

CHAPTER BYLAWS TEMPLATE

BYLAWS OF THE [INSERT NAME] CHAPTER
OF THE
NATIONAL VETERAN SMALL BUSINESS COALITION, INC. (“NVSBC”)

ARTICLE I – NAMES AND LOCATION

Section 1: Name.

The name of the Chapter shall be the [INSERT NAME] Chapter (the “Chapter”) of the National Veteran Small Business Coalition, Inc. (“NVSBC” or “National”).

Section 2: Location.

The principal office location and permanent address of the Chapter shall be in or near the city of [INSERT CITY].

ARTICLE II – GUIDING PRINCIPLES

Section 1: Purpose of the Chapter; Mission of NVSBC

To further the mission of National NVSBC, the Chapter will conduct activities to promote the common interests of its Members including to:

- (i) Conduct networking and business development opportunities/events to foster and enhance business between and among members, federal agencies, and prime federal contractors.
- (ii) Provide education and training programs of interest to members focused on issues related to business development and operations.
- (iii) Promote and advocate for the business interest of veteran small businesses.
- (iv) Conduct other activities/events that foster the development fo successful veteran-owned small businesses.

Section 2: Actions and Activities.

NVSBC and its chapters are organized to promote the common business interests of its Members and operate for nonprofit purposes. Its actions and activities are intended to continue NVSBC’s qualification as an exempt organization within Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended.

Section 3: Certain Activities Prohibited

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to, its Members, officers, or other private individuals. The Chapter shall neither lend any of its assets, nor guarantee to any person the payment of a loan, to or on behalf of any Member or officer.

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However, the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the objectives set forth in Article II. The Chapter will not participate or intervene in any political campaign on behalf of any candidate for public office. The Chapter will not conduct any activities not permitted by an organization exempt from income tax under the tax laws of the states and/or nations in which the Chapter operates.

Section 4: NVSBC Ethics and Standards of Conduct and Policies and Procedures

The continued success of NVSBC depends on the maintenance of high professional standards and behavior and observance of accepted standards of conduct and ethics. The manner in which individual and corporate members participate in the professional dialogue reflects the ethical reputation of NVSBC.

ARTICLE III – MEMBERSHIP

Section 1: General.

Chapter members (the “Members”) shall join and maintain membership in National NVSBC. Upon joining, members must complete the NVSBC membership application and designate an appropriate class of membership. The membership application and membership classes are current at www.nvsbc.org/membership.

Section 2: Classes of Membership.

The classes of membership of the Chapter shall conform to those outlined in the National NVSBC Bylaws Article III, as may be amended from time - to - time.

Section 3: Membership Dues.

Chapter membership dues shall be determined by the Chapter’s Board of Directors and shall conform to the dues as outlined in the NVSBC Bylaws; provided that that the Chapter’s annual dues shall not exceed fifty percent (50%) of the National NVSBC dues in the respective class. Additional funds for Chapter activities may be raised by appropriate means commensurate with NVSBC and Chapter status as a non-profit organization.

ARTICLE IV – CHAPTER ORGANIZATION AND STRUCTURE

The Chapter shall consist of Members as described in Article V herein and be governed by the Chapter’s Board of Directors and Chapter Officers.

ARTICLE V – CHAPTER BOARD OF DIRECTORS

Section 1: Authority and Responsibilities.

The Chapter’s Board of Directors (the “Chapter Board”) will have supervision, control, and direction of the affairs of the Chapter, and its committees, if any, and is empowered to act on the

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part of the Chapter membership by these Bylaws. The Chapter Board shall determine Chapter policies that are consistent with NVSBC's policies and shall fill vacancies for unexpired terms in its membership and those of Chapter Officers.

Section 2: Composition.

The Chapter membership will annually elect and maintain a Board of Directors, comprised of at least five (5) members, the majority of whom are veterans. One Board member shall be a representative to the National NVSBC's Board of Directors who serves as a non-voting member. Elections will be held annually to fill vacancies created because of members term expiring or removal/resignation of a board member. Board members who cannot attend duly called meetings may vote and be otherwise represented on either specific issues or in general by written proxy provided to another Chapter Member.

Section 3. Term of Directors.

The initial Board of Directors of the Chapter shall consist of those persons named and designated by the incorporators. Such persons shall hold office until the organizational meeting of Directors. Thereafter, at each annual meeting of the Board of Directors, the Board shall elect directors, each director is to hold office for a term of two (2) years (unless a different term is designated) until the next annual meeting of the directors and until his or her successor has been elected and qualified. Each Director shall serve a term of two (2) years, except that the Board of Directors shall be divided into two groups such that (A) Directors in the first group shall serve an initial term of one (1) year and thereafter they shall serve terms of two (2) years; (B) Directors in the second group shall serve an initial term of two (2) years. A Director shall serve until his or her successor shall be elected and qualified, unless he or she shall sooner resign or be removed or otherwise become disqualified to serve. Directors may be selected to subsequent terms.

Section 4. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and until his or her successor is elected and qualified.

Section 5. Removal of Directors.

A director may be removed with or without cause at any time by action of the Board.

Section 6. Resignations.

Any Director of the Board may resign at any time by delivering a signed notice to the Board or to the Chairman or to the Secretary of the Board. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time.

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Section 3: Meetings.

The full Chapter Board shall meet at the call of the President at least one (1) time each year. The President, as required, may call additional meetings. Notifications of meetings shall be made to each Chapter Board member at least one week prior to each meeting to include place, date, hour, and major agenda items that will require Chapter Board approval.

Section 4: Quorum.

At any meeting of the Chapter Board, no less than fifty percent (50%) of the represented members of the Board shall constitute a quorum for the transaction of Chapter business. Any business transacted shall be valid, providing it is passed by a majority of those represented. Should representation fall below a quorum during the conduct of a meeting, no further business shall be transacted. Votes submitted by electronic means constitute written proxy and shall be deemed as official transactions.

Section 5: Action without Meeting

Any action required or permitted to be taken by the Chapter Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to such action. Such unanimous written consent or consents shall be filed with the minutes of the proceedings of the Chapter Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Board members.

ARTICLE VI – CHAPTER OFFICERS

Section 1: Chapter Officers.

Officers shall be elected for one-year terms by a majority vote of the Chapter Board. No Member may hold more than one office during the Chapter year. Officers may be appointed to fill unexpired terms by vote of the Chapter Board.

Section 2: Responsibilities of the President of the Chapter.

The President shall have general supervision of the affairs of the Chapter and shall perform the duties usual to the office. The President shall preside at the meetings of the Chapter and Chapter Board and shall be an ex-officio member of all committees and all sub-committees thereof. The President's duties shall also include, without limitation, responsibility for maintaining records, complying with records retention policies and management as well as tax filings or other legal requirements that exist at the federal, state, or local laws, facilitating executive board meetings; preparing any report required; serving as a spokesperson for the Chapter; serving as a signatory on financial accounts; assisting all executive officers; and performing such other duties as may be directed by the National Board of Directors and the Chapter Board.

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Section 3: Responsibilities of the Vice President

The Vice President may assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. The Vice Presidents shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Chapter Board or the President shall designate from time to time.

Section 4: Responsibilities of the Secretary.

The Secretary shall maintain all records, documentation, and legal documents, on behalf of the Chapter, prepare, publish, and maintain minutes of Chapter meetings, Chapter Board meetings, and committee meetings prepared and published by those committees, maintain a roster of Chapter membership including the address and status of each Member and maintain official records. The Secretary shall provide notice of any special meetings at the direction of the President. The Secretary shall distribute minutes to members of the Chapter Board with an information copy to the NVSBC Executive Director and to interested Chapter Members. Secretary shall keep a record of all activities of the Chapter and shall prepare a calendar of the Chapter's events, activities, and meetings.

Section 5: Responsibilities of the Treasurer.

The Treasurer shall be comptroller of the finances and accounts of the Chapter under the direction of the President, and shall prepare an annual budget and render an annual statement of accounts and financial reports as may be called for by the Chapter Board. The Treasurer shall serve as the primary signatory on financial accounts and shall chair the finance committee. Treasurer shall be responsible for collecting the membership dues. The Treasurer shall keep all of the financial records of the Chapter and shall prepare and submit required financial reports as required by the National office and annually submit the Form 990 for the Chapter with the to the National office Executive Director and National Board of Directors Executive Director once the Chapter President has reviewed and concurs with the submission.

Section 6: National Board Delegate.

The Chapter shall designate a delegate to the National Board of Directors. This delegate shall serve as a non-voting representative of the Chapter to the National Board of Directors. Chapter representative may be asked by the National NVSBC Board of Directors President to leave portions of the meeting.

Section 7. Resignations.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective.

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Any resignation shall be without prejudice to the rights, if any, of the Chapter under any contract with the resigning officer.

Section 8. Removal.

Any officer may be removed from office at any time, either with or without cause, by the affirmative vote of a majority of the directors in office at the time, or by the unanimous written consent of the directors in office at the time, or by any committee or superior officers upon whom such power of removal may have been conferred by the Board of Directors.

ARTICLE VII –COMMITTEES

Section 1: Authority

The Chapter Board, by resolution adopted by a majority of the members of the Chapter Board then in office, provided a quorum is present, may create one or more committees, to serve at the pleasure of the Chapter Board. Appointments to committees of the Chapter Board shall be by majority vote of the members of the Chapter Board. The Chapter Board may appoint alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have such authority as the Chapter Board shall set forth by resolution, except that a committee, regardless of Chapter Board resolution, may not take any action that is prohibited under the NVSBC's bylaws.

ARTICLE VIII – FINANCE

Section 1: Fiscal Period.

The fiscal period of the Chapter shall be identical to National NVSBC's fiscal period, a 12 month period, from January 1 to December 31.

Section 2: Financial Obligation.

No financial obligations shall be incurred on behalf of the Chapter except by the approval of the Chapter Board or as covered in these Bylaws. Expenditures of less than five hundred dollars (\$500.00) may be authorized by the President but shall not exceed a combined total of \$5,000 a year without Board approval.

Section 3: Annual Budget and Statement of Accounts.

An annual budget and statement of accounts will be prepared no later than October 31 for the following year by the Treasurer and will be approved by the Chapter Board. Chapter Members at the first Chapter meeting of each year will review this budget.

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ARTICLE IX – CHAPTER MEETINGS

Section 1: Annual Meeting.

The Chapter shall hold an Annual Meeting each year of its members. The purpose of the Annual Meeting shall be the election of Officers and Directors of the Chapter, the submission of reports by the Officers and such other matters as decided upon by the Chapter Board.

Section 2: Regular Meetings.

Regular meetings of the Chapter shall be held throughout the year, the time and place to be designated by the President to be devoted to discussions of relevance to the local business community and related to and in furtherance of the mission of NVSBC. Any cost associated with a regular meeting is the responsibility of the local Chapter. Costs can be covered through fees collected to attend events. Fees for members should be discounted from fees charged for non-members.

Section 3: Quorum.

Twenty (20%) of the existing Members of the Chapter present (or the person of a duly authorized employee representative) or by proxy, shall constitute a quorum of the Members at any meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the Members that constitute a quorum.

ARTICLE X – NOMINATIONS AND ELECTIONS

Section 1. Nominations. Nominations for Officers and Directors shall be accepted by the Chapter Board up to thirty-days prior to the Annual Meeting. Elections shall be held at the Annual Meeting. Newly elected members of the Chapter Board shall be installed and shall assume their duties at the next Chapter Board meeting. Newly elected officers shall assume their duties immediately following the Annual Meeting.

Section 2. Elections. Directors of the Chapter Board and Officers shall be elected to available vacant positions at the Annual Meeting of the Membership or by written ballot (which may be done electronically), provided a quorum is present.

Section 3. Term. To ensure continuity through the years, the Directors of the Chapter Board will be elected as follows: each year, one half of the Chapter Board will be elected for two-year terms.

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ARTICLE XI – AMENDMENTS

These Chapter Bylaws may be amended by the affirmative vote of a majority of the Chapter Board, except as otherwise required by the General Business and Corporation Act [**INSERT ACT RELEVANT TO YOUR STATE**]. Amendments to these Bylaws that materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of Members as to voting, dissolution, redemption, or transfer must be approved by a majority of a quorum of the Members.

ARTICLE XII – DISSOLUTION

Upon the dissolution or final liquidation of the Chapter regardless of reason, all of the Chapter's assets and property of every nature and description remaining after paying or making provision for the payment of all liabilities and obligations of the Chapter (but not including assets held by the Chapter upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be assigned, transferred or otherwise distributed to (i) National NVSBC, (ii) one or more organizations which engage in activities substantially similar to those of the Chapter and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or 501(c)(6) of the Code (or the corresponding provisions of any subsequent federal tax laws), or (iii) the federal government, a state or local government for a public purpose.

ARTICLE XIII – INDEMNIFICATION

Unless otherwise prohibited by law, the Chapter shall, to the maximum extent permitted by the Act, indemnify any director or officer, any former director or officer, any person who may have served at its request as a director, officer partner, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, partner, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Chapter for damages arising out of his own negligence or misconduct in the performance of a duty to the Chapter.

ARTICLE XIV – RECORDS AND REPORTS

The Chapter shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors taken without a meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of the Chapter. The Chapter shall maintain appropriate accounting records. The Chapter shall maintain its records in written form or in any other form of a record. The Chapter shall keep a copy of the following records at its principal office: (1) its Articles of Incorporation and all amendments to them currently in

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effect; (2) its Bylaws and all amendments to them currently in effect; (3) the minutes and records described in this Section; (4) the annual financial statements for the past five years; (5) a list of the names and business addresses of its current directors and officers; and (6) such other records as National NVSBC requires.

Adopted as of the _____ day of _____, 20_____.

ATTEST:

Chapter Secretary/Date

Chapter President/Date

National NVSBC Executive Director/Date