

**BYLAWS  
OF**

**SONOMA COUNTY VET CONNECT, INC.  
501c(3) NON- PROFIT CORPORATION OF  
Santa Rosa, California  
Revised January 2022**



**MISSION STATEMENT**

**SONOMA COUNTY VET CONNECT, INC. (also known as SCVC) is a 501c(3) Non-Profit Corporation of military veteran volunteers. SCVC's sole purpose is to provide outreach to current and former military service members and their families and to assist those persons in gaining access to services and benefits they are entitled to as a result of service to our country.**

**ARTICLE I**

**MEMBERSHIP**

Section 1: Membership in Sonoma County Vet Connect, Inc. will fall under one of the three (3) membership categories:

- a. **Statutory:** Any person who served honorably in time of war or time of peace in a campaign or expedition for service of which a medal has been authorized by the government of the United States, or who as a citizen of the United States served honorably in time of war as a member of the armed forces of a nation whose government was allied with the United States during time of war.
- b. **Honorary:** Any person who is presently serving, or has at any time served in the Armed forces of the United States.
- c. **Associate:** Any person not a veteran who wishes to assist SCVC as a private individual, or a person who is an employee of a local, state, or federal agency, or of a privately formed, officially recognized organization, which is dedicated to or instrumental in assisting SCVC to accomplish its mission. Not more that 25% of the membership may be comprised of associates.

Section 2: **Application:** All perspective members must fill out an application and are subject to review at the discretion of the board of directors. All information submitted with the application for membership is private and will not be disseminated to outside sources.

Section 3: **Membership Fee:** Members will not be charged a membership fee.

Section 4: **Service Fees:** No fees shall be charged for Vet Connect services to the outreach Veterans. No fees shall be charged to any organization to which outreach Veterans are referred to for services.

Section 5: **Compensation:** All members are volunteers and shall not be compensated for any services rendered to or on behalf of Sonoma County Vet Connect, Inc.

Section 6: Members-In-Good-Standing: For a member to be considered in good standing, he or she must be a member for a minimum of six (6) months and attend at least three (3) clinic sessions a month for three (3) months. Members who do not meet this criteria will be placed on the member inactive roster, then eventually, be eliminated from membership.

## **ARTICLE II**

### **MEETINGS**

Section 1: (a) Board of Directors: Meetings shall be held on the first Tuesday of each month and will be from 1200 hours until adjournment. Meetings will be held in the Santa Rosa Veterans Memorial Building, the room determined on the meeting day. Board members will be reminded of the meeting, with at least two (2) weeks notice by e-mail. (b) An All Members meeting will be held on the second Tuesday of December each year for the purpose of the annual Board of Directors election. Members will be given two (2) weeks notice by e-mail.

Section 2: Emergency Meetings: All Vet Connect emergency meetings shall be held with no less than twenty-four (24) hours notice by email or telephonically if necessary. The location will be determined at the time or before the meeting.

Section 3: Quorum of Members: Five (5) members shall constitute a quorum on the Board of Directors. A majority of the members attending a membership meeting shall constitute a quorum.

Section 4: Agendas: The agenda packet for meetings will be prepared by the Secretary-Treasurer and will include the time, place, minutes of previous meeting. It will also include the finance and committee reports, new and old business topics, and who recorded the minutes.

- a. The agenda will be emailed to members not later than twenty-four (24) hours prior to meeting and hard copy packets will be distributed at the meeting.
- b. Business transacted at meetings shall be limited to the agenda items. (this will not exclude any **ADDITIONAL BUSINESS** that may come up).
- c. Any member may request that a matter directly related to Sonoma County Vet Connect, Inc. be placed on the agenda of a regularly scheduled meeting. The request for placement on the agenda must be submitted in writing or e-mailed to the Secretary-Treasurer not less than seven (7) days before the regularly scheduled meeting, if possible.

## **ARTICLE III**

### **OFFICER/BOARD MEMBER ELECTIONS**

Section 1: Eligibility: To be eligible for office, candidates must be Veterans and members of Sonoma County Vet Connect, Inc. Members must also be in good standing and be able to perform the duties of the office for which they announce their candidacy. Associate members are not eligible to run for office, but may serve on committees, assist chairs who are board members, only. Associate members may not serve in any supervisory capacity.

Section 2: Nominations: Nominations for office will occur as early as September of each year, and be announced in November of each year and all members will be notified by e-mail. Candidates will be screened for eligibility by a designated board officer (President, Vice President, or Secretary-Treasurer) not later than the fifteenth (15<sup>th</sup>) of November. Nominations will be closed at the beginning of the annual All Members meeting in December.

Section 3: Elections: Voting shall occur at the annual December all member/election meeting. At least ten (10) days in advance of the election meeting, the list of candidates, with the position for which each is running, will be published and e-mailed to members. Each member is entitled to one vote in the election process. Eligibility to Vote: In order for members to be eligible to vote, they must meet the Member-In-Good-Standing criteria (per Article I, Section 6).

Section 4: Tie Votes: If there is a tie vote for any board member position, a revote will be taken until a winner is determined.

Section 5: No Challenges: In the event there are no challenges to any board positions, the incumbent board members may vote to extend their current terms until the next election in December.

Section 6: Term: Board members will serve a twelve (12) month term, and shall begin with the close of the annual election, unless Section 5 applies. There shall be no term limits on members serving.

## ARTICLE IV

### OFFICER/BOARD MEMBER POSITIONS

No officer or board member of Sonoma County Vet Connect, Inc. shall be compensated for any services rendered to or on behalf of Sonoma County Vet Connect, Inc. The three (3) officers and six (6) non-officer board members shall constitute the nine (9) members of the Board of Directors of Sonoma County Vet Connect, Inc.

President: The President shall have active management of Sonoma County Vet Connect, Inc.

Vice-President: The Vice-President shall act under the direction of the President and in the absence of the President shall perform the duties and exercise the powers of the President.

Secretary-Treasurer: As **Secretary**, this officer will maintain the minutes of both the monthly Board of Directors, yearly All members/election meetings, and any other meetings that may occur. The Secretary is also responsible for maintaining all documentation pertaining to Sonoma County Vet Connect, Inc., which includes updating and filing any and all such documents. As **Treasurer**, along with the hired outside accountant, shall prepare the annual budget and be responsible for the monthly reports, filing tax returns, receiving and depositing funds, dispersing funds as necessary, and financial information required by the state and federal government. The Secretary-Treasurer shall also provide such other services as the Board of Directors may deem necessary for successful operation of Sonoma County Vet Connect, Inc.

Non-Officer Board Members: There shall be six (6) non-officer board members who shall Participate in all board functions, to include chairing committees

Removal of Officer/Board Member:

If it becomes necessary to remove a board member due to criminal or ethical violations (ex. Violating HIPAA), that member will be removed by a two thirds vote of the remaining members at a special meeting specifically set for that purpose after no less than fourteen (14) days notice. Notice of the meeting shall state the reasons for the proposed removal, and shall remain confidential. The removal vote shall be taken after discussion of the reasons for the removal.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1: Board of Directors: The three (3) officers and six (6) non-officer board members shall constitute the Sonoma County Vet Connect, Inc. Board Of Directors. They shall be responsible for the operation of Sonoma County Vet Connect, Inc. Each member is allotted one (1) vote, and a majority vote shall prevail on all voted items. In the event of a tie, the item(s) will be tabled and voted on again at the next meeting, unless it is a time-sensitive issue, at which time the President will break the tie. A majority vote of the members present is required for the item(s) to pass.

Section 2: Quorum of the Board of Directors: Five (5) officers/board members shall constitute a quorum for the purpose of conducting SCVC business.

Section 3: Appointments: A board vacancy may be filled with appointment by the President.  
(See Section 4 below)

Section 4: Board of Directors Vacancy: After a board vacancy is announced, the President may appoint a candidate recommended by any board member, only after that member meets the criteria of **ARTICLE I, Section 3**, and is unanimously approved by the remaining board members. That member will serve until the regular December election, where he/she may run as a candidate for the board position desired.

Section 5: Committees: The President of Sonoma County Vet Connect, Inc. will appoint committee chairs to serve at the President's pleasure, as necessary for performing the mission of Sonoma County Vet Connect, Inc. A Board of Directors member shall chair all such committees designated by the President and report committee progress, findings, recommendations and related matters directly to the President and Board of Directors.

## ARTICLE VI

### MINUTES/RECORDS

Section 1.: Minutes: Minutes of Board of Directors and the annual All Members/election meetings shall be maintained in the following format:

- a. Date, time, location of meeting, roll call of members, finance and committee reports, and old, and new business. Additional business may be added if necessary.
- b. Members present, absent, or excused.
- c. Names of non-board members and guests.

- d. The wording of each motion made, the members who made the motion(s) and seconded, and a record of the vote.
- e. The time of adjournment.
- f. The name, and signature of the board member who took the minutes.
- g. A copy of the final minutes will be emailed to each board member and the original on file and maintained by the Secretary-Treasurer.

Section 2. Public Records: All required Sonoma County Vet Connect, Inc. documents shall be open and available to the public. Upon request, donor names shall be held in confidence.

## **ARTICLE VII**

### **BYLAWS**

The bylaws may be amended by two-thirds (2/3) vote of the members present at a regularly scheduled meeting, provided notice of intention to amend the bylaws together with the statement of proposed amendment(s) have been included in the notice of the meeting. The notice shall be distributed to the membership at least twenty five (25) days prior to the meeting at which the amendment(s) shall be addressed, and voted.

## **ARTICLE VIII**

### **CONFLICT OF INTEREST**

No member of the Board of Directors or member of the corporation (Sonoma County Vet Connect, Inc.) shall enter into any financial or business transaction with the corporation. However, the corporation nevertheless adapts a Conflict of Interest Policy which is attached as "Attachment B" to these bylaws and is fully incorporated here by reference.

## **ARTICLE IX**

### **POLITICAL AFFILIATIONS**

Sonoma County Vet Connect, Inc. is a politically disinterested organization and as such will not endorse or receive funds or special favors from any separate organization(s), group(s) or political interest in order to further those beliefs or interests affiliated with such groups. This stand of course excludes any Veteran's organization whose whole purpose is to benefit Veterans in any way possible. Further, Sonoma County Vet Connect, Inc., as an organization, will not endorse or support any candidate or political party for any office, nor receive funds from that cause that would require them to show support for that position or office being promoted. Members, however, are not barred from supporting a party, candidate, cause, or position on a personal basis if they do not do so in the name of Sonoma County Vet Connect, Inc. or as a declared member of Sonoma County Vet Connect, Inc. (See also, **Article V(b)** of the **Articles of Incorporation**, Attachment A)

## **ARTICLE X**

### **DISSOLUTION**

Section 1.: Upon dissolution of Sonoma County Vet Connect, Inc., any funds that exist shall first be used to pay any legitimate outstanding obligations of SCVC. The remaining assets shall be donated to an IRS recognized 501c(3) non-profit organization.

Section 2: The Secretary-Treasurer shall be responsible for the filing of the last or final information return, or the required tax return, upon final dissolution of the corporation.

### **CERTIFICATION OF OFFICERS**

We, **Richard L. Jones** and **David M. Phillips** certify that we are, respectively, the President and Secretary-Treasurer of Sonoma County Vet Connect, Inc. and that the foregoing bylaws constitute the code of bylaws of Sonoma County Vet Connect, Inc., a 501c(3) Non-Profit Corporation.

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Richard L. Jones, President  
Sonoma County Vet Connect, Inc.  
January 5, 2022

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David M. Phillips, Secretary-Treasurer  
Sonoma County Vet Connect, Inc.  
January 5, 2022

#### **Attachments:**

- A - Articles Of Incorporation
- B - Conflict of Interest Policy
- C – Harassment Policy
- D – Criteria For Veteran Financial Loan Assistance
- E - Code Of Conduct