

CONSTITUTION AND BY - LAWS

Adopted at the meeting of The Governing Board
Harrison, Arkansas
16 October 2020

**CONSTITUTION OF THE JACK WILLIAMS VETERANS RESOURCE CENTER
(A Veterans' Service and Support Organization)**

ARTICLE 1: NAME. The name of this organization shall be "The Jack Williams Veterans Resource Center." (JWVRC).

ARTICLE 2: OBJECTS. The objects and purposes of JWVRC shall be to assist local Veterans of the U.S. Armed Services (hereinafter referred to as Veterans) and their families with respect, compassion and honor.

ARTICLE 3: NATURE

Section 1. JWVRC is a community-based organization that will provide assistance directly to veterans and their families.

Section 2. No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in articles hereof.

Section 3. This organization shall be absolutely non-political and non-sectarian, and shall not be used for the dissemination of partisan principles nor for the promotion of the candidacy of any person seeking public office or preferment.

Section 4. JWVRC membership information shall not be used for anything other than for JWVRC purposes.

ARTICLE 4: ELIGIBILITY - MEMBERSHIP – DISCIPLINE

Section 1. Anyone, regardless of race, religion, color, sex, age, non-disqualifying physical or mental disability, national origin, veteran status or any other basis covered by appropriate law may join JWVRC if they have the sincere desire to help those who served our country and commit to a minimum number of volunteer hours per month.

Section 2. There shall be a Membership Application for the purpose of providing member name, address and contact information. The Membership Application shall state the goals of the organization and any rules governing membership and shall be signed by the applicant.

Section 3. There shall be no form or class of membership except an active membership.

Section 4. Members may be suspended or expelled from JWVRC only upon a proper showing of cause. Charges shall be based upon disloyalty, neglect of duty, dishonesty or conduct unbecoming a member of JWVRC. All

charges must be made in writing by the accusers, and no member in good standing shall lose his/her membership until given due process in such manner as provided by the by-laws of this organization.

Section 5. Any member who has been suspended or expelled has the right of appeal to the general membership according to the provisions in these by-laws. The decision of the membership shall be final.

ARTICLE 5: UNIT STRUCTURE:

Section 1. There is an five (5) member Governing Board as provided in the by-laws, hereinafter referred to as “the Board”. The Board shall establish the goals of JWVRC, establish its mission, select committee chairs, oversee annual financial audits and ensure that goals are met.

Section 2. Standing Committees as provided in the by-laws shall fulfill the operational needs of JWVRC as provided in the By-Laws.

ARTICLE 6: OFFICERS. Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. Officers are selected and serve in accordance with the by-laws.

ARTICLE 7: FINANCE

Section 1. The revenue of JWVRC shall be derived from grants, donations, fund raising events or from businesses established and run by JWVRC for the purpose of assisting veterans providing that businesses are non-profit with all net proceeds belonging to JWVRC or from such other sources as may be approved by the Board.

Section 2. Funds received shall be used only for the necessary support of JWVRC and for charitable purposes as provided under section 501(c)(3) of Title 26 of the United States Code.

ARTICLE 8: DISTRIBUTION OF ASSETS ON DISSOLUTION.

Upon the dissolution of the corporation, 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 section 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 9: AMENDMENTS

Section 1. This constitution is adopted subject to the provisions of the laws of the State of Arkansas. Any Amendments to the Constitution which are in conflict with any provisions hereof or with the laws of the State of Arkansas shall be regarded as automatically repealing or modifying the provisions of this constitution to the extent of such conflict.

Section 2. This constitution may be amended at any regular meeting of the Governing Board by a vote of two-thirds of the members attending such regular meeting and by a 2/3 majority vote of any regular meeting of the general members as provided in the by-laws provided that the proposed amendment shall have been submitted in writing and read at the preceding regular meeting of the Board and the general membership and provided, further, that written notice shall have been given to all members at least three days in advance of the date when such amendments are to be voted upon, notifying said members that at such meeting a proposal to amend the constitution is to be voted upon. Publication of such notice in the Harrison Daily Times, or JWVRC Facebook page shall satisfy the requirements of written notice.

**BY-LAWS of Jack Williams Veterans Resource Center
(A Veterans Service and Support Organization)**

ARTICLE 1: MANAGEMENT

Section 1. The government and management of JWVRC is entrusted to a Governing Board, hereinafter referred to as “the Board”.

Section 2. The JWVRC President shall call a meeting of the Board upon the joint written request of three (3) or more members of said Board. Three (3) members of the Board shall constitute a quorum thereof.

Section 3. The Board shall hire such employees as may be necessary; shall authorize and approve expenditures; shall hear the reports of committee chairs; and generally, shall have charge of and be responsible for the management of the affairs of JWVRC.

Section 4. The Board shall consist of a President, Vice-President, a Secretary and a Treasurer who are elected by the general membership at the annual meeting shall be known as the Executive Committee and one Director who is appointed by the Executive Committee.

Section 5. Committees

- a. Chairpersons of Standing Committees shall be appointed by President and approved by the Board.
- b. Standing committees shall be: Administrative Committee; Finance Committee; Recruitment Public Relations Committee; and Veterans Assistance Committee.

Section 6. Other ad hoc committees may be created by the Board as deemed necessary with the chairpersons appointed by the President and approved by the Board.

Section 7. Upon a 2/3 majority vote of The Board, Committee Chairpersons may be replaced anytime for cause.

Section 8. Election of Governing Board

- a. The President, Vice-President, Secretary and the Treasurer shall be nominated at the regular general members meeting preceding the annual meeting. The election shall be by ballot and shall be held at the annual meeting provided that no person shall be eligible to vote in said election unless such person has been a member of JWVRC in good standing for thirty days immediately prior thereto. The newly elected Officers shall assume the duties of the office after the election committee, or judges, have reported on the successful candidates, provided, however, that the election committee, or judges must report on the day of the election.
- b. If any office or offices shall be in doubt, the committee or judges shall report back to the Board for its decision, or recommendations. All elections of officers shall be by ballot, and the candidate for each office receiving the highest number of votes shall be elected.

Section 9. All vacancies existing in any office of JWVRC from any cause other than the expiration of the term, shall be filled by a majority vote of The Board and a person so elected shall hold office for the unexpired term of the officer whom he/she succeeds.

ARTICLE 2: OFFICERS

Section 1. Term of Office: Elected Officers on the Board shall be elected for a two-year term by the general membership at the annual meeting. Any one individual may serve no more than two full consecutive terms and no more than 5 consecutive years.

Section 2. President: It shall be the duty of the President to preside at all meetings of The Board, general membership meetings and the annual meeting and to have general supervision over the business and affairs of JWVRC. Such officer shall be the chief executive of JWVRC and shall be the President of the Corporation. The JWVRC President shall approve all orders directing the disbursements of funds and shall make an annual report covering the business of JWVRC for the year, and recommendations for the ensuing year, which shall be read at the annual meeting.

Section 3: Vice-President: The Vice-President shall assume and discharge the duties of the office of President in the temporary absence or disability of, or when called upon by President and such others duties as assigned by the President.

Section 4.: Secretary: The Secretary shall have charge of and keep a full and correct record of all proceedings of all meetings, keep such and deliver the same to his/her successor in office, render reports of membership annually or when called upon by the President and handle all correspondence of the JWVRC and record keeping.

Section 5: Treasurer: The Treasurer shall have charge of all finances and see that they are safely deposited in some local bank or banks, the selection of which shall be approved by The Board, and shall report to the regular meetings of The Board and at the annual meeting, the condition of the finances of JWVRC, with such recommendation as the Treasurer may deem expedient or necessary for raising funds with which to carry on the activities of the organization. The Treasurer shall sign receipts and disbursements of the previous year.

ARTICLE 3: MEMBERSHIP, DISCIPLINE -- In the event charges are proffered seeking expulsion or suspension of a member, the procedure shall be as follows: The accused shall be given ten (10) days written notice, sent by certified Mail, Return Receipt Requested. Such notice shall specify the time and place of a regular meeting at which time such charges shall be considered and shall contain a copy of such charges. The accusers and the accused shall be given an opportunity to introduce such evidence as they may see fit relating to the suit, guilt or innocence of the accused and upon completion of the testimony. The Board, by a majority vote, shall find the accused guilty or not guilty. If the accused be found guilty, The Board shall, by majority vote, decide whether the accused shall be expelled or suspended, and if suspended, the length of such suspension. Any member who has been suspended or expelled has the right of submit an appeal the general membership. The decision of the general membership shall be final.

ARTICLE 4. MEETINGS

Section 1. JWVRC Board meetings shall be held at the place and on the date selected by the JWVRC President and the Board, but no less frequently than once each calendar quarter, at which time may be transacted such business as may properly be brought up for action.

Section 2. Regular general membership meetings shall be held at the place and on the date selected by The Board but no less frequently than once each calendar quarter. Such meetings may be converted to entertainment meetings/events by majority vote of the Board.

Section 3. Annual meeting.

- a. An annual meeting shall be held during the month of October at which time President shall deliver a report to the membership on the state of JWVRC.
- b. The Treasurer shall deliver a detailed report on the finances of JWVRC.
- c. When required, elections for the President, Vice-President, Secretary and the Treasurer shall be held at the annual meeting.

Section 4. The President or a majority of the Board shall have power to call a special meeting of JWVRC at any time.

Section 5. A majority of The Board members shall constitute a quorum at any official meeting.

ARTICLE 5: NOTICES.

Section 1. Every member shall furnish the Administrative Officer with his or her address for mailing purposes.

Section 2. The Administrative Officer shall cause notice of the annual election to be given at least two (2) weeks prior thereto. Publication of such notice in the Harrison Daily Times, or JWVRC Facebook page shall satisfy the requirements of written notice.

ARTICLE 6: RULES OF ORDER. All proceedings of JWVRC shall be conducted pursuant to ROBERTS Rules of Order except as herein otherwise provided.

ARTICLE 7: AMENDMENTS. These by-laws may be amended at any regular meeting of the Board by a vote of two-thirds of the members attending such meeting and by a 2/3 majority vote of any regular meeting of the general members provided that the proposed amendment shall have been submitted in writing and read at the preceding regular meeting of the Board and the preceding general membership meeting and provided, further, that written notice shall have been given to all members at least three days in advance of the date when such amendments are to be voted upon, notifying said members that at such meeting a proposal to amend the constitution is to be voted upon. Publication of such notice in the Harrison Daily Times, or JWVRC Facebook page shall satisfy the requirements of written notice.

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Constitution and Bylaws of Jack Williams Veterans Resource Center approved by founding members on 16 October 2020.

Original on file with signature
Herman Mathew Russell, Jr.

Original on file with signature
Michael Andrew Alsobrook

Original on file with signature
Callandra V. Mondy

Original on file with signature
Lonnie Eugene Anderson