

**BYLAWS OF  
VETERANS UNITED FOR TRUTH, INC.**

**A NATIONAL, NONPROFIT, PUBLIC BENEFIT,  
VETERANS' ORGANIZATION**



Amended 6/7/08

Veterans United For Truth, Inc.  
PO Box 4476  
Santa Barbara, CA 93140  
[www.vuft.org](http://www.vuft.org)



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VETERANS UNITED FOR TRUTH, INC.  
A NATIONAL, NONPROFIT, PUBLIC BENEFIT,  
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**INCORPORATED IN THE STATE OF CALIFORNIA # 2766290**

**ARTICLE I  
PRINCIPAL PURPOSE**

The Principal Purpose of **VETERANS UNITED FOR TRUTH, INC.** (the Corporation) is to serve all members of the Armed Forces of the United States, in all services and components, by working toward the goal that they are never sent to war except in the direct defense of the country, as determined by their elected representatives in Congress and mandated by the Constitution of the United States; that if sent, they are fully trained and provisioned with the best possible equipment; then when sent, they are told the truthful purpose of their mission and are told what will constitute the satisfactory conclusion of that mission; and during their deployment and upon their return, they and their families receive all the proper benefits a grateful nation can provide. To meet this purpose, the Corporation shall engage in charitable and educational programs in support of its target veteran community.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office for the transaction of the business of the **VETERANS UNITED FOR TRUTH** (the Corporation) shall be fixed and located in the State of California. The Board of Directors may at any time or from time to time change the location of the principal office.

**ARTICLE III  
MEMBERSHIP**

**Section 1. MEMBERS**

Membership is open to all, veteran or not, who are committed to providing real support to the veterans of the Armed Forces of the United States and their families, and who subscribe to the purposes of the Corporation. No other test of membership shall be required.

**Section 2. EFFECT OF PROHIBITION.**

If at any time the Corporation is acting with a Board of Directors and without members, any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. If acting only with a Board of Directors and if having no members, all rights which would otherwise vest in the members under the nonprofit Public Benefit Corporation Law shall vest in the Directors.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. NUMBER.**

The affairs of the Corporation shall be managed by a Board of not less than four (4) nor more than twelve (12) Directors until the number of Directors is changed by amendment to these Bylaws. The Members of the Board of Directors shall be the Officers of the Corporation and the Chairpersons of the respective Committees of the Corporation. Until and unless changed by vote of the a majority of the members of the Board of Directors, the Offices of the Corporation and the Committees of the Corporation are:

- a Offices:
  - 1 Chair
  - 2 Vice Chair
  - 3 Secretary
  - 4 Treasurer
  
- b Committees:
  - 1 Finance and Treasury
  - 2 Communications
  - 3 Events
  - 4 Materials
  - 5 Membership
  - 6 Message
  - 7 Outreach
  - 8 Advocacy
  
- c Ex officio board members

State Chapter Chairs are voting members of the board, over and above the 12 members maximum listed above, by virtue of their office.

**Section 2. QUORUM.**

One third (1/3) but not less than two (2) members of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 3. POWERS OF THE BOARD OF DIRECTORS.**

Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of California Law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following power:

- (a) To select and remove all the other officers, committee chairpersons, agents, and employees of the Corporation, prescribe such powers and duties for them as

may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with the law, the Articles of Incorporation, or the Bylaws.

(c) To borrow or lend money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debts and securities.

#### **Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.**

At least a majority of the Directors of this Corporation shall be persons who are not: (a) a person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any sibling, ancestor, descendant, spouse of such person; and (c) any brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person.

#### **Section 5. ELECTION AND TERM OF OFFICE.**

The Directors shall be elected by and serve at the pleasure of the majority of the Board of Directors, after which the Directors shall be elected at each subsequent annual Regular Meeting of the Board of Directors for a term of two (2) years or until their successors are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve.

#### **Section 6. VACANCIES.**

Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director. A successor Director so elected shall serve for the unexpired term of his or her predecessor.

#### **Section 7. PLACE OF MEETINGS.**

Regular meetings of the Board of Directors shall be held at any place that has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

In the absence of this designation regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place designated or at the principal office.

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such participating directors shall be deemed to be present in person at the meeting.

#### **Section 8. REGULAR MEETINGS.**

Regular meetings of the Board of Directors shall be held not less frequently than once each calendar year at such place and at such hour as may be fixed from time to time by resolution of the Board. Should said meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday, excluding Saturday and Sunday.

**Section 9. SPECIAL MEETINGS.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by any two (2) Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, including by electronic mail, charges prepaid, addressed to him or her at his or her address as it is shown on the records of the Corporation, or if it is not shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. The notice shall be mailed at least four (4) days before the time of holding the meeting, provided that notice delivered personally or given by telephone not less than forty-eight (48) hours prior to the time of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 10. ACTION WITHOUT A MEETING.**

Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**Section 11. RESIGNATION OF DIRECTOR.**

Any Director may resign effective upon giving written notice to the President, Secretary or Board of Directors of the Corporation, unless the written notice specifies a later effective date. If the resignation is effective at a future date, a successor may be elected to take office when the resignation becomes effective. A resignation shall not become effective if its effect would be to leave the Corporation without a duly elected Director or Directors to manage its affairs.

**Section 12. REMOVAL OF DIRECTORS.**

A Director may be removed from office without cause by the vote of a majority of the Directors. A separate removal policy will be established.

**Section 13. COMPENSATION.**

A Director may receive compensation for services rendered to the Corporation at a level comparable to the compensation that other organizations in California with comparable facilities pay for comparable services, provided that such compensation has been approved by the Directors who are not interested persons for the purposes of Section 4 of this Article III. Any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties whether as a Director or otherwise.

**Section 14. ADJOURNMENT.**

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour. In the absence of a quorum, a majority of the Directors present may adjourn from time to time to meet again at a stated day and hour prior to such time as may be fixed for the next regular meeting of the Board. The motion for adjournment shall be recorded in the minute book of the Corporation, notice of the time and place of an adjourned meeting need not be given to any director present at the meeting adjourned if the time and place be fixed at the meeting adjourned.

**ARTICLE V**  
**OFFICERS**

**Section 1. ENUMERATION.**

The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. When the duties do not conflict any two or more offices, except those of Chair and Secretary, may be held by the same person. Any person serving as a Committee Chair may also serve as an officer of the Corporation. However, such person shall be limited to one vote when votes of the Board of Directors are taken, notwithstanding such person may hold an office and/or one or more Committee Chair positions.

**Section 2. ELECTION AND TENURE.**

Except with respect to (i) the officers elected by the Initial Board of Directors and (ii) subordinate officers described in Section 3, below, the officers of the Corporation shall be elected bi-annually by the Board of Directors at the annual meeting of the Board in the odd-numbered year provided that new offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and shall have been qualified.

**Section 3. SUBORDINATE OFFICERS.**

The Board of Directors may, from time to time, appoint such other officers as are necessary for the management and administration of the Corporation (including but not limited to a manager) each of whom shall perform such duties as the Board of Directors may from time to time determine.

**Section 4. REMOVAL AND RESIGNATION.**

Any officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in their judgment the best interest of the

Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed. Any officer may resign at any time by giving written notice to the Board of Directors or the President or to the Secretary of the Corporation. Any such resignation may take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. VACANCIES.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired term of the officer replaced.

**Section 6. CHAIR.**

The Chair of the Board, shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors. The Chair shall be the principal executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise, direct and control all of the business and affairs of the Corporation and the officers thereof. The Chair shall represent the Corporation at all public functions unless another person has been designated to serve in that capacity by the Board of Directors. He or she may sign, together with the Secretary (or any other officer of the Corporation duly authorized by the Board of Directors) any deeds, mortgages, bonds, contracts, agreements or other instruments which the Board of Directors have authorized to be executed except in such case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws, or by statute to some other officer or agent of the Corporation, and shall have all the general powers and perform all the duties including all the powers and duties as may, from time to time, be prescribed by the Board of Directors, or by these Bylaws.

**Section 7. EXECUTIVE AND OTHER VICE-CHAIR.**

In the absence of the Chair or in the event of his inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting, shall have all the powers and be subject to all of the restrictions upon the President. Any Vice-Chair appointed shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the Chair or by the Board of Directors.

The chair of the Chartering Committee will be appointed by the VUFT Chair..

**Section 8. SECRETARY.**

The Secretary shall keep the minutes of all meetings of the members of the Corporation and the Board of Directors in one or more books provided for that purpose. He or she shall cause all notices to be duly given to the members of the Corporation and to its Board of Directors in accordance with the provisions of these Bylaws, or as otherwise required by law. He or she shall be the custodian of the Corporation's records and of the

seal of the Corporation and shall cause said seal to be affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. He or she shall keep a register of the post office address of the Corporation's Directors and its officers and its sponsors, and shall perform all duties incident to the office of the Secretary and such other duties as may be required of him or her by the provisions of these Bylaws, or as from time to time may be assigned to him or her by the President or by the Board of Directors including but not limited to the filing, recordation and issuance of any notice, document, certificate or other instrument described in these Bylaws.

**Section 9. TREASURER.**

If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds, securities and/or proceeds, collected, own and/or received by the Corporation. He or she shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. He or she shall keep a detailed list of contributions received by the Corporation and furthermore shall maintain the financial records of the corporation in accordance with generally accepted accounting principles, and shall perform all other duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

**Section 10. ASSISTANT TREASURER AND ASSISTANT SECRETARY.**

If required by the Board of Directors, any Assistant Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine. Any Assistant Treasurer and Assistant Secretary shall in general, perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

**Section 11. COMMITTEES.**

The Board of Directors shall appoint by resolution such committees as deemed appropriate in carrying out its purpose.

**ARTICLE VI**  
**ADVISORY COMMITTEE**

**Section 1. ESTABLISHMENT AND MEMBERSHIP**

An Advisory Committee is established for the purpose of providing advice on issues, programs, methods, and means. Members of the committee are by invitation of the Board of Directors, which invitation may be offered by the Chair alone or by the Board as a whole.

**Section 2. NUMBER AND COMPOSITION**

The board of Advisors is not limited in number. Membership will be offered to prominent public and military figures, active and retired, who agree with the purposes of the Corporation, who are willing to be publicly named as advisors to the Corporation, and who agree to respond to requests for advice of the Board of Directors.

## **ARTICLE VII** **CHARTERING OF STATE ORGANIZATIONS**

### **Section 1. ESTABLISHMENT AND MEMBERSHIP**

Chartered chapters of the Corporation may be established under rules to be promulgated by the Board. Membership. Requirements for such chartered chapters shall be consistent with the membership requirements for the parent Corporation.

### **Section 2. NUMBER AND COMPOSITION**

A single chapter of Veterans United For Truth may be chartered in each state and territory. Composition of the organization below the chartered state chapter is not prescribed, and chartered state chapters may organize as they wish, as long as subordinate organizations meet the same membership requirements as the parent chapter. Subordinate organizations, such as city or regional branches, must be chartered by the incorporated state organization, but a subordinate branch must not itself be incorporated.

The State chapters shall be known as Veterans United for Truth [*name of state*].". State chapters shall be autonomous organizations which nonetheless operate within the framework and the limitations of the chartering agreement. State chapters will be authorized the use of the VUFT logo.

State chapters can operate, for fundraising purposes, under the 501(c)(3) ruling of Veterans United For Truth, Inc., in accordance with IRS regulations.

### **Section 3. REQUIREMENTS FOR CHARTERING.**

These are summary instructions. Full instructions are contained in the guidebook, *Chartering a State Chapter of VUFT, Inc.*, which is available at [www.vuft.org/charter.htm](http://www.vuft.org/charter.htm).

Those wishing to charter a state organization should forward a request to Veterans United For Truth, Inc., ATTN: Chair, Chartering Committee, PO Box 4476, Santa Barbara, CA 93140. The request should address all of the following:

- a. Agreement to adopt the Bylaws of the Corporation. A State amendment to the national bylaws may be added if necessary to comply with state law. Such amendment will be provided to the national organization for the record.
- b. Agreement to incorporate the chapter in accordance with the laws of their State. Such incorporation shall be as a charitable organization within the meaning in IRS Publication 57. Charitable organizations are prohibited from endorsement of or public opposition to political candidates.

- c. Agreement to establish their non-profit , tax-deductible status with the state, and in accordance with the laws of that state. Agreement to have the state corporation included in the central organization’s Group Exemption Letter..
- d. Agreement to advocate within their state on behalf of serving military, veterans, and their families.
- e. Agreement to work with the national organization in advocating national policies and programs.
- f. Agreement to protect the logo and the name of Veterans United For Truth, Inc..
- g. Agreement to provide copies of minutes and financial records to the Corporation on a quarterly basis. This provision is not for the purpose of auditing state organization activities, rather it is necessary to protect the Corporation’s tax status.
- h. Agreement to work to expand the membership of VUFT, Inc. within their state. Members of the state organization are automatically members of the central organization.

**Section 4. DE-CHARTERING**

State chapters that violate the chartering agreement may be de-chartered by a vote of two thirds of the Board of Directors of the Corporation.

**Article VIII**  
**MISCELLANEOUS**

**Section 1. CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for payment of money, notes or other evidences or indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution to the Board of Directors.

**Section 2. CONTRACTS.**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer, manager, agent or employee to enter into any contract or execute any instrument in the name of or on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, manager, agent or employee shall have any power or authority to bind the Corporation by any contract, agreement or engagement or to pledge the credit of the Corporation or to render the Corporation liable for any purpose or to any amount.

**Section 3. DEPOSITS.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations or other depository as the Board of Directors may select.

**Section 4. GIFTS.**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose of the Corporation.

**Section 5. INSPECTION BY DIRECTORS.**

Every Director shall have the absolute right in any reasonable time to inspect all books, records and documents of the Corporation and the physical properties owned or controlled by the Corporation. The right of inspection by a Director shall include the right to make extra copies of copies.

**Section 6. TAX YEAR.**

The tax year of the Corporation shall be the fiscal year ending December 31 of each year.

**Section 7. PARLIAMENTARY RULES.**

Roberts Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation, these Bylaws, or with statutes of the State of California.

**Section 8. ANNUAL AUDIT AND PERIODIC FINANCIAL REPORTS.**

The Board of Directors may cause an independent audit of the financial affairs of the Corporation to be made on an annual basis, and shall cause periodic financial reports to be prepared either by the Treasurer or an accountant employed for this purpose.

**Section 9. AMENDMENTS TO BYLAWS.**

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors at any Directors' meeting, or by written or electronic exchange of correspondence, the record of which shall be maintained by the Secretary of the Corporation.



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Robert Handy  
Incorporator

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that:

1. I am the presently elected and acting secretary of VETERANS UNITED FOR TRUTH, a California corporation; and
2. The above Bylaws, consisting of ten (10) pages, are the Bylaws of this corporation as amended and ratified by an action of the board of directors on 7 June 2008, 2006.

IN WITNESS WHEREOF, I have subscribed my name and affixed the seal of this corporation on 7 June 2008, 2006.

//s// Harlan H Hobgood  
Harlan H Hobgood, Secretary