separately governed organization in direct collaboration with Buda VFW Post 12161, Buda American Legion Post 213. The Central Texas AMVETS Post 115 and any other organizational members that might be approved to join.

**Article 2 – Purpose and Objectives:**

- A. Purpose: To allow the cooperation and management of activities and supporting all the chapters of the congressionally chartered veteran service organizations specified in Article 1 (B) above. Additional local chapters of congressionally chartered veteran service organizations may be added, with a super-majority vote of the board of directors.
- B. Objectives:
  - 1) Coordinate joint activities involving the member veteran service organizations. These include, but are not inclusive of:
    - i. Fund Raising:
    - ii. Social Activities
    - iii. Community Service
  - 2) Manage the current Central Texas Veterans Center located at 100 Houston Street, Buda, TX 78610, currently managed by VFW Post 12161.
  - 3) Acquire a new Central Texas Veterans Center and to manage said facility, via the Alliance board of directors.
  - 4) Contribute to maintaining and operating the Central Texas Military Museum.

**Article 3: Name and Logo Use:**

- A. POLICY ON LOGO USE. No member or member entity shall use the Alliance name or logo in a manner that violates the purpose and objectives of the Alliance.
- B. PROPERTY RIGHTS. The Alliance name and logo are the property of the Buda VSO Alliance.
- C. APPROVED USE. The Alliance name and logo shall be used only by members and member entities for initiatives that include but are not limited to programs, promotional endeavors, and fundraising. Use of the Alliance name



and logo requires documented approval for each separate initiative by the Alliance Board of Directors, and each member and member entity is responsible for ensuring the Alliance name and logo are used only as approved.

- D. COMPLIANCE. Failure to comply with this article is grounds for the Alliance to revoke the rights of the member and/or member entity to use the Alliance name and logo. Additionally, the Alliance membership and/or other association may be revoked by a majority vote of the Alliance Board of Directors.

#### **Article 4: Membership:**

- A. CATEGORIES OF MEMBERSHIP. There shall be two categories of membership: Organizational and Individual.
- B. ORGANIZATIONAL MEMBERS. Organizational membership is restricted to the local, congressionally chartered veteran service organizations specified in Article 1(B) above, or any other organization added, as per Article 2(A) above. Individual members of the Organizational Members, may serve on the Alliance committees and be nominated to serve as a director if eligible.
- C. FULL MEMBERSHIP BODY. The full membership body of the Alliance is composed of (1) organizational members and (2) all active members of the local veteran service organizations specified in Article 1(A) or 2(A) above or (3) Members of the Friends of the CTMM.

#### **Article 5: Board of Directors:**

- A. POWERS. The Board of Directors shall have all powers and authority to manage the business, property, and affairs of the Alliance; and to perform such lawful actions and duties as it deems proper and appropriate to promote the purposes and objectives of the Alliance. The Board of Directors may delegate, as necessary from time to time, responsibility for such affairs, business, and property.
- B. ELIGIBILITY - any active member of an organizational member who is nominated by their organization and approved by a super-majority of the Board of Directors.
- C. Composition of the Board of Directors:
- a. Initial Board of Directors – three individuals, each representing the founding Organizational Members, as follows:
    - i. Bruce D. White, VFW Post 12161
    - ii. Kerman Hammond, Amvets Post 115
    - iii. Cassandra Melgar-C’De Baca, American Legion Post 213
    - iv. Each initial organizational director will appoint one additional director from their organization.
    - v. The Chairman of the Board of Directors will be designated annually by a majority vote of the Board of Directors.
  - b. Each director will be afforded one vote.
  - c. An ex-parte director to be selected from the Buda Chamber of Commerce. This director to represent the local community. Cannot be the in an executive position. Will vote only to break a tie vote.
- D. Terms of Service. The terms of the directors will be for three years and there is no term limits.
- E. Board of Directors Quorum: A majority of the Directors, shall constitute a quorum of the Board of Directors for the transaction of business, as long as at least one from each organizational member is present. The action of the majority of the Directors, where at least one Director from each organizational member is in attendance at



any scheduled meeting at which a quorum is present at the time of a vote shall be the action of the Board of Directors.

- F. Resignation or Removal: A Director may resign by submitting a resignation in writing to the Board of Directors. A Director may be removed for cause at a meeting of the Board of Directors by the affirmative vote of at least super-majority of the full Board of Directors. A Director whose removal is to be considered shall receive written notice of such proposed action at least fourteen (14) days before such a meeting and shall have the opportunity to address the Board of Directors regarding such action prior to any vote on such removal. If a Director is no longer active with his/her local organization member, that member shall automatically be removed from office. Each organization may recall/replace a director for cause, at the organization's discretion, according to their own processes and procedures.
- G. Vacancies: If a director leaves office during their term, their Organization will designate a replacement for the remainder of the term.
- H. Compensation: Directors shall not receive any fee, salary, or remuneration of any kind for their services in such capacity, provided however that Directors may be reimbursed for reasonable expenses incurred with the approval of the Board of Directors upon presentation of vouchers.
- I. Offices: Executive Offices shall be:
  - 1) Chairman of the Board of Directors
  - 2) Deputy Chairman of the Board
  - 3) Treasurer – to be designated by the Board of Directors
  - 4) Secretary
  - 5) Other positions as may be determined
- J. Executive Positions
  - 1) Exec. Director – Bruce
  - 2) Chief Operating Officer – Cassaundra
  - 3) Chief of Staff – Jay
  - 4) Chief Facilities Officer – Kerman
  - 5) Financial Control Officer – Rachel
  - 6) Outreach Officer – Gilbert
- K. Trustees – Each organizational member shall appoint one member to serve as a trustee to audit the Alliance finances. The person appointed cannot simultaneously be on the Alliance Board of Directors, hold an Executive Office or be the Director of any subordinate entity of the Alliance.
- L. Committees
  - 1) Finance Committee – Chaired by Financial Control Officer
  - 2) Building Committee – Chaired by Chief Facility Officer
  - 3) Community Involvement Committee – Chaired by Outreach Officer
  - 4) Marketing & Fundraising – Chaired by COO
  - 5) And other committees as may be needed.



**Article 6: Meetings:**

- A. Board of Directors – shall meet quarterly or more often, pending that the meeting is publicized 14 days in advance. Anyone may attend the meeting.
- B. General Membership Meeting – shall be held annually in November of each year. Anyone may attend the meeting. Any individual member of the Organizational Members may speak.
- C. Minutes of each meeting will be posted on the website.

**Article 7: Finance:**

- A. The fiscal year of the Alliance shall be 01 Jan – 31 December.
- B. A checking and savings account will be established at a local financial institution for the Alliance.
- C. Funds raised will be used only for five purposes. These being:
  - 1) To acquire a new Central Texas Veterans Center.
  - 2) To maintain and operate the existing Central Texas Veterans Center or the new one.
  - 3) To maintain and operate the existing Central Texas Military Museum.
  - 4) Support of joint activities of the Organizational Members.
  - 5) Basic operational costs of the Alliance.
- D. A financial report will be provided and distributed quarterly, following the Board meetings. This report will be emailed to each organizational member and posted on the website.
- E. Annually, within 60 days of the close of the fiscal year, and following the audit by the Trustees, a 3<sup>rd</sup> party audit by a Texas licensed CPA will be conducted.

**Article 8: Amendments:**

- A. These Bylaws may be altered, amended, or repealed by the affirmative vote of a super-majority of the full Board of Directors, with the change allowed to be rejected by a vote of the full membership body at the next annual meeting. Any proposed Bylaws change must be presented in writing to the Board of Directors at least thirty (30) days before the meeting at which such a vote will be taken.
- B. NOTICE. Written notice of any such Bylaws change to be voted upon by the full membership body shall be transmitted via email or mail fourteen (14) days prior to the annual meeting at which such change shall be proposed for a vote. A majority of the members in attendance shall constitute passage of the proposed change.



**Article 9: Rules of Order:**

- A. The rules contained in the most recent version of Robert’s Rules of Order, Revised, shall govern the Alliance in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws of the Alliance.

**Article 10: Dissolution:**

- A. PROCEDURE. In the event of dissolution of the Alliance, by consensus of the Board of Directors, its assets shall be distributed to the Organizational Members equally. If none of the Organizational Members is in operation, the assets shall be distributed to another veteran service organization or organizations, chosen by consensus of the Board of Directors.
- B. In the event of dissolution, all applicable federal, state, and local laws shall be upheld.

**Article 11: Effective Date:**

- A. Upon majority vote of each Organizational Member.
- B. 30 Apr 2020