



# **VETERANS OF FOREIGN WARS FOUNDATION**

# **BYLAWS**

Amended 03/05/2025



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## BYLAWS

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# VETERANS OF FOREIGN WARS FOUNDATION BYLAWS

## ARTICLE I GENERAL ORGANIZATIONAL INFORMATION

**SECTION 1.1 Name.** The name of the corporation is Veterans of Foreign Wars Foundation, and it may be referred to as “VFW Foundation” or the “Foundation”.

**SECTION 1.2 Organization.** The Foundation, is a corporation organized under the Missouri Nonprofit Corporation Act (the “Act”). It is governed by the Act, its Articles of Incorporation (as they may be from time to time amended and duly filed under the Act), and these Bylaws.

**SECTION 1.3 Principal Office.** The principal office of the Foundation shall be located at VFW National Headquarters, VFW Building, 406 West 34th Street, Kansas City, Missouri 64111. The Foundation may have such other offices as the Foundation Board may from time to time determine.

**SECTION 1.4 Seal.** The Foundation Board may, by resolution, adopt an appropriate seal for use by the Foundation.

**SECTION 1.5 Membership.** There shall be no members of the Foundation.

**SECTION 1.6 Fiscal Year.** The fiscal year of the Foundation shall commence on the first day of September and end on the last day of August in each year.

**SECTION 1.7 Marks.** The Foundation acknowledges that certain marks, logos, and other intellectual property it uses (collectively referred to as "Marks") are owned by the Veterans of Foreign Wars of the U.S. (“VFW”). The Foundation further acknowledges that use of the Marks are by a non-exclusive, non-transferable, revocable, royalty-free license from the VFW.

## ARTICLE II PURPOSE OF ORGANIZATION

**SECTION 2.1 Internal Revenue Code, Section 501(c)(3).** The Foundation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, specifically, for charitable, scientific, literary or educational purposes or for the prevention of cruelty to children and for such other purposes now or hereafter recognized in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code. The Foundation is also organized for the making of distributions to organizations that qualify as charitable organizations under Section 170(c) of the Internal Revenue Code, as reflected in the Articles of Incorporation.

**SECTION 2.2 Purposes and Objectives.** Without limiting the generality of the foregoing, specific purposes and objectives, include securing financial contributions in support of VFW programs/VFW managed programs that:

- a. Assist disabled or needy veterans and their families.
- b. Promote programs that focus public attention upon, and educate the public concerning: the sacrifices made by America's veterans; the unique and special needs of veterans and their families resulting from their service; the needs of active duty and reserve military personnel and their families and other issues relating to veterans.
- c. Promote programs that advise and assist veterans with respect to employment, training and education.
- d. Foster patriotism and educate the public concerning American ideals and institutions, the history of the United States and the contributions made by America's veterans to secure America's freedom and prosperity.
- e. Assist in promoting programs sponsored by the Veterans of Foreign Wars of the United States, its affiliates and other non-profit groups to aid veterans and their families, including veterans service and employment programs; programs to encourage and enhance research and education concerning the special needs of veterans; programs to study the impact of technology and public policy on veterans; programs to assist homeless and disadvantaged veterans; and other programs related to veterans issues and national defense.
- f) Promote programs that foster patriotism, education, community improvement and youth activities, including those programs sponsored and conducted by the Veterans of Foreign Wars of the United States, its affiliates and other non-profit groups.

### **ARTICLE III BOARD OF DIRECTORS**

**SECTION 3.1 Powers.** Subject to the provisions of the laws of Missouri and any limitations in the Articles of Incorporation and in these Bylaws, all of the activities and affairs of the Foundation shall be managed, controlled and directed, and all corporate powers shall be exercised, by its Board of Directors (the "**Foundation Board**"). The Foundation was created as a 501(c)(3) public charity related to the Veterans of Foreign Wars of the United States (the "**VFW**"). The Foundation and the VFW have related missions and routinely share resources but remain independent and separate organizations. The Foundation Board shall possess all powers of governing and overseeing the management and affairs of the Foundation.

**SECTION 3.2 Duties.** Board Members shall exercise ordinary business judgment in managing the affairs of the Foundation. In acting in their official capacity as Board Members of the Foundation, Board Members shall act in good faith and take actions they reasonably believe to be in the best interests of the Foundation and are lawful.

**SECTION 3.3 Number, Terms, and Election.** The Foundation Board shall be comprised of nine (9) Board Members.

- a. Four (4) of the Board Members shall be the following officers of the VFW and VFW Auxiliary, who shall be Appointed members of the Foundation Board with full voting rights (the “**Appointed Board Members**”):
1. The Adjutant General of the Veterans of Foreign Wars of the United States, who shall also serve as the President of the Foundation.
  2. The Quartermaster General of the Veterans of Foreign Wars of the United States, who shall also serve as the Secretary-Treasurer of the Foundation.
  3. The Commander-in-Chief of the Veterans of Foreign Wars of the United States.
  4. The National Secretary-Treasurer of the Veterans of Foreign Wars Auxiliary.

Each Appointed Board Member shall hold such a position on the Foundation Board solely in a capacity related to each Board Member’s role at the VFW or VFW Auxiliary. Immediately upon a Appointed Board Member ceasing to hold such a role in good standing at the VFW or VFW Auxiliary, whether by way of termination, resignation, suspension, probation, or other similar status, that Appointed Board Membership shall remain vacant until a successor has been named by the VFW or VFW Auxiliary (including in an “interim” or “acting” capacity), at which time such successor at the VFW or VFW Auxiliary shall automatically succeed to the Appointed Board Membership.

- b. The Foundation Board shall elect five (5) Elected Board Members. An Elected Board Member is defined as an individual who is not currently compensated as an officer or other employee of the Veterans of Foreign Wars or of a related organization (the “**Elected Board Members**”). In case of a vacancy, each open Elected Board Membership shall be voted upon separately and each Foundation Board Member shall cast one (1) vote. The candidate receiving two-thirds of the votes shall be elected to serve on the Foundation Board.

To provide for consistency of terms of office, the Elected Board Member will complete the term of the open seat on the board *and* will serve a three-year term beginning at the conclusion of the Annual Meeting of the VFW Foundation Board, this will be considered the first full term of the Elected Board Member. The terms of the Elected Board Members should be staggered equally between three years. Should there be a newly created seat on the board, the newly elected Board member may fill the seat immediately, *and* the first full term start date will be determined by the Board, keeping in mind the terms of other Elected Board Members, but will begin at the conclusion of the Annual Meeting of the VFW Foundation Board as determined by the Board. Elected Board Members may be elected to succeed themselves.

- c. Elected Board Members shall be persons who are “not related parties” (as defined and used in Internal Revenue Service Regulations and Combined Federal Campaign eligibility criteria) to the VFW Foundation and who are believed to provide to the Foundation Board special counsel, skills and expertise as means of achieving the Foundation’s stated purposes.

**SECTION 3.4 Vacancies: Resignation of Board Members.** Elected Board Members may resign at any time, preferably by giving written notice of such resignation to the Foundation Board.

**SECTION 3.5 Vacancies: Removal of Board Members.** Any Elected Board Member may be removed by a two-thirds vote of the Foundation Board at any Annual, Regular or Special Meeting. Reasons for removal shall include (but are not limited to): medical or mental incapacity (as certified by a medical doctor), two or more unexcused absences at Foundation Board meetings in any fiscal year, and a material or repeated violation of standards of the Code of Ethics for VFW Foundation Officers, Board Members and Employees.

**SECTION 3.6 Compensation.** Board Members shall serve without compensation provided, however, that a reasonable fee for travel and other similar expenses may be paid to Board Members for attending annual, regular or special meetings of the Foundation Board. In addition, members of the Foundation Board shall be allowed reimbursement of reasonable expenses incurred in the performance of their duties.

## **ARTICLE IV MEETINGS**

**SECTION 4.1 Place of Meetings.** The Foundation Board shall hold its meetings at the principal office of the Veterans of Foreign Wars of the United States or at different locations as determined by the Foundation Board with due consideration of cost. If a location other than that of the VFW principal office is decided upon, then notice must be provided at the prior Board meeting or earlier.

- a. The Foundation Board and any committee of the Foundation may hold meetings in-person or telephone conference call or internet conferencing services.
- b. Board Member is considered to be a participant whether in-person, by phone, or via an internet conferencing service.
- c. The minutes of each meeting shall indicate each Board Member present at the meeting, and the means by which they participated in the meeting.

**SECTION 4.2 Annual, Regular and Special Meetings.**

- a. Annual Meeting. The Annual Meeting of the Foundation Board shall coincide with the last VFW Foundation Board meeting of the fiscal year. In addition to any other business that shall be considered at such meeting, the Foundation Board shall adopt a budget governing the fiscal activities of the Foundation for the coming fiscal year. The location of the Annual Meeting shall be at the principal office of the Veterans of Foreign Wars of the United States.
- b. Regular Meetings. The Foundation Board shall, in addition to an annual meeting, hold at least two (2) additional regular meetings each year, at a time to be determined by the Foundation Board at the annual meeting, and such other regular meetings as the Foundation Board shall fix by resolution.
- c. Special Meetings. Special meetings of the Foundation Board may be called by the Chair, President, the Secretary-Treasurer or any three (3) Board Members.

**SECTION 4.3 Notice of Meetings.** Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, the following provisions shall govern the giving of notice of meetings of the Foundation Board:

- (a) **Annual and Regular Meetings.** No notice need be given of any annual or regular meeting of the Foundation Board provided the time of said meeting is noted in the agenda of the prior annual or regular meeting. Otherwise, notice may be given orally or in writing, personally, by first-class mail, or email and shall state the date, time and place of the meeting.
- (b) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Board Member of the Foundation as provided by law, the Articles of Incorporation or these Bylaws, a waiver of notice in writing signed by the Board Member or reply email, whether before or after the time of the meeting, shall be equivalent to giving of such notice. The attendance of a Board Member at a meeting shall constitute a waiver of notice of the meeting unless the Board Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION 4.4 Quorum for Meetings.** A quorum shall consist of six (6) Board Members. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, no business shall be considered by the Foundation Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

**SECTION 4.5 Majority Action as Board Action.** Every act or decision made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Foundation Board, unless provisions of law, the Articles of Incorporation or these Bylaws require a greater percentage or different voting rules for approval of a matter by the Foundation Board.

**SECTION 4.6 Conduct of Meetings.** Meetings of the Foundation Board shall be presided over by the Chair, or, if the Chair is absent, the President; or, in the absence of the President, by the Secretary-Treasurer; or, in the absence of each of these persons, by a chairperson chosen by a majority of the Board Members present at the meeting. The Chair shall, with the assistance of the President and Executive Director, prepare an agenda.

The Secretary-Treasurer shall act as secretary of all meetings of the Foundation Board, provided that, in the absence of the Secretary-Treasurer, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, insofar as such rules are consistent with the provisions of law, the Articles of Incorporation or these Bylaws.

**SECTION 4.7 Voting.** Each Board Member shall have one (1) vote on all matters with respect to which Board Members may vote. The vote of a majority of the members in attendance at a meeting at which a quorum is present shall be necessary for the exercise of the powers of the members.

**SECTION 4.8 Meetings Not In-Person.** Any action required or permitted may be taken without an in-person meeting, provided all Board Members are contacted or notified as in Article IV, Section 4.3, and a majority of the Board Members consent to take up such matter without a meeting in person.

**SECTION 4.9 Board Members Inspection Rights.** Every Board Member shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Foundation and shall have such other rights to inspect the books, records and properties of the Foundation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **ARTICLE V OFFICERS AND CHAIR**

**SECTION 5.1 Powers and Duties of Officers.** Each officer shall have such powers and duties as are customarily incident to his or her office and shall have such further powers and duties as the Foundation Board shall designate from time to time.

**SECTION 5.2 Number, Qualifications and Vacancies.** The officers of the Foundation shall be the President, Secretary-Treasurer, Executive Director and such other officers, with such powers and duties consistent with these Bylaws, as may be appointed by the Foundation Board. The Executive Director shall be appointed by the President subject to approval by a two-thirds vote of the Foundation Board. Any two (2) offices, except those of President and Secretary-Treasurer, may be held by the same individual. In the event of any vacancy in any office, such vacancy shall be filled by the Foundation Board.

**SECTION 5.3 President.**

The President of the Foundation Board shall have and exercise general supervision of the affairs of the Foundation, under the direction and control of the Foundation Board. In the absence of the Chair, the President shall preside over the meetings of the Foundation Board and Executive Committee and shall also advise and aid the officers of the Foundation and the committees in all matters designated by the Foundation Board. The President shall also perform such other duties as may be assigned to that office by the Foundation Board.

**SECTION 5.4 Secretary-Treasurer.**

The Secretary-Treasurer shall have charge of the books, documents, and papers of the Foundation and shall have custody of the corporate seal. The Secretary-Treasurer shall attend and maintain in a safe manner the minutes of all the meetings of the Foundation Board. S/he shall execute, sign and endorse with the President, in the name and on behalf of the Foundation, all contracts, checks, notes, deeds, certificates, receipts, vouchers, bonds or other agreements authorized or ordered by the Foundation Board and shall deposit the same to the credit of the Foundation. S/he shall sign all checks of the Foundation and all bills of exchange and promissory notes issued by the Foundation, except when the Secretary-Treasurer is unavailable or incapacitated, in which case the signing and execution thereof shall be expressly designated by the Foundation Board or by these Bylaws to some other officer or agent of the Foundation. The Secretary-Treasurer shall make such payments as may be necessary to be made on behalf of the Foundation.

The Secretary-Treasurer shall be the Chief Financial Officer of the Foundation and shall have custody of all funds, property and securities of the Foundation and may be required to give bond for the faithful performance of duties as Secretary-Treasurer, in such sum and with such sureties as the Foundation Board may require.

The Secretary-Treasurer shall direct the investment of the Foundation's assets in accordance with the Investment Policy Statement.

The Secretary-Treasurer shall, subject to notice, review, and consent of the Foundation Board: (a) designate such banks or depositories as may be necessary or appropriate; and (b) engage third-party financial advisors or managers related to the management of Foundation assets and investments.

The Secretary-Treasurer shall prepare and present to the Finance Committee an annual budget for review and recommendation to the Foundation Board. The Secretary-Treasurer shall keep and maintain accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Foundation, and shall, at the offices of the Foundation, exhibit such books at all reasonable times to any Board Members upon request.

#### **SECTION 5.5 Executive Director.**

The Executive Director shall perform such duties as shall be assigned by the President and the Foundation Board, including, but not limited to, day-to-day administration and operations of the Foundation. The Executive Director shall see that all orders and resolutions of the Foundation Board are carried out. The Executive Director shall attend all Foundation Board meetings as well as committee meetings.

The Executive Director will be responsible for hiring and terminating Foundation staff as he or she deems necessary or appropriate. The Executive Director of the Foundation shall report directly to the President.

The Board of Directors by a two-thirds vote of its members at any Annual, Regular or Special Meeting may remove an Executive Director.

#### **SECTION 5.6 Board Chair.**

The Foundation Board shall elect from its Elected Board Members the Chair of the Foundation Board.

The Chair shall preside over all meetings of the Foundation Board and the Executive Committee. The Chair of the Foundation Board shall work to find consensus for the Board and to engage the Board in forward progression. The prime responsibility of the Board Chair is to lead the Board by engaging individual Board members to work as a unit.

The Foundation Board Chair shall be elected for a term of one (1) year. The election for Foundation Board Chair shall normally occur every year at the time of the Annual Meeting congruent with the term expiration of the current Foundation Board Chair. The election vote will be taken at the beginning of the Board meeting and the appointment will commence at the conclusion of the Annual Meeting.

In the event of a vacancy of the Chair, the Foundation Board shall elect a new Chair who shall serve for the unexpired term of the predecessor Chair, unless a Chair Elect has been designated in which case the Chair Elect shall automatically assume the role of Chair for the unexpired term of the predecessor Chair.

## **ARTICLE VI FOUNDATION COMMITTEES**

**SECTION 6.1 General.** The Foundation Board may adopt a resolution establishing one or more committees, in addition to the Committees created by these Bylaws, delegating specified authority to a committee and appointing or removing members of a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Foundation Board, or any individual Board Member, of any responsibility imposed by the Bylaws or otherwise imposed by law.

**SECTION 6.2 Committees of the Foundation.** The committees of the Foundation shall be the Executive Committee, the Finance Committee, the Governance and Nominating Committee and any other advisory committees as determined by the Foundation Board. Members of committees of the Foundation shall be appointed by the Chair and may include non-Board Members (with non-Board Members serving entirely in an advisory capacity with no voting rights).

**SECTION 6.3 Executive Committee.** There shall be an Executive Committee, consisting of the Chair, the President and the Secretary-Treasurer. The Chair shall serve as presiding officer of the Executive Committee. The Executive Committee shall, with the assistance of the Executive Director, be responsible for formulating specific programs and policies to fulfill the purposes of the Foundation, subject to the approval of the Foundation Board. The Executive Committee shall exercise all powers conferred on it by the Foundation Board in the management and direction of the business and the conduct of the affairs of the Foundation during intervals between meetings of the Foundation Board.

**SECTION 6.4 Finance Committee.** There shall be a Finance Committee which shall consist of three (3) members, including the Secretary-Treasurer and two (2) Board Members appointed by the Chair. The Committee shall review and make recommendations to the Foundation Board with respect to the proposed budget prepared by the Secretary-Treasurer, the Investment Policy Statement of the Foundation, and other matters pertaining to the finances of the Foundation.

The Finance Committee shall be responsible for reviewing and providing recommendations to the Foundation Board regarding approval of the Foundation's IRS Form 990 and audit review. The Finance Committee may seek outside consultation or professional assistance in the performance of its duties if it seems desirable and with majority approval of the Foundation Board.

**SECTION 6.5 Governance and Nominating Committee.** The Chair shall appoint a Governance and Nominating Committee consisting of three (3) Board Members. The Governance and Nominating Committee shall assist the Foundation Board in ensuring the successful governance of the Foundation through Board assessment, recruitment, nominations, orientation, and development. The Governance and Nominating Committee shall nominate candidates for membership of the Foundation Board with approval of the Board. The Governance and Nominating Committee shall also be responsible for Bylaws review and shall recommend changes to the Board.

**SECTION 6.6 Advisory Committee.** The Foundation Board may appoint one or more advisory committees to advise and aid the officers and the Foundation Board with respect to matters designated by the Foundation Board. An advisory committee may be comprised of Board Members and/or non-Board Members. No advisory committee shall have any authority of the Foundation Board delegated to it. Each such advisory committee may, subject to the approval of the Foundation Board, prescribe rules and

regulations for the call and conduct of committee meetings. The members of any advisory committee shall not receive any stated salary for their service as such, but, by resolution of the Foundation Board, reimbursement of reasonable expenses for attendance at each regular or special meetings of such committee may be allowed.

## **ARTICLE VII INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS**

**SECTION 7.1 Indemnification of Associated Parties.** The Foundation shall indemnify, defend and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Foundation, by reason of the fact that such person is or was a Board Member, officer, employee, agent or committee member of the Foundation, or is or was serving at the request of the Foundation as a Board Member, officer, employee, agent or committee member of another foundation, corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement and advancing payments actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Foundation may advance expenses incurred by an Indemnified Party in connection with any such proceedings, provided that such advances of expenses is consistent with applicable law and is approved by the Foundation Board.

**SECTION 7.2 Authorized Indemnification.** Any indemnification under Section 7.1 of this Article, unless ordered by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the Board Member, officer, employee, agent or committee member is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Foundation Board by a majority vote of a quorum consisting of Board Members who were not parties to the action, suit proceeding, or if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

**SECTION 7.3 Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Board Members or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Member, officer, employee, agent or committee member and shall inure to the benefit of the heirs, executors and administrators of such a person.

**SECTION 7.4 Insurance.** The Foundation may purchase and maintain insurance on behalf of any person who is or is not a Board Member, officer, employee, agent or committee member of the Foundation, or was serving at the request of the Foundation as a Board Member, officer, employee, agent or committee member of another foundation, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article.

**SECTION 7.8 Witness.** To the extent that any indemnitee is by reason of their official capacity with the Foundation or with another enterprise at the request of the Foundation, a witness or a deponent in any proceeding, such person shall be reimbursed for all expenses actually and reasonably incurred by such person or on their behalf in connection therewith.

## **ARTICLE VIII REPORTS AND RECORDS**

**SECTION 8.1 VFW National Council.** The Foundation shall submit an annual report of its programs and financial affairs to the National Council of Administration of the VFW at the regular meeting occurring not more than ninety (90) days following the National Convention.

**SECTION 8.2 General Records.** The Foundation shall keep at its principal office:

- (a) A file-endorsed copy of all documents filed with the Missouri Secretary of State relating to the Foundation, including, but not limited to, the Articles of Incorporation and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Foundation Board and committees.
- (d) A list of the names and addresses of the Board Members, officers, and any committee members of the Foundation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Foundation at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Foundation for the three (3) most recent fiscal years.
- (g) All rulings, letters and other documents relating to the Foundation's federal, state, and local tax status.
- (h) The Foundation's federal, state, and local information or income tax returns for each of the Foundation's six (6) most recent years.

## **ARTICLE IX IRS 501(c)(3) TAX EXEMPTION PROVISIONS**

**SECTION 9.1 Limitations of Activities.** Notwithstanding any other provisions of these Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) or (c)(3) of the Internal Revenue Code.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Foundation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

**SECTION 9.2 Prohibition Against Private Inurement.** No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, Board Members, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Foundation.

**SECTION 9.3 Private Foundation Requirements and Restrictions.** Notwithstanding the intent of the Foundation and the Foundation Board to be classified as a public charity under Sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code, in any taxable year in which the Foundation is classified as a private foundation as described in Section 509(a) of the Internal Revenue Code, the Foundation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investment in such manner as subjecting the Foundation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**SECTION 9.4 Dissolution and Distribution of Assets.** If a majority of the Board shall determine that it is no longer feasible to accomplish and carry out the purposes for which the Foundation was formed, the Foundation shall refer to the Articles of Incorporation for Dissolution and Distribution of Assets.

## **ARTICLE X MISCELLANEOUS**

**SECTION 10.1 Contracts.** The Foundation Board may, by resolution, authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

**SECTION 10.2 Loans.** No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Foundation Board. Such authority may be general or confined to specific instances.

**SECTION 10.3 Authority to Receive.** The activities of the Foundation Board conducted pursuant to its purpose, shall be supported by gifts, grants and contributions, as defined by the VFW Foundation's Gift Acceptance Policy which is maintained by the Secretary-Treasurer.

**SECTION 10.4 Conflicts of Interest.** The Foundation Board is governed by a formal Conflict of Interest Policy which is maintained by the Secretary-Treasurer.

## **ARTICLE XI REVIEW OF AND AMENDMENT OF BYLAWS**

**SECTION 11.1 Review.** The Bylaws shall be reviewed at least every three (3) years.

**SECTION 11.2 Amendment.** With the exception of ARTICLE II, Section 2.2. Purposes and Objectives, and except as may otherwise be specified under the provisions of law, the Articles of Incorporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a vote of a minimum of six (6) members of the Foundation Board. Any amendment to ARTICLE II, Section 2.2 Purposes and Objectives will be adopted only by a unanimous vote of the Foundation Board.

**SECTION 11.3 Legal Reference.** All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation (including any amendments thereto) of the Foundation filed with the Missouri Secretary of State. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future Federal Tax Code.

**SECTION 11.4 Conflict with Articles of Incorporation.** If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

**SECTION 11.5 Prior Amendments.**

Amended: 10-1-09; 12-12-2011; 8-25-2016; 12-12-2016; 8-20-2020; 3-29-2022.

## ADOPTION OF BYLAWS

We, the undersigned, are the Board Members of this Foundation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen (14) preceding pages, as the Bylaws of this Foundation.

Dated: 2025/03/25

Michael DeRosa  
Michael DeRosa, Chair

Dan West  
Dan West, President

Marc Garduno  
Marc Garduno, Secretary-Treasurer

Jordan Drury  
Jordan Drury, Board Member

Al Lipphardt  
Alfred Lipphardt, Board Member

Gordon Logan  
Gordon Logan, Board Member

Ann Panteleakos  
Ann Panteleakos, Board Member

Prasad Reddy  
Prasad Reddy, Board Member

Robert Wallace  
Robert "Bob" Wallace

# CERTIFICATE *of* SIGNATURE

REF. NUMBER  
JX8DG-8IAM2-HWTEO-HVJAP

DOCUMENT COMPLETED BY ALL PARTIES ON  
26 MAR 2025 17:13:57 UTC

## SIGNER

**MICHAEL DEROSA**

EMAIL  
MIKE\_D\_BK@MSN.COM

## TIMESTAMP

SENT  
14 MAR 2025 17:40:03 UTC

VIEWS  
14 MAR 2025 18:23:50 UTC

SIGNED  
14 MAR 2025 18:25:27 UTC

## SIGNATURE

*Michael DeRosa*

IP ADDRESS  
173.23.130.247

LOCATION  
GOLD CANYON, UNITED STATES

## RECIPIENT VERIFICATION

EMAIL VERIFIED  
14 MAR 2025 18:23:50 UTC

**DAN WEST**

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DWEST@VFW.ORG

SENT  
14 MAR 2025 17:40:03 UTC

VIEWS  
14 MAR 2025 20:29:03 UTC

SIGNED  
14 MAR 2025 20:29:16 UTC

*Dan West*

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174.213.211.170

LOCATION  
KANSAS CITY, UNITED STATES

## RECIPIENT VERIFICATION

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14 MAR 2025 20:29:03 UTC



# CERTIFICATE *of* SIGNATURE

REF. NUMBER  
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DOCUMENT COMPLETED BY ALL PARTIES ON  
26 MAR 2025 17:13:57 UTC

## SIGNER

**MARC GARDUNO**

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MGARDUNO@VFW.ORG

## TIMESTAMP

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VIEWED  
14 MAR 2025 21:24:47 UTC  
  
SIGNED  
17 MAR 2025 15:46:29 UTC

## SIGNATURE



IP ADDRESS  
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LOCATION  
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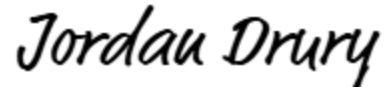
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**JORDON DRURY**

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JORDANDRURY@MIDAMCORP.COM

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VIEWED  
19 MAR 2025 19:47:20 UTC  
  
SIGNED  
19 MAR 2025 19:47:37 UTC



IP ADDRESS  
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LOCATION  
CAPE GIRARDEAU, UNITED STATES

## RECIPIENT VERIFICATION

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19 MAR 2025 19:47:20 UTC



# CERTIFICATE *of* SIGNATURE

REF. NUMBER  
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DOCUMENT COMPLETED BY ALL PARTIES ON  
26 MAR 2025 17:13:57 UTC

## SIGNER

**AL LIPPHARDT**

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## TIMESTAMP

SENT  
14 MAR 2025 17:40:03 UTC

VIEWED  
20 MAR 2025 08:24:32 UTC

SIGNED  
20 MAR 2025 08:25:17 UTC

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IP ADDRESS  
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LOCATION  
NEW TAIPEI CITY, TAIWAN

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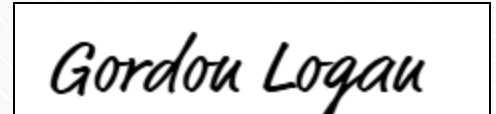
**GORDON LOGAN**

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VIEWED  
20 MAR 2025 14:27:11 UTC

SIGNED  
20 MAR 2025 14:28:45 UTC



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LOCATION  
GEORGETOWN, UNITED STATES

## RECIPIENT VERIFICATION

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# CERTIFICATE *of* SIGNATURE

REF. NUMBER  
JX8DG-8IAM2-HWTEO-HVJAP

DOCUMENT COMPLETED BY ALL PARTIES ON  
26 MAR 2025 17:13:57 UTC

## SIGNER

**ANN PANTELEAKOS**

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## TIMESTAMP

SENT  
14 MAR 2025 17:40:03 UTC

VIEWED  
24 MAR 2025 21:00:18 UTC

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25 MAR 2025 17:42:49 UTC

## SIGNATURE

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24 MAR 2025 21:00:18 UTC

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14 MAR 2025 17:40:03 UTC

VIEWED  
26 MAR 2025 16:49:28 UTC

SIGNED  
26 MAR 2025 16:50:06 UTC

*Prasad Reddy*

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207.159.71.186

LOCATION  
DECATUR, UNITED STATES

## RECIPIENT VERIFICATION

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26 MAR 2025 16:49:28 UTC



# CERTIFICATE *of* SIGNATURE

REF. NUMBER  
JX8DG-8IAM2-HWTEO-HVJAP

DOCUMENT COMPLETED BY ALL PARTIES ON  
26 MAR 2025 17:13:57 UTC

## SIGNER

**ROBERT WALLACE**

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## TIMESTAMP

SENT  
14 MAR 2025 17:40:03 UTC

VIEWED  
25 MAR 2025 14:28:04 UTC

SIGNED  
26 MAR 2025 17:13:57 UTC

## SIGNATURE

*Robert Wallace*

IP ADDRESS  
173.66.161.183

LOCATION  
ALEXANDRIA, UNITED STATES

## RECIPIENT VERIFICATION

EMAIL VERIFIED  
26 MAR 2025 17:13:41 UTC

