

## VAVS PARTNERS, INC. (SOP)

### MISSION

VAVS Partners, Inc. was organized to foster and promote volunteerism within the U.S. Department of Veterans Affairs health care delivery system and to support the fiscal and financial issues associated with meeting planning that Department of Veterans Affairs Voluntary Service (VAVS) National Advisory Committee (NAC) is not authorized to conduct by the Federal Advisory Committees Act and other VA statutes or policies.

### BOARD OF DIRECTORS

The Board of Directors shall consist of one representative from each Member Organization of the VAVS NAC Executive Committee (EC). The Board of Director's terms shall be concurrent with the terms of their participation on the NAC EC.

### BOARD POWERS AND DUTIES

1. To make and change rules and regulations not inconsistent with the by-laws for the management of the Corporation's business affairs.
2. To determine whether or not the Corporation will accept proposed gifts or donations.
3. To receive gifts and contributions from concerned citizens and organizations on behalf of the Corporation.
4. To establish one or more interest bearing bank or money market accounts. No funds shall be withdrawn from such accounts except upon the signature of the Treasurer or any other Board Member designated by the President.
5. To study and determine the needs and ways in which the Corporation can best perform the purposes for which it was organized and created.
6. To encourage donors and contributors to support the aims and purposes of the Corporation with their donations and contributions. Create and devise methods to bring to others an increased awareness of volunteerism.

### OFFICERS

The officers of the Corporation shall be the same officers comprising the NAC EC with the EC Chairperson serving as the Corporation's President and the Vice-Chairman serving as Vice-President. The Corporation's President and Vice-President will transition on the same schedule as the NAC EC leadership. The Board of Directors shall, from among themselves, elect a Secretary every other year (beginning in 2002) during the Corporation's spring meeting which will be held in conjunction with the NAC EC Meeting. Every other year (beginning in 2002) the Board of Directors will elect a Treasurer from nominations offered by any of the Corporation's Member Organizations.

## OFFICER'S POWERS AND DUTIES

1. The President shall preside at meetings of the Corporation's Board of Directors and the Executive Committee. The President shall have charge and supervision of the operation of the Corporation, sign and execute in the name of the Corporation, all authorized deeds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer of the Corporation. The President shall annually appoint the members of the annual VAVS NAC Planning Committee. The President shall appoint every other year (beginning in 2002) during the Corporation's spring meeting, three members of the Board of Directors to serve on the Executive Committee, along with the President, Vice-President, Secretary and Treasurer. If any appointed member is unable to fulfill his/her two – year appointment, the President has the authority to appoint another member to complete the unexpired term of appointment.
  
2. The Vice-President, at the request of the President, or in the absence or disability of the President, shall perform all duties of the President and when so acting shall have the powers of the President. The Vice-President shall perform all other duties which may be assigned by the Board of Directors from time to time.
  
3. The Secretary shall:
  - a.) Prepare and keep minutes of the meetings of the Corporation's Board of Directors.
  - b.) See that notices are duly given in accordance with any provision of the Corporation's by-laws, or as required by law.
  - c.) Act as the custodian of the records.
  - d.) Perform such other duties as from time to time that may be assigned by the Board of Directors.
  
4. The Treasurer shall:
  - a.) Be in charge of and be responsible for all funds, securities, legacies, wills, receipts and disbursements.
  - b.) Maintain a record of all contributions and gifts to the Corporation as well as names of contributions and/or donors.
  - c.) Deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies, other Depositories or investment opportunities selected by the Board of Directors.
  - d.) Give to the President or any member of the Board of Directors an

accounting of the financial condition of the Corporation whenever requested, and report at all meetings all balances, receipts and disbursements.

- e.) Perform other related duties as from time to time may be assigned  
By the Board of Directors

## PROCEDURES

### 1. Quorum

A simple majority of the Corporation's membership shall constitute a quorum for any properly called meeting. For any action at any meeting, an affirmative vote of a simple majority of those present and voting is required, except that in order to affect a change or revision of the by-laws, a two thirds vote of the Board of Directors shall be necessary. Notice in writing, including a copy of the proposed changes must be furnished to each Member of the Board of Directors at least fifteen (15) days prior to any meeting in which the by-laws are to be amended. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the District of Columbia, as amended from time to time.

### 2. Meeting

The Board of Directors shall meet at any time upon the call of the President. At a minimum, it shall meet twice a year at the spring and fall NAC EC meetings.

### 3. Executive Committee

An Executive Committee consisting of the President, Vice-President, Treasurer, Secretary and three members appointed by the President, shall be responsible for the day to day operations of the Corporation between bi-annual meetings of the Board of Directors.

## MISCELLANEOUS PROVISIONS

1. The Corporation shall operate on a fiscal year basis for all functions other than Election of the Board of Directors and the appointment of Committee Personnel.
2. An audit or review of the records and accounts of the Corporation shall be made annually.
3. Roberts Rules of the Order as revised, shall govern in all cases in which they are applicable and in which they are not inconsistent with the by-laws of the Articles of Incorporation.
4. The corporation shall be liable for any acts of it's officers and agents when acting within the scope of their authority.