

**ARTICLES
OF
INCORPORATION
AND
BYLAWS
OF THE
VFW NATIONAL HOME
FOR CHILDREN**

APPROVED OCTOBER 23, 2010
Revised November 9, 2015

ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation is Veterans of Foreign Wars National Home for Children. This Corporation may at times be referred to as the VFW National Home for Children, or the National Home, or the Home.

ARTICLE II

The purpose or purposes of this corporation are as follows: To establish a memorial home or group of homes as a memorial of the Veterans of World War and other wars participated in by the United States involving foreign service; and to maintain such institution as a charitable home for orphans, widows, single parents, members and other needy dependents of members of the Veterans of Foreign Wars of the United States, or so far as may be determined by the Board of Trustees, for orphans, widows, single parents and other needy dependents of those who have served at home or abroad in any or all wars of the United States.

ARTICLE III

Said Corporation is to be financed under the following general plan: life membership fee for each member, whether life member or associate life member as determined by the Board of Trustees pursuant to the Bylaws; also subscriptions and donations and money-raising functions or projects.

Said Corporation does not intend to issue any shares of stock.

ARTICLE IV

The qualifications required of officers and members are as follows:

A. There shall be three classes of members: Life Member, Associate Life Member and Honorary Life Member.

1. Life Members. All life members must have subscribed and paid for a life membership and must be either a member in good standing in the Veterans of Foreign Wars of the United States, or the VFW Auxiliary thereof, or other nationally chartered auxiliary thereof, or a unit in good standing of the Veterans of Foreign Wars of the United States, or the VFW Auxiliary thereof, or other nationally chartered auxiliary thereof, and such unit must be comprised of members of the aforementioned organizations. Failure on the part of any member to keep himself, herself, or itself in such good standing shall be sufficient cause for expelling or dismissing such member from this Corporation pursuant to such regulations and provisions as may be enacted in the Bylaws. Life

members shall have the sole right to vote on election of Trustees and all other matters as defined in the Bylaws.

2. Associate Life Members. Persons of good character, who shall not be members of the Veterans of Foreign Wars of the United States, or the VFW Auxiliary thereof, or other nationally chartered auxiliary thereof, and organizations, businesses, and corporations of good standing, may become associate life members of the VFW National Home for Children upon payment of the life membership fee. Associate life members shall have no right to vote.

3. Honorary Life Members. Persons who have performed some especially meritorious service to the United States of America, or to the Veterans of Foreign Wars of the United States or to this Home, may be elected honorary life members by the Board of Trustees. Honorary life members shall have no right to vote.

B. Officers.

1. All officers except honorary officers shall be life members of the Home.

2. Persons may be elected as honorary officers who have performed some especially meritorious service to the United States of America or to the Veterans of Foreign Wars of the United States or to this Home.

ARTICLE V

At any meeting of the life members of this Corporation, twenty-five (25) life members present shall constitute a quorum for the transaction of any and all business at such a meeting. A vote of a majority of the life members present and voting shall be sufficient for the transaction of any business except if and when a larger number or percentage may be required by the statutes of the State of Michigan appertaining to such action or by these Articles of Incorporation or the Bylaws.

ARTICLE VI

On any dissolution, final liquidation or permanent cessation of the operation of the Home, the remaining net assets shall be paid over and/or transferred to Veterans of Foreign Wars of the United States and the VFW Auxiliary accordingly to their respective interests therein for their welfare purposes.

ARTICLE VII

The Board of Trustees shall consist of twelve (12) elected members and five (5) ex-officio members. The Commander-in-Chief, Adjutant General and Quartermaster General of the Veterans of Foreign

Wars of the United States and the National President and the National Secretary/Treasurer of the VFW Auxiliary to the Veterans of Foreign Wars of the United States shall be ex-officio members of the Board of Trustees during their respective term(s) of office provided they are life members of the National Home. The twelve (12) elected Trustees shall be divided into six (6) equal classes, each class consisting of two (2) Trustees to be elected each year for a term of six (6) years.

At each meeting at which the Commander-in-Chief of the VFW is absent, the current Senior Vice Commander-in-Chief of the VFW may act and vote in his stead, and if both the Commander-in-Chief of the VFW and the Senior Vice Commander-in-Chief of the VFW are absent, the current Junior Vice Commander-in-Chief of the VFW may act and vote in his stead. In the absence of the Adjutant General of the Veterans of Foreign Wars of the United States, the Assistant Adjutant General as appointed by the Adjutant General may act and vote in his stead. In the absence of the Quartermaster General of the Veterans of Foreign Wars of the United States, the Assistant Quartermaster General as appointed by the Quartermaster General may act and vote in his stead; likewise at any meeting at which the National President of the VFW Auxiliary thereto is absent, the current National Senior Vice President of said Auxiliary may act and vote in her stead, and if both said National President and said National Senior Vice President are absent, the current National Junior Vice President of said Auxiliary may act and vote in her stead. In the absence of the National Secretary/Treasurer, the Administrative Assistant as appointed by the National Secretary/Treasurer may act and vote in her stead.

No Trustee elected to a full six (6) year term shall be nominated or be eligible to election for a consecutive six-year term. Any person appointed to fulfill a portion of an unexpired term is eligible to run for election for a full six (6) year term, provided said person has served two (2) years or less of the unexpired term. To hold or retain the office of Trustee, a person must be a life member in good standing of the Corporation; to be eligible for nomination or election to the office of Trustee, a life member must have been a life member in good standing for at least one (1) full year prior to his/her nomination.

ARTICLE VIII

No member of the Board of Trustees of the Corporation who is a volunteer trustee, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), and no volunteer officer shall be personally liable to this Corporation or to its members, for monetary damages for a breach of the Trustee's or officer's fiduciary duty, to the fullest extent permissible under the Act; provided, however, that this provision shall not eliminate or limit the liability of a Trustee or officer for any of the following:

- A. A breach of the Trustee's or officer's duty of loyalty to the Corporation or to its members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. A violation of Section 551(1) of the Act;
- D. A transaction from which the Trustee or officer derived an improper personal benefit; and
- E. An act or omission that is grossly negligent.

However, the Corporation shall not be considered to have eliminated or limited any personal liability to the extent such elimination or limitation is inconsistent with the status of this Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code (the "Code") or results in the imposition of tax under Section 4958 of the Code.

The Corporation hereby assumes, to the fullest extent possible under the Act all liability to any person other than the Corporation or its members, for all acts or omissions of a Trustee who is a volunteer trustee as defined in the Act, or an officer who is a volunteer officer, incurred in the good faith performance of the Trustee's or officer's duties; provided, however, that this Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of this Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code.

If the Act is amended after the filing of this Article to authorize the further elimination, assumption or limitation of liability of volunteer trustees or volunteer officers of nonprofit corporations, then such liability of members of the Board of Trustees and of officers of this Corporation, in addition to that described in this Article, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of this Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any volunteer trustee or volunteer or officers of this Corporation for or with respect to any acts or omissions of such Trustee or officer occurring before the effective date of any such amendment or repeal.

ARTICLE IX

Any amendment, repeal, or alteration of the Articles of Incorporation shall require a mail or electronically transmitted ballot and shall require the affirmative vote of two-thirds (2/3) of the life members of the Home voting thereon, including those voting in person at the annual life member meeting.

BYLAWS

ARTICLE I

Members

Section 1. Voting Privileges. Life members vote on matters, propositions and proposed actions properly brought before the life membership for consideration and for Trustees of the corporation as prescribed in the Articles of Incorporation and Bylaws.

Each life member shall be entitled to only one vote.

Section 2. Voting. There shall be no voting by proxy. Each individual member shall cast his/her vote personally. The vote of any life member unit shall be cast by the officer or member thereof who shall be certified by the presiding officer and Adjutant or Secretary of such unit or either of them, to have been designated by the unit to act for it in the meeting or matter; in the absence of any such designation the vote of the unit shall be cast by its Commander or President, if present, or if not present, by the Senior or Junior Vice Commander, Senior or Junior Vice President, or Adjutant/Quartermaster or Secretary/Treasurer in the order named, if present, of such a unit.

For all matters, propositions, or proposed actions to be considered at the annual life member meeting, or at special meetings of life members, the life member vote may be taken by mail or electronic transmission, or in person at the meeting.

Personal voting on any matter, proposition, or proposed action may be taken by mail or electronic transmission by all life members not present at the meeting at which the vote is taken, provided that a ballot which includes an exact copy of such motions or resolutions has been mailed or electronically transmitted to all life members at their last known address as shown in the records of the Home at least sixty (60) days but no more than seventy (70) days prior to the day of the meeting at which such action is to be had. Votes by mail or electronic transmission must be received at the office of the Home no later than 4:00 p.m. local time on the last business day preceding the meeting.

Section 3. Life Membership Fee. A fee for life membership, whether for life member or associate life member, shall be determined by a two-thirds (2/3) vote of the Board of Trustees.

Section 4. Expulsion, Dismissal, or Suspension of Members. Any life member may be expelled, dismissed, or suspended (without notice or an opportunity to be heard) by action of the Board of Trustees if said member shall be discharged from or cease to be a member in good standing of the Veterans of Foreign Wars of the United States or the VFW

Auxiliary thereof, or other nationally chartered auxiliary thereof. Any life member, associate life member or honorary life member may be expelled, dismissed, or suspended by action of the Board of Trustees for cause after notice and an opportunity to be heard.

Section 5. Annual Meeting. The Annual Meeting of the Life Members of this Corporation shall be held at the office of the Corporation in Onondaga Township, Ingham County, Michigan on the fourth Saturday in October at 9:00 a.m., local time each year. Notice of the annual meeting of such Corporation shall be provided to all members on the official website of the Corporation continuously for the thirty (30) days preceding the date of such meeting. Notice of the annual meeting may also be published in the VFW Magazine, official publication of the Veterans of Foreign Wars of the United States and in the VFW Auxiliary Magazine and on the official websites of these two same organizations at the discretion of the Board of Trustees.

Section 6. Special Meetings. Special meetings of life members shall be held at the office of the Corporation in Onondaga Township, Ingham County, Michigan. Special meetings of life members may be called at any time by any nine (9) or more members of the Board of Trustees. Notice and purpose of special meetings shall be in writing and posted on the official website of the Corporation continuously for the thirty (30) days preceding the date of such meeting. Notice of the meeting may also be posted on the official websites of the Veterans of Foreign Wars of the United States and the VFW Auxiliary thereof at the discretion of the Board of Trustees. Notice and purpose of special meetings of life members shall also be in writing and mailed or electronically transmitted to all life members at their last known address as shown in the records of the Home at least thirty (30) days prior to the date of such meeting. Only matters so set forth in such notice shall be transacted at any special meeting.

Section 7. Quorum. Twenty-five (25) life members present at the annual meeting of life members or at a special meeting of life members as defined in Section 6 above shall constitute a quorum. A vote of a majority of the life members present and voting shall be sufficient for the transaction of any business except if and when a larger number or percentage may be required by the statutes of the State of Michigan appertaining to such action or by the Articles of Incorporation or these Bylaws. Any number less than a quorum may, however, adjourn a meeting from time to time until a quorum shall be obtained. No further notice of any kind shall be required for such adjourned meeting, nor for any other adjourned meetings where notice of the original date has been given in accordance with these Bylaws.

ARTICLE II Trustees of the Corporation

Section 1. Powers. The property and business of this Corporation shall be held and managed by a Board of Trustees with all powers and authority necessary or appropriate to the complete execution of the purposes of this corporation as set forth in the Articles of Incorporation and these Bylaws.

The Board of Trustees , has the authority to employ an Executive Director who meets the qualifications recommended by the State of Michigan.

Section 2. Number and Quorum. The Board of Trustees shall consist of twelve (12) elected members and five (5) ex-officio members as provided in the Articles of Incorporation as amended; nine (9) Trustees shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws any action taken by a majority vote of a quorum of the Board present shall constitute action of the Board of Trustees.

Section 3. Qualification of Trustees. Every such Trustee shall be a life member of the Home for at least one year prior to nomination and in good standing in the Veterans of Foreign Wars of the United States, or the VFW Auxiliary thereof, and if any Trustee shall cease to be such, he or she shall immediately cease to be a Trustee. An employee of the National Home is ineligible to be a Trustee. A current client or a person who was a client of the VFW National Home for Children within the four (4) years prior to nomination is ineligible to be a Trustee.

Section 4. Voting, Election and Term of Trustees. Life members shall be grouped in districts based on their Veterans of Foreign Wars of the United States Department affiliation for the purpose of electing Trustees, except ex-officio Trustees. Trustees, except for ex-officio Trustees, shall be elected by the life members of the affected district, as provided in Article II, Section 7. For Trustee vacancies, see Article II, Section 13.

The election of Trustees shall be had by mail or electronic transmission by all life members in the affected National Home district(s). Ballots for the election of Trustees shall be mailed or electronically transmitted to all life members in the affected National Home district(s) at their last known address as shown in the records of the Home at least sixty (60) days but no more than seventy (70) days prior to the Annual Meeting of the Life Members. All mail or electronic transmission votes, in order to be considered or counted, must be received at the office of the Home no later than 10:00 a.m. local time of the thirty-first (31st) day preceding the Annual Meeting. Election of Trustees shall be declared final twenty-eight (28) days prior to the Annual Meeting. When there is only

one (1) nominee for Trustee for a National Home District, a mail or electronic transmission ballot to life members of the affected district shall not be required and notice of the nomination shall be posted on the official website of the Corporation at least sixty (60) days but no more than seventy (70) days prior to the Annual Meeting; and the Secretary of the Corporation shall cast one (1) ballot in writing for such nominee no later than the thirty-first (31st) day prior to the Annual Meeting.

Trustees shall be divided into six (6) equal classes of two (2) Trustees, each class serving six (6) year terms which shall be staggered with the terms of two (2) Trustees terminating and those of their successors commencing each year on the date of the Annual Meeting of the Corporation. To be elected, a candidate for Trustee must receive a plurality of the votes cast for the candidates and shall serve for a term of six (6) years, except in the case where a Trustee has been appointed to fill a vacancy.

A Trustee must be a member of a Veterans of Foreign Wars Department, or a VFW Auxiliary Department thereof, within the National Home District which he/she represents and must be a resident of the National Home District which he/she represents or must reside within a 50-mile commuting distance of the district.

A Trustee shall be deemed "installed" when he/she shall have taken the oath of office as Trustee, and said oath shall be administered to him/her by the presiding officer at the Annual Meeting of the Life Members. This will be done under the Order of New Business, along with the swearing in of the new officers of the Board of Trustees, if present or, otherwise, at the next meeting of the Board of Trustees.

Section 5. Method of Nomination. In order to have his or her name placed on the ballot for nomination to Trustee, a candidate must obtain written endorsement of his or her respective Department or Department Auxiliary.

Section 6. Filing of Nomination. Nominations for members of the Board of Trustees shall be submitted on or before the 1st day of June of each year. Nominations must be submitted by said date in writing to the Executive Director of the National Home who shall be responsible for forwarding copies to the President of the Board of Trustees of the National Home and the Adjutant General of the Veterans of Foreign Wars and the Secretary/Treasurer of its VFW Auxiliary, accompanied with biography, including qualifications of such nominee, said biography and qualification to be limited to a maximum of two hundred (200) words.

Section 7. National Home Districts and Representation. In order to provide representation, one Trustee shall be elected from each of the twelve National Home districts herein defined.

1st District – Departments of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island.

- 2nd District** – Departments of New York, New Jersey, Europe.
- 3rd District** – Departments of Pennsylvania, District of Columbia, Delaware.
- 4th District** – Departments of Ohio, West Virginia, Maryland.
- 5th District** – Departments of Virginia, North Carolina, South Carolina, Florida, Georgia, Alabama, Latin America/Caribbean.
- 6th District** – Departments of Kentucky, Tennessee, Mississippi, Louisiana, Missouri.
- 7th District** – Departments of Michigan, Wisconsin, Iowa.
- 8th District** – Departments of Illinois, Indiana.
- 9th District** – Departments of Minnesota, North Dakota, South Dakota, Nebraska.
- 10th District** – Departments of Arkansas, Texas, Oklahoma, New Mexico.
- 11th District** – Departments of Kansas, Colorado, Wyoming, Montana, Utah, Arizona, Alaska, Pacific Areas.
- 12th District** – Departments of Idaho, California, Oregon, Washington, Nevada, Hawaii.

Section 8. Executive Committee. The Executive Committee of the Board of Trustees shall consist of the Board President, Vice President, and immediate Past President of the Board, if he/she is still a member of the Board, and the Board shall elect to said committee, one member and one alternate member, from the Board of Trustees at its organizational meeting following the Annual Meeting of the Life Members. The committee shall serve until the next Annual Meeting of Life Members; however, any interim vacancy shall be filled by majority vote of the Board of Trustees. The President shall be Chairman of this committee. This committee shall, between meetings of the Board of Trustees, exercise all powers and duties of the Board of Trustees concerning the working interest of the Home pursuant to the Articles of Incorporation and Bylaws and the Board Policies and Procedures. The Executive Committee will have the final decision subject to review by the Board of Trustees at its next regular meeting. Three (3) members present shall constitute a quorum.

Section 9. Rules and Regulations. The Board of Trustees as part of their broad powers of management and operation of the Home shall have complete power and authority to prescribe rules, regulations and requirements for admission to the Home. Such Board prescribed rules, regulations and requirements may, within the limits of the purposes set forth in the Articles of Incorporation, prescribe and limit the type of persons eligible to admission to the Home and set forth particular requirements, conditions and approvals therefor. The Board of Trustees shall have full power to revoke such rules, regulations and requirements and establish new rules, regulations and requirements modifying or

amending existing rules, regulations and requirements as said Trustees may deem best.

Section 10. Meetings. Regular meetings of the Board of Trustees shall be held at least three times a year within 75 miles of the National Home, one of which will be held immediately preceding the Annual Meeting of Life Members.

Other special board meetings as required by law or other circumstances shall be held from time to time upon call of the Board President or any four (4) members of the Board of Trustees. At any regular board meeting or any special board meeting, unless otherwise limited in the notice thereof, any and all business may be considered and/or transacted that might properly come before any meeting of the Board of Trustees. Notice of special board meetings shall be given each Trustee at least ten (10) days prior to the date of the meeting. Such notice shall be given either verbally or in writing.

At any special meeting of the Board of Trustees at which all Trustees shall be present, or at which all the Trustees not present shall in writing have waived notice thereof, any and all business may be transacted, although such meeting may have been held with insufficient notice or without any notice whatsoever.

Section 11. Reimbursement of Trustees. Trustees of the Home shall not receive any salaries for their services as such Trustees, or as officers of the Home, except such reimbursement of expenses as may be determined by the Board of Trustees and pursuant to IRS rules and guidelines.

Section 12. Removal of Trustees. Any member of the Board of Trustees who shall be absent from two consecutive duly called and held meetings, whether regular or special, of the Board of Trustees, may be subject to removal by a majority vote of the Board of Trustees at said second meeting or a subsequent meeting.

Section 13. Filling of Vacancies. Vacancies on the Board of Trustees, however arising, shall be filled by majority vote of the remaining members of the Board with an eligible life member who must be a member of a Veterans of Foreign Wars Department, or a VFW Auxiliary Department thereof, within the National Home District in which the vacancy occurred and must be a resident of the National Home District in which the vacancy occurred or must reside within a 50-mile commuting distance of the district in which the vacancy occurred and who has been nominated by the Department Commander or the Department President of the Department in which he or she holds membership and who meets the criteria as stated in Article II, Sections 3 and 4 of these Bylaws. Each person so appointed by the Board of Trustees

shall be installed pursuant to Article II Section 4 of the Bylaws to serve as Trustee for the remainder of the unexpired term.

Section 14. Attorney and Auditor. The Board shall be empowered to engage the services of a duly qualified attorney who is licensed to practice law in the State of Michigan in order to advise on all legal matters of the Home as deemed necessary. The Board of Trustees may appoint and retain the services of an auditor for the Home.

ARTICLE III Officers

Section 1. Number and Election. The Board of Trustees at its regular meeting preceding the Annual Meeting of Life Members shall elect from its number a President and a Vice President, and shall also elect from the life membership of the Home a Secretary/Treasurer who need not be a Trustee. The same person may hold any two offices except those of President and Vice President. The Board of Trustees may appoint an assistant Treasurer and such other officers - who need not be Trustees - as they deem necessary, who shall have such authority and perform such duties as may be prescribed by the Board of Trustees. An employee of the National Home is ineligible to be an officer as described herein. A current client or a person who was a client of the VFW National Home for Children within the four (4) years prior to appointment is ineligible to be an officer as described herein.

The officers of the Home shall be elected for the term of one (1) year and until their successors shall be chosen, subject to the power of the Board of Trustees to remove officers as hereinafter provided. Vacancies occurring among the officers shall be filled by appointment by the Board of Trustees for the remainder of the unexpired term.

All officers of the Home shall be volunteers.

Section 2. President. The President shall preside at meetings of the life members and Board of Trustees and shall have such other powers and duties as are usually incident to the office of the President of the Corporation, or shall be delegated or assigned to him/her by the Board of Trustees.

Section 3. Vice President. The Vice President, in the absence or inability of the President to act, shall perform all the duties of the President and such other duties as the Board of Trustees may from time to time prescribe.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall be a resident of the State of Michigan, shall attend all meetings of the Corporation and of the Board of Trustees and shall perform the duties

usually incident to that office together with such duties as the Board of Trustees may from time to time prescribe.

Section 5. Vacancy in Office and Removal from Office. Any office shall become immediately and automatically vacant if (a) the holder thereof shall die, become incapacitated or cease to be a life member of the Home, or (b) the holder of an office, who is required hereunder to be a Trustee, shall cease to be a Trustee.

Any officer may be removed by the Board of Trustees for malfeasance or misfeasance in office by a majority vote of the Board of Trustees present at any meeting of the Board, provided that at least ten (10) days written notice by mail shall be given to the officer of such intended action. Notwithstanding, in case of misappropriation or refusal to pay over or account for funds of the Home, any officer may be suspended without notice.

Officers of the Corporation (excluding Trustees) may be removed from office by a two-thirds (2/3) vote of the Board of Trustees without specifying any reason or ground therefor and without any requirement of previous notice; provided, the vote of the officer concerned, if he or she is a Trustee, shall not be counted.

ARTICLE IV

Indemnification of Trustees and Officers

Each Trustee or corporate officer of the VFW National Home for Children (and his or her heirs, executors, administrators or personal representatives) shall be indemnified by the Home against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney fees, imposed or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party by reason of his or her being or having been a Trustee or corporate officer of the Home (whether or not a Trustee or corporate officer at the time such costs or expenses are incurred by or imposed upon him or her), except in relation to matters as to which he or she has been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Trustee or corporate officer. In the event of any other judgment against any Trustee or corporate officer or in the event of a settlement, the indemnification shall be made only if the Home shall be advised by independent counsel to be appointed by the Board of Trustees, that in its or his opinion such a Trustee or corporate officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement was or is in the best interest of the Home. If determination is to be made by the Board of Trustees, it may rely as to all questions of law on the advice of independent counsel. Such rights of indemnification shall not be deemed exclusive of any rights to which he or she may be entitled

under any Bylaw, agreement, vote of members or otherwise. The independent legal counsel shall not be the same attorney engaged by the Board of Trustees pursuant to Article II, Section 14 of the Bylaws.

However, the Home shall not be required to indemnify any person for any liability, tax or expense to the extent that such indemnification is inconsistent with the status of the Home as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.

No amendment or repeal of this Article shall apply to or have any effect on the indemnification of any Trustee or corporate officer of the Home for or with respect to any acts or omissions of such Trustee or corporate officer occurring before the effective date of any such amendment or repeal.

The Home may, to the extent authorized from time to time by the Board of Trustees, grant rights to indemnification to employees of the Home and others to the fullest extent provided under the Michigan Nonprofit Act, as it may be amended.

ARTICLE V

Seal

Section 1. Form of the Seal. This corporation shall adopt a seal. Such seal shall be substantially in the following form:

VETERANS OF FOREIGN WARS
NATIONAL HOME FOR CHILDREN
Corporate Seal

Section 2. How Kept and Used. The seal of the Home shall be secured at the VFW National Home for Children under the direction and supervision of the Secretary and whenever used shall be attested by the signature of an officer of the Home.

ARTICLE VI

Life Membership Certificate

A certificate of life membership signed by any one or more officers of the Home shall be issued to Life Members, Associate Life Members and Honorary Life Members.

ARTICLE VII

Checks, Drafts

All checks and drafts on the Home's financial institution accounts and all bills of exchange shall be signed by the Executive Director and/or the Finance Director as authorized by the Board of Trustees, provided

that the Board of Trustees may, by resolution, authorize an alternate officer, the Secretary/Treasurer or an agent of the Home.

The Board of Trustees shall require all persons signing drafts and checks to be bonded in the form and amount satisfactory to them, with such surety or sureties as may be approved by them.

ARTICLE VIII Fund Raising

The Board of Trustees may make contracts to raise funds for the Home. When using mailing lists belonging to the Veterans of Foreign Wars of the United States or its VFW Auxiliary, all required approvals or authorizations by the owners of said lists for the use of their mailing lists or their names when required, shall have first been obtained from the respective organization.

ARTICLE IX Rules and Regulations

In any matter not covered by these Bylaws, Demeter's Manual shall govern.

ARTICLE X Amendments to Articles of Incorporation and Bylaws, Propositions at Life Member Meetings

Any proposed amendment, repeal, or alteration of the Articles of Incorporation or Bylaws of the Corporation or any duly-initiated life members' proposal or proposition may not be voted or acted on at any special meeting of the life members but only at the Annual Meeting of Life Members of the Corporation.

Any amendment, repeal, or alteration of the Articles of Incorporation or Bylaws - or proposal or proposition - may be initiated either (1) by action of the Board of Trustees or (2) by written proposal signed by a minimum of five hundred (500) life members. The required five hundred (500) life member signatures must be from five (5) or more of the twelve (12) National Home Districts with a minimum of seventy-five (75) signatures from at least five (5) different districts. This written and signed proposal must be delivered to the Executive Director of the VFW National Home for Children at the address of the Home not earlier than March 1st and not later than April 1st next preceding the Annual Meeting of Life Members at which it is to be presented. The Executive Director of the Home will provide a copy to the Secretary of the Home. In every case of a duly-initiated amendment, repeal, or alteration of the Articles of Incorporation or Bylaws or other proposal or proposition, it shall be announced briefly in the notice of the Annual Meeting of Life

Members and the ballots shall include the proposal or proposition verbatim.

The Board of Trustees at a duly held meeting shall consider and vote their approval or disapproval of any duly-initiated members' proposal or proposition and specify succinctly their reasons therefor. On the ballot containing any proposal or proposition the recommendation of the Board of Trustees shall be stated either immediately preceding or immediately following the proposal or proposition; the reasons specified by the Board for its recommendation shall be succinctly set forth elsewhere in a prominent place on the ballot and likewise reasons given by the initiating members shall be stated succinctly.

Any amendment, repeal, or alteration to the Bylaws or any duly-initiated members' proposal or proposition as defined herein shall require a mail or electronically transmitted ballot and shall require the affirmative vote of two-thirds (2/3) of the life members of the Home voting thereon, including those voting in person at the annual life member meeting.