

# **Veterans For Diversity, Inc**

## **Charter Statement**

Established April 19, 2010: Amended January 16, 2012

### **Article I - General**

- 1.1 This organization is Veterans For Diversity, Inc also known as “Vets For Diversity”.
- 1.2 The corporation, its members, Executive Board, and Board of Directors shall not discriminate on the basis of race, gender, religion, sexual orientation, culture, age, or any other basis proscribed by law and moral decency, with respect to affiliation, membership, elections, appointments, employment, contracting, meetings, donations, or any other activity.

### **Article II - Purpose**

- 2.1 Make known and educate LGBT veterans to any and all VA programs targeted to the LGBT community when information becomes available to Veterans For Diversity, Inc.
- 2.2 Educate LGBT veterans to policy changes within the VA and the military concerning “Don’t Ask Don’t Tell”.
- 2.3 Provide a forum where LGBT veterans can openly discuss issues that are related to their service, benefits, and social aspects.
- 2.4 Promoting and supporting change within the VA system to give awareness to the specific needs of LGBT Veterans.
- 2.5 Develop groups of veterans in support of Veterans For Diversity, Inc.
- 2.6 Develop and support programs in direct response to the needs of LGBT veterans.
- 2.7 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article III - Membership**

- 3.1 Any individual who files an application for membership which is forwarded to the Vets For Diversity headquarters for inclusion in the database is eligible for membership in Veterans For Diversity, Inc.
- 3.2 Membership in Veterans For Diversity, Inc is encouraged.
- 3.3 Membership dues, the payment of such dues for the current period (or within an established administrative grace period) is required to establish and/or maintain membership in Veterans For Diversity, Inc.
- 3.4 Members are required to maintain a current mailing address with the Veterans For Diversity, Inc headquarters.
- 3.5 Members of Vets For Diversity will receive benefits such as the right to vote in elections, hold elected office, or receive free copies of Veterans For Diversity, Inc newsletters.
- 3.6 If a member wishes to withdraw from the organization and be in good standing, he or she must submit a letter to the secretary and be current in his and her dues prior to the expiration date of their membership.

## Article IV - Officers and Board of Directors

4.1 There are five officers on the Board of Directors of Veterans For Diversity, Inc. They are:

National President  
National Vice President  
Secretary  
Financial Officer  
Director of Communications

The officers shall constitute the Executive Board. Elections for the five officers will be held at the Annual Business Meeting (see Article 5). The term of office for all officers shall be four years. The Executive Officers must meet once every other month.

Current membership at time of formation is as follows:

<b>National President:</b>	Ellen Kozel, US Army
<b>National Vice President:</b>	Kathleen Neumann, US Army
<b>Secretary:</b>	Scott Glamann, US Air Force
<b>Financial Officer:</b>	Vacant
<b>Director of Communications:</b>	Jessica DeRosia – US Army
<b>Chapter Commanders:</b>	Dallas, TX – Russell Amaya, US Army Spring Hill, FL – Wendi Goodman, US Army

<b>Members-at-Large:</b>	Tabitha DeRosia - Supporter Terrance Rohloff – US Army Liliana Gutierrez – US Army Marus Maichle - US Army Sharon Musgrave – US Army Jeannie Harris – US Army Valerie Chisholm, US Army
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<b>Web Master:</b>	Ellen Kozel, Badger Web Hosting
<b>Newsletter Editor:</b>	Miriam Ben-Shalom

4.2 The Board of Directors is self-sustaining. That is that the board may mentor members who wish to become board members and when a vacancy on the board occurs, the board can invite a member to fill that vacancy without a vote of the membership.

### 4.3 Officer Responsibilities

4.3.1 The President shall be the Corporation's chief executive officer, and subject to the Board of Directors, shall:

1. Facilitate meetings;
2. Supervise and manage the corporation's business. This includes delegating duties, and being responsible for their completion;

3. Act as information liaison by delivering reports to the Board of Directors and receiving reports from Committees;
4. Acts as agent for the Corporation, under direction of the Board of Directors, including such things as employing, holding accountable and discharging agents, consultants, instructors or employees. In the instance where the President can be hired as an agent, consultant, instructor or employee, the Board of Directors shall make this decision;
5. Maintain information pertinent to the position including, but not limited to: minutes; communications; and any administrative details that would be considered "historical organizational memory," so that successors to the position would have complete history, pertinent records, organizational documentation and historical facts.
6. Perform any additional duties as deemed appropriate and negotiated with the Board of Directors.

#### 4.3.2 The Vice President shall:

1. Act as liaison with the outside world by: Updating and following up on voicemail, email and USPS mail;
2. Perform duties of the President when the latter is absent.

#### 4.3.3 The Secretary shall:

1. Keep any minutes of the meetings of the Board of Directors, the Executive Board and Veterans For Diversity, Inc.'s corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
2. Arrange meetings and other activities. See that all meeting notices are duly given.

4.3.4 The Financial Officer shall maintain accounts, file annual papers for reporting to the IRS, and collect and distribute funds for activities of the organization. The Financial Officer shall also coordinate fund-raising activities and prepare the corporation's annual financial statement or supervise preparation of said statement.

#### 4.3.5 The Director of Communications shall:

1. Act as public relations spoke person for the organization
2. Coordinate event planning and organization
3. Assist in staffing functions put on by the organization

4.3.6 The Web Master will be responsible for maintaining and updating the main websites of the organization under the direction of the Board of Directors.

4.3.7 The Newsletter Editor is responsible for editing and publishing the Vets For Diversity newsletter, and coordinating communication of Vets For Diversity news and information.

4.4 Each board member elected shall hold only one office at a time.

#### 4.5 Vacancies:

4.5.1 If there is a vacancy in the office of President, the Vice President will become President. At the next meeting the board may elect a member to fill the seat of Vice President until the next Annual Meeting.

4.5.2 In event of long term absenteeism of a board member, the executive board has the power to replace that board member temporarily or permanently depending on the circumstances with a member of the organization. This member will hold the position until the board member returns or until the next annual meeting.

4.6 Officers can be removed from office with or without cause by two-thirds vote as a regular meeting of the board where previous notice has been given.

### **Article V - Nomination and Election of Officers**

5.1 Nominations for the Executive Board shall be solicited by a Nominations Committee or the Executive Board. The nomination slate shall be submitted by the Secretary to the Board at least ten (10) days prior to the Annual Business Meeting.

5.2 The Executive Board shall convene an Annual Business Meeting once per year. At this meeting, officers shall be voted into office, an annual report will be given, and any other matters to be brought before the Board will be discussed.

#### 5.3 Ballot Election:

5.3.1 Written ballots shall be prepared by the Executive Board or their designee and distributed to the Board at the annual meeting.

5.3.2 Absentee ballots can be sent via email or USPS mail by members. Members shall be notified one month in advance of the annual meeting of this option. They may request an absentee ballot by one of these means within two weeks of the election.

5.3.3 The President shall appoint an individual to count ballots for any member of the Executive Board who has been nominated. The candidates receiving the largest number of votes on the written ballots for each respective office shall be declared elected at the annual Business Meeting. If there is a tie, there will be a run-off election.

5.4 To provide continuity within the Board of Directors over the first five years of the corporation's existence, terms of offices shall be as follows:

- President – 5 years
- Vice-President – 4 years
- Secretary – 3 years
- Financial Officer – 2 years
- Director of Communications – 1 years

## **Article VI –Committees and Standing Committees**

6.1 The Executive Board and the membership may at any time decide to form a committee to address a particular issue. Committees shall be chaired by a voting member of the Board. The chair shall be responsible for recruiting the other members of the committee. Committees shall address findings and queries to the Vice-President of the Executive Board. All committees shall be accountable to the Executive Board, making written reports to the secretary.

6.2 The Nominations Committee shall solicit nominees for the Executive Board and the Board of Directors on an ongoing basis and shall provide the membership with information about nominees immediately prior to elections for said positions.

6.3 The Fundraising Committee shall focus on obtaining financial resources to support manifestation Veterans For Diversity, Inc’s mission. Its activities shall include drafting grant proposals, conducting public outreach campaigns and organizing discrete events to raise funds for the organization.

6.4 The Programming Committee shall assist the Vice-President in arranging the program schedule for Veterans For Diversity, Inc. The schedule should include the Annual and Organizational meetings and dates for sponsored events/programs.

6.5 The Marketing Committee shall focus on developing and implementing methods to publicize and promote programs of Veterans For Diversity, Inc in the community.

## **Article VII - Meetings**

7.1 An Annual Business Meeting shall be held each year. The elections of officers of the Executive Board and the members of the Board of Directors shall be held at this meeting. A quorum of three Directors is required for the Annual Meeting to convene and conduct business.

7.2 Notice of the Annual Business Meetings shall be mailed to Board members at least one week in advance. At the beginning of each meeting any business shall be discussed prior to any scheduled program. The business portion of any meeting will be run by the President. Veterans For Diversity, Inc charter shall be available at each meeting.

7.3 Interested parties may attend any Board meeting and may speak in accordance with the rules adopted by the Board, although they shall have no vote. This shall in no way limit the power of the Board to adopt rules providing for Executive Sessions closed to all other than members of the Board.

## **Article VIII - Other**

8.1 Veterans For Diversity, Inc will act in all matters within the parameters of Veterans For Diversity, Inc rules and policies, and with due regard for the tax exempt status of Veterans For Diversity, Inc.

## **Article IX - Financing And Indemnification**

9.1 FINANCES. Veterans For Diversity, Inc shall be supported by a combination of the following: annual dues, grants, contributions, contracts, workshops and fundraising activities. Funds of Veterans For Diversity, Inc shall be under the supervision of the officers, and shall be handled by the Financial Officer. The financial records shall be audited annually by the Executive Board or its designee and reported to the membership at the Business Meeting.

1. SIGNATURES ON FIDUCIARY INSTRUMENTS. The Financial Officer, or another officer or officers as authorized by the Executive Board, shall sign all checks and all investment instruments authorized by the Executive Board. The President and the Financial Officer, or any two officers designated by the Executive Board, shall execute any instrument creating a financial obligation of the Corporation, unless incurred in the ordinary course of business. Any expense of greater than \$500.00 shall require signatures of two officers, unless pre-authorized by a motion of the Board.

9.2 INDEMNIFICATION. The Corporation shall indemnify its present and former officers as provided by Wisconsin Chapter 181 sections 0877, 0881, 0889.

## **Article X – Dissolution**

10.1 Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

## **Article XI – Amendments to Charter**

11.1 Proposals to modify Veterans For Diversity, Inc charter will be presented to the board one meeting prior to being voted on. At that time discussion of the proposed amendments will be held and any changes to the proposed amendments will be applied by a vote of the board. At the next meeting the written proposed amendment with changes will be voted on if there are no further changes. This can be done by a consent agenda. Board members may request certain items to be tabled from the consent agenda for further discussion.

## **Article XII – Parliamentary Authority**

12.1 The rules contained in *Robert's Rules of Order: Simplified and Applied* shall govern meetings where they are not in conflict with the charter, rules of order, or other rules of the organization.

**Article XIII – Adoption of Policies**

13.1 Drafts of policies shall be presented to the board in the same manner as changes to the charter.

The undersigned hereby certifies that the foregoing Charter is a true and complete copy of and by the Charter adopted by the Directors of Veterans For Diversity, Inc.

Ratified Veterans For Diversity, Inc by:

_____ Ellen Kozel, President	_____ Date
_____ Jessica DeRosia, Vice-President	_____ Date
_____ Jesse Kozel, Secretary	_____ Date
_____ Rick Benoit, Financial Officer	_____ Date

Attachments:

Whistle Blower Policy - dated March 9, 2011 amended none  
Conflict of Interest Policy - dated March 9, 2011 amended none

Amendments:

March 9, 2011 – added Whistle Blower Policy and Conflict of Interest Policy as attachments to document.

May 26, 2011

Addition of Article II Section 2.7 – Reference to Internal Revenue Code 501(c)3.

Change Article X Section 10.1 – Changed dissolution statement to conform to Internal Revenue Rules for 501(c)3.

December 12, 2011

Addition of Article XII – Parliamentary Authority

Change to Article XI – Amendments to Charter Section 11.1

Deleted Article V - Nomination and Election of Officers Section 5.4

Changed Article V - Nomination and Election of Officers Section 5.5 to 5.4

Changed Article V - Nomination and Election of Officers Section 5.3

Addition of Article IV - Officers and Board of Directors Sections 4.4 and 4.5

Addition of Article III - Membership Section 3.6

Addition of Article XIII – Adoption of Policies

Addition of Article IV - Officers and Board of Directors Sections 4.6

January 16, 2012

Change organization name from Vets Do Ask Do Tell, Inc. to Veterans For Diversity.