



**BYLAWS  
Of  
SONOMA COUNTY VET CONNECT, INC.  
501c3 NON-PROFIT CORPORATION OF  
Santa Rosa, California  
Revised February 2018**

**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**

**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 than 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 distributed to outside sources.

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

Section 4: 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/she must attend at least 3 clinic sessions a month for three months (Santa Rosa only). Members who do not meet this criteria, will be placed on a 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 12:00 Pm 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 with the annual Board of Directors election shall be conducted yearly in December on the 2<sup>nd</sup> Tuesday of the month. Members will be given two (2) weeks notice of the meeting by email.

Section 2: Emergency Meetings: All Vet Connect emergency meetings shall be held with no less than twenty-four (24) hours notice, to be given by telephone call or e-mail. The location will be determined at the time of the meeting.

Section 3: Quorum of Members: 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, and will include the time, place, finance report, committee reports, minutes of the previous meeting, and old and new business topics.

- a. The agenda packet for regular meetings will be sent out to all members by e-mail no later than three (3) days before the scheduled meeting.
- b. The agenda packet for emergency meetings will be e-mailed to members no later than 24 hours prior to the meeting.
- c. Business transacted at any meeting shall be limited to the agenda items.
- d. 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 to the board secretary not less than seven (7) days before the regularly scheduled meeting.

## 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, assisting chairs, who are board members, only. Associate members may not serve in any supervisory capacity.

Section 2: Nominations: Nominations for office will occur in November, and be announced at either a special meeting or by e-mail. Candidates must submit proof of eligibility to the secretary no later than the 15<sup>th</sup> of November. Nominations will close at the beginning of the regular 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: If there is a tie vote for any board member position, a revote will be taken until there is a winner.

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

## ARTICLE IV

### OFFICER/BOARD MEMBER

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. All officer and board member positions are strictly on a volunteer basis. The three (3) officers and six (6) board members shall constitute the nine (9) members of the Board of Directors of Sonoma County Vet Connect, Inc. The Officer positions shall be:

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

Board of Directors and all other meetings. The Secretary is also responsible for maintaining all documentation pertaining to Sonoma County Vet Connect, Inc., which includes updating and filing all such documentation. As Treasurer, he/she shall disburse SCVC funds as directed by the Board of Directors, with input from the President, Vice President and Board members. The Treasurer, along with the accountant, shall prepare the annual budget and be responsible for the monthly reports, filing tax returns, and any other 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.

Board Members: There shall be six (6) board members who shall participate in all board functions, to include chairing committees.

Removal of Board Officer or Member:

Officers and board members shall be removed from office by two thirds vote of the members at a membership meeting specially set for such purpose after no less than fourteen (14) days notice. Notice of the meeting shall state the reasons for the proposed removal. 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) 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 director is allotted one (1) vote, and a majority vote shall prevail on all voted items. In the event there is a tie, the item(s) shall be presented for a vote to the members at the next scheduled all members meeting. 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 of Directors shall constitute a quorum for the purpose of conducting Sonoma County Vet Connect, Inc. business.

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

Section 4: Board of Directors Vacancy: After a vacancy is announced, the President will appoint a candidate recommended by the remaining board members. That member will serve until the regular December election, where he/she may run as a regular candidate. Article III election voting rules apply.

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 and shall report the committee's 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 Membership meetings shall be Maintained in the following format:

- a. Date, time, location of meeting, finance report, committee reports and old and new business topics.
- b. Members present and members absent.
- c. Non-board member volunteers and guests.
- d. The wording of each motion proposed. Whether rejected or approved. The name of of the person who proposed and the person who seconded the motion and a record of the vote.
- e. Who took the minutes.
- f. The time adjournment.
- g. Name and title of officer/board member who took the minutes and signature.

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 a 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 (SCVC, 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 A" to these bylaws and is fully incorporated here by reference.

## ARTICLE IX

### 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 Sonoma County Vet Connect, Inc. The remaining assets shall be donated to an IRS recognized 501c3 non-profit organization.

Section 2. The secretary 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 OFFICER(S)

We, **Richard Jones** and **David M. Phillips** certify that we are, respectively, the President and the 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.

*(Original Signed)*

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Richard Jones  
President  
Sonoma County Vet Connect, Inc.  
February 6, 2018

*(Original Signed)*

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David M. Phillips  
Secretary/Treasurer  
Sonoma County Vet Connect, Inc.  
February 6, 2018

#### Attachments:

- A - Conflict of Interest Policy
- B - Harassment Policy
- C - Criteria For Veteran Financial Loan Assistance
- D - SOP For Control & Operation of Clothing & Equipment Storage Container
- E - Code of Conduct