

**Veterans Memorial Center, Inc.**

**400 S. Sykes Creek Parkway**

**Merritt Island, FL 32952**

**2021 Bylaws**

**VETERANS MEMORIAL CENTER, Inc.**  
400 S. SYKES CREEK PARKWAY  
MERRITT ISLAND, FL. 32952-3547  
**BYLAWS**

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## ARTICLE I - NAME

**Section 1.** The name of this organization is the Veterans Memorial Center, Incorporated, hereafter to be referred to as “VMC”.

**Section 2.** The VMC is recognized by the IRS as a 501(c)(3) non-profit Corporation (EIN: 59-2447430) organized under the laws of the State of Florida as shown by the records of the office of the State of Florida, Department of State, document number: N43650.

**Section 3.** The VMC is an ancillary of the Brevard Veterans Council, Inc. hereafter referred to as “Council”.

## ARTICLE II - PURPOSE

The purposes of the VMC shall be:

**Section 1.** To provide maximum educational service to Veterans Organizations, veterans and their dependents, and to the community as a whole. Close coordination will be made with the Board of County Commissioners and the State of Florida Legislative Delegation,

**Section 2.** To assist in providing service and counsel to military veterans and their dependents,

**Section 3.** To maintain an ongoing education program, including the necessary supporting groups and organizations, and educational activities, such as panels, discussions, lectures, forums, seminars, conferences, radio and television programs, and similar programs on the various wars and conflicts in which the United States took part, and those who fought them,

**Section 4.** To maintain and promote a museum and the Veterans Memorial Park which represent all the wars and conflicts in which The United States of America (USA) has taken part and the men and women who served in them,

**Section 5.** To maintain a multi-media library and research center on all wars and military conflicts in which America took part,

**Section 6.** To maintain an academic program in military history,

**Section 7.** To support education curricula for various scholastic fields of study relating to the various wars and conflicts of the USA,

**Section 8.** To receive contributions for support and distribute funds or support to organizations benefiting military veterans and/or the communities as a whole,

**Section 9.** To engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act: the VMC shall have no purpose and shall exercise no power which would prevent it from qualifying as an organization described in Section 501(c)(3) of the Internal Revenue code.

### **ARTICLE III - MEMBERSHIP**

**Section 1.** All members of the Council are members of the VMC.

**Section 2.** All processes, types, definitions, and requirements for membership of the Council shall apply to the VMC.

## ARTICLE IV - BOARD OF DIRECTORS

**Section 1.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.

**Section 2.** The Board of Directors shall be composed of:

- 1) the Officers of the VMC, (President, Vice President, Secretary),
- 2) Council Treasurer,
- 3) the immediate Past President of the VMC,
- 4) 9 elected Directors,
- 5) Chairman of the VMC Advisory Committee, as per Article V VMC Advisory Committee

**Section 3.** The nine (9) Directors shall be elected from the Individual membership.

**Section 4.** Three (3) Directors shall be elected at each annual General Membership Meeting for three-year terms. No one person may hold two (2) positions on the Board of Directors.

**Section 5.** The Executive Committee is comprised of the elected officers of the VMC, and the Council Treasurer. The Executive Committee will be responsible for the day to day operations of the VMC. All decisions regarding projects and events with a direct impact to the facility and grounds must be brought before the Board of Directors for review and approval. This specifically pertains to facility projects and events requiring approval of the Brevard County offices. Updates of Executive Committee activities will be made at the following Board of Directors meeting.

**Section 6.** The President of the VMC shall serve as the Chairman of the Board of Directors and the presiding officer at VMC Board of Directors meetings. During a hand vote on issues before the Board, the President, as the presiding officer, will only vote when needed to break a tie.

**Section 7.** Decisions made by the Board of Directors will be reported to the Membership at the next regularly scheduled General Membership Meeting.

**Section 8.** Regularly scheduled VMC Board of Directors meetings will be held as agreed upon by the Board of Directors members. Normally, there will be a minimum of ten (10) meetings conducted per calendar year. The Chairman may propose a change to the date and/or time of a scheduled meeting at a scheduled meeting or at least seven (7) days before the originally scheduled date by notifying

all members electronically. A majority of the Board of Directors must agree to the change before it is effective. Voting for such a change may be conducted electronically via email or telephonically, but it must be completed at least three days before the originally scheduled date.

**Section 9.** Board of Directors meeting agenda items will be accepted by the secretary up to five (5) days prior to the meeting. Chairmen of Standing VMC committees will report on their activities and forward a copy of their report to the secretary.

**Section 10.** Board meeting minutes will be provided to Board members within one week of the meeting for review and comments. Corrected minutes will be provided to Board members one week prior to the monthly meeting.

**Section 11.** A quorum for the conduct of a Board of Directors meeting shall be a simple majority of the Board of Directors membership.

**Section 12.** Should a Board of Directors vacancy occur, the President of the VMC shall appoint a replacement who will fulfill the rest of that term.

When it is an elective office, the appointment will be ratified at the following Board of Directors meeting and reported at the General Membership Meeting.

In the instance that the vacancy is that of the President:

The secretary of the Board of Directors will convene an emergency meeting for the purpose of appointing a replacement who will fulfill the term. The selection will be made from the current slate of VMC Board of Directors members. This selection will be reported to the General Membership at its next meeting.

### **Section 13. Roles & Responsibilities**

#### **1) Chairman of the VMC Board Shall:**

- a) Ensure orderly conduct of Board of Directors meetings.
- b) Ensure appropriate meeting minutes are taken and distributed to the Board membership
- c) Ensure that new Board of Directors members are oriented and receive and sign appropriate paperwork and copies of all standard operating procedures

(SOPs). This includes their acceptance of responsibilities as outlined in Section 13.2 below.

**2) Board Members Shall:**

- a) Attend at least nine (9) monthly Board of Directors and General Membership meetings. Except for emergencies, absences will be excused with prior coordination with the VMC President, Vice President or Secretary,
- b) Attend VMC and Council events that are sponsored by either the Veterans Memorial Center or Brevard Veterans Council,
- c) Sit on and participate in at least one (1) committee,
- d) Be trained familiar with the duties of the Manager on Duty (MOD), Museum Docent, or VMC Librarian and be prepared to fill in as needed,
- e) Accept positions of appointment,
- f) In the event a Director is not fulfilling his/her obligations as a Board member, he/she may be recommended for review by the VMC Board of Directors as outlined in Article IX Recall of Elected/Appointed Officers/Directors.

**3) Board of Directors Shall:**

- a) Review and approve facility user fee schedule annually,
- b) Ensure that the VMC is operated in such a manner that will ensure compliance with Brevard County and the lease agreement between the Brevard Veterans Council, Inc. and Brevard County Commissioners,
- c) Support the operation of the Museum and media-center/library,
- d) Approve all paid positions at the VMC,
- e) Cooperate with the county in all actions affecting the Veterans Memorial Center, Park and grounds,
- f) Review Treasurer's report. Take corrective action as needed on any discrepancies,
- g) Oversee adherence to the mission, bylaws and policies to assure that the organization fulfills its legal and federal, state, and local compliance obligations,
- h) Review accountant's reports on a quarterly basis or more frequently as needed,
- i) Approve the standing list of organizations authorized to receive donations from the VMC. Such organizations must be vetted by the President of the VMC and the results reported to the Board of Directors prior to being placed on the list,
- j) As needed, add agenda items for the conduct of regular General Membership meetings.

**Section 14.** Electronic Board of Directors Meetings may be held as the need and circumstances may require. The media format may be by videoconference, teleconference, or audioconference. The meeting format must be accessible to all members.

**Section 15.** Voting on motions by email may be used when necessary as long as the following requirements are met:

- 1) All participants must have access to the necessary equipment for participation in the e-vote.
  - a. The secretary will contact, via phone, any Board of Directors member who does not have email access, per the SOP
- 2) The President shall develop the time frame for the e-vote.
- 3) A minimum of 1-day notice shall be provided to all participants via email by the President or Secretary. Such notice shall include the motion and supporting documentation for the e-vote.
- 4) A second is not necessary for the motion to be considered.
- 5) Each new main motion must be made in a separate, new e-mail message with no other message thread included.
- 6) New motions in a new message thread may not be introduced while there is another motion currently being debated. There is no limit on the number of simultaneous threads pending.
- 7) The chair shall assign a number to the motion and shall include the number in the subject line. (Example: Motion 1.)
- 8) The subject line must include the word “Motion.”
- 9) The first line of the message must begin with “It is moved to (or that)...” If the motion comes from a specific officer or committee member “(name of officer) moves to (or that)...”

**DEBATE**

- 1) Members shall use “Reply All” in all messages.
- 2) Members may respond at will, that is, without seeking recognition from the chair.
- 3) The chair shall close debate by asking, “Are you ready for the question on Motion 1-a?” in the subject line.

**VOTE**

- 1) The chair shall put the question to a vote by restating the pending question and requesting the members to vote now. The word “vote” shall be in the subject line.
- 2) The chair shall include the time frame/deadline for the vote.

- 3) Members shall state, "I vote yes," or "I vote no" in the first line of the response and use "Reply All".
- 4) The secretary shall tally the votes and report the result of the vote to the participants, including the number of votes cast for and against the motion.
- 5) The chair shall announce the results of the vote.
- 6) The chair shall either state the next pending motion and open debate or shall declare the thread on "Motion (number)" closed.
- 7) The secretary (or committee member so designated) shall compile and maintain the complete thread of the motion and its disposition including all secondary and incidental motions.
- 8) The secretary shall prepare minutes of the vote and shall send the minutes marked "draft" to all the members.
- 9) These minutes shall be approved at the next regular Board of Directors meeting.
- 10) Any member shall have the right to request a copy of the message thread of a motion.

## **ARTICLE V – VMC ADVISORY COMMITTEE**

**Section 1.** There shall be a VMC Advisory Committee consisting of:

- 1) 1 representative from the Fleet Reserve Association # 263
- 2) 1 representative from the DAV 123
- 3) VMC Museum Curator
- 4) VMC Museum Store
- 5) VMC Librarian
- 6) Memorial Plaza Committee Chairman
- 7) Veterans Memorial Park Chairman
- 8) 1 representative from any other tenant member organizations (if that organization desires to be part of this Committee).

**Section 2.** The purpose of the VMC Advisory Committee will be to discuss VMC related issues as a whole and present their interests to the VMC Board of Directors through the Advisory Committee Chairman.

**Section 3.** The appointed/elected Chairman of the VMC Advisory Committee will have a seat on the VMC Board of Directors. The Chairman may not already hold a seat on the VMC Board of Directors.

## ARTICLE VI - OFFICERS & DUTIES

**Section 1.** The elected Officers of the VMC shall be a President, a Vice President, and a Secretary. It is recommended that the Vice President serve as Chairman of the Brevard Veterans Council (Council) and the President serve as the Vice Chairman of the Council. These Officers shall be elected annually by the General Membership for a term of one (1) year. The office of president will not exceed three (3) consecutive terms, unless specifically voted on and approved by a two-thirds vote of the Board of Directors. All elected officers of the VMC shall be individual members of the VMC in good standing.

**Section 2.** There may be an assistant secretary and assistant treasurer who will be appointed but will not be a member of the Board of Directors unless voted or appointed as a Board of Directors member.

**Section 3.** The positions of Judge Advocate, Chaplain, Treasurer, and assistant Treasurer of the Brevard Veterans Council, Inc. will perform similar duties for the VMC.

**Section 4.** Paid staff of the VMC shall be prohibited from serving simultaneously as an appointed or elected officer or Board of Directors member. However, he/she can serve as a Committee Chairman.

**Section 5.** The President shall:

- 1) Be chief executive officer of the VMC,
- 2) Normally preside at all meetings of the members, except at a joint Council/VMC meeting,
- 3) Preside at meetings of the VMC Board of Directors,
- 4) Sign all written instruments of the VMC, unless another person is specifically authorized by vote of this Board of Directors,
- 5) Be responsible for oversight of the Operations Director and his/her annual performance review,
- 6) Maintain the standing list of organizations authorized to receive community donations through the VMC,
- 7) Perform all the duties commonly incident to this office and shall perform such other duties as this Board of Directors may designate.

**Section 6.** The Vice President shall perform the duties and have the powers of the President during the absence, sickness, or other disability of the President, and

shall perform such other duties and have such other powers as the Board shall designate.

**Section 7.** The Secretary shall ensure that accurate minutes of all meetings of the Board are properly kept, secure all operational documents other than financial, and shall perform all the duties commonly incident to this office, and such other duties, other powers as the Board may designate.

**Section 8.** The Treasurer shall have the care and custody of the money, funds, and any valuable papers that relate to the finances of the VMC, and shall have and exercise under the supervision of the Board all the powers and duties commonly incident to this office. The Treasurer shall keep accurate accounts of the VMC's financial transactions in books which shall be the property of the VMC and ensure that all tax returns and legal forms related to finances including State of Florida annual financial certifications are completed as required. The Treasurer shall:

- 1) Deposit all money received in the appropriate financial account in the name of the VMC.
- 2) Make authorized disbursements by checks or vouchers signed by the Officers so authorized in Article VI Section 11 below.
- 3) Keep a system of accounts approved by the Board of Directors and shall preserve all receipts and checks or vouchers for payments made. All financial documents must be kept for seven years.
- 4) Provide a report of receipts and expenditures with the balances of accounts for the previous month to the VMC Board of Directors monthly that will specifically report discrepancies between planned/authorized and actual expenditures.
- 5) Provide an oral report at each regular General Membership meeting that provides a summary of account balances.

**Section 9.** All checks or vouchers in excess of \$250 issued by the VMC must be signed by any two of the following: President, Vice-President, BVC Treasurer, BVC Assistant Treasurer or Operations Director. No signatory may be the recipient of said check.

## ARTICLE VII- OPERATIONS DIRECTOR

**Section 1.** The position of Operations Director reports to the VMC President.

**Section 2.** The Operations Director will perform the tasks outlined in the Operations Standard Operating Procedure manual and as outlined in the Operations Director job description, as approved by the Board of Directors.

**Section 3.** The Operations Director will deliver to the Board of Directors, upon request, or on a periodic schedule:

- 1) A current and accurate user and fee schedule of all facility users
- 2) a verbal or written update of operational activities, to include (a) recurring users; (b) single time users; and, (c) special events.
- 3) Post an up to date copy of the user schedule in the Manager-On-Duty (MOD) office.

**Section 4.** The Operations Director will:

- 1) Recruit, interview, orient, train, schedule and support individuals for the tasks associated with the Security Manager and Manager-On-Duty (MOD) positions. Sources for support individuals include but are not limited to VMC members and members of community organizations.
- 2) Personally, perform the MOD tasks in the absence of trained individuals
- 3) Receive an annual performance review from the President who will then report said review to the Board of Directors

**Section 5.** Resignation and Removal.

- 1) The Operations Director may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the time specified therein, upon its acceptance by the Board.
- 2) The Board by a two-thirds majority vote may remove the Operations Director for just cause. The Operations Director shall be notified in writing prior to the meeting, and attend the meeting if desired, and will be offered the opportunity to rebut the action.

**Section 6.** Upon receipt of in-kind donations, not designated specifically for the VMC the Director will forward said donation to appropriate organization which has been previously vetted and approved as a recipient organization by the VMC Board of Directors.

## ARTICLE VIII NOMINATIONS AND ELECTIONS

**Section 1.** Election of Officers (President, Vice-President, and Secretary) and open Board of Directors positions of the VMC shall be held at the Annual Membership Meeting designated for election of Officers and Board of Directors members. Said elections will be held concurrently and in accordance with the annual Council elections, except that any provisions or process requirements that are specific to the Council's status as a 501(c)19 (e.g. veteran status) shall not apply to the VMC slate.

**Section 2.** The Council Nominating Committee, as described in the Council bylaws will perform its duties for the VMC as well.

**Section 3.** Installation of Officers and Board of Directors members elected at the regular annual meeting will be made at the next succeeding General Membership Meeting, or at a social function planned for that purpose, at the discretion of the newly elected Officers and Board of Directors members.

## ARTICLE IX - RECALL OF ELECTED/APPOINTED OFFICERS/BOARD OF DIRECTORS MEMBERS

**Section 1.** Florida State Statute 617.0808 Removal of Board of Directors members:

(1) A director may be removed from office pursuant to procedures provided in the articles of incorporation or the bylaws, which shall provide the following, and if they do not do so, shall be deemed to include the following:

(a) Any member of the board of directors may be removed from office with or without cause by:

1. Except as provided in paragraph (i), a majority of all votes of the directors, if the director was elected or appointed by the directors; or

2. A majority of all votes of the members, if the director was elected or appointed by the members.

(b) If a director is elected by a class, chapter, or other organizational unit, or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit, or grouping. However:

1. A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors, except as provided in subparagraphs 2. and 3.

2. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect the director under cumulative voting is voted against the removal of the director.

3. If at the beginning of the term of a director the articles of incorporation or bylaws provide that the director may be removed for missing a specified number of board meetings, the board may remove the director for failing to attend the specified number of meetings. The director may be removed only if a majority of the directors then in office vote for the removal.

(c) The notice of a meeting to recall a member or members of the board of directors shall state the specific directors sought to be removed.

(d) A proposed removal of a director at a meeting shall require a separate vote for each director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each director to be removed.

(e) If removal is affected at a meeting, any vacancies created shall be filled by the members or directors eligible to vote for the removal.

(f) Any director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which directors are elected.

(g) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.

(h) If a director who is removed does not relinquish his or her office or turn

over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.

(i) A director elected or appointed by the board may be removed without cause by a vote of two-thirds of the directors then in office or such greater number as is set forth in the articles of incorporation or bylaws.

## ARTICLE X - COMMITTEES

**Section 1.** Standing Committees of the VMC will be:

- 1) Education
- 2) Advisory
- 3) Governance (Joint Committee of BVC & VMC)
- 4) Finance (Joint Committee of BVC & VMC)

**Section 2:** Ad hoc committees may be established by the President as the need arises.

**Section 3:** The President of the VMC shall appoint the membership of each Committee and will designate the Chairman thereof. The President of the VMC will be an Ex-Officio member of all Committees.

**Section 4:** Notwithstanding Section 2 above, the Board of Directors may establish and appoint membership of a Financial Review Committee to review VMC financial records to confirm:

- 1) Any contracted accounting firm is performing its duties IAW the associated contract
- 2) The Treasurer is performing his/her duties IAW Generally Accepted Accounting Practices, applicable laws and these bylaws
- 3) Prepare a report of its findings for submission to the Board of Directors.

**Section 5.** Electronic Committee meetings may be held as the need and circumstances may require. The media format may be by videoconference, teleconference, or audioconference. The meeting format must be accessible to all members.

## ARTICLE XII - SEAL

**Section 1.** Description of the Seal. The Center seal shall bear the words :  
“Veterans Memorial Center, Inc.”, which shall be between two concentric circles,  
and on the inside of the inner circle shall be the words: “Corporate Seal, Florida”  
and the figures “1991”. The Treasurer will ensure the security of the seal.

## ARTICLE XIII - AMENDMENTS

**Section 1.** Amendments to these bylaws may be recommended to the Board of Director by any lifetime member in good standing by submitting a written proposal that includes:

- 1) a short title for reference
- 2) the rationale for the change
- 3) the current section wording
- 4) the proposed section wording.

The proposed change(s) will be submitted to the General Membership in advance of the meeting to be reviewed.

The proposal will then be read at the next General Membership Meeting as new business and adopted if approved by a two-thirds vote of the members present. Any member may request that consideration of the proposal be delayed for one meeting to allow for proper review and consideration. That request shall be granted, and the proposal will be considered at the next General Membership Meeting. Only one such delay may be granted for any proposal. Revising a proposal does not constitute a new proposal.

**Section 2.** Any proposal that changes more than ten percent of the current bylaws shall be deemed a Full Revision. In which case, the bylaws review process will be handled as if a new set of bylaws is being considered. The document will be presented to the membership in advance of and considered at a General Membership meeting and they will be presented for review and approval as outlined by Robert's Rules of Order, Newly Revised.

## ARTICLE XIV – CERTIFICATE OF ADOPTION

These bylaws, prepared and presented by the Veterans Memorial Center Governance Committee, replace all previous bylaws, have been reviewed, approved and adopted, at a regularly scheduled General Membership Meeting held on 4/14/21

### President

Dean Schaaf

Dean Schaaf

Date: 4-14-21

### Vice President

Donn Weaver

Donn Weaver

Date: 4-14-21

### Secretary

Kristi Blanchard

Kristi Blanchard

Date: 4-14-21

### Treasurer

Ted Schmid

Ted Schmid

Date: 4-14-21

### Governance Committee Chairman

Dorothy Walsh

Dorothy Walsh

Date: 4/14/21

