

VETERANS COUNCIL CLAY COUNTY FLORIDA, INC
Bylaws

2497-1 County Road 220
Middleburg, FL 32068



as amended January 7, 2026

VETERANS COUNCIL CLAY COUNTY FLORIDA, INC
By-Laws as amended January 7, 2026

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100. ARTICLE I NAME:

101. NAME—The name of this organization shall be, “Veterans Council Clay County Florida, Inc.” and herein referred as VCCCF, Inc.

102. MAILING ADDRESS—The mailing address for VCCCF, Inc. is 2497-1 County Road 220 MIDDLEBURG, FL. 32068.

103. FISCAL YEAR—The Fiscal year begins on May 01 of each year and ends April 30 of the following year.

200. ARTICLE II PURPOSE:

201. PURPOSE —Veterans Council Clay County Florida, Inc. (the "Council", "VCCCF, Inc." or "corporation") is organized and shall be operated exclusively for charitable purposes to promote the welfare of Veterans under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code."

202. INUREMENT CLAUSE—No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, Directors, 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 described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 1 70(c)(2) of the Internal Revenue Codes or the corresponding section of any future federal tax code.

203. DISSOLUTION OF THE VCCCF, INC.— "Upon the dissolution of this 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."

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300. ARTICLE III MEMBERSHIP:

301. MEMBERSHIP — The Council shall have members.

a) Membership is voluntary and open to veteran service organizations. Membership shall be granted upon approval of a submitted application.

b) Constituent Member Organizations include those organizations whose membership is predominately comprised of Veterans, such as American Legion, Veterans of Foreign Wars, Disabled American Veterans, or Vietnam Veterans of America.

c) Affiliated Member Organizations, include Auxiliary Organizations of 301.b) and other tax-exempt non-profit organizations whose primary mission is to improve the welfare of Veterans.

d) Professional Organizations with an interest in supporting veterans may join, attend, and participate in meetings but will be non-voting members. (For-Profit)

e) Participants who attend meetings because of the nature of their position or job are considered Ex Officio members.

f) Individuals requesting membership will be referred to a member organization for participation.

g) Constituent Member and Affiliated Member Organizations may delegate two members of their organization to serve as liaison members of the Council, hereby known as Voting Delegates. Professional Organizations may also appoint delegates as Non-voting Delegates.

h) Annually in April, these members shall elect Officers/Directors for the positions enumerated in Article 401.

302. VOTING MEMBER DELEGATES AND ALTERNATE— Constituent Member and Affiliated Organizations listed in Appendix A are entitled to two delegates as voting delegates plus one alternate. Each delegate is entitled to one vote and in the absence of either delegate, the alternate is entitled to vote only once, however, no more than two votes shall be allowed at any meeting of this body. The organization without delegates forfeits their voting power. Organizations who join as Non-Affiliated Members are not considered voting members.

303. DUES AND FEES—Annually, each Constituent Member and Affiliated Member Organizations are assessed at \$55.00 per organization dues fees with a \$5.00 late fee. Dues fees are paid in advance no later than April 30 of each year by Constituent and Affiliated Member Organizations. Ex Officio Members are exempt from membership fees. The Board of Directors may adjust the dues fees as may be necessary; however, they should make notice to the

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membership of rationale for change.

400. ARTICLE IV OFFICERS:

401. GOVERNING OFFICERS/DIRECTORS—The Council shall have Officers and Directors.

a) The Council Officers shall be a President, Vice President, Treasurer, Secretary, and Immediate Past President and shall be a member of the Board to serve as Principal Directors. The President, Vice President, Treasurer, and Secretary will be elected by the Membership, and the Immediate past President takes office immediately upon installation of the new President. Officers shall be elected at the regularly scheduled April meeting and sworn into their respective offices at the regularly scheduled May meeting. Other officers Chaplain, Sergeant-at-arms, (or Other designated positions) are appointed by the incoming President and shall also be sworn into their respective offices at the regularly scheduled May meeting.

b) The Board of Directors shall number no less than five. The number of additional Directors may vary upon the needs of the Council and may be appointed on an ad hoc basis when appropriate. Unless otherwise prohibited (i.e., perhaps by a conflict of interest). Directors shall serve a term of one year, with the exception of the Immediate President who becomes a member of the Board of Directors after his successor is elected and installed. Appointed Officers may be re-appointed to their positions by the Principal Directors. Installation of the individuals elected in April, shall occur at the May meeting.

c) Upon installation, the incumbent Officers and Directors shall be reported to the Constituent and Affiliated Organizations and to the Florida Secretary of State by means of the Florida Annual Corporate Filing.

d) VCCCF Inc. Secretary shall update Appendix A by removing groups listed in Appendix A who have not provided per capita dues as required in Appendix B and adding groups in good standing, annually but no later than June of each fiscal year.

402. ELECTION OF OFFICERS—The election of Officers shall be as follows:

a) Nomination of elected officers shall be conducted during March of each year and shall conclude at the sound of the gavel commencing the next meeting of the Council during April. All nomination forms must be into the Secretary prior to the beginning of the April meeting, see Appendix D. Nominations for the Offices of President and Vice President must be honorably discharged Veterans verified DD214 by current President and Vice President. Only Constituent Member and Affiliated Member Organizations in good standing with the Council shall submit nominations for any offices. Constituent Member and Affiliated Member Organizations, by submission of nomination for any office, shall certify nominee is of good moral and ethical character.

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b) Election of Officers should be the first order of business during the April meeting. If more than one candidate is nominated, the person receiving the majority (votes fifty percent plus one of the voting members present) shall be elected.

c) All elections of officers shall be by written ballot unless the office has only one nomination, which requires a hand vote only.

403. APPOINTED OFFICERS—The appointed officers of this organization shall be one year, and their term of office is at the will of the Board of Directors. Appointments are from May 01 - April 30 of each fiscal year.

- a) Chaplain
- b) Sergeant-at-Arms
- c) Assistant Secretary

404. DUTIES—THE DUTIES OF THE OFFICERS, DIRECTORS, AND COMMITTEE MEMBERS:

a) PRESIDENT—The President shall: Preside at Council meetings; Represent the Council at all official functions and ceremonies. Establish strict observance of the By-Laws of the Council; Appoint the Chaplain, Sergeant-at-Arms, Assistant Secretary, Directors, and committee members. By right of office, is a member of every committee. May authorize funds not to exceed \$150.00 for humanitarian reasons. May call a meeting for a specific purpose, by a three-day notification of membership. Appoint an audit Committee to conduct an audit at the end of each fiscal year and prior to the installation of officers and or at any time deemed necessary. Serve as Chairman of the Board of Directors.

b) VICE PRESIDENT—In the absence of the President due to sickness, leave, or resignation, perform the duties of the President. Chairman of the Program and Membership committees. Shall be a member of the Board of Directors.

c) TREASURER—Shall account for all funds received or deposited of the VCCCF, Inc. and maintain records and reports, as required by law, or as directed; Take receipt Of all monies from the Secretary by receipt of voucher for all funds received or deposited for the benefit of the VCCCF, Inc.; provide the Council a monthly financial status report; prepare an end of year report and present the financial books for audit. Provide the Secretary with income and expense data for purposes of reporting to Florida Division of Corporations (SunBiz.org) and the Internal Revenue Service (IRS.gov). Shall be a member of the Board of Directors. Record all receipts and or payments of all funds. Submit and report to the Florida Division of Corporations (sunbiz.org) and the IRS via 990N or as required. EIN: 46-5272510) due every year by the 15th day of the 5th month after the close of tax year which is April 30th.

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d) SECRETARY—Shall make and preserve full and accurate records of the membership of this organization, of all proceedings at meetings of this organization and the Board of Directors, and such other records, as from time to time he shall be directed to make and preserve by this organization or by the Board of Directors. Sit on Committees for by-laws and record minutes. Shall be a member of the Board of Directors.

e) Directors—The Directors shall be the President, Vice President, Treasurer, Secretary, and Immediate past President. The Directors and perform such duties as usually pertain to the office of Director. Be personally responsible for ballot counting during elections, overview of the By-Laws, and make recommendations as to organizational development and such other duties as may be herein contained.

f) Chaplain—Offer prayer at the beginning and ending of each regular meeting, provide moral support to the membership.

g) Sergeant-at-Arms—Provide for recognition of guests; maintain roll call; maintain the rule of order and security during meetings.

h) CONFLICT OF INTEREST: The Council's Conflict of Interest Policy is attached as Appendix E. Each Principal Officer, Director and Member of a Committee with Board-delegated powers shall be subject to this Policy and shall annually comply with that Policy's reporting requirements.

405. INSTALLATION OF OFFICERS—The installation of Officers shall take place at the general meeting during May of each Fiscal year. The Installing official should be a past President of the VCCCF, Inc. or a Commissioner of Clay County. It should be the first Order of Business after Roll Call as follows.

Installation of Officers

- a) Call to order
- b) Invocation
- c) Pledge of allegiance
- d) Roll call

Post-Installation of Officers — *At this point the New President takes over and continues:

- a) Introduction of guests
- b) Reading of minutes
- c) Treasurer's report
- d) Reports of committees
- e) Old business

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- f) New business
- g) Good of the Order
- h) Benediction
- i) Adjournment

500. ARTICLE V MEETINGS:

501. ANNUAL MEETING/ORDER OF BUSINESS—The Annual meeting shall take place during the month of April of each year and shall be conducted as follows:

- a) Call to order
- b) Invocation
- c) Pledge of allegiance
- d) Roll call
- e) Election of Officers.
- f) Introduction of guests
- g) Reading of minutes
- h) Treasurer's report
- i) Reports of committees
- j) Old business
- k) New business — Appointment of Officers
- l) Good of the Order
- m) Committee appointments
- n) Benediction
- o) Adjournment

502. MEETING SCHEDULING—The meeting of the VCCCF, Inc. shall be on the first Wednesday of each month at 11:00 am.

a) At a place prescribed by the President.

b) When the first Wednesday falls on a holiday, the VCCCF, Inc. shall meet on the second Wednesday, e.g. should the 4th of July fall on the first Wednesday, the VCCCF, Inc. meeting would be on the second Wednesday.

503. QUORUM—Attendance of five delegates each being from separate organizations shall constitute a quorum.

600. ARTICLE VI PARLIAMENTARY AUTHORITY:

601. ROBERT'S RULES OF ORDER—For instances not covered by these By-laws; Robert's Rules of Order shall be observed.

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700. ARTICLE VII COMMITTEES:

701. COMMITTEE APPOINTMENTS—Each committee Chair who has been tasked to perform their duties at a prior meeting, shall make a report to the membership at each succeeding meeting, until the task is complete. Progress notes should be provided to the Secretary for inclusion into the Monthly meeting minutes. The following standing committees apply:

a) Officer Nomination Committee. The nomination committee and its Chair shall be appointed by the VCCCF, Inc. President. The committee shall consist of three to five members, including the appointed Chair. Each member shall be from a different service organization.

b) Membership Committee—The Vice President and two others shall be members of the Membership Committee. The President shall appoint any two members or Officers, as necessary.

c) Program and Ceremonies—The Vice President is responsible for the Programs and setting up and coordinating all Ceremonies. The Vice President should always advise and keep the President appraised.

d) By-Laws Committee—The Secretary and two others, appointed by the President of the VCCCF, Inc. shall be members of the By-Laws committee. Each year during May, the By-Laws Committee shall meet and review these By-Laws.

e) Honors and Recognition Committee—This committee Chair shall be three members of the VCCCF, Inc. as appointed by the President of the VCCCF, Inc, during the month of August of each year. Appendix C is an example of the criteria required.

f) Other Committees—The ~~Council~~ President may appoint other committees as may be necessary from time to time and designate a committee Chair.

800. ARTICLE VIII VETERAN RECOGNITION:

801. HONORS AND PUBLIC RECOGNITION—The VCCCF, Inc. shall honor and officially recognize one member of a Veteran's organization member one time each year. The awards are designed to recognize each outstanding individual's exceptional service. The award shall be presented on Veterans' Day. The council shall provide written notification each year to all member organizations, requesting nominations be submitted no later than the third Thursday of August. See Appendix C.

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900. ARTICLE IX GENERAL RULES:

901. BY-LAWS CHANGE ADOPTION—These By-Laws were adopted, as amended, by VETERANS COUNCIL CLAY COUNTY FLORIDA, Inc. during a regularly scheduled meeting on January 7, 2026, and shall immediately become effective its adoption by a two-thirds votes of the membership at a regular meeting of the council.

902. CONFLICT OF INTEREST—No officer, Trustee, or any other member may directly take any action to benefit themselves or wherein an individual can exploit his professional capacity for his own benefit.

903. SIGNATORIES—By the signature(s) made below, these bylaws hereby certify to be a foregoing and true correct copy of the above-named Corporation, duly adopted by the Board of Directors on January 7, 2026.



Matthew Garrison, Secretary



John Ruark, President

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Appendix A: Appointed Delegates for Year 2025 – 2026 (as of 01/06/26)

| Delegate # Votes | Organization Name | Delegate Name |
|-------------------------|--|----------------------|
| NV | 1 904 Florida | Jim Suarez |
| NV | By Your Side Senior Care | Tracy White |
| NV | By Your Side Senior Care | Doug Myers |
| 1 | AL Post 250 | John Ruark |
| 1 | AL Post 250 | Matthew Garrison |
| 1 | AL 250 Riders | Ken White |
| 1 | AL 250 Riders | George Torrence |
| Alt | AL 250 Riders | Mickie Shields |
| 1 | AL Post 373 | Eric Lown |
| 1 | AL Post 373 | Bill Walsh |
| Alt | AL Post 373 | Mark Hilton |
| NV | By Your Side Senior Care | Keith White |
| 1 | Clay Veterans, Inc. | Jessica Polvikoski |
| 1 | Clay Veterans, Inc. | Bonni Haber |
| Alt | Clay Veterans, Inc. | Harley Janette |
| 1 | DAV Chapter 38 | John Cornish |
| 1 | Fleet Reserve Assoc FRA Branch 186 | Arvid Nelson |
| 1 | Fleet Reserve Assoc FRA Branch 186 | Anthony Placzkowski |
| 1 | Navy Wives Clubs of America | Kathy Cayton |
| 1 | Operation Barnabas, Inc. | John Green |
| 1 | Operation Barnabas, Inc. | James Burse |
| 1 | Operation Lifeline, Inc. | Eric Saks |
| 1 | Operation Lifeline, Inc. | Travis Leforge |
| Alt | Operation Lifeline, Inc. | Ginny Cawpbell |
| 1 | Marine Corps League #1047 | Ansil Lewis |
| 1 | Marine Corps League #1047 | Gayward Hendry |
| NV | Max Healthcare Invocations | Raymond Meyers |
| NV | Provisional Patriots, LTD | Al Kennedy |
| NV | Provisional Patriots, LTD | Sherry Burnside |
| NV | RPH Foundation for Military and Veterans Affairs | Jeffery Murphy |
| NV | RPH Foundation for Military and Veterans Affairs | Aletha Murphy |
| NV | RPH Foundation for Military and Veterans Affairs | Brandie Murphy |
| NV | Senior Helpers | Thomas Schwarz |
| NV | Senior Helpers | Jennifer schwarz |
| 1 | VFW Post 1988 | Larry Linton |
| 1 | VFW Post 1988 | Chris Linton |
| 1 | VFW Post 5968 | Angle Rodriguez |
| 1 | VFW Post 5968 | Ed Silva |
| 1 | VFW Post 8255 | Harry Silvers |
| 1 | VFW Post 8255 | Bo Peters |

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| Delegate # Votes | Organization Name | Delegate Name |
|-----------------------------|--------------------------|------------------------|
| 1 | VFW Post 8255, Auxiliary | Jenifer Roffo |
| 1 | VFW Post 8255, Auxiliary | Charlene Osteen |
| Alt | VFW Post 8255, Auxiliary | Diana Gilpin |
| 1 | VFW Post 8255, Riders | Ronnie Blake |
| Alt | VFW Post 8255, Riders | Chris Lanham |
| 1 | Vet SOS | Shawn Welsh |
| 1 | Veteran Village of NEFL | Sharon Unger |
| 1 | Veteran Village of NEFL | Constance Higginbotham |
| 1 | Walking With Warriors | Shawna Mitchell |
| 1 | Walking With Warriors | Matthew Mitchell |
| 1 | Whole Cyber Human In. | Paul Cummings |
| 1 | Whole Cyber Human In. | Angle Rodriguez |

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Appendix B: Member Organization Application & Delegate Appointment Letter for Year 2026 – 2027 (as of 01/06/26)

1. Organization Name: _____

2. Applying for Member Organization Type – Dues \$55/YR: (select appropriate type)

Constituent _____ Affiliated _____ Professional (non-voting) _____

3. In accordance with Article III, Paragraph 302, the following personnel are appointed as delegates:

Delegate #1:

Name:

Phone:

Email:

Member Organization position:

Alternate #1:

Name:

Phone:

Email:

Member Organization position:

Delegate #2:

Name:

Phone:

Email:

Member Organization position:

Dues logged by Secretary: YES / NO

Date: _____

Amount: _____

Cash/Check# _____

4. I certify to the best of my knowledge that the above appointed delegates and alternate are of good moral and ethical character and **are /are not** authorized to vote on behalf of the organization, if applicable.

5. I certify that I am authorized to sign on behalf of my organization: _____
Organization Name

Name Title Date

Ref: VETERANS COUNCIL CLAY COUNTY FLORIDA, By-laws, dated January 7, 2026 Article III Membership, 302 Voting Member Delegates and Alternate

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APPENDIX C Member Organization Veteran of the Month Instructions

1. Nominations for Member of the month may be made by Member Organization that is a member of the Veterans Council Clay County Fl Inc. (VCCCF) in good standing.
2. The nomination must be signed by Member Organization submitting nominations and e-mailed to the Chair of the Nominating Committee, _no later than 25th of the preceding month in which the member is nominated. (For example: April 25th for May's General Meeting recognition)
3. In your nomination, please include the following or as much information as possible regarding the nominated member:
 - a) Evidence of the nominee's commitment to the mission and vision of VCCCF, Inc.
 - b) Time volunteering with Member Organization.
 - c) The reason why you feel this member deserves to be nominated.
 - d) Details of service to the community.
 - e) A list of any of their accomplishments.
 - f) Their position within their Member Organization

No self-nominations will be accepted.

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APPENDIX C Member Organization Veteran of the Year Instructions

1. Nominations for Member of the Year may be made by Member Organization that is a member of the Veterans Council Clay County Fl Inc. (VCCCF) in good standing.
2. The nomination must be signed by Member Organization submitting nomination and e-mailed to the Chair of the Nominating Committee, _____. In your nomination, please include the following or as much information as possible regarding the nominated member:
 - a) Evidence of the nominee's commitment to the mission and vision of VCCCF, Inc.
 - b) Time volunteering with Member Organization.
 - c) The reason why you feel this member deserves to be nominated.
 - d) Details of service to the community.
 - e) A list of any of their accomplishments.
 - f) Their position within their Member Organization

No self-nominations will be accepted.

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APPENDIX D Delegate Nomination Form for Election of Officers

1. In accordance with by-laws, dated January 7, 2026, Article III Membership, 302. Voting Member Delegates and Alternate, the Voting Delegate hereby nominates:

a) For the office of President: _____

b) For the office of Vice President: _____

c) For the office of Secretary: _____

d) For the office of Treasurer: _____

2. Organization Delegate: I certify that I am a Voting Delegate in a Member Organization in good standing with the VCCCF, Inc. (Name, Signature, and Date) (Member Organization)

(Name, Signature, and Date)

(Member Organization)

3. Nominated Officer: I hereby Accept/Decline the nomination to office.

(Name, Signature, and Date)

4. Secretary: I hereby certify that the person nominated is eligible for office as per prevailing bylaws and has accepted the nomination.

(Name, Signature, and Date)

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APPENDIX E Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict-of-interest policy is to protect Veterans Council Clay County Florida, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 non-profit and charitable corporations.

Article 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 Corporation has a transaction or arrangement,

 - b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.

3. 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, 302, 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.

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Article 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 Corporation 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 is worth the transaction.

 - e) Or arrangement is in the Corporation'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.

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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 IV

Records of Proceedings

a) The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

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c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VETERANS COUNCIL CLAY COUNTY FLORIDA, INC
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Article VII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article V II, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ADOPTION OF CONFLICT-OF-INTEREST POLICY

I do hereby certify that the above stated Conflict of Interest Policy for Veterans Council Clay County Florida, Inc. were approved and adopted by the board of directors on January 7, 2026 constitutes a complete copy of the Conflict-of-Interest Policy of the Corporation.

Secretary _____

Date: January 7, 2026

VETERANS COUNCIL CLAY COUNTY FLORIDA, INC
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ANNUAL AFFIRMATION OF AGREEMENT AND DISCLOSURE

Each Director, Principal Officer, and member of a Committee with governing board delegated powers shall annually complete and sign the statement below, then return it to the Secretary.

This shall be done in April of each year or as early as practical.

Secretary, Veterans Council
Clay County Florida, Inc.
2497-1 County Road 220
Middleburg, FL. 32068 Dear Secretary:

Pursuant to the By-Laws of the Veterans Council Clay County Florida, Inc., I hereby acknowledge that I

- a) Have received a copy of the Council's Conflict of Interest Policy now in effect,
- b) Have read and understand the policy,
- c) Have agreed to comply with the policy, and
- d) Understand the Council is Charitable and in order to maintain its Federal Tax exemption

it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Further, I have disclosed any material facts surrounding any actual or possible conflicts of interest of which I am aware (list on reverse or on an attachment), OR

I am not aware of any material facts that may cause an actual or possible conflict of interest.

(Name, Signature, and Date)

This is the time for all good men to come to the aid of their country.