

# VETLANTA Charter

## ARTICLE I

### NAME

The name of the group shall be VETLANTA.

## ARTICLE II

### MISSION STATEMENT

#### 2.01 Mission Statement

**Insert new Mission Statement**

#### 2.02 Vision Statement

**Insert Vision Statement**

#### 2.03 Values

**Insert VETLANTA Values**

#### 2.04 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.

#### 2.05 Operating Purpose

The Operating Purpose of VETLANTA is to provide networking opportunities four times a year at established "Summits and other events." The Summits are managed and organized by the volunteer effort of the entire Board.

## ARTICLE III

### MEMBERSHIP

#### 3.01 Membership

VETLANTA is open to anyone who desires to help veterans. As this Charter is being amended approximately ten years after the original charter, established positions in Article IV will remain in place as of the date of this approval below.

### 3.02 Non-Voting Affiliates

At the discretion of the Board of Directors (“Board”), 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 Executive Committee “EC.” Affiliates have no voting rights. Any use of the VETLANTA logo, email/phone records, and approvals of using the VETLANTA brand may be approved by any member under Article IV for any limited purpose and duration, subject to EC approval.

### 3.03 Funding

There is no funding planned, and no direct monetary donations will be accepted. In-kind donations to enable Summits and other events are acceptable between sponsors and vendors.

## ARTICLE IV

### EXECUTIVE COMMITTEE & BOARD OF DIRECTORS

#### 4.01 Executive Committee (“EC”)

VETLANTA shall have an Executive Committee consisting of:

- **President**
- **Executive Vice President**
- **One to Three Vice Presidents**

(a) The purpose the EC is:

- (1) Set and address changes to the strategic direction of VETLANTA.
- (2) Monitor the progress of VETLANTA toward its goals and objectives for the year.
- (3) Actively and proactively participate in EC meetings whether they are in-person or virtual.
- (4) Resolve issues within VETLANTA
- (5) EC members are also members of the Board of Directors

(b) Within these limits, the EC may increase or decrease the number of representatives serving on the EC subject to the discretion of the President.

#### 4.02 Board of Directors (“Board”)

(a) VETLANTA shall have a Board of Directors consisting of At-Large members, approved by the Executive Committee, without restriction to number. The Board members not on the EC enjoy all privileges and responsibilities except they will only vote if the EC is deadlocked as to any issue that affects the EC, only. A majority quorum of EC members is required for any proposed resolution.

(b) All Board Members

- (1) Any Board member may be removed by a majority vote of the EC for any reason.
- (2) All Board members will comply with VETLANTA ethics rules as prescribed at enclosure 1.

**[Ethics compliance needs to be developed]**

- (3) Each member of the Board has an equal vote, when required.

(4) Board members may fulfill “needs” as reviewed by the EC, at the discretion and experience of the particular Board member, with acknowledgement that VETLANTA is a volunteer organization and opportunities for involvement are at the discretion of the particular Board member/volunteer.

(5) The “needs” of VETLANTA include but are not limited to: VA and Government Outreach and Relations, Marketing, Public Relations, Corporate Outreach, Summit Management and Organization, Vendor Management, Business Community BRG Outreach, Social Media, Website Maintenance, and Board Recruitment.

#### 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 Terms

(a) All EC and Board members are nominated by any Board member. If there is an EC quorum at Board meetings, the EC will vote on all nominations.

(b) The EC and Board may serve consecutive annual terms in succession.

(c) The President shall remain in place as long as he or she sees fit. If the President position is vacated, the Executive Vice President is the President. The President can only be removed by unanimous vote of the EC and a majority of the Board at the same time.

#### 4.04 Votes

(a) EC and Board voting may be done remotely. EC and Board members cannot vote by Proxy.

(b) For instances when the President makes a decision that the Board disagrees with, the Board can overturn the President with unanimous vote of the EC.

(c) Use of the VETLANTA brand (as inferred in Article 3.02) may be rescinded at the discretion of a majority of the EC at any time.

(d) Removal from office: Any Board Member can be removed at the discretion of a majority of the EC. Any EC member may be removed at the unanimous vote of the EC and a majority of the remaining Board.

(e) The President or Executive Vice President may ask for/allow a general non-binding vote or opinion as to any issue at their discretion.

#### 4.05 Vacancies

(a) The EC may fill vacancies for any reason subject to the discretion of the President under these By-Laws.

#### 4.06 Board Meetings

The Board shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the President. Notice of the meetings shall be by email at least 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, times, and agenda. Special meetings may be called by any EC Member using the aforementioned notice. At the discretion of the President, the Board meeting may be by conference call or zoom meeting, which will constitute attendance for quorum purposes. Board meetings are open to veteran advocates only if approved by the President.

#### 4.07 Compensation for Service

The Board shall receive no compensation for carrying out their duties. The Board may engage outside professional services, and any remuneration will be fair and customary, after EC review and approval, and shall be in accordance with any Board policy and state law.

## **ARTICLE V**

### COMMITTEES

#### 5.01 Committees

The EC may designate one or more committees to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board 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 sponsoring EC member;
- (c) amend or repeal By-Laws or adopt new By-Laws;
- (d) amend or repeal any resolution of the Board;
- (e) appoint any other committees;
- (f) expend any funds;
- (g) approve any transaction in which a Board member has a direct personal and material financial interest unless approved by the EC.

#### 5.02 Meeting and Action of Committees

The Board may adopt rules for the governing of the committee not inconsistent with the provision of these By-Laws.

#### 5.03 Informal Action by the Board

Any action required or permitted to be taken by the Board 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 the EC. 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 Board to use email to approve actions, as long as a quorum of EC gives consent.

## ARTICLE VI

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

## ARTICLE VII

### MISCELLANEOUS

#### 7.01 Records

VETLANTA shall keep a copy of its Charter as amended to date.

#### 7.02 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 discriminate in any way.

#### 7.03 Amendments

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

## ARTICLE VIII

### AMENDMENT OF ARTICLES OF INCORPORATION or BY-LAWS

Any amendment to the Charter may be adopted by majority vote of the Board.

### CERTIFICATE OF ADOPTION OF BY-LAWS

I DO HEREBY CERTIFY THAT THE ABOVE STATED Amended Charter of VETLANTA was approved by VETLANTA's Board of Directors on December 21<sup>st</sup>, 2023 and constitute a complete copy of the Charter of VETLANTA.

President: *Lloyd Knight*

Date: December 21<sup>st</sup>, 2023