

**BYLAWS OF THE
ASSOCIATION OF VETERANS' EDUCATION CERTIFYING OFFICIALS
2021**

Incorporated under the laws of the State of Missouri

ARTICLE I - NAME

The name of the corporation shall be the Association of Veterans' Education Certifying Officials (AVECO) hereinafter referred to in these bylaws as the Association. The Association shall comply with the applicable laws of Missouri. If any provision herein is inconsistent with Missouri law, Missouri statutes shall govern.

ARTICLE II - PURPOSES

The Association shall be organized as an educational and charitable organization within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended, and shall have as its purposes be the following:

To prepare and serve administrators and counselors of veterans' education benefits in institutions of higher learning and other public and private agencies and organizations engaged in the support and/or administration of veterans' education benefits.

ARTICLE III - AUTHORITY

The Association has, subject to any limitation contained herein, all the authority that may be had by a non-profit corporation organized under the laws of the State of Missouri, which has not issued stock shares.

ARTICLE IV - MEMBERSHIP

Section 1. Membership Year

The Association's membership period is from January 1 to December 31 of each calendar year.

Section 2. Classifications of Membership

Classifications of membership in the Association shall be Institutional and Associate.

Section 3. Institutional Membership

(a) Defined. Institutional membership shall be comprised of educational institutions and professional entities - institutions of higher learning (IHL), non-college degree (NCD)

and on the job training (OJT) - engaged in the administration of veterans' education benefits.

- (b) **Voting Rights.** Member institutions shall have one (1) vote per institution. The member institution must be in good standing as defined in Section 6(c) of this Article.
- (c) **Holding Office.** Only certifying officials of institutional members shall be eligible to hold office in the Association.

Section 4. Associate Membership

- (a) **Defined.** Any person who is concerned with or engaged in the support or administration of veterans' education benefits and who is not otherwise eligible for Institutional membership may be an associate member by paying annual dues.
- (b) **Rights.** Associate members in good standing as defined in Section 6(c) shall be entitled to attend conferences and meetings of the Association, but shall not be eligible to vote or hold office in the Association.

Section 5. Application for Membership

Application for membership shall be made to the Secretary or any other board member.

Section 6. Dues.

- (a) **Amount of Dues.** The annual dues amount for membership in the Association shall be determined by the Board of Directors.
- (b) **Payment of Dues.** Invoices for membership dues shall be mailed by any officer, director or designee, generally, during November or December in the year prior to which membership is desired or during January in the year in which active membership is desired. Dues shall be payable within a reasonable time after the receipt of the membership invoice or may be made at the training conference.
- (c) **Good Standing Defined.** Association members who have paid their dues for the current membership year shall be considered to be "in good standing."

ARTICLE V - MEETINGS OF THE MEMBERSHIP

Section 1. Time of Meetings

- (a) **Annual Meeting.** An annual meeting of the Association shall be held at a time and place determined by the Board of Directors.
- (b) **Other Regular Meetings.** Other regular meetings of the membership may be held at a time and place determined by the Board of Directors.

- (c) **Special Meetings.** Special meetings may be called by the President, any other Officer or Director, or by 10% of the Association's Institutional membership. Special meetings may be held by phone conference or E-mail.

Section 2. Notice of Meetings

- (a) **Time of Notice.** Notice stating the place, day, and hour of the regular meetings, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days prior to the date of the meeting to members.
- (b) **Manner of Notice.** Notification shall be made to each member institution entitled to vote at such meeting either personally, by U.S. Mail, by electronic means or at the direction of the President, or the officers/persons calling the meeting.

Section 3. Quorum

A quorum shall consist of those persons representing Institutional members of the Association attending a duly called meeting.

Section 4. Proxies

Proxies may be used to vote on any matters coming before the membership at any duly called Association meeting, except that proxies may not be used to establish a quorum. Proxies issued and voted will be counted within but not later than two months once submitted, but may not themselves be submitted later than one month after the duly called meeting. Any Institutional member wishing to vote by proxy must request a proxy vote, by mail, at least ten days prior to the business meeting at which a vote will be taken. The request should be sent to the Secretary of the Association.

Section 5. Rules Governing Meetings

The most recent version of Robert's Rules of Order (the "Rules") shall govern the proceedings of the Association and the Board of Directors to the extent that Robert's Rules of Order do not conflict with any provisions of these bylaws. The Rules may be set aside by request of any officer or director in order to clarify or simplify Board proceedings.

Section 6. Suspension of Bylaws

The bylaws of the Association may be suspended by two-thirds (2/3) of those Institutional members present and voting at a duly called meeting of the membership or by two-thirds (2/3) majority vote of the Board at a duly called meeting of the Board.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Defined

The Board of Directors shall be composed of a President, Vice President, any Past Presidents choosing to participate, the Secretary, the Treasurer and a number of representatives-at-large

deemed reasonable (as determined in the Board's sole discretion) by the Board in any given year, necessary to conduct the business of the Association. The Secretary and Treasurer's positions may be combined into one office if deemed appropriate by the Board in any given year, but are not required to be combined.

Section 2. Duties

The Board of Directors shall be responsible for the management and general administration of the Association (Article VII, Section 5). Such authority shall not include that of rescinding or modifying any official action taken by the Association.

Issues that come before the Board concerning the day-to-day operations of the Association shall be decided by a simple majority of the Board of the Association in a manner deemed efficient to accomplish the work of the Association, but shall be carried into effect by the majority vote of no less than the following: President, Vice President, Secretary, Treasurer, and at least one other Director.

Section 3. Election to the Board

Board members are elected by the general membership at the annual Business Meeting. Board members serve for a three (3) year term and may be re-elected to an unspecified number of terms. A slate of nominees for vacancies shall be presented to the membership.

- (a) Eligibility for Nominations. Those nominated to the Board of Directors must meet the following requirements:
 - 1. Must be a certifying official for at least one (1) year at their member Institution
 - 2. The nominee's member institution must be in good standing as defined in Article IV. Sec. 6 (c) hereof.
 - 3. The certifying official must have the support of its member Institution.
- (b) Nomination Committee. The Board's Nomination Committee shall consist of any group of officers determined by the Board.
- (c) Nomination of Members. All nominations for the Board of Directors must be submitted in writing to the Nomination Committee chair or his/her designee not later than fifteen (15) days prior to the annual meeting of the Association. Nominations may be sent via U.S. Mail, Electronic mail (email), or Facsimile (FAX). The slate shall be prepared by the Nomination Committee and presented to the membership during the annual Business Meeting.
- (d) Member Voting. Only institutional members in good standing, as defined in Article IV, Section 6(c), hereof, may vote. Member institutions shall have one vote per institution.

Section 4. Meetings of the Board of Directors

- (a) Frequency of Meetings. The Board of Directors shall meet at least twice annually.

- (b) Time of Meetings. The Board of Directors shall meet prior to the annual meeting of the Association. Special meetings of the Board of Directors may be called by the President or upon petition of two (2) other directors, the time and place of such meetings to be designated by the President.
- (c) Notification of Meetings. Notice (e-mail; phone; or any efficient means of communication) shall be given to each member of the Board of Directors as to the time and place of the meeting. However, if urgent matters affecting the Association or its future must be decided, notice may be waived by any director's attendance.

Section 5. Quorum

- (a) Quorum. A quorum shall be three-fifths (3/5) of the Board of Directors. All matters of business, management, and general administrative responsibilities shall be determined by the majority vote of those Board members present. Issues that result in a tie vote will be resolved by compliance with Roberts Rules on voting issues. Whether a full Board vote is required in any matter coming before the board will be determined by a majority vote of a quorum of the Board via US Mail, Facsimile (FAX), Telephone, Electronic Mail (E-mail), or Proxy vote.
- (b) Proxies. Proxies may be used to vote on matters coming before the Board at a duly constituted Board meeting of the Association; proxies may not be used to establish a quorum. The Proxy shall not be voted after one (1) month from the date of the proxy, unless the proxy provides for a longer period. Any Board member wishing to vote by proxy must submit the request in writing to the Board, via United States Mail (U.S. Mail), seven (7) days prior to the called Board meeting. They proxy maybe given to any director.

Section 6. Minutes of Board Meetings

Minutes of meetings of the Board of Directors shall be available to all members of the Association upon request. Such minutes shall also be available for inspection by the general public at a place designated by the Board of Directors.

ARTICLE VII - OFFICERS

Section 1. Officers of the Association

The officers of the Association shall derive from the Executive Committee of the Board of Directors. The Executive Committee will be composed of the President, the Vice President, all and any Past Presidents choosing to perform a reasonable amount of work for the Association, the Secretary, and the Treasurer.

Section 2. Election of Officers.

Officers of the Association shall be elected by the entire Board of Directors and elected in a board meeting immediately following the Annual Meeting of the Association.

Section 3. Terms of Officers

- (a) **President.** The President shall serve a two (2) year term and terms may be successive at the will of the Board. The President must have served a minimum of one (1) year on the Board prior to selection as President.
- (b) **Vice-President.** The Vice-President shall serve a two (2) year term and terms may be successive at the will of the Board. The Vice-President must have served a minimum of one (1) year on the Board prior to selection as Vice-President.
- (c) **Secretary.** The Secretary shall serve a one (1) year term and terms may be successive at the will of the Board. The Secretary must have served one (1) year on the Board prior to selection as Secretary.
- (d) **Treasurer** The Treasurer shall serve a one (1) year term and terms may be successive at the will of the Board. The Treasurer must have served one (1) year on the Board prior to selection as Treasurer.
- (e) **Past President.** The position of Past President will be an advisory position as an ex-officio member but shall, nevertheless, be a voting position for Board business.

Section 4. Special Presidential Appointments

The President may make special appointments from the general Membership of the Association or the Board of Directors. Such appointments shall be non-voting positions and require Board approval upon simple majority vote.

Section 5. Succession to Office

All offices may be succeeded at any time by self-election or Board majority vote for any reason deemed in the best interest of the Association.

Section 6. Removal of Officers

Officers may be removed by a Board majority vote for good cause shown that is consistent with the best interests of the Association.

Section 7. Duties of Officers

The duties of any officer position will be such that is consistent with the best interest of accomplishing Association business.

Section 8. Compensation of Officers

None of the members of the Association or their representatives shall receive any compensation for their services to the Association. Any necessary travel expenses of the member/representative

to represent the Association may be paid from the Association funds only with the two-thirds (2/3) approval of the Board of Directors.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the registered office of the Association in the State of Missouri, as of the adoptions of these bylaws, is:

7733 Forsyth Blvd., Ste. 1100, St Louis (or Clayton), MO 63105

The name of the registered agent at such address is:

Jeffrey P. Duke

The Association may change the physical location of its registered office, or change its registered agent, or both, or the registered agent may resign, by following procedures required by Missouri law.

ARTICLE IX - FINANCES

Section 1. Collection of Dues and Fees

All funds from membership dues and workshop fees shall be collected by either the Membership chairperson and Workshop chairperson, respectively, or the Secretary or his/her designee but in any event such funds shall be transferred timely to the Treasurer. The “timely” transfer of all monies shall be made within fourteen (14) days to the Treasurer. All monies collected by the Association shall be the responsibility of the Board of Directors.

Section 2. Creating an Obligation to the Association

No member of the Association may bind the Association contractually without specific authorization from the Board of Directors evidenced by a three-fifths (3/5) majority vote.

Section 3. Signing of Contracts

With Board approval, only the President, Treasurer, or any other duly appointed Board Member may, in the absence or failure of officer action, sign contracts for the Association pursuant to Article X, Section 2. Cancellation of contracts shall be negotiated by the Treasurer and the President of the Association, or any other duly appointed Board Member able to serve in the absence of the appointed officers.

Section 4. Asset Disposition upon Dissolution

The Assets of the corporation will be distributed, upon dissolution, as follows:

In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws including but not limited to §§355.661-355.746 of Title 23,

Chapter 355 of the Missouri Revised Statutes, the property and assets of the Corporation shall be, as determined by the Board of Directors in writing, distributed to or sold and the proceeds of such sales distributed to any other organization(s) organized and operating for the same or similar purposes for which the Corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE X - AMENDMENTS TO BYLAWS

Section 1. Proposals to Amend Bylaws

Proposals to amend the bylaws may be initiated by the Board of Directors, at a duly called meeting of the Association, or by any Institutional member of the Association. Such proposals must be in writing and, if initiated by an individual Institutional member, must be signed by the representatives of at least five (5) Institutional members in good standing. Copies of proposed amendments shall be submitted to the Secretary for distribution to all members of the Association, and no vote shall be taken until at least thirty (30) days after copies of the proposed amendments have been mailed to all Institutional members. "Distribution" as used in this ARTICLE X, shall include electronic means such as posting to the website, www.aveco.org, or via the members' list serve.

Section 2. Approval of Amendments

Approval of proposed Bylaw Amendments shall, in general, occur by a 3/5 majority of the vote of the Board with ratification by a simple majority of the Institutional membership. The Secretary shall include a copy of the proposed bylaw amendments for distribution and review, along with an electronic fillable form with the electronic mailing that precedes the annual training meeting (for voting by proxy). Proxy votes must be received no later than seven (7) days prior to the annual meeting of the membership and may be done so by return email to the Secretary, or any other convenient means as long as timely received by the Secretary. Only one person may vote from each member institution. If the vote appears to be close, the Board will determine, in its sole discretion, how to resolve and count or reject multiple votes from individual member institutions, where it appears multiple votes from a single member have been cast.

ARTICLE XI - GENERAL PROVISIONS

Section 1. Removal of Officer or Director

Any elected officer (Article VII, Section 1), or director of the Association may be removed by a two-thirds (2/3) vote of the Board of Directors or the action of a voting majority of those Institutional members at a regular or duly called special meeting of the Association. Such actions may be taken when the best interest of the Association will be served thereby.

Section 2. Waiver of Notice

Whenever any notice is required to be given to any member or Director of the Association under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall satisfy such requirement.

Section 3. Action Without Meeting

Any action required by law, unless otherwise provided by the Articles of Incorporation, shall be taken at a meeting of the Board of Directors of the Association.

Section 4. Adjournment of Meetings

If any meeting of the members or Board of Directors is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting from which such adjournment is taken.

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