The NVC Foundation

In order to address the declining proportion of veterans within this organization, maintain veteran related activities, and maintain its not-for-profit tax status, the NVC Foundation has been created. This is a parallel support organization that will coexist alongside the NVC Veterans organization.

All current members of the NVC will become members of the NVC Foundation. The existing NVC Executive Council will also act as the NVC Foundation's Board of Directors. Only veteran members will also retain their membership in the NVC Veterans organization. The NVC Veterans organization will continue to be governed by the existing Constitution and By-Laws (in accordance with IRS Tax Codes). The only non-veterans allowed membership within the NVC Veterans organization will be those non-veterans holding a position on the NVC Executive Council/NVC Foundation Board of Directors.

The NVC Foundation and NVC Veterans organizations will be run in parallel and will, in accordance with IRS Tax Codes, have separate tasks. This is necessary to preserve a number of activities and traditions that will continue under the Veterans organization but are not allowed under a Non-Profit, educational/charitable organization.

The mission and objectives of the NVC Foundation will be clarified in the near future by the current membership. The NVC Foundation will be limited to educational and charitable activities (relative to the continuance of the legacy of the NVC). The NVC Foundation will also provide support to those education and activities as requested by the NVC Veterans organization.

The NVC Foundation's incorporation opens a new chapter for the NVC and, with it's unrestricted membership, the NVC Foundation, it is hoped, will provided assurance for the future of the NVC and the continuance of our legacy. We must ensure that future generations have the opportunity to benefit from the rich, patriotic history of our past. We must continue to raise the level of understanding to all Americans on the diversity of those who have served and defend our great Nation.
BYLAWS OF NVC FOUNDATION

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at 1212 South King Street, Seattle, Washington 98144. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors ("Board") may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERS

2.1 REGULAR MEETINGS. The monthly meetings of the members shall be held at such time and place each month as set by the Board of Directors for the purpose of electing directors/officers (once a year) and transacting such other business as may come before the meetings.

2.2 SPECIAL MEETINGS. The President or the Board may call special meetings of the members for any purpose.

2.3 PLACE OF MEETING. All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board.

2.4 NOTICE OF MEETING. The President or Board when calling a Monthly or special meeting of members shall cause to be delivered to each member entitled to vote at the meeting either personally or by mail not less than ten (10) nor more than fifty (50) days before the meeting a written notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.5 ACTION BY MEMBERS WITHOUT A MEETING. Any action required or permitted to be taken at a members’ meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of a members’ meeting.

2.6 QUORUM. Fifteen (15) members of the corporation, eligible to vote, represented in person, shall constitute a quorum at a members’ meeting. Thirty (30) members of the corporation, eligible to vote, represented in person, shall constitute a quorum at a special members’ meeting.

2.7 VOTING. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 GENERAL POWERS. The business and affairs of the corporation shall be managed by the Board.

3.2 NUMBER, TENURE AND QUALIFICATIONS. The Board shall be composed of no less than ten (10) directors and no more than seventeen (17) directors provided, however, that the number of directors may be changed from time to time by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next election and until his successor shall have been elected and qualified unless he resigns or is removed.

3.3 REGULAR MEETINGS. A regular Board meeting shall be monthly at the same place as the monthly meeting of members. By resolution, the Board may provide the time and place either within or without the State of Washington for holding additional regular meetings without other notice other than such resolution.

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3.4 SPECIAL MEETINGS. Special Board meetings may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.

3.5 NOTICE. Written notice of each special Board meeting shall be delivered personally, telegraphed or mailed to each director at his business address at least two (2) days before the meeting.

3.6 QUORUM. A majority of the directors shall constitute a quorum for the transaction of business at any Board meeting, but if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.7 MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

3.8 VACANCIES. Any vacancy occurring on the Board may be filled by the affirmative vote a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election of an annual meeting or at a special members’ meeting called for that purpose.

3.9 REMOVAL. At a meeting of members called expressly for that purpose, one or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote of a majority.

3.10 COMPENSATION. By Board resolution, directors may be paid their expenses, if any, of attendance at each Board meeting or a fixed sum for attendance at each Board meeting or a stated salary as director or any combination of the foregoing. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.11 PRESUMPTION OF ASSENT. A director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless he forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. A director who voted in favor of such action may not dissent.

3.12 ACTION BY DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minutes book as if it were the minutes of a Board meeting.

3.13 PARTICIPATION OF DIRECTORS BY COMMUNICATION EQUIPMENT. Members of the Board or committees designated by the Board may participate in a meeting of the Board or a committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 4. OFFICERS

4.1 NUMBER. The officers of the corporation shall be a President, one or more Vice President(s), a Recording and Corresponding Secretary and a Treasurer, each of whom shall be elected by the membership. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the membership. Any two or more offices may be held by the same person, except the offices of President and Secretaries.

4.2 ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the members. The Board shall act as the Nominating Committee Ech officer shall hold office until the next election and until his successor shall have been elected and qualified unless he resigns or is removed.

4.3 REMOVAL. Any officer or agent elected or appointed by the membership may be removed by the membership whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

4.5 PRESIDENT. The President shall be the principal executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. When present, he shall preside over all members' meetings and over all Board meetings. With the Secretary or other officer of the corporation authorized by the Board, he may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

4.6 1ST VICE-PRESIDENT shall assume all the duties and responsibilities of the President in his absence and shall serve as business manager of the organization's official publication. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

4.7 2nd VICE-PRESIDENT shall assume the duties and responsibilities of the President in the absence of both the President and the 1st Vice-President except that he/she shall not have the power to certify financial disbursements; shall assume the duties of the 1st Vice-President and shall serve as Administrative Assistant to the President.

4.8 THE RECORDING SECRETARY shall keep the minutes of all meetings which shall be an accurate and official record of all business transacted and shall maintain a file of all reports and documents other than financial reports.

4.9 THE CORRESPONDING SECRETARY shall maintain a file of all official correspondence; shall write all official correspondence as may be assigned to his office and shall maintain a current mailing list as circulation manager of the organization's official publication.

4.10 THE TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as may be selected in accordance with the provisions of these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board.

ARTICLE 5. INDEMNIFICATION

To the full extent permitted by the Washington Business Corporation Act the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he/she is or was a director or officer of the corporation or is a director of officer of another corporation, against the expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Business Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the membership at any regular or special meeting of the membership.

The undersigned Recording Secretary of the NVC Foundation, does hereby certify that the foregoing Bylaws of said corporation were duly adopted by the Board of Directors as the Bylaws of the NVC Foundation and that the same do now constitute the Bylaws of this corporation.

Recording Secretary

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