



BY-LAWS OF: THE SILVER STAR FAMILIES OF AMERICA  
A NONPROFIT PUBLIC CHARITY CORPORATION

ARTICLE I: ORGANIZATION

1. Name of the organization shall be ***The Silver Star Families of America.***
2. The corporation is a nonprofit public-benefit organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. The principal office of this corporation shall be located in Clever, Christian County, in the state of Missouri and was incorporated as a nonprofit public charity on December 5, 2005.
4. Founders of the organization, or their heirs, are the ultimate authority over the organization regardless of their positions held with the organization. This includes but is not limited to dismissing the board in its entirety when the founders or their heirs determine that the mission of the organization has deviated from its originally intended purpose or is in violation of any IRS regulation, state or federal law or anything that might affect its tax exempt 501 C 3 status. (See ARTICLE XIII: AMENDMENT C)
5. The fiscal year of the organization for accounting/bookkeeping purposes ends on December 31 of each year.
6. Provisions, not consistent with the law, regarding the distribution of assets on dissolutions: Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.
7. It shall be the policy of the SSFOA to promptly act on any complaints brought to our attention by the BBB Wise Giving Alliance.

## ARTICLE II: PURPOSE

***The Silver Star Families of America*** has been organized to provide free services to our Armed Forces wounded and ill, including, but not limited to presentation of a Silver Star Banner and certificate. Our mission is to also act as an advocate for the wounded and ill and to educate the public on their plight.

## ARTICLE III: MEMBERSHIP

Membership in this organization shall be open to all who support the cause of our wounded and ill Armed Forces personnel, their families, and promote our organization.

## ARTICLE IV: MEETINGS

The Officers and Directors meeting of this organization shall hold on the first Monday of each month. In addition, at least one face-to-face meeting of the Board of Directors will take place each year to be held by December of every year. Time, date and place of the annual meeting shall be approved by SSFOA National Headquarters. For all meetings, alternative modes of participation are acceptable for those with physical disabilities.

The Secretary shall notify (via email or snail mail) to the Board of Directors a notice advising the date, time, and place of such annual meeting.

The presence of not less than forty (40%) percent of the members Board of Directors in good standing shall constitute a quorum and necessary to conduct the business of this organization. A lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall send a notice of this scheduled meeting to all those members in good standing who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such meeting shall be sent via email to all members of the Board at their addresses, as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty (50%) percent of the members of the Board of Directors or twenty five (25%) percent of the members in good standing of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## ARTICLE V: VOTING

Voting for any and all measures herein allowed can be done via Internet. Members will have 72 hours to record their votes.

There is one vote per membership.

For election of officers, voting shall be conducted via email ballots for SSFOA online members and ballots shall be provided via postal mail for SSFOA members not part of the online membership. There shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

The President of this organization will only vote in the event of a tiebreaker.

## ARTICLE VI: MEMBERSHIP RIGHTS

To review organizations' books/records:

***The Silver Star Families of America*** maintains an "Open-Book" policy for all members in good standing. Membership inspection of the organization's books (secretary and treasurer) will be replied to within a reasonable amount of time after receiving a request for inspection (within 48 hours) and may be inspected at a reasonable time of day.

Board minutes are only released outside the organization as required by law.

Members and Public requests for IRS related documents shall be mailed to the requester, within 1 week of receiving the request, to include a copy of:

- Completed Form 1023 and any supporting documents
- Any correspondence between the organization and the IRS concerning Form 1023
- The IRS "Letter of Determination" approving the organization's exemption
- Annual Information Returns (Form 990EZ or 990)
- Schedule "A" included with Form 990EZ or 990
- Schedule "B" included with Form 990EZ or 990, except names/addresses of contributors and other identifying information about contributors

## ARTICLE VII: ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting. (Motion required accepting)
3. Treasurer report. (No motion – Accepted as read, subject to Audit)
4. Reports of Committees.
5. Reports of Officers.
6. Old and Unfinished Business.
7. New Business.
8. Adjournments.

## ARTICLE VIII: BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors. Board of Directors elected shall be citizens of the United States, shall be an active member of SSFOA for one year prior to taking office, and shall commit to serving the full term of two (2) years.

With respect to the demands of the office, all board members shall NOT hold a substantial position with another organization and shall be expected to devote their energy to the SSFOA for their term of two years.

The Board of Directors shall have the control and management of the affairs and business of this organization, pursuant to ARTICLE XIII AMENDMENT C.

Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting. Fifty (50%) percent of the members of the Board of Directors shall constitute a quorum.

Each officer and director shall have one vote and such voting may be done via email.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Voting Board Members include:  
President  
Vice President  
Secretary  
Treasurer  
Permanent Chairs

## ARTICLE IX: OFFICERS

The officers of the organization shall be as follows

- President:
- Vice President:
- Secretary:
- Treasurer:
- Sergeant At Arms

President shall preside at all membership meetings. He/she shall:

- By virtue of his office shall be Chairman of the Board of Directors.
- Present at each annual meeting of the organization an annual report of the work of the organization.
- Appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates required by law are properly kept or filed.
- Be one of the officers who may sign the checks or drafts of the organization.
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- President will submit to the Board a Budget for the upcoming year that will be evaluated to insure the expenditures support the overall mission of the SSFOA and that sufficient accounting procedures are in place.
- Appraisal of the President's performance will be conducted every six months.

Vice President shall work closely with the President and be prepared to step into the President position if resignation or incapacitation of President occurs and will be prepared to operate as the Chief Officer.

Secretary shall:

- Keep the minutes and records of the organization in appropriate books.

- File any certificate required by any statute, federal or state.
- Give and serve all notices to members in good standing of this organization.
- Be the official custodian of the records and seal of this organization.
- Be present to the membership at any meetings any communication addressed to him/her as Secretary of the organization.
- Submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization.
- Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Treasurer shall:

- Keep accurate financial records for the organization.
- Deposit money, drafts, and checks in the name of and to the credit of the organization in the bank(s) and depositories designated by the board.
- Be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- Endorse for deposit notes, checks, and drafts received by the organization as ordered by the board.
- Disburse organization funds and issue checks and drafts in the name of the organization as ordered by the board.
- Render a written account (Treasurer Report) of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- Exercise all duties incident to the office of Treasurer and other duties prescribed by the board or by the President.
- Office of the Treasurer shall be bonded in the amount twice of the average funds balance.

Sergeant At Arms:

- Works directly for the BOD and performs such duties that are requested, including counting ballots, attending meetings.

## DIRECTORS

- Veteran Affairs – Oversees Veteran issues and works with VAVS, CHALENG, and other organizations that implement programs to benefit the well-being of Veterans.
- State Coordinator and Rep Executive Director– Oversees State Coordinators and Representatives as they represent the overall mission of the SSFOA across the United States.
- Historian – Shall record progress of the SSFOA and keep a running and update account of SSFOA history.

### Board Members:

- Regularly attends board meetings and important related meetings.
- Makes serious commitment to participate actively in committee work.
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
- Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
- Be an active participant in the committee's annual evaluation and planning efforts.
- Participates in fund raising for the organization.
- The Board of Directors will establish a committee to evaluate the organizations performance and give suggestions to the Board on future requirements to meet our mission.
- Make sure that unrestricted net assets available for use is not more than three times the size of the past year's expenses or three times the size of the current year's budget, whichever is higher.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation (see Article X) from the organization for duties other than as a director or officer.

Any officer requiring a leave of absence for any length of time shall present cause to the President, who shall present to the Board of Directors. During the officer's leave of absence, he/she is not required to attend meetings and will be removed from the Officers site and shall be added once reinstated to office.

### Board Duties:

The Officers and Directors of The Silver Star Families of America will follow the three (3) duties outlined by the National Center for Nonprofit boards (NCNB) as shown below:

- Duty of Care – Board members must pay attention to what's going on and make decisions based on good information
- Duty of Loyalty – Board members must put the organization's welfare above other interests when making decisions.
- Duty of Obedience – Board members will act in accordance with the nonprofit's mission and goals.

### EXECUTIVE COMMITTEE

#### 1. Authority and Purpose.

The Board of Directors (the "Board") of the SSFOA has established an Executive Committee (the "Committee") for the purpose of assisting the Board in fulfilling its oversight responsibilities. The Committee shall exercise the powers of the Board in managing the business and affairs of the SSFOA during the intervals between Board meetings, when action by the Board is necessary or desirable but convening a special Board meeting is not warranted or practical or all members of the Board cannot be contacted. The Board has authorized this charter setting forth the powers, responsibilities and functions of the Committee. The Committee shall be subject at all times to the control of the Board which shall have the power to revise or alter any action taken by the Committee; provided, however, that no rights of third parties shall be affected thereby.

#### 2. Membership, Appointment and Authority.

The Committee shall be comprised of two or more members of the Board of Directors and one founder, or his or her representative. The President, Vice President and Founder shall comprise the core members of the committee.

The members of the Committee shall be appointed annually by, and serve at the pleasure and discretion of, the Board, excepting the founder, and shall serve until a successor shall be appointed by the Board. A Committee member may be removed at any time, with or without cause, by (and at the discretion of) the Board. The Committee may delegate any part of its responsibilities to subcommittees of the Committee, so long as the Committee determines that such delegation is in the best interest of the SSFOA and is otherwise allowable by law or regulation.

### 3. Executive Committee Powers and Responsibilities.

The executive committee shall have the power of the full Board to management the affairs of the SSFOA, except that the Committee shall not have the power to:

- (a) Amend or repeal any provision of the bylaws or Certificate of Incorporation of the SSFOA;
- (b) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (c) Fill a vacancy on the Board of Directors or any committee of the Board, including any vacancy on the Committee;
- (d) Take any action that may not be lawfully delegated by the Board of Directors under Missouri General Corporation Law, or any other applicable law;
- (e) Unless specifically authorized to do so by a prior and express resolution of the Board of Directors, take any action the responsibility for which is specifically reserved to another committee of the Board of Directors, as memorialized in the official charter for such other Board committee.

### 4. Meetings and Reports; Resources.

The Committee shall meet as often as deemed necessary by the Chairman of the Committee, or in his or her absence or disability by any Committee member, in order to carry out its responsibilities under this charter. The Committee may request any director, officer or volunteer of the SSFOA, or any representative of the SSFOA's advisors, to attend a meeting.

The Committee will be governed by the same rules that are applicable to the Board of Directors (including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting).

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. The Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Committee. Upon request, minutes of each Committee meeting will be submitted to

the Board of Directors. In addition, the Committee Chairman will report on the Committee's activities and proceedings at the next ensuing Board meeting, so that the Board is kept fully informed of the Committee's activities on a current basis.

#### ARTICLE X: COMPENSATION

Officers, Directors, and Volunteers, as such, shall not receive any stated salaries for their services, but may be reimbursed for board/organization expenses as allowed by the Internal Revenue Code (IRC).

#### ARTICLE XI: STANDING COMMITTEES

All committees of this organization shall be appointed by the Board of Officers and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

All committees may be subject to joint committee status. Standing committees shall be: Financial, Fundraising, Veteran Affairs, State Coordinator/Rep Director, Historian

- Financial – Oversees development of the budget; monitoring and accountability for funds; ensures adequate financial controls; and shall conduct an internal audit on a semi-annual basis of the organization's books.
- Fundraising – Oversees development and implementation of the Fundraising Plan; identifies and solicits funds from external sources of support.

#### ARTICLE XII: DUES

This organization does not charge dues.

#### ARTICLE XIII: CONFLICT OF INTEREST POLICY

The organization will handle any potential conflict of interests as defined in the "Conflict of Interest Policy" attached to these By-Laws.

#### ARTICLE XIII: AMENDMENTS

These By-laws may be amended subject to approval of a vote of two-thirds of the sitting board.

- a. By a vote of the Board on December 19, 2006 it was agreed upon to abolish the Executive Vice President position.
- b. These By-Laws were reviewed and approved at a regular meeting of The Silver Star Families of America Board of Directors on the 30th day of January, 2006.

- c. At their regularly scheduled meeting on 4 June 2007, The Silver Star Families of America voted to make the Founders of the organization, or their heirs, the ultimate authority over the organization regardless of their positions held with the organization. This includes but is not limited to dismissing the board in its entirety when the founders or their heirs determine that the mission of the organization has deviated from its originally intended purpose or is in violation of any IRS regulation, state or federal law or anything that might affect its tax exempt 501 C 3 status
- d. By vote of the Board on December 18, 2007 the following amendments were reviewed, voted on and approved:
- Appraisal of the President's performance will be conducted every six months.
  - President will submit to the Board a Budget for the upcoming year that will be evaluated to insure the expenditures support the overall mission of the SSFOA and that sufficient accounting procedures are in place.
  - At least two face to face meeting of the Board of Directors will take place every year.
  - The Board of Directors will establish a committee to evaluate the organization's performance and give suggestions to the Board on future requirements to meet our mission.
  - Make sure that unrestricted net assets available for use is not more than three times the size of the past year's expenses or three times the size of the current year's budget, whichever is higher.
  - It shall be the policy of the SSFOA to promptly act on any complaints brought to our attention by the BBB Wise Giving Alliance.
- e. By vote at the regular Board Meeting, January 7, 2008, SSFOA chose and added an Executive Committee.
- f. By vote at the regular Board Meeting, June 2, 2008, Officers voted and agreed upon revisions to SSFOA Bylaws. Revision approved and implemented:
- Pg 2 Article IV Meetings
  - Pg 3 Article V Voting
  - Pg 4 Article VIII BoD

- Pg 9 Article XI Committees

*Janie Orman*

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Janie Orman, President

