

JOHNS CREEK VETERANS ASSOCIATION, INC.

**BYLAWS**

AUGUST 2012

**ARTICLE I**  
**ASSOCIATION**

Section 1. The name of the association shall be “JOHNS CREEK VETERANS ASSOCIATION, Inc. (JCVA)” (“the Association”)

Section 2. The JCVA shall have as its purpose the promotion of the welfare of the City of Johns Creek U.S. military veterans, the U.S. veteran community surrounding the City of Johns Creek and the supporting of other veteran-based organizations. A further purpose shall be to raise the awareness within the Johns Creek community to understand and appreciate the contributions veterans have made, and continue to make, for their community and country.

Section 3. The JCVA is a non-profit, social association sponsored by the City of Johns Creek and organized by U.S. veterans of the City and does not discriminate based upon age, sex, race, national origin, or religion.

Section 4. The Association shall share, manage and maintain the use of the common, public facilities of Park Place at Newtown Park, Johns Creek, for business meetings, recreation and social activities of the members and their guests.

The address of the office of the Association shall be 3125 Old Alabama Rd., Johns Creek, GA 30022.

**ARTICLE II**  
**MEMBERSHIP**

Section 1. Requirements for membership are –

- Graduated from a U. S. Military Training program.
- Actively serving and/or has received a separation from service under honorable conditions.
- Johns Creek resident. Neighboring cities' vets are also welcome to join and support our mission but may not hold an Officer position.

The Membership Committee shall interview/approve new members.

Section 2. The Board of Directors may establish annual dues with the ratification of the general membership which will be consistent with the tax and non-profit status of the

organization. Dues shall be payable not later than December 31st of the year immediately proceeding the upcoming calendar/fiscal year beginning January 1 and ending December 31. Any new member may join the Association during the year and shall be entitled to pay a pro rata portion of the yearly dues.

Section 3. A dues-paid “membership” shall entitle the veteran holding the same to one vote and shall be referred to herein as a “member” of the Association.

### ARTICLE III OFFICERS

Section 1. The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be City of Johns Creek residents and Association members and shall serve for a one year term from January 1 through December 31. An officer may serve no more than two (2) consecutive terms for the same office. The officers shall be nominated by a Nominating Committee of concerned members who volunteer for such purpose, and the officers shall be elected by a vote of the membership, conducted during the month of October proceeding the year an officer shall take office. Open nominations may also be submitted in writing to the Board of Directors before the October election. The President, Vice-President, Secretary, and Treasurer shall serve on the Board of Directors.

Section 2. The President shall be the Chief Executive Officer of the Association and shall have general and active management responsibilities of the operation of the Association. The President shall be 62 years of age or older. S/he shall be responsible for the administration of the Association, general supervision of the policies of the Association, and general and active management of the financial affairs of the Association. S/he shall only borrow money on behalf of the Association pursuant to specific authority from the Board of Directors and based upon a vote of the Association membership. The President shall have the authority to institute or defend legal action where the Board deems it appropriate or where the Board is deadlocked and the President deems such is reasonable and in the best interest of the Association.

Section 3. The Vice-President shall have and exercise all the power and authority of the President, including the signage of Association documents, during the absence, or the incapacity, of the President. The Vice-President serves as the Sergeant-At-Arms at all association meetings and events. The Vice-President shall be responsible for JCVA membership, including leading the annual Membership Drive, providing support for the Membership Committee, as well as other activities throughout the year to sustain/enhance membership as deemed appropriate by the Board of Directors. In addition, s/he shall perform such other duties as may from time to time be assigned to him or her by the President, the Board of Directors, or by the membership. In the event the office of the President becomes vacant, the Vice-President shall succeed to the office of the President and serve until a successor President is chosen according to these Bylaws.

Section 4. The Secretary shall keep, or cause to be kept, attendee lists and minutes of all meetings of the membership and of the Directors and have charge of the minutes book, the official seal, all legal documents and shall sign with the President such instruments as require such signature. The Secretary shall catalog and maintain all legal Association documents as well as other relevant and/or significant data that relate to the Association. The Secretary shall deliver all of the above to his/her successor prior to leaving office. S/he shall perform such other duties and have such other powers as may from time to time be delegated to him/her by the President or the Board of Directors. In the absence of the Secretary at any meeting, a Secretary pro tempore, as appointed by the President, shall perform his/her duties.

Section 5. The Treasurer shall be charged with the financial affairs of the Association and shall have the power to recommend action concerning the Association's financial affairs to the President and the Board of Directors. The Treasurer shall have custody of all the funds, and s/he shall keep full and accurate account of receipts and disbursements. The Treasurer and the President shall have joint signature authority on all Association bank account transactions. The Treasurer shall catalog and maintain all Association financial documents as well as other relevant and/or significant financial data including annual tax returns that relate to the Association. The Treasurer shall deliver all of the above to his/her successor prior to leaving office.

Section 6. Assistants to the Secretary and Treasurer may be appointed and shall have such duties as may be delegated to them by the President or the Board of Directors. Any member of the Association may serve as an assistant. These assistants do not have a vote at Board of Director meetings.

#### ARTICLE IV DIRECTORS

Section 1. Subject to these Bylaws, and any other lawful agreement between the membership, the full and entire management of the affairs and business of the Association shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Association including the assessment of dues.

Section 2. The Board of Directors shall consist of the Officers of the Association and Chairpersons of the Standing Committees.

Section 3. The President or the Board of Directors may appoint an individual to fill the unexpired portion of the term of any Director which may become vacant prior to the expiration of the term of such Director. Such person shall assume the duties of such Director as officer or committee chairperson as the case may be. Any Director may

be immediately removed, with cause, from their position by a majority vote of the remaining Directors.

Section 4. All Directors shall deliver all documents, signs, equipment, hardware and software acquired on behalf of the Association, that were used by them or their committee during the course of their Association activities, to their successors prior to leaving their position.

Section 5. In summary, The Board of Directors consists of the four (4) Officers and the five (5) Standing Committee Chairpersons (as defined in Article V).

## ARTICLE V COMMITTEES and STAFF

Section 1. There shall be five (5) Standing Committees of the JCVA. They are as follows:

1. Audio/Visual Histories
2. Veterans Relations and Support
3. Community Outreach and Social Events/Activities
4. Membership Committee
5. Budget Committee

Section 2. All committee chairpersons shall be appointed and/or removed by the Board of Directors

Section 3. These standing committees shall hold meetings at a time and place to be determined by each committee chairperson.

Section 4. The chairperson of each committee shall determine the size, makeup and action plan for approval by the Board. The chairperson shall report committee progress to the Board on a routine basis.

Section 5. It shall be the sole duty of the committees to draft any proposal to go before the Board of Directors for acceptance or rejection.

Section 6. Any member of the Association may volunteer to serve on any standing committee. Membership on committees shall be made up of Association members only; and committee members shall be the only ones entitled to cast a vote to bring a proposal out of committee.

Section 7. The Chairperson position for each committee shall be a voting member of the Board of Directors.

Section 8. Special appointed committees and task forces, dealing with specific topics of a limited duration, may be formed by the Board of Directors. Any member of the Association may volunteer to serve on these committees. The chairs of these special committees or task forces do not have a vote at Board of Directors meetings.

Section 9. The Board of Directors may add, remove, combine or otherwise alter the list of Standing Committees as is deemed necessary to maintain the purpose of the Association.

Section 10. In addition to the above Officer and Committee Chair Positions, the Association shall include members in Staff positions, such as, Chaplain, Service Officer and City of Johns Creek Liaison. The City Liaison shall be appointed by the City Manager and may hold an Officer, Committee Chair or Staff position as determined by the Association Board of Directors.

## ARTICLE VI MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the membership of the Association shall be in January. Additional membership meetings (special meetings) of the membership may be called as determined by the Board of Directors.

Section 2. The Annual Meeting will be held to review the prior year's activities and results, install the Officers selected in the October elections, review the state of the Association and present the plans and budget for the upcoming year.

Section 3. Special meetings of the membership may be called by the President, the Board, or by written petition to the President of at least 25% of the outstanding memberships of the Association, upon not less than 10 days prior notice to all members. Notice of any special meeting of the membership shall state the purpose or purposes for which the meeting is called. Attendance and voting at such meetings shall be as prescribed by the Board of Directors.

Section 4. At all membership meetings, the Secretary shall provide a sign-in log and shall reference a current list of members.

Section 5. At all meetings of the Association, business shall be conducted as prescribed by the Board.

Section 6. Visitors and/or non-members who are present to speak on a specific topic may do so at the discretion of the Board.

## ARTICLE VII MONTHLY MEETINGS

Section 1. The monthly meetings of the Board of Directors of the Association shall be scheduled for the year at the Annual Meeting. The Board shall determine the date, time and location for these meetings and notify the membership. Board meetings are open to all interested members of the Association. Member participation is encouraged.

Section 2. At all Board meetings, Board members shall be entitled to cast one vote (in person, by proxy or other mechanism approved by the Board).

Section 3. For the transaction of business, a quorum shall constitute 50% of the entire Board (in person or by proxy). All resolutions adopted by the Board shall require a vote of a majority of the Directors (in person or by proxy).

Section 4. The Officers may meet prior to any meeting to set the agenda, however no business shall be conducted at the agenda-setting meetings.

Section 5. Special meetings of the Board may be called at any time by the President or any two other Directors on seven calendar days' notice and are open to all association members.

Section 6. Any meeting of the Board of Directors must be held within the City of Johns Creek or as otherwise agreed by all board members.

Section 7. All meetings shall be conducted in accordance with rules established by the Board. Minutes of board meetings will be taken and recorded by the Secretary.

Section 8. Visitors and/or non-members who are present to speak on a specific topic may do so at the discretion of the Board.

Section 9. In addition to the monthly Board of Directors meeting, a monthly membership/social meeting shall be scheduled. This meeting will be used as an open forum for discussion of topics of interest as well as casual, social activities. Usually, no Board votes will be taken at these meetings. However, minutes shall be recorded.

#### ARTICLE VIII AMENDMENT

Section 1. These Bylaws may be amended by an affirmative vote (either in person, by proxy or other mechanism provided by the Board) of a majority of the membership votes cast.

#### ARTICLE IX LIABILITY

Section 1. The Association shall obtain and shall continuously maintain insurance of the kind and in the minimum amounts specified as follows:

Comprehensive General Liability insurance with minimum combined single limits of Three Million Dollars: (\$1,000,000) per occurrence and (\$2,000,000) in the aggregate. The policy shall be applicable to all premises and all operations of the Association. The policy shall include coverage for bodily injury, broad form property damage (including completing operations), personal injury (including coverage for contractual and employee acts), blanket contractual, independent contractors, products, and completed operations. Such insurance shall be endorsed to the City of Johns Creek, and its elected officials, officers, employees and agents as additional insured parties. A copy of this policy shall be provided to the City Risk Manager at 12000 Finley Road, Suite 400, Johns Creek, GA, 30097.