

Policies/Procedures
of the
Vancouver Barracks Military Asn
(VBMA)

25 April 2010

Policies/Procedures of the Vancouver Barracks Military ASSN (VBMA)

ARTICLE 1 – NAME

The name of the organization shall be the Vancouver Barracks Military ASN (VBMA). The VBMA is a broadly representative body

ARTICLE II – PURPOSE/MISSION

Within the meaning of Section 501 (c) (3), the VBMA shall organize an educational program to highlight the historic importance of the Vancouver Barracks in the settlement and development of the Pacific Northwest. Moreover, all military units stationed in or providing significant contributions to the history of the Pacific Northwest, and the 104th Division in World War II. It is an inclusive committee composed of civic education, veteran and business partners.

ARTICLE III – OBJECTIVES OF VBMA

The objectives of VBMA:

- A. To preserve and promote the military history of the Pacific Northwest.
- B. To actively seek new military history information.
- C. To educate the people of the Pacific Northwest on the military history of the Vancouver Barracks, and the region.
- D. To organize a military museum in Southwest Washington, dedicated to the military heritage of the region with contributions from individuals, businesses and charitable sources.
- E. To collect, display and interpret military artifacts from individuals and/or organizations.

ARTICLE IV – RESPONSIBILITIES OF VBMA

- A. Establish long-range goals and guidelines for developing community appreciation of veterans and military.
- B. Sustain and strengthen a community tradition of caring for our military through integrated and cooperative efforts of local volunteers, service organizations, and Government organizations.
- C. Establishing a legacy that preserves patriotism and responds to service to our country.

ARTICLE V – MEMBERS

SECTION 1. Composition

VBMA is composed of membership representing youth, education, civic, military, veterans and local governments.

SECTION 2. Participation

Length of service on VBMA is the responsibility of the organization

SECTION 3. Vacancies

1. After two (2) consecutive unexcused absences, or a total of four (4) unexcused absences in a twelve (12) month period, the member representative and organization shall be notified in writing that another unexcused absence shall result in his/her position being declared vacant.

2. Resignations shall be submitted in writing to VBMA and a vacancy will be considered to exist on the effective date of the resignation.

3. Vacancies shall be filled following the procedures specified in Article, V Section 2.

SECTION 4. Nondiscrimination

Members, offices, and representation on the VBMA shall not be denied to any individual because of race, creed, color, sex, age, disability, national origin, familial status, or sexual orientation. Upon request by any individual, the VBMA shall provide any accommodations that are necessary because of disability to allow full participation.

ARTICLE VI – CODE OF CONDUCT

SECTION 1: Conflict of Interest Policy

Article I, Purpose:

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the VBMA or might result in a possible excess benefit transaction. This policy is intended to supplement but

not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION II, Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION III, Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the

discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VII – Executive Committee

SECTION 1. Executive Committee

1. The Executive Committee shall be composed of the officers of VBMA. (Article VII).

2. The Executive Committee shall take actions that are consistent with policies and positions established by the VBMA. In emergencies, the Executive Committee is authorized to make decisions and to take action when it is not reasonably possible to assemble or to obtain opinions from the full VBMA.

3. The responsibilities of the Executive Committee shall include:

A. Overseeing the work of all other VBMA subcommittees.

B. Acting on behalf of the VBMA in matters that require action before the full VBMA can be convened.

C. Monitoring the adequacy and effectiveness of the bylaws, and convening an ad hoc Bylaws Committee to review and recommend changes as deemed necessary.

ARTICLE VIII – OFFICERS

SECTION 1. Positions and Duties

The VBMA shall have at least the following officers: chairperson, secretary, treasurer and three Directors. The duties of the officers are as follows:

1. The chairperson is the VBMA leader subject to such policies and directives as the VBMA may establish. The chairperson shall preside at VBMA meetings; shall execute jointly with the secretary and treasurer all documents of the VBMA and (subject to approval at the next meeting of the VBMA) may appoint other officers, appoint committees, and establish methods of organization.

2. The secretary shall keep accurate permanent records of all proceedings of the VBMA; timely notify members in advance of all special and regularly scheduled meetings; promptly notify members who are delinquent in attendance and perform other duties as assigned by VBMA.

3. The treasurer shall keep accurate permanent records of all funds, revenues, payments and fundraising of all accounts.

4. The directors shall serve at the direction of the chairman.

ARTICLE IX – MEETINGS

SECTION 1. Annual

The annual meeting shall be held in the month of May at such time and place as set by the VBMA.

SECTION 2. Regular

VBMA shall meet once a month beginning in May. Meetings will be at the 40 et 8 at 4:00 pm on the third Tuesday of each month. Other meetings will be scheduled as required.

SECTION 3. Special

1. Special meetings of the VBMA may be called by the Executive Board.

2. The items of business (agenda) to be considered in a special meeting must be limited to those for which the meeting was called.

SECTION 4. Notices

Notices declaring meetings and the agenda for those meetings shall be sent to VBMA members and to any others who have communicated their interest to the VBMA in writing, By voice or e-mail not less than five days prior to the scheduled meeting day.

SECTION 5. Agenda and Governance

The agenda for all scheduled meetings shall observe the adopted order of business. All meetings of the VBMA and of its committees shall be conducted using Robert's Rules of Order, newly revised edition, as a guide except where this conflicts with the Policies/Procedures.

SECTION 6. Quorum

A simple majority of membership is the minimum required for a quorum of the VBMA.

SECTION 7. Public Access and Notification

All regular and special VBMA meetings and committee meetings shall be open to the public. All meetings are subject to applicable provisions of the Open Public Meetings Law, RCW Chapter 42.30B.

SECTION 8. Vote

1. Each member shall have one vote per the organization they represent.

2. Proxy votes shall not be permitted.

3. No VBMA member shall vote when a conflict of interest is present.

4. A simple majority of the votes cast on any motion made and seconded in a VBMA meeting shall decide the motion.

5. Election of officers shall be by an affirmative simple majority on a roll call vote.

ARTICLE X – SUBCOMMITTEES

The VBMA may establish additional standing or ad hoc committees or work groups that it decides are necessary for its effective functioning.

1. Subcommittees should generally have not less than three VBMA members and to the extent possible should include representatives of each type, and may include non-members of VBMA.

2. The VBMA chair shall appoint the members and chairpersons of all sub-committees and work groups; committee members shall serve for one year and may be reappointed.