

## VETERANS SERVICES FOUNDATION

### Board of Trustees

### BYLAWS

### DRAFT

#### Article I – Authority Purposes, and Procedures

- 1.01 Authority: Pursuant to Virginia Code § 2.2-2715, et seq., the Virginia Veterans Services Foundation (VSF) is a state agency of the Commonwealth. The Code reference, which is attached to these bylaws, forms the Charter or Constitution of VSF setting forth: (a) the name of the organization; (b) its purpose and mission; (c) membership; (d) meetings; (e) reporting requirements; (f) authority; and (g) financial requirements. VSF is under the Secretary of Veterans and Defense Affairs as set forth in § 2.2-230.
- 1.02 Purpose: These bylaws describe how the board of trustees exercises its governance through board: (a) officers; (b) administrative support; (c) meeting procedures; (d) committees; (e) protocol, governance, and communications; (f) bylaws review and amendment.
- 1.03 Procedures: All trustees' business procedures shall be conducted in accordance with the Code of Virginia, the VSF trustees' bylaws, and the current edition of Robert's Rules of Order Newly Revised, in order of descending precedence. VSF and its board of trustees operate on the Commonwealth fiscal year; July 1 through June 30, as do trustees' appointments. The board of trustees exercises its governance of the VSF organization through the administration and operational direction contained in the VSF policies.

#### Article II – Trustees and Other Board Participants

- 2.01 General Powers: Pursuant to Code of Virginia § 2.2-2715, as may hereafter be amended, the VSF is governed by a board of trustees who will be responsible for the administrative, fiscal and programmatic activities of VSF. The board shall comply with its enabling legislation and bylaws, and applicable federal and state laws and regulations in its: (a) use of public, private and charitable funds, including grant proceeds; (b) operation and management of the VSF; and (c) selection of an Executive Director and staff.
- 2.02 Duties:
- (a) Respect and support the Code of Virginia, VSF trustees' bylaws, policies, and board decisions;
  - (b) Uphold the mission of VSF on behalf of all Virginia veterans and their families and, as required, examine, clarify, and re-define the VSF mission, goals, objectives, and priorities;
  - (c) Further the goals and objectives of VSF to the best of their ability including:

- (1) Raise funds and other resources, including personal, to ensure funds are available to support programs and services for Virginia veterans and their families.
  - (2) Develop and ensure sound implementation of VSF budgets and allocations of funds and their expenditures so that VSF remains financially solvent;
  - (3) Provide financial oversight to ensure that the financial affairs of VSF are conducted in a responsible and transparent manner with due regard for fiduciary responsibilities to donors and the public.
- (d) Demonstrate due diligence and dedication in preparation and attendance at scheduled board and committee meetings, special events, and other activities on behalf of VSF;
  - (e) Ensure VSF's legal and ethical integrity and accountability;
  - (f) Oversee VSF's operations and make sure that the VSF staff and other related parties act legally.
  - (g) Assure compliance with the requirements of the Virginia Freedom of Information Act.
  - (h) Assure compliance with the provisions of the State and Local Government Conflicts of Interest Act;
  - (i) Provide effective organizational planning and monitor implementation;
  - (j) Enhance VSF's public standing in the Virginia community;
  - (k) Select and assess the performance of the Executive Director;
  - (l) Assess VSF board and organizational performance to strengthen VSF's services;
  - (m) Exercise all responsibilities with care and skill in a reasonable and prudent manner.

### 2.03 Responsibilities:

- (a) The VSF board of trustees is a public entity and must behave with the utmost integrity and assure that VSF abides by the law. Trustees have as their first and foremost duty – fiduciary responsibility for the public good – the interests of the public at large and veterans in particular. Trustees must be independent and objective arbitrators of the public and veterans interests and ensure the integrity of the Veterans Services Fund.
- (b) Trustees shall inform themselves and consult with other governmental and charitable organizations to gain a broad understanding of the requirements of their position. Additionally, trustees shall obtain information that can be presented to the board for consideration to enhance VSF functioning and other related matters. Such information permits trustees to ensure the overall integrity of service to veterans and the public.

- 2.04 ***Non-trustee Board participants: Principal VSF staff members, agents, and advisors may assist the board of trustees in the administration of the VSF. The VSF Executive Director, Secretary, and Treasurer serve as ex officio non-voting board staff.***

### **Article III – Officers**

- 3.01 **Officers of the VSF:** The officers of the VSF shall consist of a Chairman (the Chair) and Vice Chairmen (Vice Chairs). Other officers, including assistant and subordinate officers, may from time to time be appointed by the board. Any two or more offices may be held by the same person. The functions of Secretary and Treasurer are performed by qualified personnel provided by the Department of Veterans Services in accordance with Code of Virginia § 2.2-2715.G.
- 3.02 **Duties of the Chair:** The Chair shall: (a) preside over all meetings of the board unless absent; (b) have general supervision of the affairs of the board; and (c) shall perform all other such executive duties as are reasonably necessary or are properly required by the board. The Chair may appoint committee members from within the board of trustees as deemed necessary or appropriate to carry out the purposes of VSF.
- 3.03 **Duties of the First Vice Chair:** Upon the death, resignation, absence, or disability of the Chair, or upon the Chair's refusal to act, the Vice Chair shall perform the duties of the Chair only so long as the Chair is absent or disabled. In all other instances as determined by the board, the Vice Chair shall serve for the remainder of the Chair's term or until a substitute is elected by the board. In the event that an issue arises concerning whether or not the Vice Chair should assume or retain the duties of the Chair, the issue shall be decided by a majority vote of the board, excluding the Vice Chair.
- 3.04 **Duties of the Second Vice Chair:** The Second Vice Chair shall act in the absence, for whatever reason, of the Chair and First Vice Chair under the same provisions of those set forth for the First Vice Chair.
- 3.05 **Other duties as assigned:** When not performing the duties of the Chair, the Vice Chairs shall perform such duties as may be assigned by the Chair. The Chair and Vice Chairs shall continue to serve on the board committees to which they were assigned, but not as Committee Chairs or Vice Chairs.
- 3.06 **Duties of the Secretary:** The Secretary shall:
- (a) keep the minutes of the meetings of the board and its committees and be the custodian of the minutes and other such records of the board;
  - (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
  - (c) post minutes of meetings to the Commonwealth Calendar and to the website of VSF in accordance with §2.2-3707.1 of the Code of Virginia;

(d) be the VSF recording and corresponding Secretary including initiating or responding to correspondence of interest and required of VSF to include letters of acknowledgement and appreciation to all VSF donors; and

(e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Chair or by the board and its policies.

3.07 Duties of the Treasurer: The Treasurer shall be the financial officer for the Board and shall:

(a) keep accurate, auditable records of:

(1) Non-general Fund donations and grants received and expenditures made from the Fund; and

(2) General Fund allocations for authorized expenditures;

(b) submit a quarterly report to the board and the Commissioner of Veterans Services on VSF's funding levels and services;

(c) keep VSF informed of DVS budgeting and financial activities;

(d) assist the Auditor of Public Accounts with Foundation audits; and

(e) perform such other duties as from time to time may be assigned by the Chair or by the board and its policies.

3.08 Term of service: Elected officers shall serve a term of one year. Officers shall be eligible for reelection, not to exceed two years of consecutive service.

3.09 Elections: Election of officers will be held every year during the regular fourth quarter (April – June) meeting. If a quorum is not present, elections will be held at the next meeting at which there is a quorum. Elections shall be by voice vote. Elections shall be decided by a majority of the votes cast. If a candidate fails to achieve a majority vote on the first ballot, the two candidates with the most votes will be voted on by a second ballot. Newly elected Chairs shall assume the responsibility of the position to which they were elected on 1 July of the year for which they are elected.

3.10 Nominations. The Nominating Committee shall post a call for nominations for Chair and Vice Chairs from the board no later than 10 working days following the committee's first meeting. The VSF Executive Director may forward the call on behalf of the committee, if the Committee Chair so requests. Trustees of the board may nominate themselves for officer positions to the Chair of the Nominating Committee. Board trustees may be nominated regardless of time served or time remaining on the board, except that board trustees who are completing their last year of service of a four-year term shall not be eligible for nomination. Notwithstanding the foregoing, a trustee who is completing the last year of service may be nominated if, at the time of the nomination, the trustee has been reappointed for another four-year term. Ex officio trustees, **who are chairmen of other boards**, the Secretary, and Treasurer shall not be eligible to serve as Board Chair or Vice

Chairs. The Nominating Committee should give priority to nominating trustees for office whose terms of appointment on the board do not expire simultaneously so the board will not be without a presiding officer.

- 3.10.1 Presentation of Nominations. The Nominating Committee shall meet at least fifteen working days prior to the fourth quarter (April – June) board meeting to determine the nominations to be presented to the board at that meeting. The recommendation of the nominating committee shall be distributed with the announcement of the fourth quarter meeting of the board. At the fourth quarter meeting, the Nominating Committee shall present candidates for each office for election at that meeting. Nominations from the floor may be made prior to such election.
- 3.10.2 Committee Vacancies. In the event a trustee of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he shall resign from the committee immediately and the Board Chair shall immediately appoint a replacement.
- 3.10.3 Chair and Vice Chair Vacancies and Absences. In the event of a vacancy in the Chair or Vice Chair positions, the board may: (a) in the case of vacancy in the position of Chair or Vice Chairs, have the next Vice Chair complete the unexpired term; or (b) elect a Nominating Committee and at the board's next meeting, elect officers to fill the vacant positions. In the event of the temporary absence of the Chair, First Vice Chair, and Second Vice Chair, the board shall select one of its non-ex officio trustees to preside.

#### **Article IV – Administrative Support**

- 4.01 Administrative and other services: DVS is designated to provide VSF with administrative, staff, and other services in accordance with §2.2-2715.E.
- 4.02 Executive Director: The board may hire a VSF Executive Director who shall serve as specified in §2.2-2715.1. In addition, the Executive Director shall have such powers, duties, and responsibilities as set forth in a job description approved by the board, or as may be assigned by the board from time to time.
- 4.03 Executive Director Selection: If the board chooses to employ an Executive Director, selection shall be made from a group of eligible candidates recruited through the Virginia Department of Human Resources Management Policy 2.10 – Hiring. The selection panel shall consist of at least four trustees, one of which shall be the Board Chair.
- 4.04 Executive Director Duties: The Executive Director's duties shall include:
  - (a) supporting the efforts of VSF to seek, promote, and stimulate contributions to the Fund;
  - (b) planning and implementing an effective capacity-building and development strategy consistent with the programs and mission emphasis of DVS;
  - (c) establishing and maintaining productive on-going relationships with legislative and development entities at the municipal, regional, state, and national levels;

- (d) coordinating and sustaining state legislative and funding efforts in support of VSF;
- (e) supporting efforts to more effectively brand and market veterans' services;
- (f) performing the duties of the VSF Freedom of Information Act Officer in accordance with the Freedom of Information Act (FOIA);
- (g) managing VSF's finance (e.g., accountability) initiatives in collaboration with DVS' Director of Finance and DVS finance staff;
- (h) coordinating with DVS in its efforts to support VSF, including:
  - (1) assisting the Procedures and Policy Committee in developing DVS and VSF policies and procedures related to mutual support of both agencies; and
  - (2) serving as the VSF liaison to DVS for coordination of development activities with public and private development-related organizations and other interested parties.
- (i) ensuring that the reports required of VSF are submitted including those required by §2.2-2715.B of the Code of Virginia;
- (j) implementing board of trustees VSF and joint VSF-DVS policies;
- (k) assuring continuity of VSF administration and operations;
- (l) promoting inter-agency relations and ensuring compliance with inter-agency agreements;
- (m) attending board of trustees and committee meetings;
- (n) ensuring expeditious qualification of new trustees in accordance with Title 49 of the Code of Virginia;
- (o) acting as the VSF point of contact for Auditor of Public Accounts audits; and
- (p) performing such other duties as from time to time may be assigned by the Chair or by the board and its policies.

#### **Article V – Meetings**

- 5.01 Meetings: The board shall meet at least quarterly, at a time and place determined by the trustees through the trustees' Chair. Additional meetings may be called by the Board Chair or at the request of at least four trustees. Board committees shall meet as required by the board of trustees or the committee chairs. The VSF Executive Director, Secretary, and Treasurer shall attend all board of trustees meetings. Meetings shall be conducted in accordance and the provisions of the Virginia Freedom of Information Act (FOIA).
- 5.02 Quorum and Manner of Acting. A majority of the voting trustees of the board who are serving shall constitute a quorum for the transaction of business. The act of a majority of

the trustees present at any meeting at which a quorum is present shall be the act of the board. In the absence of a quorum, a majority of the trustees present may adjourn the meeting until a quorum is attained or convene either a special or emergency meeting of the executive committee or other committees to consider the business at hand.

### 5.03 Meeting Procedures:

- 5.03.1 Meeting Notification. Meetings, including work sessions, are assemblages of the committee trustees. No business shall be conducted unless a quorum of voting trustees is determined. All meetings, except as noted in 5.03.6 below, shall be open to the public and notice of the date, time, location, and purpose or agenda of the meeting shall be posted on the Commonwealth Calendar, on the VSF website, and in a prominent public location. The notice shall state whether public comment will be received. All board and committee meeting notifications shall comply with the provisions of FOIA.
- 5.03.2 Regular Meetings. The VSF board shall meet at least four times each year on such dates and in such places as recommended by the Board Chair. Regular meetings shall be announced to the VSF board trustees, DVS staff, and the public at least 10 days prior to the day the regular meeting is to be convened.
- 5.03.3 Special Meetings. Special board meetings may be called by the Board Chair, or committee meetings by the Committee Chairs, or by any three committee trustees at such dates, times, and places, with agenda, as may be specified in the call for such meeting in accordance with §2.2-3707 of the Code of Virginia, or as hereafter may be amended. For special meetings, seven days' notice shall be given.
- 5.03.4 Emergency Meetings. Emergency meetings may be called by giving reasonable notice to all trustees and the public whenever in the judgment of the Board or Committee Chair, in consultation with the VSF Executive Director and the Secretary of Veterans and Defense Affairs, there is an emergency as defined by §2.2-3701, Code of Virginia, or as hereafter may be amended. A quorum of voting trustees shall be sufficient to transact any business with respect to said emergency.
- 5.03.5 Conduct of Business. The published agenda shall be followed, unless modified by a majority vote of trustees present. Votes on substantive matters shall be taken by a vote of all trustees present supporting, opposing, or abstaining from the matter. No proxies, secret, or written ballots are authorized in any board or committee meeting and votes cannot be taken by telephone or other electronic communication means. Minutes shall be recorded of board and committee meetings and shall be deemed public records and subject to the provisions of FOIA. A copy of the minutes of each board and committee meeting will be provided to the trustees and other interested parties no later than 10 working days after the conclusion of the meeting.
- 5.03.6 Closed Meetings. The conduct of closed meetings shall be governed by the provisions of §2.2-3711 of the Code of Virginia, or as hereafter may be amended. Closed meetings cannot be conducted electronically.

## Article VI – Committees

- 6.01 VSF Committees: Activities of the board of trustees shall be organized and coordinated through its committees. The committees of VSF board of trustees shall be the Executive Committee, three Standing Committees, and a Special Committee for nominations. Other Ad Hoc committees and sub-committees may be established as required. Unless otherwise specifically provided by the board of trustees, recommendations of committees are advisory and must be ratified by the board. Trustees may serve on more than one committee and trustees may participate in the proceedings as voting members. All committee meetings shall be scheduled to permit broad participation and comply with the provisions of FOIA.
- 6.02 Executive Committee. The executive committee shall consist of the current board Officers, Committee Chairs or Assistant Chairs, Secretary of Veterans and Defense Affairs, and Executive Director. The Executive Committee's central purpose is to assist the board function efficiently and effectively by reviewing matters presented to it by the standing, special, and ad hoc committees and providing its recommendations to the board for action. In addition, it is responsible for relations with affiliated boards and councils and other veterans organizations and shall recommend means by which the board can assess its effectiveness. The Executive Committee shall meet upon the call of the Board Chair and shall keep regular minutes of their proceedings to report to the board at its next regular meeting.
- 6.03 Standing Committees. The Committee Chairs, Assistant Chairs, and trustees of the three standing committees shall be appointed by the Board Chair, after consultation with the parties involved. Ex officio trustees who are chairmen of other boards shall not be eligible for appointment as Committee Chairs. The appointments shall be approved by the board at the meeting at which the appointments are proposed by the Board Chair. A trustee may volunteer to serve on one or more committees. Each member of a committee shall serve until the end of the fiscal year in which he is appointed and shall be eligible for reappointment.

A quorum of each of the standing committees shall consist of a majority of trustees. The Board Chair, Vice Chairs, and ex officio board trustees are deemed committee members for all purposes, including a quorum. The agenda for each regular board of trustees meeting shall include a report by each standing committee to the board.

The standing committees are as follows:

- 6.03.1 Development. The development committee supports the board's responsibility for:
- (a) relations with affiliated foundations and organizations;
  - (b) making recommendations to the board on matters and policies pertaining to VSF's seeking, promoting, and stimulating contributions and other sources of revenue for the Veterans Services Fund;



- (c) both community (including veterans and military) and public (state-wide) relations;
- (d) VSF development policies;
- (e) such other business as may come before it; and
- (f) organizing fundraising programs, including capital campaigns.

6.03.2 Finance. The finance committee supports the board's responsibilities for Veterans Services Fund administration, the budget process, accountability, and fiscal efficiency in general. The committee is responsible for:

- (a) making recommendations to the board on matters pertaining to Veterans Services Fund expenditures;
- (b) development and maintenance of VSF fiscal policies;
- (c) oversight of the fiscal accounts;
- (d) preparation of a biennial and annual budget and budget adjustments for presentation to the board of trustees for approval;
- (e) those aspects of performance budgeting pertaining to VSF;
- (f) contracts and the impact of the foregoing on the overall fiscal condition, mission, and purpose of VSF; and
- (g) such other business as may come before it.

The committee oversees the internal review function of procedures contained in Code of Virginia §2.2-2718.C and receives the annual report of the Auditor of Public Accounts.

6.03.3 Procedures and Policies: The procedures and policies committee shall support the board's responsibility for the conduct of business and operational direction, including planning, of the VSF organization.

- (a) In support of procedures, the committee shall be responsible for the formulation of proposed revisions to the:
  - VSF charter;
  - (2) board of trustees' bylaws;
  - (3) trustees' general biennial schedule; and
  - (4) goals and objectives of the VSF board and its committees, in coordination with those committees.
- (b) Regarding the operational direction of the VSF organization, the committee shall develop, document, and review revisions to the:
  - (1) Strategic Plan and subsidiary plans;

- (2) VSF Policies, Joint VSF-DVS Policies, and other directives; and
- (3) DVS-VSF Memorandum of Understanding.

(c) The committee also shall be responsible for such other business as may come before it.

- 6.04 Nominating Committee. The Nominating Committee is a special committee responsible for nominating board trustees for Board Chair and Vice Chair positions. The board shall elect annually, at its regular March meeting of the board, a Nominating Committee of an odd number of not less than three or more than five voting trustees. Current board officers and ex officio trustees shall not serve on the committee. The committee shall meet at the same meeting during which it is created to elect its chair or as soon thereafter as possible. The Nominating Committee may be assisted in its duties by the VSF Executive Director, if the committee so desires. The Nominating Committee shall terminate upon presentation of nominations to the board of trustees.
- 6.05 Ad Hoc Committees. The Board Chair may, or upon direction by the board shall, appoint a committee to address a specific issue or manage a project not otherwise under the responsibility of a standing committee. Any ad hoc committee shall terminate upon fulfilling its appointed task.
- 6.06 Subcommittees. Committees may appoint subcommittees of not less than one board trustee from within their trustee memberships to consider such specific business as required, subject to board approval of such subcommittee's creation. Subcommittees shall abide by Article V of these bylaws and the requirements of FOIA.
- 6.07 Foundation Staff Participation. The Executive Director, Secretary, or Treasurer shall participate in committee and sub-committee meetings as non-voting members, unless excused by the Committee or Sub-committee Chair.
- 6.08 Committee Reports. The Committee Chair, Assistant Chair or a designated committee representative shall report the status of issues before it at each board meeting. Committee members may submit minority reports to the board of trustees.

## **Article VII – The Veterans Services Fund**

- 7.01 The Fund: The Fund is composed of revenues as stated in the Code of Virginia §2.2-2718, primarily to provide funding for DVS veterans programs and services. It also funds VSF operations to support veterans programs and services and is not an auxiliary or reserve fund for DVS or VSF.
- 7.02 Fund Allocations: Allocation of funds for DVS programs' subsidiary funds from the Veterans Services Fund may only be authorized by the majority vote of trustees present at a meeting in which there is a quorum.

### **Article VIII – Protocol, Governance, and Communications**

- 8.01 Protocol: The board is the ultimate authority in VSF. Its authority to act is vested in the body (i.e., majority) of the board, not in committees or individual trustees, regardless of their position. Individual trustees are all equals among equals and both elected officers of the board and the Executive Director only have authority delegated by the board.
- 8.02 Governance: In accordance with Roberts Rules of Order Newly Revised, the Board Chair is a facilitator who promotes efficient and effective board functioning that shall best contribute to the determination of proper policies, wise planning, intelligent and considerate observance of the rights of all concerned. The Board Chair's goal in the foregoing is to maintain the independence of the board so that it effectively contributes to the current and future enhancement of the mission of VSF.
- 8.03 Communication Authority: The Board Chair is the board's only official spokesperson, particularly as the Chair serves as an ex officio trustee of the Board of Veterans Services (BVS) and the Joint Leadership Council (JLC) of Veterans Service Organizations. This is relevant in dealing with DVS, other agencies, and public sector organizations and individuals. The VSF Executive Director, trustees, and other interested parties support the Board Chair and must consult with the Board Chair and receive the Chair's consent before presenting VSF's position on an issue. In other cases, the Chair may appoint a Vice Chair or a board trustee or trustees to represent the board on particular occasions. On those occasions, specific instructions will be provided to those trustees. Trustees may speak as private citizens as long as they specify that they are presenting their personal views and are not speaking for the VSF board of trustees.

### **Article IX – Miscellaneous**

- 9.01 Review, Adoption, and Amendment of Bylaws: These bylaws shall be reviewed biennially and shall be adopted and amended by a two-thirds majority vote of all board trustees, excluding any vacant positions. Notice regarding matters related to the bylaws shall be given to all trustees 10 days prior to voting.
- 9.02 Procedure: Except as otherwise provided by these bylaws, every attempt should be made to conduct meetings of the board in accordance with the current edition of Robert's Rules of Order Newly Revised.
- 9.03 Effective Date of Bylaws and Amendments: These bylaws and any amendments shall become effective on November 8, 2018. All former bylaws of VSF will hereby be repealed on November 8, 2018. Amended on September 19, 2019, ***June 24, 2020, and effective July 1, 2020.***