



The Bylaws
of
AMVETS CHARITIES, INC.

Adopted by the Board on 14 July 2015 in Lanham, Maryland.

ARTICLE 1. NAME

The name of the Corporation shall be AMVETS Charities, Inc. and it is sometimes referred to hereinafter as the "Corporation".

ARTICLE 2. PURPOSES

Section 1. The Corporation is organized and operated exclusively for charitable purposes. Solely in furtherance of such purpose, it shall operate in the manner provided by the Articles of Incorporation.

Section 2. The Corporation shall not seek to hold an institutional point of view on public issues. It is not responsible for the personal views expressed by any of its speakers, authors, employees, officers or directors unless these views have been affirmed or ratified by the Board Members.

Section 3. The Corporation shall be considered a subordinate corporation analogous to that as referred to in Article 27, referring to the Service Foundation, of the Bylaws of AMVETS – American Veterans ("AMVETS").

ARTICLE 3. PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Board Members or Officers or employees, except that it shall have the authority to pay reasonable compensation for personal services actually rendered. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, and it shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of the current District of Columbia Corporation Codes (or of any past, present or future laws of the District of Columbia governing or pertaining to the Corporation). The Corporation shall not engage in or carry on activities not permitted to be engaged in or carried on by a Corporation described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4. OFFICES

The principal office of the Corporation shall be located at such place as the Board Members shall from time to time designate. The Corporation shall continuously maintain a registered office and agent in the District of Columbia, and that may be the same as used by the AMVETS National Service Foundation. The Corporation may also maintain additional offices at such other places as the Board Members may from time to time designate.

ARTICLE 5. BOARD MEMBERS

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Board Members and it shall exercise all powers not otherwise delegated by law, the Articles of Incorporation and these Bylaws.

Section 2. Voting Board Members: The number of voting Board Members shall be no less than five and up to twelve. Appointed Members to the AMVETS Charities Inc. Board will serve at the discretion of the President for a term up to three years.

Section 3. Removal and Vacancies: A Board Member may be removed upon two-thirds (2/3) vote of the Board. Any vacancy in the authorized number of Board Members whether occurring by reason of death, resignation, removal or increase in number, shall be filled by a Board Member of AMVETS National Service Foundation or appointment by the AMVETS Charities Inc. Board by majority vote. The composition of the AMVETS Charities Inc. Board must be less than 50% AMVETS NSF Board Members.

Section 4. Ex-Officio Board Members: There shall be two Ex-Officio Board Members, with a voice but without a vote. One shall be the Executive Director of the AMVETS National Service Foundation. The other shall be the National Commander of AMVETS.

Section 5. Meetings of the Board: The Board shall meet at such time and place as may be fixed by the Chairman or by resolution. Notwithstanding the above, and annual meeting of AMVETS Charities, Inc. shall be held in conjunction with the annual meeting of AMVETS National Service Foundation. The Board is authorized to conduct a meeting, not in person but by telephonic communication ten days in advance, providing a quorum is present by phone and all members shall have been duly notified and can hear one another at the meeting.

Section 6. Quorum and Manner of Acting: Three Board Members shall constitute a quorum. All matters shall be decided at any such meeting, a quorum being present, except in cases where the presence or the vote of a greater number is required by law, the Articles of Incorporation, or by these Bylaws.

Section 7. Voting and Action by Written Consent: Each Board Member shall, at every meeting, be entitled to one vote. The Board may take any action without a meeting which could be taken at a meeting thereof by written unanimous consent, executed in the time and manner prescribed in a resolution of the Board.

ARTICLE 6. OFFICERS

Section 1. Officers: The Board shall have a President, a Secretary, and a Treasurer, whose terms and duties shall specifically be prescribed by resolution of the said Board. In addition, there may be such other officers, including a Vice President, as may be designated, from time to time by the Board, in accordance with these Bylaws. The Office of Secretary and Treasurer may be the same Board Member.

Section 2. Election, Term of Office and Qualifications: The officers of the Corporation shall be elected by the Board Members by a majority vote of the Board Members. Each such officer shall hold office for one year or until his or her successor shall have been duly elected and qualified. The Secretary need not be Board Member.

Section 3. Removal: The Board may remove any officer from office with or without cause and with a 2/3 approval of the Board Members.

Section 4. Resignations: Any officer may resign at any time by giving written notice of such resignation to the Board or the President. Any such resignation shall take effect at the time specified therein, or if no time is so specified, upon its receipt by the Board or the President, as the case may be; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: A vacancy in any office shall be filled by a majority vote of the Board Members at any regular or special meeting.

Section 6. The President: The President shall be the Chief Executive Officer of the Corporation and shall conduct the general and active management and direction of its business and affairs. The President is empowered to appoint committees as herein provided and shall be and *ex officio* member of all such committees. The President may sign, execute and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts and other instruments, except in cases where such signing, executing or delivery thereof shall be expressly otherwise designated by the Board, by these Bylaws or by law, and, in general, shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him or her by these Bylaws or the Board Members.

Section 7. The Vice President: In the event of the temporary absence or disability of the President, a Vice President shall be designated by the President and shall perform all, of the duties of the President. At all other times, the Vice President shall perform such duties and exercise such powers as from time to time may be assigned to him or her by these Bylaws, the Board of Members or the President.

Section 8. The Secretary: The Secretary shall be custodian of the seal of the Corporation and shall affix the seal to all such documents as may be required. The Secretary shall give notice of all meetings of the Board in accordance with the provisions of these Bylaws. The Secretary need not be a Board Member. The Secretary shall also keep copies of these Bylaws available for inspection by the Board. In general the Secretary shall perform all duties incident to the office and such other duties as may from time to time be assigned to him or her by these Bylaws, the Board, or the President.

Section 9. The Treasurer: The Treasurer shall be custodian and responsible for all funds of AMVETS Charities, Inc. The Treasurer shall be authorized to collect all monies payable to the Corporation, shall be charged with the care and custody of its funds and from such funds shall make such disbursement as are necessary. The Treasurer shall keep the Corporation's financial and bank accounts and shall enter in detail all receipts and disbursements and shall report thereon at the request of the Board.

These financial accounts shall be open at all times to the inspection of any member of the Board Members. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by these Bylaws, the Board Members or the President.

ARTICLE 7. COMMITTEES

Section 1. Executive Committee: The Board may designate and appoint an Executive Committee, an advisory committee which shall consist of such persons, for such terms, as it may prescribe by resolution; provided, however, at least one member thereof shall be the Chairman, or in their absence, the President of the Corporation. The Executive Committee shall have and exercise the authority of the Board in the management of the Corporation in between meetings of the Board.

Section 2. Advisory Board: The Board may appoint an Advisory Committee which shall advise the Board on all matters pertaining to the business and affairs of the Corporation, as the Board Members may specify. This Committee shall be advisory only and actions, recommendations or opinions as individuals, either individually or collectively, while serving on such Advisory Committee shall not bind the Corporation by agency or otherwise, unless ratified in writing by the Board.

Section 3. Audit Committee: The Board shall appoint an Audit Committee, a standing committee, consisting of at least three Members selected from the Board. The Audit committee shall not include paid or unpaid staff or employees of the Corporation including the Executive Director, or the President and Treasurer. The Audit Committee shall confer with the Corporation's Certified Public Accountant ("CPA") to ensure that the financial affairs of the Corporation are in order and so that the CPA prepares the annual financial statement using generally accepted accounting principles that are audited by an independent CPA in conformity with general accepted auditing standards. The Audit Committee shall make the audit available to the proper legal authorities and to the public on the same basis that the Internal Revenue Form 990 is required to be made available.

ARTICLE 8. FUNDS OF THE CORPORATION

Section 1. Voluntary Contributions: The activities and programs of the Corporation shall be supported by voluntary contributions, investments and exempt function income. All contributions shall be solicited and received in the same name of the Corporation. The Corporation shall seek government grants, corporate grants, endowments, estate gifts and other donations.

Section 2. Depositing of Funds. All funds of the Corporation shall be deposited from time to time to its credit in such banks or other depositories as the Board may select.

Section 3. Signing of Checks, Drafts, Orders for Payment: All check, drafts, or other orders for the payment of money shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Bonding of Person Handling Funds: Any person (including professional fundraisers) handling substantial funds of the Corporation will be covered by bonds in such amounts as may be designated by the Board. In the handling of the funds of the Corporation, generally recognized accounting practices shall be followed, and a full report of receipts and expenditures shall be available whenever the Board may require.

Section 5. Surplus Funds of Assets Upon Dissolution: The Corporation shall not operate for profit. In the event of the dissolution of the Corporation any surplus funds or other assets on hand shall be distributed in accordance with the terms of the Articles of Incorporation and the rules of the Internal Revenue Service for organizations described by Section 501(c)(3) of the Internal Revenue Code.

Section 6. Disbursement of Funds: Notwithstanding the above, it is agreed that no funds of the Corporation shall be disbursed or granted without the majority consent of the Board Members.

ARTICLE 9. SEAL

The Seal of the Corporation shall be circular in form and shall bear its name in the margin thereof, and shall indicate the date of incorporation in the District of Columbia.

ARTICLE 10. GENERAL

Section 1. Fiscal Year: The fiscal year shall end on August 31 or as designated by the Board. Alteration of the fiscal year shall not require amendment of these Bylaws.

Section 2. Audit: To the extent resources are available the books and records of the Corporation shall be audited annually by a Certified Public Accountant appointed by the Board.

Section 3. Financial Statement: The Corporation shall issue an annual statement of its finances as of the close of the fiscal year to the Board, and any other persons in its discretion, that the Board shall prescribe.

Section 4. Designated Gifts and Contributions: The Officers, Board Members, employees or other agents, authorized by the Corporation, may accept on its behalf any contributions, gifts, bequest, or devise, of money or property, for its general purposes set forth in its Articles of Incorporation hereunder or for any designated purpose described in Section 501(c)(3) of the Internal Revenue Code; provided however, designations for contributions will only be honored at the discretion of the Board and only if the designated purpose, project or activity set out by the donor is in furtherance of the Corporation's tax exempt purposes. Any designation of any contribution shall not be deemed to be legally binding upon the Corporation unless the designation made by the donor is deemed to be a lawfully enforceable condition subsequent impressed upon the gift. If, upon the advice of counsel, it is determined that one or more contributions made to the Corporation are subject to any enforceable conditions subsequent requiring its use in the manner specified by the condition, and is not deemed to be a precatory or discretionary designation by such donor, the condition subsequent will be deemed to obligate the Corporation and will be honored only if the condition imposed by the donor is consistent with Section 501(c)(3) of the Internal Revenue Code. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by the Corporation, regardless of the designation or purpose for which solicited, shall be deemed for the general uses and purposed of the Corporation and may be commingled with all other corporation funds except for those funds or contributions deemed to be made subject to conditions subsequent.

Section 5. Indemnification of Officers, Board Members, Employees, Etc.: The Corporation shall have the power to pay, by indemnity, reimbursement, or otherwise, to and for

the use of any person designated by resolution of the Board who was or is a part or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the Corporation), by reason of the fact that the person is or was a Board Member, officer, committee member, employee or agent of the Corporation, or was serving as such for another at the request of the Corporation, against expenses (including legal, accounting, witness and other) judgments, fines and amounts paid in settlement so long as such person was not found by a court of competent jurisdiction to have been willfully negligent of the interests, of the corporation or such person had reasonable cause to believe that his or her conduct was unlawful.

Section 6. Amendments: These Bylaws may be amended by a majority vote of the Board of at any meeting thereof.

ARTICLE 11. MEMBERSHIP

The Corporation has no members. All activities of the Corporation shall be under the supervision, direction, and control of the Board.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected or appointed Secretary of the AMVETS Charities, Inc., a nonprofit corporation formed under the laws of the District of Columbia; that these bylaws, consisting of 6 pages (excluding the title page and the table of contents), are the Bylaws of this Corporation as adopted by the Board Members on 14 July 2015 in Lanham, Maryland.

AMVETS Charities, Inc.
4647 Forbes Boulevard
Lanham, Maryland 20706



Kent A. D. Clark
Secretary, AMVETS Charities, Inc.