



# VETLANTA Charter

## **ARTICLE I**

### NAME

1.01 Name. The name of the group shall be “VETLANTA.”

## **ARTICLE II**

### PURPOSES AND POWERS

2.01 Purpose.

VETLANTA is an unincorporated club, which shall be operated to make Atlanta the premier destination for veterans. This includes veteran social and business networking and veteran related community service. VETLANTA’s purpose is to foster collaboration with the greater Atlanta community, including without limitation other veteran support groups, to support veteran-oriented initiatives. VETLANTA seeks to strengthen the community of Atlanta through empowering veterans, recognizing their individual and collective skills and worth. VETLANTA will network with the greater Atlanta community to find those organizations with like-minded values who may have opportunities for veterans, including but not limited to businesses, academia, non-profit groups and government organizations. To maximize our impact on current efforts, VETLANTA may become involved with local volunteer opportunities in order to facilitate camaraderie and to facilitate veteran networking.

2.02 Powers.

VETLANTA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect its purposes, and to aid and assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

## **ARTICLE III**

### MEMBERSHIP

3.01 Membership.

VETLANTA is open to anyone who desires to help veterans and to those veterans who may be in need of help. Membership is limited to natural persons (*i.e.*, fictional entities may not become a member at this time, but may become an affiliate). Membership is conditioned upon the promise that every member’s goal

is to execute and promote VETLANTA's purpose herein in a manner not in contravention of this Charter or the law.

### 3.02 Affiliates.

At the discretion of the Executive Committee, non-voting affiliates may be given rights, privileges, obligations, endorsements, recognition, and be assigned to ad hoc committees. These affiliates are approved and assigned to any and all activities at the discretion of the EC.

### 3.03 Funding.

There is no funding planned, and no monetary donations will be accepted.

## ARTICLE IV

### EXECUTIVE COMMITTEE

#### 4.01 Executive Committee.

VETLANTA shall have an Executive Committee ("EC") consisting of a:

- ***President***
- ***Vice President***
- ***Chief Strategy Officer***
- ***Chief Operations Officer***
- ***Chief Communications Officer***
- ***Chief Information Officer***
- ***Chief Community Engagement Officer***

The EC may add or subtract positions on the EC, to meet its ever changing needs by a three quarters majority vote by the existing EC.

#### 4.02 Powers.

All routine powers shall be exercised by or under the authority of the EC and the affairs of VETLANTA shall be managed under the direction of the EC, except as otherwise provided by law.

#### 4.03 Elections, Appointments and Terms.

(a) All EC members, with the exception of the President, must first be nominated by an EC member, and such nomination must be seconded by another EC member. Once the nominations are cast, these EC members are appointed by the President, at an EC meeting after the Q1 Summit but before the Q2 Summit, to serve a one-year term; however, the term may be extended until a successor has been appointed should for any reason good cause require an extension.

(b) All candidates for President must first be nominated by an EC member, and such nomination must be seconded and thirded by other EC members. Once the nominations are cast, the President shall be elected, at an EC meeting after the Q3 Summit but before the Q4 Summit, to a three-year term by the EC members using a majority vote. Should the first vote yield no majority winner, the two (2) candidates with the most

votes in the first voting round will “run-off” in a second round. Should the current President elect to “re-run” for a subsequent term, no nomination for that President is necessary for his consideration in the election.

(c) Members of the EC may serve consecutive terms in succession under the same or different titles.

(d) The term of office for a President shall be considered to begin January 1 and end December 31 of any given year in office, and the term of office of all other appointed EC members shall be considered to begin July 1 and end June 30, unless the term is extended until such time as a successor has been elected or appointed.

#### 4.04 Tiebreaker.

The current President will be the final decision maker for all tied votes, including ties related to President elections.

#### 4.05 Vacancies.

(a) A “vacancy” is where an EC position has been left empty either by resignation, removal or any other reason. A temporary absence of an EC member from an EC meeting or other operations is not a “vacancy.” The definition of “temporary” as used in the previous sentence is left to the sole discretion of the President and may be altered on a case-by-case basis, but in no event shall its definition mean any less than one week.

(b) The President may fill, at his or her discretion, vacancies by appointment. Any vacancy of the President position will be filled by the Vice President. Vacancies shall be filled for the balance of the term of the member being replaced.

#### 4.06 Removal.

Any EC member excluding the President or Vice President may be removed by three quarters vote of the EC for any reason not in contravention of this Charter. The President or Vice President may be removed only after a vote of no confidence by unanimous vote by the other EC members.

#### 4.07 EC Meetings.

The EC shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the EC. Notice of the meetings shall be by US mail or email one week in advance, or by phone 48 hours in advance, and shall be deemed delivered upon its respective deposit. Notices shall specify place, day, and hour of meeting. Special meetings may be called by any EC Member using the aforementioned notice. At the discretion of the President, the EC meeting may be by conference call.

#### 4.08 Compensation for Service.

The EC shall receive no compensation for carrying out their duties.

## **ARTICLE V**

### **COMMITTEES**

#### 5.01 Committees.

The EC may designate one or more committees to serve at the pleasure of the EC. Any committee, to the extent provided in the resolution of the EC, shall have all the authority of the EC, except that no committee, regardless of EC resolution, may:

- (a) take any final action on matters which requires EC majority approval;
- (b) fill vacancies on the committee without the approval of the EC;
- (c) amend or repeal By-Laws or adopt new By-Laws;
- (d) amend or repeal any resolution of the EC;
- (e) appoint any other committees;
- (f) expend any funds;
- (g) make representations on behalf of VETLANTA as a whole;
- (h) approve any transaction in which an EC member has a direct personal and material financial interest.

#### 5.02 Meeting and Action of Committees.

The EC may adopt rules for the governing of the committee not inconsistent with the provision of this Charter. Minutes of all meetings shall be kept.

#### 5.03 Informal Action by the EC.

Any action required or permitted to be taken by the EC at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For the purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the EC to use email to approve actions, as long as a quorum of EC gives consent.

## **ARTICLE VI**

### **MISCELLANEOUS**

#### 6.01 Records.

The EC shall keep appropriate records and shall keep minutes of the proceedings of all meetings of its EC, a record of all actions taken by the EC without a meeting, and a record of all actions taken by General Committees of the EC. In addition, VETLANTA shall keep a copy of its Charter as amended to date.

#### 6.02 Nondiscrimination Policy.

All members, regardless of position, shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of VETLANTA to help veterans, and not to illegally discriminate in any way.

#### 6.03 Loans and Monetary Transactions.

No loans shall be contracted on behalf of the club. No monetary transactions are anticipated.

## **ARTICLE VII**

### **DOCUMENT RETENTION POLICY**

#### 7.01 Purpose.

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction.

#### 7.02 Policy.

From time to time, VETLANTA may establish document retention or destruction policies for specific categories to ensure legal compliance. If, through the judgment of the EC, certain documents or minutes are relevant to potential litigation, then any such documents must be kept until it is determined that they are no longer needed. Press releases or any known public filings should be retained permanently under the theory that VETLANTA should have its own copy to test the accuracy of any document a member of the public can theoretically produce against VETLANTA. The following document will be maintained permanently: EC meeting minutes.

## **ARTICLE IIX**

### **AMENDMENT OF CHARTER**

#### 8.03 Amendments.

This Charter may be amended, altered, repealed, or restated by a vote of a three quarters majority of the EC then in office at a meeting of the EC.

### **CERTIFICATE OF RATIFICATION**

I CERTIFY THAT THE FORGOING "VETLANTA Charter" was approved by VETLANTA's duly appointed Executive Committee and constitutes a complete copy of the same.

*Lloyd D Knight*

Lloyd D Knight

President

Date: 9 Jan 2017