

BY -LAWS OF THE NORTH ALABAMA VETERANS AND FRATERNAL ORGANIZATIONS COALITION

Article I-NAME

Section I-The name of this organization shall be **The North Alabama Veterans and Fraternal Organizations Coalition**, referred to herein as the Coalition.

Article II-PURPOSE

Section I-The purpose of this Coalition shall be to share information, to provide a common voice for the member organizations on matters of common interest, and to coordinate and sponsor events and activities of interest to the member organizations, and to coordinate activities for charitable and educational purposes in compliance with the Internal Revenue Code Section 501c(3) or other appropriate regulations.

Article III-MEMBERSHIP

Section I-Membership in the Coalition shall be limited to those organizations sharing the common interests referred to in Article II. Acceptance into membership shall be determined by majority vote at a regular meeting of the Coalition. No organization which has not been approved by such a vote can claim membership. .

Section 2-An organization, once accepted, shall remain a member as long as annual dues are paid unless membership is terminated for cause. After dues are six months in arrears, membership shall automatically terminate. Membership may be reinstated by payment of dues during the remainder of the year.

Section 3-Membership of an organization may be recommended for termination, for sufficient cause, by a majority vote at a regular meeting of the Coalition. Sufficient cause would include that the organization no longer shares the common interests of the coalition. Notification of such proposed termination shall be provided to the member organization not less than ten days prior to the meeting at which it is to be presented. Termination of membership shall require a two-thirds vote of the representatives present at a meeting at which two-thirds of the member organizations are represented.

Section 4-Dues shall be due and payable on January 1 of each year. The amount of annual dues shall be set in a regular meeting of the Coalition.

Article IV -REPRESENTATION

Section I-Each member organization may have one and only one representative voting in a meeting' of the Coalition. Others from the organization may be present and speak, but they shall have no vote.

Section 2-It shall be the responsibility of each member organization to keep the secretary informed as to the individual designated as its representative. An organization may designate an alternate-representative who will serve in the absence of the representative.

Article V-MEETINGS

Section 1-Meetings of the Coalition shall be held no fewer than four times per year at a time and place designated by the President.

Section 2-The President may, when the situation warrants, convene a special meeting of the Coalition.

Section 3-A special meeting may be called by presentation to the President of a petition signed by representatives of one-third of the member organizations. The special meeting must be convened no later than ten days after presentation of the petition.

Section 4-Notice of regular meetings shall be provided to member organizations and their representatives no later that ten days prior to a meeting. Notice of a special meeting shall be provided no less than forty-eight hour prior to the meeting.

Section 5-Where notice of a meeting or other special action is stated in these by-laws, such notice will be

deemed to have been received three days after it was placed in the mail to the last known address, one day after it was sent by-mail to the last known address, or on the day of contact by telephone or in person.

Section 6-Meetings of the Coalition shall be conducted in accordance with the current edition of Robert's Rules of Order, except as specified otherwise in these by-laws or in standing rules adopted by a vote of two-thirds of the representatives present at a meeting at which two-thirds of the member organizations are represented.

Article VI-VOTING

Section 1-Each representative of a member organization shall have one vote. An officer of the Coalition who is not a representative of a member organization shall also have one vote.

Section 2-Unless otherwise specified in these by-laws, any matter coming before a meeting of the coalition shall be determined by a simple majority vote, that is, one more than those present and voting. In the case of a tie, the officer presiding may cast the deciding vote.

Section 3- Voting will normally be by voice vote, with the officer presiding determining the outcome.

Upon request, a division of the house shall be taken by raised hands or standing vote. Upon agreement of a majority of those present, a vote by ballot may be required.

Section 4- Voting in elections shall be by paper ballot except in the case of a candidate standing unopposed.

Section 5-Unless Otherwise specified in these by-laws or the laws of the state of Alabama, a quorum for transaction of all business shall consist of representatives from not fewer than one- third of the member organizations.

Section 6-Votes may be cast only by those representatives of member organizations physically present at a meeting. No voting by proxy, absentee ballot, telephone, or other remote means shall be allowed.

Article VII-ELECTION AND REMOVAL OF OFFICERS

Section 1-Election of officers shall be held at the meeting immediately preceding the date for beginning of a term of office.

Section 2-Any officer may be removed from office for cause, such as failure to perform the duties of the office. Notification of such proposed removal shall be provided to member organizations not less than ten days prior to the meeting at which it is to be presented. Removal shall require a vote of two-thirds of the representatives present at a meeting at which two-thirds of the member organizations are represented~

Article VIII-OFFICERS

Section 1 - The elected officers of this Coalition shall be President, Executive Vice-President, Vice-President for Membership, Vice-President for Finance, Vice-President for Military Affairs, Secretary, and Treasurer.

Section 2 - The term of office shall be for a period of twelve months (except for the President which shall be a two year term), beginning on January 1 of each year.

Section 3 - An officer may be elected to successive terms, except for the president who shall serve for only one term.

Section 4 - Individuals who are not representatives of member organizations may be elected to any office.

Section 5- The duties of the President shall include:

Subsection (a) Presiding at meetings of the Coalition.

Subsection (b) Scheduling regular meetings and calling special meetings as provided in these by-laws, and developing the order of business for those meetings.

Subsection (c) Appointing members of committees, teams or task forces.

Subsection (d) Serving as the official representative and spokesperson of the Coalition to governmental officials and the community.

Subsection (e) In the event of a vacancy in an office, recommend the next meeting of the Coalition a replacement to fill the remainder of the term.

Section 6- The duties of the Executive Vice-President shall include:

Subsection (a) In the absence of the President, Preside at a meeting of the Coalition and discharge such other duties of the President as may be necessary.

Subsection (b) In the event of resignation, removal from office, or inability of the President to continue to serve, assume the office of the President.

Section 7- The duties of the Vice-President for Membership, Vice-President for Finance, and Vice-President for Military Affairs shall be as determined by the President.

Section 8- The duties of the Secretary shall include:

Subsection (a) Keep the minutes of all meetings and other records of the Coalition.

Subsection (b) Receive incoming correspondence of all meetings and other records of the Coalition.

Subsection (c) Maintain the official roster of member organizations and their representatives.

Subsection (d) Assist in the preparation of the order of business for a meeting of the Coalition.

Subsection (e) Provide for notification to representatives of member organizations of upcoming meetings.

Section 9- The duties of the Treasurer shall include:

Subsection (a) Receive and make authorized disbursements of monies and maintain depository accounts of the Coalition.

Subsection (b) Maintain financial records and make financial reports to meetings of the Coalition.

Article IX – Committees

Section 1- Nominating Committee

Subsection (a) A nominating committee of not less than three members shall be appointed by the President. Subsection (b) The nominating committee shall present a slate consisting of at least one candidate for each office at the meeting at which an election is to be held.

Section 2- Audit Committee

Subsection (a) An audit committee consisting of no fewer than two members shall be appointed at the last meeting in the fiscal year of the Coalition. The Treasurer shall not serve as a member of this committee but may serve as a consultant at the discretion of the committee.

Subsection (b) The audit committee shall conduct an audit of the financial records for the previous year in accordance with good business practices and shall submit its report to a regular meeting of the Coalition.

Section 3-Special Committees

The President shall appoint such other committees, teams, or task forces as may be necessary to carry out the functions of the Coalition, and shall specify the duties to be performed.

Article X-AMENDMENT OF BY -LAWS

Section I-These by-laws may be amended at any regular or special meeting of the Coalition, providing that notice of intent to consider an amendment together with the text of the amendment has been given to member organizations and their representatives no less than ten days prior to the meeting.

Section 2-Adoption of an amendment shall require a vote of two-thirds of the representatives present at a meeting at which two-thirds of the member organizations are represented.

Article XI-DISSOLUTION

Section 1-The Coalition shall continue in perpetuity unless dissolved in accordance with the following sections.

Section 2- The Coalition may be dissolved at a regular or special meeting of the Coalition, providing that notice of intent to consider such an action has been given to member organizations and their representatives no less than ten days prior to the meeting.

Section 3-Dissolution of the organization shall require a vote of two-thirds of the representatives present at a meeting at which two-thirds of the member organizations are represented.

Section 4-In the event of dissolution, any assets remaining after all financial obligations have been met shall be distributed, in accordance with a plan adopted at the final meeting, to community service or charitable entities consonant with the purposes of the Coalition stated in these by-laws.

Article XII-EFFECTIVITY

These bylaws shall be deemed to be effective when they have been adopted by a vote of two- thirds of the representatives present at a meeting at which two-thirds of the member organizations are represented.

Article XIII-INCORPORATION

Section I-The Coalition shall seek and maintain incorporation as a non-profit corporation under the laws of the State of Alabama.

Section 2- The representatives of member organizations plus the officers of the Coalition shall constitute the Board of Directors of the corporation. The number of directors shall be equal to the number of member organizations plus the number of officers who are not representatives of member organizations.

Section 3- The officers of the Coalition, as defined herein, shall be the first board of directors for purposes of effecting incorporation and, upon incorporation shall be immediately succeeded by the entire board of directors as defined in Section 2 above. They shall remain in office as officers of the corporation until the end of their term.

June 18, 2003, as amended March 16, 2005

/s/ William D Meiers, President

/s/ David R Carney, Secretary