

**PROVISIONS
OF
ARTICLES OF
INCORPORATION
AND
BYLAWS
OF THE**



APPROVED OCTOBER 22, 2005

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation is Veterans of Foreign Wars National Home for Children.

ARTICLE II

The purpose or purposes of this corporation are as follows: To establish a memorial home or group of homes as a memorial of the Veterans of World War and other wars participated in by the United States involving foreign service; and to maintain such institution as a charitable home for orphans, widows, single parents, members and other needy dependents of members of the Veterans of Foreign Wars of the United States, or any of the same or – so far as may be determined by the Board of Trustees – for orphans, widows, single parents and other needy dependents of those who have served at home or abroad in any or all wars of the United States.

ARTICLE III

Said Corporation is to be financed under the following general plan: Life Membership fee for each member, whether life member or associate life member as determined by the Board of Trustees pursuant to Article I, Section 4 of the Bylaws; also subscriptions and donations and money-raising functions or projects.

Under the provisions of the above named Act, said Corporation does not intend to issue any shares of stock.

ARTICLE IV

The qualifications required of officers and members are as follows:

A. There shall be three classes of members; viz., Life Member, Associate Life Member and Honorary Life Member.

1. Life Members. All life members must be persons in good standing in the Veterans of Foreign Wars of the United States or the Ladies Auxiliary or a unit in good standing in the Veterans of Foreign Wars of the United States or the Ladies Auxiliary thereof and have subscribed and paid for a Life Membership. Failure on the part of any member to keep himself, herself, or itself in such good standing shall be sufficient cause for expelling or dismissing such member from this Corporation pursuant to such regulations and provisions as may be enacted in the Bylaws. Life members shall have the sole right to vote on election of Trustees and all other matters as defined in the Bylaws.

2. Associate Life Members. Persons of good character who shall not be members of the Veterans of Foreign Wars of the United States or the Ladies Auxiliary thereof, and individuals, businesses, and

corporations of good standing, may become associate life members of the VFW National Home for Children upon payment of the life membership fee. Associate life members shall have no right to vote.

3. Honorary Life Members. Persons who have performed some especially meritorious service to the United States of America, or to the Veterans of Foreign Wars of the United States or to this Home, may be elected honorary life members by the Board of Trustees. Honorary life members shall have no vote.

B. Officers.

1. All officers except honorary officers shall be life members of the Home.

2. Persons may be elected as honorary officers who have performed some especially meritorious service to the United States of America or to the Veterans of Foreign Wars of the United States or to this Home.

ARTICLE V

At any meeting of the members of this Corporation, twenty-five (25) life members present shall constitute a quorum for the transaction of any and all business at such a meeting. A vote of a majority of the life members present and voting shall be sufficient for the transaction of any business except if and when a larger number or percentage may be required by the statutes of the State of Michigan appertaining to such action.

ARTICLE VI

On any dissolution, final liquidation or permanent cessation of the operation of the Home, the remaining net assets shall be paid over and/or transferred to Veterans of Foreign Wars of the United States and the Ladies Auxiliary accordingly to their respective interests therein for their welfare purposes.

ARTICLE VII

The elected Board of Trustees shall consist of twelve (12) elected members. The Commander-in-Chief, Adjutant General and Quartermaster General of the Veterans of Foreign Wars of the United States and the National President and the National Secretary/Treasurer of the Ladies Auxiliary to the Veterans of Foreign Wars of the United States shall be ex-officio members of the Board of Trustees during their respective term(s) of office provided they are Life Members of the National Home. The twelve (12) Trustees shall be divided into six (6) equal classes, each class consisting of two (2) Trustees to be elected each year for a term of six (6) years.

At each meeting at which the said Commander-in-Chief is absent, the current Senior Vice Commander-in-Chief of the V.F.W. may act and vote in his stead, and if both the said Commander-in-Chief of the V.F.W. and Senior Vice Commander-in-Chief are absent, the current Junior Vice Commander-in-Chief may act and vote in his stead. In the absence of the Adjutant General of the Veterans of Foreign Wars of the United States, the Assistant Adjutant General for Administration or Programs may act and vote in his stead. In the absence of the Quartermaster General of the Veterans of Foreign Wars of the United States, the Assistant Quartermaster General may act and vote in his stead; likewise at any meeting at which the National President of the Ladies Auxiliary thereto is absent, the current National Senior Vice President of said Auxiliary may act and vote in her stead, and if both said National President and said National Senior Vice President are absent, the current National Junior Vice President of said Auxiliary may act and vote in her stead. In the absence of the National Secretary/Treasurer, the Administrative Assistant may act and vote in her stead.

No Trustee elected to a full six (6) year term shall be nominated or be eligible to election for a succeeding six-year term. Any person elected or appointed to fulfill a portion of an unexpired term is eligible to run for election, for a full six (6) year term, provided said person has served two (2) years or less of an unexpired term. To hold or retain the office of Trustee, a person must be a life member in good standing of the Corporation; to be eligible for nomination or election to the office of Trustee, a life member must have been a life member in good standing for at least one (1) full year prior to his/her nomination thereof.

ARTICLE VIII

Any amendment, repeal, or alteration of the Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of the life members of the Home voting thereon, including U.S. Mail votes.

BYLAWS

ARTICLE 1

Members

Section 1(a) Qualifications, Life Members. All life members of the Veterans of Foreign Wars National Home for Children, hereinafter referred to as the "Home," must be persons or units in good standing in the Veterans of Foreign Wars of the United States or the Ladies Auxiliary thereof and have subscribed and paid a life membership in the Home. Failure on the part of any member to keep himself, herself, or itself in such good standing shall be sufficient cause for expelling or

dismissing such members from this Corporation pursuant to such regulations and provisions as may be enacted in these Bylaws. Life members shall have the sole right to vote on election of Trustees and all other matters considered at the Annual Meeting and all other meetings of the Life Members of the Corporation. Posts or Auxiliaries, as units, may subscribe and pay for life memberships in the Home.

Section 1(b) Associate Life Members. Persons of good character, who shall not be members of the Veterans of Foreign Wars of the United States or the Ladies Auxiliary thereof, and individuals, businesses, and corporations of good standing, may become associate life members upon payment of the life membership fee. Associate life members shall have no right to vote until and unless they later qualify as life members.

Section 2. Voting Privileges. Each life member shall be entitled to only one vote whether or not said individual or said unit may be the holder of more than one life membership.

Section 3. Voting. There shall be no voting by proxy. Each individual member shall cast his/her vote personally. The vote of any unit shall be cast by the officer or member thereof who shall be certified by the presiding officer and Adjutant or Secretary of such unit or either of them, to have been designated by the unit to act for it in the meeting or matter; in the absence of any such designation the vote of the unit shall be cast by the Commander or President, if present, or if not present, by the Senior or Junior Vice Commander, Senior or Junior Vice President, or Adjutant/Quartermaster or Secretary/Treasurer in the order named, if present, of such a unit. Personal voting on any matter, proposition, or proposed action may be taken or had by mail by all life members not present at the meeting at which the vote is taken; provided that the notice of the exact motion or resolution for any such matter, proposition, or proposed action together with an exact copy of such motion or resolution shall be mailed to all life members at their last known address as shown on the books of the Home at least sixty (60) days but no more than seventy (70) days prior to the day of the meeting at which such action is to be had, and a copy of such motion or resolution shall be attached to and incorporated in the vote and mailed to the members. The election of Trustees shall be had by mail by all life members provided that the ballot for the election of Trustees is mailed to all life members at their last known address as shown on the books of the Home at least sixty (60) days but no more than seventy (70) days prior to the Annual Meeting. All mail votes, in order to be considered or counted on any matter or election, must be received at the office of the Home no later than 10:00 a.m. of the thirty-first day preceding the Annual Membership meeting at which action shall be taken upon such matter, proposition, or election. Election shall be declared final twenty-eight (28) days prior to the meeting.

Section 4. Life Membership Fee. A fee for Life Membership, whether life member or associate life member, shall be a fee to be determined by a 2/3rd vote of the Board of Trustees.

Section 5. Expulsion, Dismissal, or Suspension of Members. Any life member may be expelled, dismissed, or suspended (without notice or an opportunity to be heard) by action of the Board of Trustees if said member shall be discharged from or cease to be a member in good standing of the Veterans of Foreign Wars of the United States or its Ladies Auxiliary. Any life member, associate life member or honorary life member may be expelled, dismissed, or suspended by action of the Board of Trustees for cause after notice and an opportunity to be heard.

Section 6. Annual Meeting. The Annual Meeting of the Life Members of this Corporation shall be held at the office of the Corporation in Onondaga Township, Ingham County, Michigan on the fourth Saturday in October at 9:00 o'clock, local time, in the forenoon of each year. Written notice of the annual meeting of such Corporation shall be given to all members by publication in the V.F.W. Magazine, official monthly publication of the Veterans of Foreign Wars of the United States or such other magazines as shall be published by the Veterans of Foreign Wars of the United States or the Ladies Auxiliary of the Veterans of Foreign Wars at least thirty (30) days prior to the date of such meeting.

Section 7. Special Meetings. Special meetings of members may be called at any time by the President or any four (4) members of the Board of Trustees. Notice of special meetings shall be in writing and mailed to all life members at the last known place of address as appears on the books of the home at least thirty (30) days prior to the date of such meeting. Special meetings shall be called for particular purposes and notices thereof shall set forth the purposes or objects of such meetings in such manner as to reasonably inform the members of the matters proposed to be transacted thereat. Only matters so set forth in such notice shall be transacted at any special meeting

Section 8. Quorum. Twenty-five (25) life members present shall constitute a quorum. A vote of a majority of the life members voting shall be sufficient for the transaction of business; and except as otherwise prescribed by law, by the Articles of Incorporation, or by these Bylaws, any action passed by such vote of the life members shall be valid and binding upon the Corporation. Any number less than a quorum may, however, adjourn a meeting from time to time until a quorum shall be obtained. No further notice of any kind shall be required for such adjourned meeting nor for any other adjourned

meetings where notice of the original date has been given in accordance with these Bylaws.

ARTICLE II

Trustees of the National Home Bylaws

Section 1. Powers. The property and business of this Home shall be held and managed by a Board of Trustees with all powers and authority necessary or appropriate to the complete execution of the purposes of this corporation as set forth in these Articles.

Section 2. Number and Quorum. The Board of Trustees shall consist of twelve (12) elected members as provided in the Articles of Incorporation as amended; a majority, to wit: seven of the Trustees, shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws any action taken by a majority vote of a quorum of the Board present shall constitute action of the Board of Trustees.

Section 3. Qualification of Trustees. Every such Trustee shall be a Life Member of the Home for at least one year prior to nomination and in good standing in the Veterans of Foreign Wars of the United States, or its Ladies Auxiliary, and if any Trustee shall cease to be such, he or she shall immediately cease to be a Trustee. An employee of the National Home is ineligible to be a Trustee.

Section 4. Election and Term of Trustees. Life Members shall be grouped in districts based on their Department affiliation for the purpose of electing Trustees, except ex-officio Trustees. Trustees, except for ex-officio Trustees, shall be elected, by the affected district, as provided in Article II, Section 4 hereof provided that the Board of Trustees may, by appointment, fill any vacancy occurring between meetings, such appointee to hold office until the date of the next Annual Meeting when a Trustee has been elected and installed as provided in Article II, Section 13.

Trustees shall be divided into six (6) equal classes of two (2) Trustees, each class serving six (6) year terms which shall be staggered with the terms of two (2) Trustees terminating and those of their successors commencing each year on the date of the Annual Meeting of the Corporation. To be elected, a candidate for Trustee must receive a plurality of the votes cast for the candidates and shall serve for a term of six (6) years, or until a successor to said Trustee has been elected and installed, except in the case where a Trustee has been appointed to fill a vacancy. In all cases, effective from and after October 1989, a Trustee must be a resident of the district which he/she represents or reside within a 50-mile commuting distance of the district.

A Trustee shall be deemed "installed" when he/she shall have taken the oath of office as Trustee, and said oath shall be administered

to him/her by the presiding officer at the Annual Meeting of the Life Members. This will be done under the Order of New Business, along with the swearing in of the new officers of the Board of Trustees, if present or, otherwise, at the next scheduled Board of Trustees meeting attended by the Trustees.

Section 5. Method of Nomination. In order to have his or her name placed on the ballot for nomination to Trustee, a candidate must obtain written endorsement of his or her Post, County Council, District, Department, or the Auxiliary thereof.

Section 6. Filing of Nomination. Nominations for members of the Board of Trustees shall be submitted on or before the 1st day of June of each year. Nominations must be submitted by said date in writing to the Executive Director of the National Home who shall be responsible for forwarding copies to the President of the Board of Trustees of the National Home and the Adjutant General of the Veterans of Foreign Wars and the Secretary/Treasurer of its Ladies Auxiliary, accompanied with biography, including qualifications of such nominee, said biography and qualification to be limited to a maximum of two hundred (200) words.

Section 7, How Elected. In order to provide representation, one Trustee shall be elected from each of the twelve districts herein defined.

1st District - Departments of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island.

2nd District - Departments of New York, New Jersey, Europe.

3rd District - Departments of Pennsylvania, District of Columbia, Delaware.

4th District - Departments of Ohio, West Virginia, Maryland.

5th District - Departments of Virginia, North Carolina, South Carolina, Florida, Georgia, Alabama, Latin America/Caribbean.

6th District - Departments of Kentucky, Tennessee, Mississippi, Louisiana, Missouri.

7th District - Departments of Michigan, Wisconsin, Iowa.

8th District - Departments of Illinois, Indiana.

9th District - Departments of Minnesota, North Dakota, South Dakota, Nebraska.

10th District - Departments of Arkansas, Texas, Oklahoma, New Mexico.

11th District - Departments of Kansas, Colorado, Wyoming, Montana, Utah, Arizona, Alaska, Pacific Areas.

12th District - Departments of Idaho, California, Oregon, Washington, Nevada, Hawaii.

Section 8. Executive Committee. The Executive Committee of the Board of Trustees shall consist of the Board President, Vice

President, and immediate Past President of the Board, if he/she is still a member of the Board, and the Board shall elect to said committee, one member and one alternate member, from the Board of Trustees at its organizational meeting following the Annual Meeting of the Life Members. The committee shall serve until the next Annual Meeting of Life Members; however, any interim vacancy shall be filled by majority vote of the Board of Trustees. The President shall be Chairman of this committee. This committee shall, between meetings of the Board of Trustees, exercise all powers and duties of the Board of Trustees concerning the working interest of the Home pursuant to the Board Policies and Procedures. The Executive Committee will have the final decision subject to review by the Board of Trustees at its next regular meeting. Three (3) members present shall constitute a quorum.

Section 9. Rules and Regulations. The Board of Trustees as part of their broad powers of management and operation of the Home - and not in limitation of such full powers - shall have complete power and authority from time to time to prescribe rules, regulations and requirements for admission to the Home, which rules and regulations may within the compass of the purposes set forth in the Articles of Incorporation generally prescribed and limit the type of persons eligible to admission to the Home and set forth particular requirements, conditions and approvals therefor. The Board of Trustees shall have full power to revoke such rules, regulations and requirements and establish new rules, regulations and requirements modifying or amending existing rules, regulations and requirements from time to time as said Trustees may deem best. The Board of Trustees, when a vacancy exists, shall have the authority to employ an Executive Director who meets the qualifications recommended by the State of Michigan.

Section 10. Meetings. Regular meetings of the Board of Trustees shall be held at least three times a year within 75 miles of the National Home, one of which will be held immediately preceding the Annual Meeting of Life Members.

Other meetings as required by law or other circumstances shall be held from time to time upon call of the President or any four (4) members of the Board of Trustees. At any regular meeting or any other meeting, unless otherwise limited in the notice therefor, any and all business may be considered and/or transacted that might properly come before any meeting of the Board of Trustees. Notice of other meetings shall be given each Trustee at least ten (10) days prior to the date of the meeting. Such notice shall be given either verbally or in writing.

At any meeting at which all Trustees shall be present, or at which all the Trustees not present shall in writing have waived notice thereof, any and all business may be transacted, although such meeting may have been held with insufficient notice or without any notice whatsoever.

Section 11. Reimbursement of Trustees. Trustees of the Home shall not receive any salaries for their services as such Trustees, or as officers of the Home, except such reimbursement of expenses as may be determined by the Board of Trustees.

Section 12. Removal of Trustees. Any member of the Board of Trustees who shall be absent from two consecutive duly called and held meetings, whether regular or special, of the Board of Trustees, may be subject to removal by a majority vote of the Board of Trustees at said second meeting or a subsequent meeting.

Section 13. Filling of Vacancies. Vacancies on the Board of Trustees, however arising, shall be filled by majority vote of the remaining members of the Board with an eligible Life Member from the district in which the vacancy occurred and who has been nominated by the Department Commander or the Department President of the Department in which he or she holds membership and who meets the criteria as stated in Article II, Sections 3 and 4 of these bylaws. Each person so appointed shall be a Trustee on an interim basis until the next Annual Meeting of Life Members when a Trustee shall be elected and installed to serve for the remainder of the vacant term.

ARTICLE III Officers

Section 1. Number and Election. The Board of Trustees at its regular meeting preceding the Annual Meeting of Life Members shall elect from its number a President and a Vice President, and shall also elect from the membership of the Home a Secretary/Treasurer, neither of whom need be a Trustee. The same person may hold any two offices except those of President and Vice President. The Board of Trustees may appoint an assistant Treasurer and such other officers - who need not be Trustees - as they deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Trustees. An employee of the National Home is ineligible to be an officer.

The officers of the Home shall be elected for the term of one (1) year and until their successors shall be chosen, subject to the power of the Board of Trustees to remove officers as hereinafter provided. Vacancies occurring among the officers shall be filled by the Board of Trustees for the unexpired term.

Section 2. President. The President shall preside at meetings of the members and Board of Trustees and shall have such other powers and duties as are usually incident to the office of the President of the Corporation, or shall be delegated or assigned to him/her by the Board of Trustees.

Section 3. Vice President. The Vice President, in the absence or inability of the President to act, shall perform all the duties of the President and such other duties as the Board of Trustees may from time to time prescribe.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall be a resident of the State of Michigan, shall attend all meetings of the Corporation and of the Board of Trustees and shall perform the duties usually incident to that office together with such duties as the Board of Trustees may from time to time prescribe.

Section 5. Attorney. The Board shall be empowered to engage the services of a duly qualified attorney who is licensed to practice law in the State of Michigan in order to advise on all legal matters of the Home as deemed necessary. The Board of Trustees may appoint and retain the services of an auditor and legal counsel for the Home.

Section 6. Vacancy in Office and Removal from Office. Any office shall become immediately and automatically vacant if (a) the holder thereof shall die, become incapacitated or cease to be a life member of the Home, or (b) the holder of an office, who is required hereunder to be a Trustee, shall cease to be a Trustee.

Any officer may be removed by the Board of Trustees for malfeasance or misfeasance in office by a majority vote of the Board of Trustees present at any meeting of the Board, provided that at least ten (10) days written notice by mail shall be given to the officer of such intended action. Notwithstanding, in case of misappropriation or refusal to pay over or account for funds of the Home, any officer may be suspended without notice.

The Board of Trustees may by vote of two-thirds (2/3) of the members - except a vote of the officer concerned if he shall be a Trustee - remove any person as officer of the Home - other than from the office of Trustee - without specifying any reason or ground therefor and without any requirement of previous notice.

ARTICLE IV Indemnification of Trustees and Officers

Each person now and hereafter a Trustee or corporate officer of the VFW National Home for Children (and his or her heirs, executors, administrators or personal representatives) shall be indemnified by the Home against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney fees, imposed or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party by reason of his or her being or having been a Trustee or corporate officer of the Home (whether or not a Trustee or corporate officer at the time such

costs or expenses are incurred by or imposed upon him or her), except in relation to matters as to which he or she has been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Trustee or corporate officer. In the event of any other judgment against any Trustee or corporate officer or in the event of a settlement, the indemnification shall be made only if the Home shall be advised by independent counsel to be appointed by the Board of Trustees, that in its or his opinion such a Trustee or corporate officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement was or is in the best interest of the Home. If determination is to be made by the Board of Trustees, it may rely as to all questions of law on the advice of independent counsel. Such rights of indemnification shall not be deemed exclusive of any rights to which he or she may be entitled under any Bylaw, agreement, vote of member or otherwise.

ARTICLE V Seal

Section 1. Form of the Seal. This corporation shall adopt a seal. Such seal shall be substantially in the following form:

VETERANS OF FOREIGN WARS
NATIONAL HOME FOR CHILDREN
Corporate Seal

Section 2. How Kept and Used. The seal of the Home shall be secured at the VFW National Home for Children under the direction and supervision of the Secretary and whenever used shall be attested by the signature of an officer of the Home.

ARTICLE VI Membership Certificate

Execution. A certificate of life membership in form to be from time to time determined by the Board of Trustees shall be issued one time only to Life Members, and when so issued shall be signed by any one or more officers of the Home as may be determined from time to time by the Trustees. Duplicate certificates may be purchased from the Home.

ARTICLE VII Checks, Drafts, etc.

All checks and drafts on the Home's bank accounts and all bills of exchange shall be signed by the Executive Director and the Finance Director as authorized by the Board of Trustees, provided that the Board of Trustees may from time to time by resolution authorize an alternate officer, the Secretary/Treasurer or an agent of the Home.

The Board of Trustees shall require all persons signing drafts and checks to be bonded in the form and amount satisfactory to them, with such surety or sureties as may be approved by them, conditioned for the faithful performance of the duties of the Finance Director.

ARTICLE VIII Fund Raising

The Board of Trustees may make contracts to raise funds for the Home. When using mailing lists belonging to the Veterans of Foreign Wars of the United States or its Ladies Auxiliary, all required approvals or authorizations by the owners of said lists for the use of their mailing lists or their names when required, shall have first been obtained from the respective organization.

ARTICLE IX Rules and Regulations

In any matter not covered by these Bylaws, Demeter's Manual shall govern.

ARTICLE X

Amendments to Articles and Bylaws, Propositions at Members Meetings, etc.

Any proposed amendment, repeal, or alteration of the Articles of Incorporation or Bylaws of the Home may not be voted or acted on at any special meeting of the members but only at the Annual Meeting of Life Members of the Home. Any such amendment, repeal, or alteration of the Articles of Incorporation or Bylaws - or any such proposal or proposition - may be initiated either (1) by action of the Board of Trustees or (2) by written proposal therefore signed by at least ten (10) life members of the Home and delivered to the Secretary of the Home not earlier than March 1st and not later than April 1st next preceding the Annual Meeting of Life Members at which it is to be presented. In every case of a duly-initiated amendment, repeal, or alteration of the Articles of Incorporation or Bylaws or other proposal or proposition aforesaid, it shall be announced briefly in the notice of the Annual Meeting of Life Members and the mail ballots shall include the proposal or proposition verbatim.

The Board of Trustees at a duly held meeting shall consider and vote their approval or disapproval of any duly-initiated members' proposal or proposition covering any of the subjects aforesaid and specify succinctly their reasons therefore. On the ballot containing any proposal or proposition containing any of the subjects aforesaid the recommendation of the Board of Trustees shall be stated either immediately preceding or immediately following the proposal or proposition; the reasons specified by the Board for its recommendation shall be succinctly set forth elsewhere in a prominent place on the ballot and likewise reasons given by the initiating members shall be stated succinctly.

Any amendment, repeal, or alteration to the Bylaws or other proposal or proposition aforesaid shall require an affirmative vote of two-thirds (2/3) of the active members voting thereon, including U.S. Mail votes.

Notice of the Annual Meeting of Life Members at which any proposal or proposition mentioned herein is to be voted or acted on shall be mailed - including announcement of such proposal or proposition as aforesaid - to all Life Members at their last known place of address at least sixty (60) days prior to such meeting but not more than seventy (70) days prior to such meeting.