

BOISE VALLEY POW*MIA **CORPORATION BYLAWS**

Amended
3-15-2013

ARTICLE I - PRINCIPAL OFFICE

The principal office for the transaction of business of the Corporation is hereby fixed and located at PO Box 413, Meridian ID, 83680. The Directors may at any time change the location of the principal office within the State of Idaho. Our 501c3 Corporation # EIN is 26-3387696.

ARTICLE II - SEAL

The Corporation shall have a common seal consisting of a patch as displayed below. These seals must have consent of the Board of Directors before being copied, or utilized in any fashion. These seals are under the ownership of the Corporation. The server domain, bvpowmia.org and all existing emails under that web site is owned and operated by the Corporation.



ARTICLE III - MEMBERSHIP

Section 1. Membership Qualifications

- (a) Members of the Corporation shall be the persons or the institutions whose application for membership is approved by a majority of the members of the Board of Directors. Members shall be in good standing within our community. The military records or citizenship of each member must reflect honorable service or loyal citizenship to the United States of America. Members agree to support the principles, strategic goals and objectives of the Corporation and to support the Corporation Mission Statement.
- (b) All members in good standing shall receive Corporation publications of general circulation and shall be entitled to attend general membership meetings.
- (c) Each member in good standing, with the exception of institutional members, shall be entitled to one vote and may hold office within the Corporation, providing they are a current paid member of the Corporation.
- (d) Members qualify by paying an annual membership due of \$20.00 for each calendar year.
- (e) Junior members of the Corporation will meet the age requirement of 10-17 years. As a requirement to become a junior member, the applicant must have a parent or legal guardian as a current paid member of the Corporation in good standing. This member will be the junior members sponsor and must accompany them to all official business of the Corporation. Junior members qualify by paying an annual membership due of \$10.00 for each calendar year.

(f) Junior member patch in's will be done bi-annually during the July and December General Membership Meetings.

As part of the requirement to become a junior member, the applicant must prepare a quick presentation before they take their oath. Parents/sponsors are encouraged to assist them. We are asking them at a minimum to know the following:

- What POW*MIA represents and what Boise Valley POW*MIA Corporation mission statement is.
- Name a current POW*MIA from the state of Idaho and give the general membership some supporting information on the selected POW*MIA.
- Give some basic information on what is a Veteran, and what being a Patriot means to you.
- Have a basic understanding of our US Armed Forces.

Section 2. Meetings

Membership meetings may be called at such times and places as designated by the Executive Director in consultation with the Board of Directors. Such meetings may be called for such purposes as open discussion of the business of governing the Corporation, open discussion of the POW*MIA Corporation in accordance with the purposes of this Corporation, to hear lectures and presentations, or for any other purpose pursuant to the purposes of the Corporation as described in the Articles of Incorporation.

Section 3. Liabilities

The private property of individual members of this Corporation shall not be liable for corporate debts. Any and all creditors shall look only to the assets of the Corporation for payment.

Section 4. Probation

A member can be placed on a six month probation period for not keeping a good standing in the community, or conduct that does not reflect the principles, strategic goals and objectives of the Corporation. A 2/3 majority vote of the Corporation Board of Directors is required to impose a member probationary period. A violation during the probationary period can result in a vote of membership removal from the Corporation.

Section 5. Removal

A member can be removed from the Corporation only by a unanimous vote of the Board of Directors. Once the unanimous vote is reached, the Corporation Sergeant At Arms along with a paid member of the Corporation acting as a witness will go and collect that members Boise Valley POW*MIA Corporation patch.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number of Directors

The Directors shall consist of twelve members, until changed by amendment to the Articles of Incorporation or these Bylaws as hereinafter provided. A majority of the Directors shall constitute a quorum for the transaction of business.

Section 2. Powers of Directors

Subject to the powers provided by law or as otherwise set forth herein, all corporate powers of the Corporation shall be exercised by or under the authority of the majority of the Directors. Without limiting the generality of the foregoing, the Directors shall have the following specific powers:

- (a) To fix appropriate dues for membership and the time of payment of such dues.

(b) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best.

(c) To change the principal office for the transaction of the business of the Corporation from one location to another within the same state; to fix and locate from time to time one or more subsidiary offices of the Corporation; and to adopt and make use of the corporate seal and to alter the form thereof when deemed best, provided that such seal shall at all times comply with the provisions of the law.

Section 3. Election and Term of Office

(a) The Directors shall be elected for a term of two calendar years each, as provided for in the Articles of Incorporation.

(b) The Board of Directors shall appoint a nominating committee, consisting of three of their number.

(c) All nominees must be members of the Corporation and in good standing (current paid membership).

(d) The nominating committee shall prepare a ballot with the names of the candidates for election at the November General Membership meeting. The elections will be done by members verified on the membership list and who are present at the November General Membership meeting. The Silent ballots will be counted by 2 members, consisting of a Board of Director and a non Board Member. The candidates having a majority of the votes cast shall be deemed elected, and shall take office on January 1 of the following year.

(e) The Board of Directors shall elect from among their own number the Executive Director to preside at Board meetings, to conduct polls of the Directors as outlined in Section 7 of this Article, and to perform other functions normally associated with the Executive Director's position.

(f) In the event there is a tie vote on any position, the Executive Director will determine the final deciding vote.

(g) The elections of Executive Director, Secretary, Public Relations Officer, Assistant Pin/Patch Coordinator, Flags and Equipment Chairman, and Ride Captain will be voted in November prior to the odd number year. The elections of Executive Officer, Assistant Public Relations Officer/Secretary, Sergeant At Arms, Treasurer, Chaplin and Pin & Patch Coordinator will be voted in November prior to the even number year. Members in good standing will be given the opportunity to self-nominate or be nominated by another member.

Section 4. Vacancies

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, removal, or otherwise, shall be filled temporarily by appointment of the Executive Director. This vacancy will be filled for the remainder of the term by an individual voted on by the Board of Directors, even though less than a quorum of the full twelve Directors.

Section 5. Meetings

(a) The Board of Directors shall meet at least six times per year, with the times and places to be arranged by the Executive Director. Such times and places must be acceptable to a majority of the Directors.

(b) A special meeting of the Directors, either in person or by conference telephone, may be called at any time by any three Directors. The callers of such a meeting must give seven days' notice however, a quorum of the Directors shall be necessary to conduct business. A quorum consists of 2/3 of the filled Board of Directors positions.

Section 6. 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 at any meeting of the Directors, the majority of the Directors present may adjourn the meeting.

Section 7. Action without Meeting

Any act required or permitted to be done by the Directors may be done or taken by the Board of Directors without a meeting if a majority of the members thereof individually or collectively consent to such action. The Executive Director shall conduct a poll of all Directors by e-mail or by telephone and record the results of such poll as a supplement to the minutes of the proceedings of the Directors. Such consent or consents shall have the same effect as a majority decision of the Directors at a meeting thereof duly called, noticed and held.

Section 8. Removal

A Board member may be removed from office by resignation, or by silent vote or written consent of two-thirds of the members of the Corporation and without cause. A Board member may also be removed for non-participation by the unanimous vote of the remainder of the Board of Directors.

Section 9. Compensation

The Directors shall receive no compensation for their services as such.

Section 10. Duties

(a) The officers of the Board, by its majority vote and acting within the guidelines established by the Board of Directors, shall have the responsibility and the power to act on behalf of the Corporation, to conduct and manage the affairs and business of the Corporation for the Directors as empowered under Article IV, Section 2(b).

(b) The Board of Directors shall maintain sole responsibility for the execution of the activities of the Corporation. All official decisions and communications shall be recorded as such only when they have been brought to the attention of the Board of Directors.

Section 11. Duties of the Offices of the Board

(a) Non-Voting Members

1. **Executive Director** shall be present at all board and general membership meetings to implement the strategic goals and objectives of the Corporation. Enables the Board, and gives direction and leadership toward the achievement of the Corporation's philosophy, mission, strategy, and its annual goals and objectives. He/she shall verify that all books, reports, and certificates as required by law are properly kept or filed. He/she shall be one of the officers who may sign checks or drafts of the Corporation. He/she is responsible for creating agendas for all meetings and topics of discussion. He/she will have a key to the Post Office box. If at any time he/she is unable to be present at any function, the Executive Officer will act in his/her place.

2. **Senior Advisor** The Senior Advisor is a non elected board member position. This position is appointed by a 2/3 majority vote of the Board of Directors and is a non-voting position within the Board of Directors. He/she shall be present at board and general membership meetings as required only by the Executive Director; however the Senior Advisor is encouraged to attend all Corporation meetings and other official meetings where Corporation business is conducted. The Senior Advisor will act as a liaison to the Board of Directors and provide feedback as needed. This position will normally be filled by a prior Boise Valley POW*MIA Corporation Board Member. This person should be seen as a leader of the Corporation and have the overall intention of providing feedback and direction to the Board of Directors as requested from time to time.

(b) Voting Members

1. **Executive Officer** shall be present at all board and general membership meetings. In the event of the absence or inability of the Executive Director, the Executive Officer will be considered the Acting Executive Director. He/she will assist the Executive Director in implementing the strategic goals and objectives of the Corporation, by enabling the Board, giving direction and leadership toward the achievement of the Corporation's philosophy, mission, strategy, and its annual goals and objectives. He/she may be one of the officers who shall sign checks and drafts of the Corporation. In the event the Executive Director and Executive Officer cannot be present at any function, the Executive Officer will elect someone to act in their place.

2. **Treasurer** shall be present at all board and general membership meetings. He/she will have the care and sole responsibility of all monies and securities belonging to the Corporation. He/she shall prepare a monthly financial report to the membership for general distribution. He/she will direct financial planning, procurement, and investment of funds for the Corporation. He/she delegates authority for receipt, disbursement, banking, protection and custody of funds, securities, and financial instruments. Recommends yearly budget for board approval within the first quarter of the year and prudently manages the Corporation's resources within those budget guidelines according to current laws and regulations. He/she will have a key to the Post Office box. If at any time he/she is unable to be present at any functions, he/she will convey information to the Secretary.

3. **Pin & Patch Coordinator** shall be present at all board and general membership meetings. He/she will provide a monthly report to the board to show expenses and profits and current inventory list. He/she will maintain inventory of pins and patches. He/she will be responsible for the care, maintenance and security of all equipment pertaining to the Pin/Patch inventory. He/she is also responsible to assure all equipment as needed is available and setup at the said location and returned to the Corporation storage unit once the mission is completed. All purchases need approval of the Board of Directors. He/she will ensure trained personnel are scheduled to work the Pin/Patch booth for each scheduled event. He/she is responsible for training of support personnel to work Pin/Patch booth at all events. If at any time he/she is unable to be present at any functions, he/she is to appoint the Assistant Pin/Patch Coordinator to be in charge of the Pin/Patch inventory.

4. **Assistant Pin & Patch Coordinator** shall be present at all board and general membership meetings. He/she shall perform duties as assigned in the absence of the Pin/Patch Coordinator. He/she will assist in maintaining inventory of pins and patches. He/she is also responsible to assure all equipment as needed is available and setup at the said location and returned to the Corporation storage unit once the mission is completed. All purchases need approval of the Board of Directors. He/she will ensure trained personnel are scheduled to work the Pin/Patch booth for each scheduled event. He/she is responsible for training of support personnel to work Pin/Patch booth at all events. If at any time he/she is unable to be present at any functions, he/she will convey information to the Pin/Patch Coordinator.

5. **Secretary** shall be present at all board and general membership meetings. He/she will keep the minutes and records of the Corporation in appropriate books. He/she will record and prepare for distribution as necessary all proposals and resolutions of the Directors, whether made in meeting or by mail. He/she will provide minutes to the board for every meeting within 2 weeks of the recorded meeting. He/she will be responsible for the membership applications and funds from membership dues. He/she will be responsible for the maintenance of the membership rolls and shall exercise all other duties incident to the office of Secretary. The Secretary shall use discretion on all distributions and will not distribute advertisements using the general membership or Board of Directors distribution list. He/she will provide an updated distribution list to the Executive Director, Executive Officer, Public Relations Officer and Assistant Public Relations Officer monthly. He/she shall be the custodian of the records and the seal of the Corporation. He/she will have a key to the Post Office box. If at any time he/she is unable to be present at any functions, the Assistant Public Relations Officer/Secretary shall act in his/her place.

6. **Public Relations Officer** shall be present at all board and general membership meetings. He/she is responsible for developing and directing a publicity program that informs individual members and the general public about the Boise Valley POW*MIA Corporation. He/she oversees design, marketing, promotion, delivery and quality of programs, products and services. Assures the organization and its mission, programs, products and services are consistently presented in strong, positive image to relevant stakeholders. He/she will oversee fundraising planning and implementation of all events. He/she appoints volunteer committees for fundraising events. He/she will provide direction to the committees to identify resource requirements, researching funding sources, establish strategies to approach funders, submit proposals and administrating fundraising records and documentation. He/she will respond to requests for information from the media or designate another appropriate spokesperson or information source. He/she establishes and maintains cooperative relationships with representatives of community, consumer, employee, and public interest groups. If at any time he/she is unable to be present at any functions, the Assistant Public Relations Officer/Secretary shall act in his/her place.

7. **Assistant Public Relations Officer/Secretary** shall be present at all board and general membership meetings. He/she shall perform duties as assigned in the absence of the Secretary and is responsible for assisting the Public Relations Officer in developing and directing a publicity program that informs individual members and the general public about the Boise Valley POW*MIA Corporation. If at any time he/she is unable to be present at any functions, he/she will convey information to the Public Relations Officer.

8. **Sergeant At Arms** shall be present at all board and general membership meetings. His/her primary duty is to preserve order within the Corporation. Because he/she is in charge of maintaining order, it is critical that he/she always act in a respectable and responsible manner. He/she should be viewed as a role model for the other Corporation members. He/she is a leader of the Corporation and should commit to acting as a leader. He/she will act as Master of Ceremony during all POW*MIA flag lines and be responsible to give all commands to the flag line during ceremonies, for the formation of the POW*MIA Color Guard, the POW*MIA Missing Man Table Ceremony and presenting in formal ceremonies, conducting the Pledge of Allegiance at all events, calling all meetings to order, performing the "Honorary Bell Ceremony", collections of new membership forms, conducting all Boise Valley POW*MIA Patch in Ceremonies, and oversees security at all events. If at any time he/she is unable to be present at any functions, he/she is to appoint a reliable and trustworthy representative to replace them.

9. **Flags and Equipment Chairman** shall be present at all board and general membership meetings. He/she will be responsible for the care, maintenance and security of all equipment pertaining to the Corporation. He/she is also responsible to assure all equipment as needed is available and setup at the said location and returned to the Corporation storage unit once the mission is completed. He/she will provide an annual inventory list to the Executive Director, and will also provide a quarterly update to the Board of Directors. This update will include current status of all applicable flags and equipment, with suggestions on replacement/repairs as needed. He/she is the responsible to line up flag lines in accordance to DOD directive 1005.8 at all events, responsible that all required supplies are present at the staging area. If at any time he/she is unable to be present at any functions, he/she is to appoint a representative to replace them.

10. **Chaplain** shall be present at all board and general membership meetings to offer the opening prayer and closing prayer. If present at other functions, offers prayers. Give a quarterly presentation of a reminder of why we do what we do as a motivational purpose of our mission, roughly fifteen minutes. He/she will be responsible for any members needing emotional, spiritual, or physical support and guidance. If at any time he/she is unable to be present at any functions, he/she is to appoint a representative to replace them.

11. **Ride Captain** shall be present at all board and general membership meetings. He/she will be responsible for planning and coordinating all Boise Valley POW*MIA rides. He/she must conduct ride briefings before all rides. He/she is also responsible for the safety and conduct of each Boise Valley POW*MIA member during the ride or event. Prior to departure on any Boise Valley POW*MIA sponsored rides, he/she will be responsible to ensure that the Release of Liability Forms are present and signed by all participating riders the day of the event, will coordinate the ride route for the day, number of stops and how long he/she anticipates we will be at each stop. He/she is responsible to call ahead to all planned stops and make reservations well in advance to the day's event, will have overall control of the group and set a safe speed for all Boise Valley POW*MIA Members that are on the ride. He/she is responsible to ensure that a chase vehicle and driver are staged for each sponsored ride and to report general misconduct or other concerns to the Sergeant at Arms during all sponsored rides. If at any time he/she is unable to be present at any functions, he/she is to appoint a representative to replace them.

(c) Volunteer Non-Voting Members

12. **Photographer** the Photographer is a non elected board member position. He/she shall be present at board meetings as required only by the Executive Director. This position is filled as a volunteer only basis, and is a non-voting position within the Board of Directors. The Photographer will make sure events are photographed and submit all photographs to the Executive Director for prior approval before being posted to the website. If at any time he/she is unable to be present at any functions or perform any of his/her duties, he/she is to appoint a representative to replace them.

13. **Webmaster** the Webmaster is a non elected board member position. He/she shall be present at board meetings as required only by the Executive Director. This position is filled as a volunteer only basis, and is a non-voting position within the Board of Directors. The Webmaster will construct and maintain the website at a "G" rating. He/she will use discretion on all website materials and will not post advertisements, unless otherwise stated by the board. He/she will be responsible for updating the website monthly or at request of the board. The website domain and all its emails is the property of the Corporation. If at any time he/she is unable to be present at any functions or perform any of his/her duties, he/she is to appoint a representative to replace them.

ARTICLE V - PAYMENTS

Any payments over \$200.00 made out of Corporation monies will require prior approval of the Board of Directors and all checks over \$200.00 will require two signatures, one of the Treasurer and that of the Executive Director or the Executive Officer.

ARTICLE VI - COMMITTEES

Section 1. Appointment

The Executive Director, and the Board of Directors, acting within the authority delegated to them, as set forth in Article IV, may appoint a committee chairman and approve all committee members, and delegate such powers and duties to them as they may deem advisable. All such committees shall keep minutes of their meeting and shall submit said minutes to the Chairman. The Chairman will forward minutes through the Public Relations Officer to the Secretary to be added as a supplement to next board meeting minutes. Committee actions shall be subject to the final approval of the Board of Directors, depending on arrangements made at the formation of said committee. Committee members shall serve at the pleasure of the board. The Chairmen of committees may speak and act for the committee when other committee members are unavailable or unresponsive.

Section 2. Advisory Committees

The Directors may also establish special select advisory committees, which shall report only to the Directors as prearranged. The actions of such committees shall not, however, be binding on the corporation.

ARTICLE VII - AMENDMANT

Section 1. Bylaws

These Bylaws may be amended or repealed and new Bylaws adopted by the majority vote of the General Membership present at any meeting.

Section 2. Articles of Incorporation

The Articles of Incorporation of this Corporation shall not be amended except by the silent vote or written consent of two-thirds of the general membership. The Corporation shall not financially support organizations outside those listed in the Articles of Incorporation.