

**VETERANS MEMORIAL PARK
OF
AMERICA, INC.
BYLAWS**



1/27/2022

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**VETERANS MEMORIAL PARK OF AMERICA, INC.
BYLAWS**

Article 1: Name

1. The name of this corporation is VETERANS MEMORIAL PARK OF AMERICA, INC.
2. The location of the principal office of the corporation in this State is at
706 N. Madison Street, Whiteville, America, NC 28472.
 - (a) Mailing address: P.O. Box 2046., Whiteville, N.C. 28472
3. The location and address of the physical property is:
6354 James B. White Hwy S., Whiteville, N.C. 28472

Article 2: Mission Statement and Goal

1. The mission of this organization shall be patriotic, historical and educational; to maintain true allegiance to the Government of the United States and fidelity to its Constitution and Laws; to foster true patriotism; to maintain and extend the institutions of American freedom and equal rights and justice to all men and women; and to preserve and defend the United States of America from all her enemies whomsoever.
2. Our Goal is to *Honor past, present, and future Veterans for their service to our Country.*

Article 3: Objectives

1. The objects for which this corporation is formed are as follows:
To operate and conduct as a memorial to the men and women who have served in the Armed Forces of the United States of America. (Memorial Park setting) to buy, lease or otherwise acquire land and to erect upon the same a Memorial Park, in which may be held Memorial Day, Flag Day, Veterans Day, etc. Ceremonies; to equip with fence, flowers, Memorial walls, Flag poles; to educate the public on the history of our County Veterans and the United States; to promote social gatherings among the Veterans of ALL Wars in which the United States has participated; to promote community involvement to remember and honor; to receive and accept gifts from any persons, firms or corporation; to hold, acquire and use all kinds of property, real and personal, in order to carry out the purposes of said corporation.
2. And in order to properly prosecute the objects and purposes above set forth, the corporation shall have full power and authority to sell, purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, and generally to perform all acts which may be deemed necessary for the purpose and successful prosecution of the objects and purposes for which the corporation is created.

Articles 4: Incorporators/Directors /Corporation

1. The names and addresses of the original incorporators are as follows:

Anita Adams-Clarkton, NC	Michael Clemmons-Whiteville, NC
Michael Creen-Whiteville, NC	Dutch Dine-Whiteville, NC
Marrell Freeman-Bolton, NC	Lloyd Morgan-Whiteville, NC
Angela Norris-Chadbourn, NC	Randall Norris-Chadbourn, NC
Denise Sellers-Whiteville, NC	Larry Sellers-Whiteville, NC

- (a) The names and addresses of the current Board of Directors are as follows:

Anita Adams-Clarkton, NC	Lloyd Morgan-Whiteville, NC
WH Morris-Loris, SC	Randall Norris-Chadbourn, NC
Angela S. Norris-Chadbourn, NC	Jess Hill- Whiteville, NC
Rosalind Skochinsky-Whiteville, NC	Sammy Hinson-Whiteville, NC
Dave Pattillo-Lake Waccamaw, NC	Rob Williams-Whiteville, NC

2. The Board of Directors shall elect four members to the Board of Directors to take the place of the members whose term expires who shall hold office for a period of 3 years; and no person shall be a Director of the corporation who is not a Veteran of either branch of the Armed Forces in any era, with exception to veterans family member; and there shall at all times be twelve members of the Board of Directors.

- (a) Board of Directors reserves the right by majority vote to replace any board member for failure to fulfill their obligation to their position.

- (b) Director Emeritus, a former member of the Board of Directors who has completed his or her service and has moved into this position to retain experience as an advisor in this position to the Board of Directors. This position holds the same as a Director except, no office or vote can be held or cast as an Emeritus.

Director Emeritus Position-A previous board member with a minimum of two years on the Board of Directors can be nominated. A two-thirds vote in favor will secure the nominee this position. The position will be held until such written resignation is received wishing to no longer serve in a Director Emeritus capacity.

Marrell Freeman-Clarkton, NC (2013-15)
Michael Creen-Whiteville, NC (2013-16)
Michael Clemmons-Whiteville, NC (2013-17)
Larry Sellers-Whiteville, NC (2013-2018 Deceased)
William McCulloch-Hallsboro, NC (2017-2019)
Denise Sellers-Whiteville, NC (2013-2021 Deceased)

- (c) Ex Officio Board Member is a degreed professional to serve on the Board in their professional capacity. Ex Officio members have no vote and can hold no officer position on the Board of Directors. They are to serve as the board sees necessary.

Walter D. Palmer, Attorney
Danny Britt, Jr., Attorney

- (d) Board of Directors contract will be signed by all board members. (APPENDIX "C")
- (e) Previous Board of Directors Members:
 - Dutch Dine-Whiteville, NC (2013-17)
 - Millie Freeman-Bolton, NC (2017-2018)
 - Michael Branch-Clarkton, NC (2018-2021)
 - Paul Spivey-Chadbourn, NC (2019-2021)

- 3. The corporation is to have no capital stock.
- 4. The period of existence of this corporation is unlimited.
- 5. Neither the incorporators nor the Directors shall be individually liable for its debts, defaults or other obligations.
- 6. Should a Board Member resign from the Board of Directors for any reason; the BOD will hold election for that position at the next regularly scheduled meeting. Resigning Board Member must complete the **BOARD OF DIRECTORS/ OFFICER RESIGNATION** statement to the effect of their resignation. (See Appendix "B" **BOARD OF DIRECTORS/ OFFICER RESIGNATION**.)

Articles 5: Officers

- 1. Officers shall consist of President, Vice President, Secretary, and Treasurer.
- 2. All officers are to be nominated at the December meeting and will assume office January 1st of the following year. Term of office is yearly. The Board will nominate and elect officers with the President only voting in the event of a tie.
- 3. Should an elected officer resign from office for any reason, the BOD will appoint a replacement to serve until nominations and elections in December.

Article 6: Duties of Officers

- 1. **The President** will preside over all meetings of the organization, serve as Chairman of the Board of Directors, issue the call for regular and special Board of Director meetings, schedule regular elections, and be sure they are held per the bylaws, and carry out the directives of the Board of Directors. May be one of the signatures on the checking account. The President position will be accountable to the BOD.
- 2. **The Vice President** will perform all duties of the President in his/her absence. May be one of the signatures on the checking account. The Vice President position will be accountable to the BOD.
- 3. **The Secretary** will keep minutes of ALL meetings general and/or special. The Secretary shall provide copies of minutes to the Board of Directors and read the minutes at the general meetings. The Secretary will assume all duties assigned by the BOD. The Secretary position will be accountable to the BOD. May be one of the signatures on the checking account.

4. **The Treasurer** will collect all forms of income to corporation, maintain the accounting books, make payments from the organizations funds when so ordered by the Board of Directors, sign all organizations checks (along with another officer's signature) and make regular reports on the organizations financial status to the BOD. The Treasurer position will be held accountable to the BOD.
 - a. Two of the four officer's signatures should be on the checks for all transactions.
5. **Trustees** will assist with counting money collected at events and auditing the books quarterly. Two Trustees will be appointed at December meeting each year.

Article 7: Meetings

1. The meeting for the purpose of the organization shall be held at Dixie Steel Guns N Ammo, located at 57 Mercer Road, Chadbourn, on the last Thursday of the month at 6:30 p.m. and each of the BOD accept service of notice of said meeting shall have been held and a permanent organization affected.
 - (a) BOD Meeting Attendance-BOD Members are expected to attend regularly scheduled meeting. In the event he/she needs to be excused, the President/Secretary will be notified prior to meeting.
2. The Board of Directors of this corporation shall provide and adopt the by-laws for the same and may alter, amend or rescind the same upon 3/5ths majority; a quorum shall be five members.
3. Roberts Rules of Order will be applied during meetings, unless otherwise amended.

Articles 8: Amendments

1. Bylaws Amendment Procedure: When any member of the BOD seeks to change the bylaws of this organization, they must complete the "**BYLAW CHANGE PROPSAL**" and submit to the Board of Directors to be voted on.

See Appendix A: **BYLAW CHANGE PROPOSAL**

Articles 9: Distribution upon Dissolution

1. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at all the time qualify as an exempt organization under Section 501 c 3 of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purpose.

Articles 10: Committees

*The following committees will be standing committees:

*Committee members can be non-board members; and can co-chair said committee.

1. Land-Randy Norris, WH Morris, Rob Williams
2. Churches-WH Morris, Lloyd Morgan, Joe Hahn
3. Veterans Organizations-Anita Adams, Angela Norris
4. Civic Organizations-Lloyd Morgan, Jess Hill
5. EMS/Fire-Marcia DeRush, Jess Hill, Don Edmunds
6. Businesses-Anita Adams, Sammie Hinson, Brandie Fowler, Dave Pattillo
7. Public Relations-Angela Norris
8. Fundraising-Everyone (Angela Norris-Chair, Christy Cartrette-Co-Chair)
9. Field of Flags/Event Flyers-Rosalind Skochinsky

Committee suggestions subject to Board of Directors approval.

Amended January 27, 2022

CONFLICT OF INTEREST POLICY AND AGREEMENT

ARTICLE I **PURPOSES**

It is important for the Veterans Memorial Park of America, Inc., directors, officers, and committee members to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the business of the corporation and that the appearance of conflict can be troublesome even if there is in fact not conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the organization's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interest of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions which they affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interest of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and committees of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or committee member to prefer the interest of the corporation over the director's/committee member's interest or the interests of others. In addition, directors and committee members of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and given the opportunity to disclose all material facts to the directors and committee members with governing board delegated powers considering the proposed transaction or arrangement.

ARTICLE II **DEFINITIONS**

2.1 Interested Person

Any director, officer, or committee member with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly through business, investment, or family:

- An ownership or investment or investment interest in any entity with the corporation has a transaction or arrangement,
- A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III **PROCEDURES**

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and committee members with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflict of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV **RECORDS OF PROCEEDINGS**

4.1 Minutes

The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V **COMPENSATION**

- 5.1 A voting member of the governing board who received compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 5.2 A voting member of any committee whose jurisdiction included compensation matters and who received compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 5.3 No voting member of the governing board or any committee whose jurisdiction included compensation matters and who received compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI **ANNUAL STATEMENTS**

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

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

ARTICLE VII **PERIODIC REVIEWS**

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

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

ARTICLE VIII
USE OF OUTSIDE EXPERTS

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

CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST
POLICY AND AGREEMENT

I DO HEREBY CERTIFY THAT THE ABOVE STATED Conflict of Interest Policy and Agreement for the Veterans Memorial Park of America, Inc., were approved by the board of directors on (day) (date) and constitute a complete copy of the Conflict of Interest Policy of the corporation.

Secretary _____

Date _____

Conflict-of-Interest Questionnaire

The following questionnaire must be completed annually by all members and affiliates of the Veterans Memorial Park of America, Inc. Answers to this questionnaire should be relationships that occurred from January 1, ____ through December 31, _____. Once you have completed this questionnaire, please sign and date in the space provided and return it to:

Denise Sellers
Secretary
Veterans Memorial Park of America, Inc.
P.O. Box 2046 Whiteville, NC 28472
910-770-6911
deniseecs@atmc.net

1. Are you an officer of an organization that conducts business or has a relationship with the Veterans Memorial Park of America, Inc.? Yes _____ No _____
If yes, please define. _____

2. Have you ever served on the board of a business in which the Veterans Memorial Park of America, Inc., invest? Yes _____ No _____
If yes, please define. _____

3. Do you have a family relationship with anyone who has a noted relationship with the Veterans Memorial Park of America, Inc.? Family connections include an individual's spouse, parent, child, grandparent, grandchild, great-grandchild, and sibling. The spouses of any children, grandchildren, great-grand children, and siblings are considered family relationships as well.
Yes _____ No _____
If yes, please define. _____

4. Have you participated, directly or indirectly, in any employment agreement, compensation relationship, or any other arrangement/investment opportunity with a third- party vendor doing business with the Veterans Memorial Park of America, Inc., that has resulted or could result in personal benefit to you?
Yes _____ No _____
If yes, please define. _____

5. Have you received, directly or indirectly, any salary payments, loans, or gifts of any kind or any free service, discounts, or other fees from any person/organization engaged in any transaction with the Veterans Memorial Park of America, Inc? Yes _____ No _____
If yes, please define. _____

6. Do you share ownership of a business that does business with the Veterans Memorial Park of America, Inc? Ownership means voting power in a corporation, profits in a partnership, or beneficial interest in a trust. Yes _____ No _____
If yes, please define. _____

Signature _____ Date _____

Print Name _____

APPENDIX "A"

VETERANS MEMORIAL PARK OF AMERICA, INC.

BYLAW CHANGE PROPOSAL

Submitter _____

Telephone # _____

EMAIL Address _____

Change the Bylaw does the following []Amend []Add []Delete

Indicate Article(s), Sections.....Article # [] Paragraph # []

Proposed change here _____

Justification for change show here _____

Received by:

Officer _____

Position _____

Date _____

ACTION:

APPROVE _____

DISAPPROVE _____

Officer/Date _____

APPENDIX "B"

VETERANS MEMORIAL PARK OF AMERICA, INC.

BOARD OF DIRECTORS/ OFFICER RESIGNATION

I, _____, DO DULY RESIGN MY POSITION FROM THE BOARD OF DIRECTORS FOR THE **VETERANS MEMORIAL PARK OF AMERICA, INC.** Upon submitting my resignation, I agree to not violate any policy held by the Veterans Memorial Park of America, Inc., Code of Ethics and Confidentiality stated in the said bylaws.

Print Name

Signature

Date _____

___ Board of Director
___ Officer (_____)

Received By:
Officer _____

Position _____

Date _____

ACTION:
APPROVE _____

DISAPPROVE _____

Officer/Date _____

APPENDIX "C"

**VETERANS MEMORIAL PARK OF AMERICA, INC.
P.O. BOX 2046
WHITEVILLE, NC 28472**

BOARD OF DIRECTOR'S CONTRACT

I, _____, understand that as a member of the board of directors of Veterans Memorial Park of America, Inc., I have a legal and ethical responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward. As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, represent the organization, and act as a spokesperson.
2. In turn, I will interpret our constituencies' needs and values to the organization, speak out for their interests, and on their behalf, hold the organization accountable.
3. I will attend at least 75 percent of board meetings, committee meetings, and special events.
4. Each year, but no later than Thanksgiving of each year and without having to be asked, I will make a personal financial contribution at a level that is meaningful to me.
5. I will actively participate in one or more fundraising activities.
6. I will excuse myself from discussion and votes where I have a conflict of interest.
7. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
8. While I am a member of this board, I will make every effort to vote in every public election.
9. I work in good faith with staff and other board members as partners toward achievement of our goals.
10. If I don't fulfill these commitments to the organization, I will expect the board president to call me and discuss my responsibilities with me.

APPENDIX "C" (Continued)

The organization is responsible to the board member for...

1. I will be sent, without having to request them, quarterly financial reports an update of organizational activities that allow me to meet the "prudent person" standards of the law. (The "prudent person rule", applied in many legal settings in slightly differing language, states that an individual must act with the same judgment and care as, in like circumstances, a prudent person would act).
2. Opportunities will be offered to me to discuss with the executive director and the board president the organization's programs, goals, activities, and status; additionally, I can request such opportunities.
3. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working and by offering me opportunities for professional development as a board member.
4. Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board president and executive director to discuss the organization's responsibilities to me.

BOARD MEMBER

DATE

PRESIDENT OF THE BOARD

DATE

The board president should sign two copies of this agreement for each board member. Each new board member should sign both, return one copy to the board chair, and keep the other for reference. Signing the agreements ensures that board members will read them, and is a symbolic gesture about their importance.

APPENDIX "C" (Continued)