



OHIO DEPARTMENT OF AMVETS SERVICE FOUNDATION, INC.

Constitution and By-Laws

FEBRUARY 22, 2024

OHIO DEPARTMENT OF AMVETS SERVICE FOUNDATION, INC.
960 Checkrein Avenue Columbus, OH 43229-1107

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ARTICLE 1. GENERAL PROVISIONS

Section 1.1 Corporate Name

The name of this corporation shall be the Ohio Department of AMVETS Service Foundation, Inc. (Foundation).

Section 1.2 Purpose

The purpose of the Foundation is to assist in furthering the programs and services of the AMVETS Department of Ohio, particularly in those respects as outlined in the Articles of Incorporation of the Foundation. The Foundation shall furnish citizens eligible for membership in Congressionally Chartered Veterans' Organizations, e.g., American Veterans (AMVETS) and other entities, as an opportunity to support the service programs of that organization. This Foundation is organized and operated exclusively for exempt purposes within the meaning of Section 501 (c)(19) of the Internal Revenue Code of 1986, as amended (Code). The Foundation shall make such appropriations to the AMVETS Department of Ohio to enable AMVETS to render needed service to veterans as outlined in the Foundation's Articles of Incorporation.

Section 1.3 Subordinate of AMVETS Department of Ohio

This Foundation, Incorporated for all purposes of the policy, shall be considered a subordinate company, as determined by the State of Ohio Corporation Code, and referred to in Article 17 of the AMVETS National Constitution (referring to a Service foundation) and shall be subject to the provisions of said Article.

Section 1.4 Offices

The Foundation's principal office for conducting business shall be at 960 Checkrein Avenue, Columbus, OH 43229-1107. The Foundation shall continuously maintain a registered office and registered agent in the State of Ohio.

Section 1.5 Donations

This Foundation shall seek government grants, corporate grants, endowments, estate gifts, and other donations that involve solicitation or requests to non-members of AMVETS for a donation or about the sale of merchandise, goods, or advertising matters of any kind or character.

Section 1.6 Political Activities

The Foundation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described in this Article. The Foundation may not execute any activity for the profits of its Officers, Board Members, or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Foundation to engage in any activity not permitted to be executed:

- (a) by a corporation exempt from Federal income tax under section 501 (c)(19) of the Internal Revenue Code of 1986, as amended (the "Code") or
- (b) by a corporation, contributions are deductible under this section of the Code.

Section 1.7. Foundation Members

The Foundation shall have no members. Its activities shall be under the Board Members' supervision, direction, and control.

ARTICLE 2. DEDICATION OF ASSETS

Section 2.1 Property Dedicated to Nonprofit Purposes

The property of this Foundation is irrevocably dedicated to charitable purposes. No part of its net income or assets shall ever inure to the benefit of any of its Board Members or Officers or the benefit of any private person, except that this Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the Articles of Incorporation.

Section 2.2 Distribution of Assets upon Dissolution

Upon the dissolution or winding up of this Foundation, its assets remaining after payment, or provisions for payments, of all debts and liabilities of this Foundation shall be distributed to the AMVETS Department of Ohio, AMVETS National; the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the programs directed at charitable veteran's purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Code.

ARTICLE 3. BOARD MEMBERS

Section 3.1 Board Members

The Board Members, formally called the Board of Trustees, shall consist of five (5) members, all voting members. All Board Members must be in good standing with AMVETS and shall serve without compensation. No more than one (1) Board member can be from the same post, and no more than two (2) Board Members can be from the same district.

Section 3.2 Board of Governors

The Board Members may select up to three (3) non-voting members to be appointed or reappointed at the AMVETS Department of Ohio Annual Convention. These members shall serve without compensation and shall not serve for more than five (5) consecutive years.

Section 3.3 Election and Term of Board Members

- (a) The five (5) Board Members shall serve on the Foundation Board. The five (5) Board Members shall be divided into three (3) terms of individual(s) in each term staggering terms. The terms of office of each successive term shall be three (3) years beginning after the AMVETS Department of Ohio Annual Convention. Each term shall be elected yearly by the delegates assembled at the AMVETS Department of Ohio Annual Convention. Two (2) even (2018), two (2) odd (2019), and one (1) even (2020).
- (b) Each Board Member, including a member appointed to fill a vacancy, shall hold office until the expiration of the term for which they were elected or appointed, and qualification of a successor, or until that Board Member's early resignation or removal by these By-Laws.
- (c) No Board Member of an outgoing term shall be eligible for re-election to the board after having served three (3) full terms until at least one (1) intervening year has elapsed. It is understood that the period between the AMVETS Department of Ohio Annual Convention constitutes one (1) year, even if it is less than 365 days because of the respective dates of the Annual Convention.

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- (d) The outgoing President shall become an ex-officio board member until replaced by our next outgoing President. All advisors are non-voting members. This ex-officio member shall serve without compensation.

Section 3.4 Corporate Powers Exercised by the Board

Subject to the provisions of the Articles of Incorporation, the State of Ohio Corporation Code, and any other applicable laws, the Foundation's business and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board Members. The Board Members may delegate management of the activities of the Foundation to any person or persons management company or committee however composed, provided that the activities and affairs of the Foundation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Foundation board.

Section 3.5 Resignations

Board Members may resign at any time by giving written notice of resignation to the President or the Secretary. A resignation shall take effect at the time received unless another time is specified in the notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 3.6 Removal of a Board Member

- (a) A Board Member may be removed only for cause, including, without limitation, neglect of duty as a Board Member or any other reason outlined in the NCBL Appendix B Section 1 by a majority of the board. If the Board Member is also an officer, a hearing for removal shall conform with the rules set out in Appendix B, the "Uniform Code of Procedure for Suspension or Expulsion of a Member" in the AMVETS Department of Ohio Constitution and By-Laws.
- (b) A Board Member removed for cause may appeal to the State Executive Committee (SEC). The SEC can over-rule the board's decision for removal by a two-thirds (2/3) majority vote.

Section 3.7 Vacancies

Whenever a vacancy occurs in the board due to death, resignation, or removal, as provided for in this Article or otherwise, the board fills it out by appointment or

election. The newly elected or appointed Board Member completes the term of the office for which they were elected or appointed to fulfill the expired term of the vacancy.

ARTICLE 4. MEETINGS OF THE BOARD

Section 4.1 Regular Meetings

The Board shall hold its annual meeting every year after the AMVETS Department of Ohio convention to review and approve the budget and business transactions when applicable. This meeting is sometimes referred to in these By-Laws as the annual meeting. Officers for the ensuing year (President), Vice president, Secretary, and Treasurer) shall be elected during this meeting. Regular meetings of the Board shall be held at the AMVETS Department of Ohio's Fall Conference, Mid-Winter Conference, and State Convention.

Section 4.2 Special Meetings

Special meetings of the Board shall be held whenever called by the President or three (3) or more Board Members who produce a written request for a meeting. Any special meeting of the Board shall be held at any place agreeable to a majority of the Board Members.

Section 4.3 Notice of Meetings

Notice of the time and place of special meetings shall be given to each Board Member by:

- (a) Personal delivery of written notice, or
- (b) First class mail, postage prepaid, or
- (c) Telephone, including a voice messaging or other system or technology designed to record and communicate messages or
- (d) By electronic transmission, either directly to the Board Member or to a person at the Board Member's home or office who would be expected to communicate that notice promptly to the Board Member or
- (e) Facsimile, or
- (f) Electronic mail or
- (g) Other electronic means.

All such notices shall be given or sent to the Board Member's address, facsimile number, or telephone number as shown on the corporation's records.

Section 4.4 Time Requirements

Notices sent by first-class mail shall be deposited in the United States Mail at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephones, or sent respectively, at least ten (10) days before the date set for the meeting. Notice by mail shall be deemed given when written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed given when it is personally delivered to the recipient, delivered to a common carrier for transmission, or transmitted by the person given the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or home of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient.

Section 4.5 Notice Contents

The notice shall state the time of the meeting and the place if it is outside the corporation's principal offices. It need not specify the purpose of the meeting. The Board's meeting shall be held at any place within the State of Ohio designated by resolution of the Board, in the notice of the meeting, or, if not so designated, at the Foundation's principal office. Any Board meeting may be held via conference telephone, video screen, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both the following apply:

- (a) Each Member participating in the meeting can communicate concurrently with all of the members and
- (b) Each Member is provided with the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to a specific action to be taken by the Board.

Section 4.6 Quorum and Adjournment

The following provisions apply:

- (a) To constitute a quorum for the transaction of business at any meeting of the Board, at least three (3) Board Members shall be present for the Board's actions to take place.
- (b) In the absence of a quorum, any meeting may be adjourned by the vote of the majority of the Board Members present, but no other business may be transacted; no notice need be given of the adjourned meeting otherwise than by announcement at the meeting which the said adjournment has taken place, and any such resumed meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting initially noticed, and
- (c) The Board may not take any action if a meeting loses a quorum other than an action to adjourn.

Section 4.7 Minimum Vote Requirements for Valid Board Actions

Every act taken or decision made by a vote of the majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board unless a more considerable number is expressly required by the State of Ohio Nonprofit Corporation Act of 2010, the Articles of Incorporation, or these By-Laws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members if any action is approved by at least a majority of the required quorum for that meeting.

Section 4.8 When a Two-Thirds Vote is Required for Valid Board Actions

The following actions shall require a vote by a two-thirds majority of all Board Members then in office to be effective:

- (a) The approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest (provided that the vote of any interested board Members is not counted),
- (b) The creation of an appointment to Committees (except advisory committees) and
- (c) Indemnification of Board Members as described herein. (see Section 7 of this CBL).

Section 4.9 Waiver of Notice

Notice of a meeting need not be given to any Board Member who, before or after the meeting, signs a waiver of notice, written consent to the holding of the meeting, or an approval of the meeting minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals should be filed with the corporate records or made part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting and who, before or at the beginning of the meeting, does not protect the lack of notice.

Section 4.10 Conduct of Meetings

Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President or, in the absence of each of these persons, by a chairperson at the meeting chosen by a majority of the Board Members present at the meeting. The Secretary shall function as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to function as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, as far as such rules are not inconsistent with or in conflict with these By-Laws, with the Article of Incorporation, or with any provisions of law to the Corporation, or in the current version of Roberts Rules of Order.

Section 4.11 Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if consents in the form of a record setting forth the action so taken is signed by all members of the Board or of such committee, as the case may be. Such records (which may be in one instrument or several instruments) shall be filed with the Secretary (or, in the case of a committee, the chair thereof) as to the receipt of such consents, the action thereby taken, and effective date of such action shall be filed with the minutes of the proceedings of the Board or the Committee. The action so taken shall be deemed to have been taken at a meeting of the effective date so certified.

Section 4.12 Meeting Governance

All meetings, matters, and proceedings not otherwise provided herein shall be conducted under the current edition of Roberts Rules of Order. The Board Members and any committee thereof produce written minutes of all meetings.

ARTICLE 5. OFFICERS

Section 5.1 Officers

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. These officers must also be Board Members. No person may serve concurrently as more than one officer, except the office of Treasurer and Secretary, which may be one person. The Recording Secretary, who may take the minutes of the Foundation's meeting(s) as requested by the Board, does not have to be a Board Member.

Section 5.2 Election of Officers

The Board Members shall elect the officers of this Foundation annually after the AMVETS Department of Ohio Convention. Each newly elected officer shall take office from July 1st until June 30th of the next year or until a successor has been elected.

Section 5.3 Removal of Officers

The Board shall only remove an officer with cause.

Section 5.4 Resignation of Officers

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any specified time. Unless otherwise specified in the notice, resignation need not be accepted to be effective.

Section 5.5 Vacancies in Office

A vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board from among the elected members or appointed members by the Board to serve for the remainder of the term.

Section 5.6 Responsibilities of the President

Subject to the board's control, the President shall be the Corporation's General Manager, and the Chief Executive Officer shall supervise, direct, and control the Foundation's activities, affairs, and officers. The President shall function as the Chair of the Board and preside at all Board meetings. The President has the general powers and duties of management usually vested in the office of President and General Manager of a Corporation. Such powers and duties as the Board or the By-Laws may require. The President shall be an ex-officio member of all committees of the Board, except such committees that must be composed of independent members. The President shall be responsible for preparing and providing annual and periodic written and oral, as appropriate, reports of the activities of this Foundation at all Board meetings, conferences, and conventions of the AMVETSW Department of Ohio or the Foundation. A Board Member cannot serve as President for over Three (3) one-year terms.

Section 5.7 Responsibilities of the Vice President

If the President is absent or disabled, the Vice President shall perform all of the President's duties. When acting so, the Vice President shall have all powers and be subject to all restrictions on the President. The Vice President shall have other powers and perform duties as the Board or the By-Laws may require. In the event of a vacancy in the office of President, the Vice President shall succeed the President.

Section 5.8 Responsibilities of the Secretary

The Secretary shall keep or cause to be maintained, at the Foundation's principal office or such other place as the Board may direct, a copy of the Certificate of Incorporation and By-Laws, as amended to date, a book of minutes of all meetings, proceedings, and actions and the Board and committees of the Board. The minutes of meetings shall include the time and place that the meetings were held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; and the names of persons present at the Board and committee meetings. The Board, by resolution or adoption of policies and procedures, may provide for the delivery of the minutes of meetings within specific periods and may provide for further duties of the secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Board and

committees of the Board that these By-Laws require to be given. The Secretary shall keep the Corporate Seal in safe custody, have such other powers, and perform other duties as the Board or the By-Laws may require. The Secretary shall assist the President in preparing the agenda and making meeting location arrangements for each meeting of the Board.

Section 5.9 Responsibilities of the Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Foundation's properties and transactions. The Treasurer shall send or cause to be given such financial statements and reports as required by law, by the By-Laws, or by the Board. The books of account shall be available for inspection by any Board Member at all reasonable times. The Treasurer shall be responsible for preparing and providing semi-annual and periodic written and oral, as appropriate, reports of the Corporation's financial activities and all Board meetings and at the annual Convention of the AMVETS Department of Ohio. The Treasurer shall prepare or have prepared all Federal and State tax returns. The Treasurer shall be responsible for preparing audited financial statements of the Corporation each year.

The Treasurer shall:

- (a) Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate and
- (b) Disburse the Corporation funds as the Board may order, and
- (c) Render to the President and the Board, when requested, an account of all transactions as Treasurer and the financial condition of the Corporation and
- (d) Have other powers and perform duties as the Board or the By-Laws may require.

The Treasurer shall give the Corporation a bond in the amount with the surety or sureties specified by the Board for the faithful performance of the office's duties and the restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under control of the Treasurer on death, resignation, retirement, or removal from office. The Treasurer shall establish appropriate procedures for the authorization of withdrawal of corporate funds, which shall require the signature of the Treasurer, the President,

and the Vice President. The Board, by resolution or by adoption of policies and procedures, may require the delivery of financial statements and reports within specific periods and may provide for further duties of the Treasurer.

ARTICLE 6. COMMITTEES

Section 6.1 Committees of the Board

The Board, by resolution adopted by the Board, may create and may appoint members of one or more committees, each consisting of two (2) or more Board Members and such other professionals or consultants as the Board deems necessary or appropriate to the committee, to serve at the pleasure of the Board. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Fill vacancies on any committee of the Board,
- (b) Amend or repeal By-Laws or adopt new By-Laws,
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable or
- (d) Create other committees of the Board or appoint the members of committees of the Board.

Section 6.2 Types of Committees

There shall be two (2) types of committees: standing and advisory. Examples of standing committees are the audit committee, the operations committee, and the fundraising committee. Advisory committees are occasionally created to research and report to the Board on various matters and minutes.

Section 6.3 Meetings and Action of Board Committees

The rules concerning meetings and Board Members, including regulations for quorum and minutes, shall govern a committee's meetings and actions.

Section 6.4 Audit Committee

The Board shall appoint an Audit Committee, a standing committee of at least three (3) Board Members. The Audit Committee shall not include paid or unpaid staff or employees of the Foundation, including the President or Treasurer. The Audit Committee shall confer with the corporation's Certified Public Accountant

(CPA) to ensure that the Corporation's financial affairs are in order and that the CPA prepares annual financial statements using accepted accounting principles audited by an independent CPA in conformity with accepted auditing standards. The Audit Committee shall make the audit available to the proper legal authorities and the public on the same basis that the Internal Revenue Service's Form 990 must be available.

ARTICLE 7. TRANSACTIONS WITH THE FOUNDATION

Section 7.1 Transactions with Board Members and Officers

The Foundation shall not be a party to any transaction:

- (a) In which one (1) or more of its Board Members or Officers have a material financial interest or
- (b) With any Corporation, firm, association, or other entity in which one (1) or more Board Members or Officers have a material financial interest.

Board Members and Officers must disclose to other officers or committee members information known by Board Members or Officers to the material decision-making or oversight functions, except to the extent where disclosure would violate a duly imposed law, a legally enforced obligation of confidentiality, or professional ethics rule.

Section 7.2 Requirements to Authorize Interested Party Transactions

The Foundation shall not be a party to any transaction unless:

- (a) The Foundation enters into the transaction for its benefit,
- (b) The transaction is fair and reasonable to the Foundation at the time the transaction is entered into,
- (c) Before consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith by a vote of the majority of Board Members then in office (without counting the vote of the interested Board Members), and with the knowledge of the material facts concerning the transaction,
- (d) Before authorizing or approving the transaction, the Board considers and, in good faith, determines after reasonable investigation that the Foundation

could not obtain a more advantageous arrangement with reasonable effort under the circumstances and

- (e) The minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this section.

Section 7.3 Material Financial Interest

A Board Member or Officer shall not be deemed to have a “material financial interest” in a transaction:

- (a) If the contract or transaction is part of a public or charitable program of the Foundation and it
 - (1) Is approved or authorized by the Foundation in good faith and without unjustified favoritism, and
 - (2) Results in a benefit to one (1) or more Board Members or their families only because they are in a class of persons intended to be benefited by the program or
- (b) Where the interested Board Member does not know about the transaction, and it does not exceed the lesser of one (1) percent of the foundation's gross receipts for the preceding year or \$100,000.00.

Section 7.4 Loans to Board Members and Officers

The Foundation shall not make a loan of money or property to or guarantee the obligation of any Board Member or Officer except upon unanimous consent of the Board to provide:

- (a) An advance to pay reimbursable expenses or
- (b) Loans made under an employee benefit plan, all by the State of Ohio Revised Code (ORC).

Section 7.5 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm, or association of which one (1) or more Board Members are persons either void or voidable because such Board Members are present at the board meeting that authorizes, approves, or ratifies the contract or transaction, if.

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- (a) The material facts as to the transaction and as to such Board Members offer directorship are fully disclosed or known to the Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Board Members or if,
- (b) The contract or transaction is reasonable to the Corporation when authorized, approved, or ratified.

Section 7.6 Duties of Care and Loyalty

Nothing in this section shall be construed to derogate in any way the duties, care, and loyalty that every Board Member and Officer owes to the Corporation. These duties require Board Members and Officers to be informed before making a business decision and require Board Members and Officers to make decisions in the Corporation's best interest. In addition, an officer must notify the Board of any actual or probable material violation of the law or breach of duty to the Corporation by an officer, employee, or agency of the Corporation that the officer believes has occurred or is likely to happen with the Corporation.

Section 7.7 Conflict of Interest Disclosure Form

All Board Members shall complete a Conflict of Interest Disclosure Form immediately after the meeting they have been elected or appointed.

ARTICLE 8. FINANCES

Section 8.1 Accounting Standards

All monies received by this Foundation shall be strictly and accurately accounted for, and a report showing the sources of all such income and expenditures shall be made available semi-annually to all members of the AMVETS Department of Ohio at the AMVETS Department of Ohio Annual Convention and Mid-Winter Conference. All accounts shall be kept according to accepted accounting procedures. The Board is responsible for Financial Oversight.

Section 8.2 Fiscal Year

The Foundation's fiscal year begins on the first day of July and ends on the last day of June each following year, but a resolution of the Board Members may change it.

Section 8.3 Budgets

In determining the Foundation budget, revenue shall be based on tangible assumptions and realistic or proven income projections, including revenue that provides funding for the operations and programs approved by the Board. In the complete execution of approved programs with a budget, expenses shall be budgeted as realistically as possible to ensure overall spending integrity. A contingency budget line shall be developed solely to address unexpected costs during the fiscal year and included in the budget. In no case shall Board Members be permitted to adopt or approve a budget in which the expenses, provisions for capital, expenditures, and requirements for debt reduction exceed the income established above. Under no circumstances shall the aggregate budget be over-expended. Any person who willfully violates any provision of this section shall, in addition to any other disciplinary action taken, be personally financially liable for any amount spent that exceeds the budget appropriations unless such expenses have prior approval of the Foundation Board. Any salary or expense money due or to become due to such person may be retained by the organization to offset all or any part of the unauthorized over-expenditure.

Section 8.4 Books and Records of Account

The Corporation shall keep at its principal office:

- (a) Correct and complete books and records of account, and
- (b) Minutes of the proceedings of the Board and any committee thereof.

Section 8.5 Compensation and Reimbursement of Expenses

Directors shall serve without compensation. Employees, Officers, Board Members, or volunteers shall be reimbursed by the rules outlined in the AMVETS National Constitution and By-Laws "UNIFORM CODE OF PROCEDURE FOR FINANCES, ACCOUNTING, AND VOLUNTER EXPENSES."

ARTICLE 9. EXECUTION OF INSTRUMENTS

Section 9.1 Exclusive Authority for Fundraising Contracts

The making of all contracts for fundraising and the purposes provided in the Articles of Incorporation of the Foundation is, as a result, specifically delegated to the Board Members. A public fundraising project is defined as any project or

program involving a solicitation or request to nonmembers of AMVETS for a donation or Foundation checks, drafts, and other orders of payment of money that are payable to the order of the Foundation may be endorsed, assigned, and delivered on behalf of the Foundation by any two (2) of the following: the President, the Vice President, or the Treasurer duly authorized deposits in amounts less than \$10,000.00 may be signed by the fore mention above.

Section 9.2 Contracts

No contract or lease involving expenditures above \$5000.00 of the Corporation's funds or for a duration longer than six months shall be negotiated without inviting a reasonable number of competitive written bids. Favoritism and selection of friendly bidders shall be discouraged. The contract shall be awarded to the lowest bidder when the required products are of equal quality. No officer, committee member, or employee shall have any power or authority to bind the Foundation by any contract or engagement to pledge its credit to render it liable monetarily for any purpose or in any amount.

Section 9.3 Execution of Instruments

The President, Vice President, or Treasurer may sign contracts at or below \$35,000.00. All contracts over \$35,000.00 shall be entered into the name of the Ohio Department of AMVETS Service Foundation, Inc., and shall be authenticated by signature of the President, Vice President, and Treasurer of the Foundation after having been duly approved at a called meeting of the Board. The proposals and negotiations leading to actual contacts shall be submitted to the members of the Board by registered mail (return receipt required), and their action thereon shall be transmitted to the Board in writing.

Section 9.4 Checks and Notes

Except as otherwise explicitly determined by resolution of the Board, for a specific and limited purpose or event, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of the Foundation's indebtedness shall be signed by any two (2) of the following: the President, Vice President, or Treasurer. Duly Authorized payments in amounts less than \$25,000.00 may be signed by any of those mentioned above.

Section 9.5 Deposits

All funds of the Foundation shall be deposited from time to time in the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select. For deposit and collection for the account of the reject such endowment, donations, contributions, or subscriptions as may be made to it by an individual, company, or corporation to as may be assigned to it by the Ohio Department of AMVETS Service Foundation, Inc. or by any other agency organization, to be used for the purposes provided in the Articles of Incorporation, provided, however, that as to all donations, contributions, subscriptions, or gifts, such acceptance or rejections shall be subject to approval by the majority of the Board of the Ohio Department of AMVETS Service Foundation, Inc., which body shall be fully informed as to the source of all negotiations leading up to the offer of such donation, contribution, subscription, or gift shall ever be accepted from any source which seeks to attempts to influence the policy of the AMVETS Department of Ohio, or any of its branches, auxiliaries or related corporate entities.

Section 9.6 Gifts

The Board may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the charitable or public purpose of the Foundation. To receive requests from nonmembers of AMVETS for a donation or about selling merchandise, goods, tickets, or advertising matters of any kind or character. Such fundraising for the Ohio Department of AMVETS Service Foundation, Inc. shall be conducted solely by the Foundation.

Section 9.7 Investments

The AMVETS National Constitution and By-Laws, "UNIFORM CODE OF PROCEDURE FOR AMVETS INVESTMENTS," are adopted and applied to the Corporation.

ARTICLE 10. INDEMNIFICATIONS

Section 10.1 Non-Liability of Board Members

The Board Members shall not be personally liable for the Corporation's debts, liabilities, or other obligations unless such debt, liability, or obligation was caused

willfully with the intent of personal gain of one (1) or more Board Members or purposefully incurred with the intent to cause harm in any way to the Foundation.

Section 10.2 Indemnification in Third Party Proceedings

The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any third-party proceeding because such person is or was a Board Member, Officer, or Employee for all expenses, judgments, fines, settlements, and any other amount actually and reasonably incurred in connection with the proceeding. Any indemnification granted under this Article is conditioned on a determination by the Board that the person seeking indemnification acted in good faith, in a manner he or she believed to be in the Corporation's best interest. In the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or Plea of nolo contendere or an equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interests of the Foundation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 10.3 Action Brought by or On Behalf of the Foundation

The Foundation may indemnify any person who was or is a party to any proceedings by or on behalf of the Foundation for all expenses actually and reasonably incurred in connection with the defense or settlement of such action provided that the Board has determined that the person seeking indemnification or reimbursement acted in good faith, in a manner they believed to be in the best interest of the Foundation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Section 10.4 Claims Settled Out of Court

If an Officer or Board Member settles or otherwise disposes of a threatened or pending action brought by or on half of the Corporation, with or without court approval, the Officer or Board Member shall receive no reimbursement for amounts paid under the terms of the settlement or other disposition nor indemnification for expenses reasonably incurred in defending against the

proceeding, unless the proceeding is settled with the approval of the Attorney General.

Section 10.5 Claims and Suits Awarded Individual

Suppose an Officer or Board Member is adjudged liable to the Foundation in performing his or her duty to the Foundation. In that case, they shall receive no indemnification for the amount paid according to the judgment, and any indemnification of such person for expenses actually and reasonably incurred in connection with the defense of the action shall be made only if both of the following conditions are met:

- (a) The Board decides on good faith conduct and
- (b) Upon application, the court in which the action was brought must determine that, given all the case circumstances, the Officer or Board Member is fairly and reasonably entitled to indemnity for the expenses incurred.

Section 10.6 Determination of Good Faith Conduct

Indemnification is conditioned on the findings required by the Article shall be made by:

- (a) The Board by a majority vote of a quorum consisting of Board Members who are not parties to the proceedings or
- (b) The court in which the proceeding is or was pending.

There shall be no indemnification in matters as to which the Board Member, Officer, or Employee shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Foundation for damages arising out of his/her negligence or misconduct in the performance of a duty to the Foundation.

Section 10.7 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Officer or Board Member against any liability asserted against or incurred in such capacity, whether or not the Foundation would have the power to indemnify the person against the liability under provisions of this Article.

ARTICLE 11. CORPORATE RECORDS

Section 11.1 Minute Book

On behalf of the Foundation, the Secretary shall keep the original or a copy of the Articles of Incorporation and By-Laws at its principal office as amended to date. The Foundation shall keep a minute book in written form, which shall contain a record of all actions by the Board or any committee, including:

- (a) The time, date, and place of each meeting
- (b) Whether a meeting is regular or a special meeting and how it was called.
- (c) The manner of giving notice of each meeting and a copy thereof
- (d) The names of those present at each meeting of the Board or any committee thereof.
- (e) The minutes of all meetings
- (f) Any written waivers of notice, consents for action without a meeting
- (g) All protests concerning lack of notice and
- (h) Formal dissents for Board actions

Section 11.2 Books and Records of Accounts

The treasurer, on behalf of the Foundation, shall keep adequate and correct books and records of account. "Correct books and records" include but are not necessarily limited to accounts or properties and transactions, their assets, liabilities, receipts, disbursements, gains, and losses. The Foundation's most recent financial statements, which shall include a balance sheet and statement of operations for the most recent fiscal year, shall be furnished to a member of AMVETS upon written request to the Board. All books and records of the Corporation may be inspected and copied by any member of AMVETS having voting rights or their agent or attorney for any proper purpose at any reasonable time.

Section 11.3 Maintenance of Tax Exemption Application and Annual Returns

The Foundation shall always keep a copy of its federal tax exemption application at its principal office and its annual information returns for three years from the filing date. These documents shall be open to public inspection and copying to the extent required by the Internal Revenue Code.

Section 11.4 Directors' Rights of Inspection

Every Board Member shall have the absolute right to inspect the books, records, documents of every kind, and physical properties of the Foundation and each of its subsidiaries at any reasonable time, except Human Resource Files. The inspection may be made in person or by the Board Member's agent or attorney. The right of inspection includes the right to copy and extract documents. The Foundation President and Vice President have the right to inspect Human Resource files, and other Board Members must have written and signed permission from the President to access such materials.

Section 11.5 Corporate Seal

The corporate seal, if any, shall be in such form that it may be approved from time to time by the Board. However, failure to affix the seal to corporate instruments shall not affect the validity of any such instrument.

Section 11.6 Bonds and Insurance

The Foundation shall obtain and maintain:

- (a) A fidelity bond in the minimum amount of One Million Dollars (\$1,000,000.00) or such more significant amount as shall be determined by the board, insuring the Officers of the Corporation and
- (b) Officers and Board Members liability insurance, including errors and omissions coverage.

The Foundation shall obtain and maintain such insurance with such coverage as shall be determined by the Board.

ARTICLE 12. GENERAL

Section 12.1 Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of them shall govern the constitution of these By-Laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular. The term "person" includes both the Foundation

Ohio Department of AMVETS Service Foundation, Inc. Constitution and By-Laws

and a natural person. All references to statutes, regulations, and laws shall include any future statutes, regulations, and rules that replace those referenced.

Section 12.2 Amendments

Any amendment to the Articles of Incorporation or these By-Laws, and any amendment or repeal of this section of the By-Laws, may be amended by a majority vote of the total voting membership of the Foundation provided that notice of the intention of the Board Members to consider any such amendments is given to the members of the registered voting delegates of the AMVETS Department of Ohio State Convention at least thirty (30) days before the date upon which any such amendment will be before the said Board for action.

CERTIFICATE OF SECRETARY

I certify that I was duly elected or appointed as Secretary of the Ohio Department of AMVETS Service Foundation, Inc., a nonprofit corporation formed under the laws of the State of Ohio and its By-Laws when the Board members adopted these by-laws on February 22, 2024, in Dublin, Ohio.

Mike Pitman – Secretary

Ohio Department of AMVETS Service Foundation, Inc.

960 Checkrein Avenue

Columbus, OH 43229-1107

Eric Scherer – President

Sam Pierce – Vice President

Don Lowers – Treasurer