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August 17, 2023

Mr. Daniel P. Stack, Adjutant
Department of Massachusetts
Disabled American Veterans
3 Victory Lane
Gardner, MA 01440

EIN: 04-2170836

Dear Adjutant Stack:

The Constitution and Bylaws for the Department of Massachusetts is hereby approved as of this date.

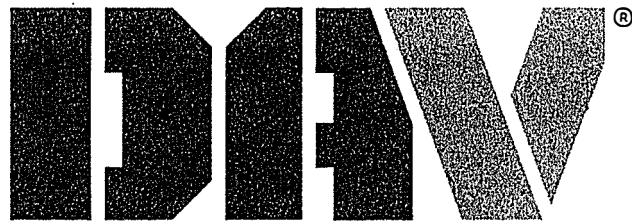
A copy of this document is being returned to the Department and a copy is being retained in our permanent files here at National Headquarters for future reference.

Sincerely,

Michael E. Dobmeier
National Judge Advocate

MED:cmb
Enclosure

CONSTITUTION AND BYLAWS



KEEPING OUR PROMISE TO
AMERICA'S VETERANS

DEPARTMENT OF MASSACHUSETTS

DISABLED AMERICAN VETERANS
DEPARTMENT OF MASSACHUSETTS, INC.
CONSTITUTION AND BYLAWS
As Amended June 2023

DAV STATE HEADQUARTERS

546 State House
Boston, MA 02133
617-727-2974

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CONSTITUTION

Article I - Authority and Allegiance

Under the authority of Article 8, of the National Bylaws of the Disabled American Veterans, the Disabled American Veterans (DAV), Department of Massachusetts, Inc. was established in 1921, chartered September 3, 1923 and incorporated July 7, 1952. This Department recognizes the National Organization known as Disabled American Veterans, incorporated by Act of Congress, and affirms its allegiance, and subordination, to the National Organization, its Constitution, Bylaws and all Rules, Mandates and Regulations promulgated pursuant thereto. Upon dissolution of the Department, the assets remaining after the payment of its debts shall be distributed as provided in Article 6, Section 6.4, Paras. 5 and 6, of the National Bylaws.

Article II - Purpose

The purpose of the organization shall be as stated in Article II of the National Constitution.

Article III - Membership

Section 1: The Disabled American Veterans, Department of Massachusetts, Inc., shall consist of all chapters of the DAV which have been duly organized in the Commonwealth of Massachusetts, and which have been Constituted, as such, according to the provisions of this Constitution and the National Constitution, and all such chapters which shall hereafter be so organized and constituted.

Section 2: The Department of Massachusetts shall be subdivided into not fewer than five (5) and not more than eight (8) Districts, their limits and designated names to be determined by the Department Executive Committee (DEC). In each District, they may organize a District Council composed of chapters in that District. Each council shall function under the Rules and Regulations for councils established by Article 8, Section 8.7, of the National Bylaws.

Section 3: Qualifications for membership, and the rights and privileges of membership in any chapter under the jurisdiction of this Department shall be such as are now or may hereafter be prescribed in Article III, of the National Constitution.

Article IV - Administration

Section 1: The administrative affairs of this Department shall be vested in a Department Executive Committee (DEC), to be composed of the Commander, Junior Vice Commanders, Treasurer, Board of Directors, all Past Department Commanders, and one (1) executive committee member from each chapter in good standing and each District Council.

Section 2: Each Department Convention shall elect prior to the adjournment, a Department Commander, Department Senior Vice Commander, three (3) Department Junior Vice Commanders, and the members of the Board of Directors required by rotation to be elected that year. The Department Treasurer will be elected every year for a one-year term. The Audit Committee will be composed of the three (3) Department Junior Vice Commanders and an advisor appointed by the Department Commander.

Article V - Executive

The executive powers of the Department shall be vested in the Department Commander.

Article VI - Amendments

This Constitution may be amended at a Department Convention, by a two-thirds vote of the Delegates.

DEPARTMENT BYLAWS

Article 1 - Organization

Section 1 - Governing Bodies. The governing bodies shall be the Department Convention, the Board of Directors and the Department Executive Committee (DEC).

Section 1.2 - Records Inspections. Each governing body shall keep records of its proceedings, which shall be open for inspection to any officer of the Department.

Article 2 - Policy

Section 2.1: Policies of this Department shall be consistent with the policies as set forth in Article 2, of the National Bylaws and state and federal revenue regulations.

Section 2.2: The DAV is organized for the primary purpose of serving the interests of the war disabled, their families and their survivors, and therefore, none of its departments or any subordinate organization shall in any official capacity take any part in any partisan, political or sectarian question, nor in any industrial dispute.

Article 3 - Department Conventions

Section 3.1: The legislative body of the DAV, Department of Massachusetts, shall be its annual Department Convention, to be held within ninety (90) days prior to the convening of the National Convention of this organization. The Department Adjutant shall bring recommendations for Convention sites and date to the Convention Delegates for their approval, provided however, that if any Convention fails to designate the time and place of the succeeding Convention, the DEC shall do so, making announcement thereof at least sixty (60) days prior to the Convention date.

Section 3.2: At each Department Convention, each chapter shall be entitled to three (3) Delegates and shall be composed of the Commander, Adjutant, and DEC member, or their designated alternates; in addition, the chapter will be entitled to one (1) Delegate and one (1) alternate for each twenty-five (25) members, or major portion thereof, as of May 1st prior to the Convention for which the Convention registration fees have been paid to the Department. Recognition shall not be extended to the designated Delegates of any chapter that is indebted to the National Organization or the Department, or whose charter has been suspended or revoked and has not been reinstated prior to the first business meeting of the Convention. Districts will have no authorized vote at the annual Department Convention in accordance with Article 8, Section 8.7, of the National Bylaws.

Section 3.3: Each registered Department Commander, Department Vice Commander, Department Treasurer, Past Department Commander, and each registered Chapter Delegate to the Convention shall be entitled to one (1) vote at the Convention. Votes of any Chapter Delegate who is absent and not replaced by his or her alternate shall be cast in the same proportion as of those Delegates present. All alternates shall have all of the privileges of Delegates except the privilege of voting. An alternate becomes a Delegate in the absence of a Delegate. On all business before the Convention, votes shall be recorded only when the person voting, or the person for whom the vote is being cast, has paid the Convention registration fee prior to attending any business session. Failure to pay the fee shall result in a delegate or alternate not being able to participate in a business session or vote.

Section 3.4: In the call for the annual Department Convention, the Department Adjutant shall have full power to provide for the form of credentials and all other matters incident to the convening of said Convention. The DEC shall determine the rules, regulations and budget for the Convention upon the recommendation of the Board of Directors.

Article 4 - Department Officers

Section 4.1: Each Department Convention, shall elect, prior to the adjournment, a Department Commander, a Department Senior Vice Commander, three (3) Department Junior Vice Commanders, and a Department Treasurer in accordance with Article IV, Section 2, of these Bylaws. With the exception of the Department Treasurer, no two (2) of these elected officers shall be members of the same chapter. No Department Vice Commander shall succeed himself or herself in office. These officers shall hold office from the time of their election and installation at such Convention until their successors in office shall have been duly elected and installed. If conditions make an in-person Convention prohibitive, all elected and appointed Department Officers shall maintain their positions until the Convention and elections are able to be rescheduled and elected replacements are installed. No term shall be less than nine (9) months. If the Department Convention is less than nine (9) months away, then all Department Officers shall continue in the present position for a second term. Vacancies occurring in the event of the removal of the Department Commander from office, or his or her death, resignation, or inability to discharge the duties of his or her office, the same shall devolve upon the Department Senior Vice Commander, and in the case of removal, death, resignation, or inability of both the Department Commander and Department Senior Vice Commander, the duties of the office shall devolve upon the office of the successively numbered Department Vice Commanders. The inability of any such officer to discharge such duties, or following such inability, whether he or she is sufficiently recovered to resume such duties shall be determined by two-thirds vote of the Department Executive Committee.

Section 4.2. Para. 1: Prior to the adjournment of the Department Convention, the Commander may, with the approval of the Delegates, appoint a Department Chaplain, Department Historian, Department Judge Advocate, Department Chief of Staff, Department Inspector, Department Officer of the Day (OD), Personal Aide to the Commander, Department Sergeant at Arms, and such aides, assistants, deputies and Chairman for various committees necessary to increase the membership, service and effectiveness of the DAV, all of whom shall serve at the pleasure of the Commander. The Commander may appoint a Department Deputy Chief of Staff and a Department Deputy Inspector for each District. These appointments shall be restricted to members belonging to chapters in that District.

Section 4.2. Para. 2: The Board of Directors will hire or dismiss the Chief Executive Officer, Department Adjutant, and Assistant Adjutant with the approval of the Convention Delegates. The Board of Directors will oversee the operations of the Department, conduct an evaluation of the Chief Executive Officer, Department Adjutant, and Assistant Adjutant in May, and recommend the appointment and salary of the Adjutant to the Convention Delegates. If the Chief Executive Officer, Department Adjutant, or Assistant Adjutant needs to be replaced, the Board of Directors would recommend an applicant and salary to the Department Executive Committee for approval. The Department Executive Committee acts in the stead of the Convention Delegates between Conventions.

Section 4.3: The Department Commander in office at the time of the National Convention shall be the Delegate to such National Convention to represent this Department and the Department Senior Vice Commander shall be the alternate. In the event of the inability of the Department Commander or the Department Senior Vice Commander to attend such National Convention, the Department Junior Vice Commander in the order named shall be the alternate.

Section 4.4: In the Commander's absence, the next highest officer shall preside at all Department Conventions and at all meetings of the DEC. The Commander shall maintain order and dispatch such business as may legally come before the DEC at such meetings. The Commander, or the Senior Vice Commander in the commander's absence, must countersign all checks. The Commander shall perform all such other duties as may reasonably be assumed to be incident to the office of Commander, or such as are delegated to the Commander by the last preceding Convention or DEC. The Commander shall not serve more than one (1) full term.

Section 4.5. Para. 1: The Senior Vice Commander shall, in the absence of or at the request of the Commander perform the duties of the Commander, including the countersigning of checks. The Senior Vice Commander shall be the Chairman of the Legislative Committee.

Section 4.5. Para. 2: The Junior Vice Commanders, in the order named, shall in the absence of the Senior Vice Commander, or at the request of the Commander, perform the duties of the Commander except for the signing of checks. The First Junior Vice Commander shall be the Chairman of the Membership Committee and the vice-chair of the Legislative Committee. The Second Junior Vice Commander shall be the Chairman of the Service and Charitable Committee and vice-chair of the Membership Committee. The Third Junior Vice Commander shall be the Chairman of the Constitution and Bylaws Committee and the vice-chair of the Service and Charitable Committee.

Section 4.6: The Treasurer, or in the Treasurer's absence, the Assistant Treasurer or the Chairman of the Board, shall receive from the Adjutant copies of all receipts for deposits and disbursements for the Department and shall cause the monies to be deposited and disbursed as provided in Article 6, of these Bylaws. The Treasurer shall retain one (1) copy of such receipts and disbursements for his or her own files. The Treasurer shall keep a system of accounts approved by the DEC and shall preserve all receipts for payments made and all papers authorizing said disbursements. The Treasurer shall render a report of receipts and expenditures to the DEC at each meeting and shall render an annual report in writing at the Department Convention, which may, by order of the DEC, be audited, and which shall be to the Board of Directors for its analysis and recommendation for approval or disapproval not later than thirty (30) days before the Convention.

Section 4.6. Para. 1: An assistant Department Treasurer will be appointed at the Department Convention and will perform the duties of the Treasurer in his or her absence.

Section 4.7: The Chief Executive Officer, Department Adjutant, and Assistant Adjutant, subject to the instructions of the Department Commander, Board of Directors, DEC or Department Convention, shall supervise and direct all activities of the Department.

Section 4.7. Para. 1: In addition to the other duties and powers set forth in these Bylaws, the Chief Executive Officer, Department Adjutant, or Assistant Adjutant the Organization shall be the Secretary of and attend the meetings of the DEC and Board of Directors, and shall have a voice, but no vote.

Section 4.7. Para. 2: An assistant Department Adjutant will perform the duties of the Adjutant in his or her absence.

Section 4.8: The Chaplain shall perform such duties as described in the Official Ritual of the Disabled American Veterans.

Section 4.9: The Historian shall be the publicity officer and photographer of the Department and may regularly furnish publicity matters for the Department to the National Organization and to the newspapers in this state, with the approval of the Department Commander. The Historian shall submit a written report at the Department Convention. This report will be a history of the current year's events.

Section 4.10: The Judge Advocate shall be the legal and parliamentary advisor and counselor of the Department Commander, the Board of Directors and the DEC. The Judge Advocate shall be the vice-chair of the Constitution and Bylaws Committee.

Section 4.11: The Sergeant-at-Arms shall be responsible to the Commander for those in attendance at the Department Convention and at meetings of the DEC and shall report to the Commander as to any visitors present. The Sergeant-at-Arms shall obey and enforce the orders of the Commander in preserving order at the State Department Convention and at meetings of the DEC.

Section 4.12: The Chief of Staff shall be considered the personal advisor to the Commander, aiding in every way possible at official appearances, functions and meetings. The Chief of Staff shall also perform such other duties of similar character as may be assigned by the Commander.

Section 4.13: The Personal Aide to the Commander shall, at the Commander's direction, accompany the Commander to official appearances and shall aid the Commander.

Section 4.14: The Inspector shall directly, or indirectly through Deputy Inspectors, make an annual inspection of the financial reports, books, records, accounts, minutes and sign-in sheets of each chapter at a regular scheduled meeting. The Inspector, or a Deputy Inspector, shall be available to each chapter for consultation or advice upon matters coming under his or her jurisdiction.

Section 4.15: The Officer of the Day shall be responsible for the military and patriotic aspects of all meetings and functions including the presentation and retirement of the Department Colors at those functions where appropriate. The OD shall act as escort to guests and visitors who are being presented at Department functions or meetings and shall instruct and encourage Chapter Officers of the Day in the performance of their duties as described in the Official Ritual of the Disabled American Veterans.

Section 4.16: Department Officers shall wear white caps during their term of office. Past Department Commanders may wear the gold and blue Past Department Commander's cap with the years of service embroidered below the title "Past Department Commander or Past State Commander." Other past Department Officers may have a white cloth tab affixed to the right-hand side of their blue caps, on which may be embroidered their past office(s), and the year.

Article 5 - Department Executive Committee

Section 5.1: There shall be a Department Executive Committee (DEC) that shall consist of the following voting members: Department Commander, Past Department Commanders, Treasurer, Vice Commanders, Board of Directors and one (1) Department Executive Committee member in good standing from each Chapter and each District Council to be selected in any way the chapter and District Council may decide. Each Chapter and District Adjutant shall notify the Department Adjutant in writing of the name of the Chapter or District DEC member, and his or her alternate. Those individuals and any elected Chapter or District Officer shall be recognized by the Commander, as the chapter's DEC member and alternate. The Department Adjutant shall act as secretary of the DEC. All appointed Department Officers shall have all privileges of members of the DEC except those of making motions and of voting. Past Department Commanders shall have all the privileges of members including those of making motions and voting. A roll call vote shall be granted upon the request of seven (7) DEC members or elected officers entitled to vote. No provision of this section, however, shall operate to deprive any Department Officer of voting rights legally accorded him or her by his or her chapter as a DEC member.

Section 5.2: Between Department Conventions, all legislative, administrative and executive matters not specifically covered by provisions of the this Constitution and Bylaws or by resolution adopted at the preceding Department Convention, shall be determined by majority vote of the DEC.

Section 5.3: Regular meetings of the DEC shall be held in September, November, March and May. The Department Adjutant, unless directed otherwise at a regular meeting of the DEC, shall determine time and place of the meetings. The Department Commander may call a special meeting of the DEC at any time. Upon written request of seven (7) members of the Committee, the Department Adjutant shall call a special meeting. Written notice of the time and place of all meetings, regular or special, shall be given by the Department Adjutant to all members of the Committee at least ten (10) days prior to the meeting. Twenty-five percent (25%) of the Chapter Executive Committee members, exclusive of Department Officers and the Past Commanders shall constitute a quorum to conduct such business as may come before any of its meetings. When not otherwise indicated on the written notice, DEC meetings shall be open to all members of all chapters of the Department.

Section 5.3(a): The regular business of the Organization requiring the consideration of the DEC between meetings shall be transacted through the office of the Adjutant by mail, fax, email, telephone or online video conferencing platform.

Section 5.3(b): Between regularly scheduled meetings of the DEC, an electronic or mailing ballot may suffice to determine actions on Department operations. Any electronic or mailing ballot will require the same number of ballots that represents a quorum of those authorized to vote at a convened meeting. Authorization to forward a ballot will originate as a recommendation from the Board of Directors. All ballots must be returned to the Department within seven (7) days. All ballots will be retained for inspection at the next regularly scheduled meeting. If an in-person meeting is not able to be held, then an online video conferencing platform may be utilized with a "fillable" email ballot that will be sent to the DEC members with instructions to complete the ballot and return to sender.

Section 5.4: Subject to the approval of the DEC, the Commander shall have the power to appoint any committee to function in any matters that the Commander may deem necessary. In no case is any such committee to give publicity to any of its findings or recommendations without the consent of the Department Commander; nor shall any such committee incur any expense without prior authority from the DEC.

Article 6 - Finances

Section 6.1 - Revenue. The revenue of this Department shall be derived from National membership distributions, contributions, and such other sources as may be approved by its Convention or its Board of Directors and the National Organization.

Section 6.1(a) - Revenues. The 501(c)(3) must have a separate accounting process to be consistent with IRS regulations and rules. The officers of the 501(c)(3) corporation may be the same as the officers for the 501(c)(4) governing body.

Section 6.2. Para. 1 - Board of Directors. All revenues, expenditures and investments of the Department shall be under the direct supervision of a Board of Directors composed of the Commander, Senior Vice Commander, Treasurer, immediate Past Commander, and one (1) member from each District who shall be a member in good standing of a chapter in the Department of Massachusetts. The District members shall be elected for a term of three (3) years by a majority vote of the Convention Delegates from their District. District Members may not serve more than two (2) consecutive terms. If the Chairman is unable to fulfill his or her term, the vice-chair will assume the duties of the chair. If any member is in their second three (3) year term and the Convention is delayed or cancelled, then that member will have the authorization to serve beyond the six-year limit.

Section 6.2. Para. 2: The Board of Directors Chairman shall be the immediate Past Department Commander who shall not be a paid employee or salaried officer of the Department. The members of the Board of Directors will elect a vice-chair to serve in the event the Chairman is not present or incapable of serving. Seven (7) members of the Board of Directors shall constitute a quorum. The Chief Executive Officer, Department Adjutant and/or Assistant Adjutant shall be secretary of the Board of Directors and shall have no vote. The Board of Directors shall meet quarterly, and at such other times as may be deemed necessary by its Chairman.

Section 6.2. Para. 3: The provisions of Article 5, Section 3(b) of these Bylaws shall apply to the Board of Directors.

Section 6.2. Para. 4: The absence of the Commander, Senior Vice Commander, Treasurer or DEC member, who is also a member of the Board of Directors, who misses two (2) consecutive meetings of the combined meetings of the DEC and Board of Directors, shall be dismissed from the office held unless the DEC deems his or her excuse acceptable. A meeting of the DEC and Board of Directors on the same day will constitute one (1) missed meeting. The absence of any other member of the Board of Directors from two (2) consecutive meetings shall constitute dismissal from the Board of Directors unless the DEC deems the excuse to be acceptable. When the DEC deems the excuse unacceptable, the member shall be dismissed. When that member is dismissed, or if he or she resigns, the DEC shall proceed to nominate and elect a successor for the vacated office.

Section 6.2. Para. 5: If the Convention is delayed or cancelled and any Line Officer, including the Commander, cannot serve until the elections are held, then all Line Officers below that position will temporarily move up to the next available position. They will remain in that position until elections are held. The Third Junior Vice Commander position shall be a temporarily appointed position, filled by the selection from the Board of Directors in consultation with the Department Adjutant.

Section 6.3 - Budget. The Board of Directors shall prepare an annual balanced budget and present it at the regular May meeting of the DEC for its approval.

Section 6.4 - Depository. The Board of Directors shall designate the depository or depositories for all revenue of this Department. The 501(c)(3) and 501(c)(4) shall be maintained in two (2) separate banking institutions.

Section 6.5 - Accountability. All funds received in the name of this Department shall be submitted to the Chief Executive Officer, Department Adjutant, or Assistant Adjutant to be deposited forthwith in the designated depository. Such funds shall be and remain the property of the Department until such time as they are properly expended or remitted in accordance with the direction of the Board of Directors. All such committees shall make complete accounting of all receipts and expenditures to the Chief Executive Officer, Department Adjutant, or Assistant Adjutant for his or her submission to the Board of Directors.

Section 6.6 - Withdrawals. Approval of the budget is authority to pay budgeted items. No withdrawals or transfers from funds of the Department shall be made by the Treasurer except upon written authority of a majority of the elected members of the Board of Directors at a duly called meeting, including an online video conferencing platform of the Board or as provided by Article 5, Section 3(a) of these Bylaws.

Section 6.7 - Reports. An annual audit shall be conducted according to the provisions of Article 8, Section 8.4, of the National Bylaws. The Board of Directors and DEC will examine the report, affirm its accuracy, and forward it to the National Organization not later than 30 September.

Section 6.8 - Salaries. The salary and benefits of employees of the Department, and the allowances for the Commander and all officers, elected or appointed, and Chairman of service committees, shall be determined by the DEC upon the recommendation of the Board of Directors.

Section 6.9. Para. 1 - Fund Raising. This Department shall not enter into

any fundraising project without prior approval of the DEC and the National Executive Committee (NEC).

Section 6.9. Para. 2: No chapter shall be required to pay to the Department any part of its income from any chapter fundraising project, except as required in Article 9, Section 2, Para 3 of these Bylaws.

Article 7 - Auxiliaries

Section 7.1: This Department recognizes the auxiliary organization recognized in Article 8, of the National Constitution.

Article 8 - Chapter Organization

Section 8.1: Charters for new chapters of this Department shall be issued in accordance with the procedure as provided for in Article 6; Section 6.2, of the National Bylaws.

Section 8.2. Para. 1: Each chapter, under the jurisdiction of this Department, shall adopt its own constitution, bylaws, rules, regulations and policies. They will be submitted to the Department for approval to insure they are not in conflict with the provisions of this Constitution and Bylaws or of any action taken by a Department Convention. These provisions must be consistent with the Constitution and Bylaws of the National Organization, or any action taken by its National Convention. Each chapter shall submit its Constitution and Bylaws to the Department for approval. After approval by the Department, the Department shall then forward the Constitution and Bylaws to National Headquarters for its approval. The Constitution and Bylaws shall not become effective until approved by the National Judge Advocate.

Section 8.2. Para. 2: Chapters are required to maintain sign-in sheets for members present at each meeting. These sign in sheets must have the members printed name and their signature next to it. These sheets will be dated and indicate the meeting place. They will be maintained with the minutes and a copy of the chapter financial report given to the Adjutant for the official record. Copies will be maintained and forwarded with the 30 September financial report to the Department.

Section 8.2. Para. 3: Chapter quorum requirements shall be not less than the following:

7 to 200 members, five (5) members present of which two (2) are qualifying officers

201 to 500 members, seven (7) members present of which three (3) are qualifying officers

501 members or more, nine (9) members present of which three (3) are qualifying officers

Qualifying officers are as follows: Commander, Senior Vice Commander, Junior Vice Commander(s), Treasurer and Adjutant.

Section 8.3. Para. 1: Each chapter that is incorporated or has a subordinate corporation will forward to the Department a copy of their annual Commonwealth of Massachusetts filing. Proof of filing fees along with the minutes of the corporate meeting are required and must accompany these documents. The directors of any subordinate corporation shall be the same as the elected Chapter Officers.

Section 8.3. Para. 2: Chapters will notify the Department of any intent to change corporate names or application for new Employer Identification Number (EIN) numbers. Since these corporations are a subordinate unit of the chapter, the chapter minutes shall reflect the vote and authority for the change.

Section 8.3. Para. 3: All chapters have an official EIN number on file with National Headquarters and that number must be on all accounts, CDs, properties, corporation documents, corporate reports, deeds and all legal documents wherever retained or filed regardless of the agency or entity. Any chapter not complying with this section shall be placed in suspension until the appropriate corrections are made to satisfy the provisions of these Bylaws.

Section 8.3. Para. 4: The name on any corporation document, bank or investment accounts of all types shall be in the name of the chapter as they are property of the chapter and can easily be recognized as such. All chapters not complying with this section will be notified and given thirty (30) days to make the appropriate corrections or face suspension until the appropriate measures have been taken to correct this requirement.

Section 8.4: The charter of any chapter, auxiliary or subordinate units may be revoked by the NEC upon its own initiative, or upon the recommendation of the DEC.

Section 8.5. Para. 1: Charters of any chapter, auxiliary or subordinate units may be revoked by the DEC with the approval of the NEC without any other action.

Section 8.5. Para. 2: The Department Commander may, for cause, suspend the charter of any chapter for a period not to exceed ninety (90) days.

Section 8.5. Para. 3: When the charter of any chapter has been revoked, all members in good standing of that chapter shall be transferred by the National Adjutant to the Department At-Large Chapter or to an active chapter that is willing to accept him or her.

Section 8.6: A Department Officer may be recalled upon the written demand of three-fourths of the chapters in good standing. The basis for voting shall be the chapter delegate count at the most recent Convention. When a Department Officer is recalled, or resigns, the next officer in line shall move up to the vacancy and the Third Junior Vice Commander shall be elected at the next Department Executive Committee Meeting.

Section 8.7: All chapters and Districts in this Department shall hold their annual election of officers between 1 March and 31 May. Election of officers shall not be held during an online video conferencing platform. Before holding an installation, the chapter/District must request from Department Headquarters a Warrant. The warrant request must be fully completed, to include a request to be installed during the Department Convention or a separate chapter/District installation. If the chapter/District chooses to install at other than the Department Convention, the warrant request shall note date, time and place of the proposed installation, which must be held prior to 31 May. Each chapter/District shall submit a Chapter Officer Report within ten (10) days of the chapter installation. Prior to the time of the designated installation, the financial records must have been submitted and accepted by the Department and National Organizations as prescribed in Article 8, Section 8.8, of these Bylaws. All chapters are required to hold at least four (4) meetings each fiscal year with a quorum present in accordance with Article 6, Section 6.4, Para. 3, of the National Bylaws.

Section 8.8: Each chapter shall submit an annual financial report per Article 9, Section 9.3, Para. 1, of the National Bylaws. All chapters shall submit to Department Headquarters a financial report no later than 30 September, to include a copy of chapter meeting minutes and sign in sheets. The accounting period shall be from 1 July to 30 June. Auxiliary units shall submit to Department Headquarters a copy of their financial report no later than 30 September. **S**

Section 8.9: Membership eligibility, dues and procedures shall be as determined by Article 11; of the National Bylaws.

Section 8.10: All chapters are chartered and affiliated with the Department of Massachusetts and the National Organization and are expected to follow its rules and regulations. Department of Massachusetts Constitution and Bylaws, Article 5, Section 1, provides for representation at all DEC meetings. Chapter participation is critical for the future of the Department and its programs. It is imperative that all chapters elect or appoint representatives and/or alternates to the DEC with immediate notification to the Department of who will attend DEC meetings. A chapter not represented at two (2) consecutive DEC meetings, without just cause, is grounds for suspension.

Article 9 - Chapters

Section 9.1: The National Bylaws provide for only one (1) type of membership, that is, active membership. There are no provisions in the National Bylaws nor is there any authority or justification for issuance of club membership cards, associate membership cards, honorary membership cards, courtesy membership cards or other special type of cards. Any chapter issuing such unauthorized cards or conducting club operations open to the general public endangers its standing with Internal Revenue Service as a nonprofit organization. Officers signing outlaw cards admitting non-members to DAV premises are subject to disciplinary action. National and Department Officers cannot defend practices that conflict with DAV Bylaws or Procedures.

Section 9.2. Para. 1: All bar and lounge operations are a fundraising effort and fall within the parameters of Article 15, Section 15.3, and Article 17, of the National Bylaws and further reference to NEC Regulation 2 and NEC Regulation 4. The operation of a bar or lounge is a privilege governed by National Bylaws and Regulations; not a right.

Section 9.2. Para. 2: Any chapter with a bar/lounge is required to hold twelve (12) monthly meetings a year. The Bar/Lounge Manager is to be present and provide the chapter with a monthly written profit and loss statement. All the financial operations of a bar/lounge come under the chapter and no other entity. As part of the chapter's annual financial report, a recap of the bar/lounge must be included as prescribed on the annual financial report per Article 9, Section 9.3, of the National Bylaws. Each chapter with a bar/lounge shall also be required to submit to the Department documents ensuring the appropriate insurances to include officer liability, liquor liability, third party liability, loss of revenue, and structure are in place to protect the chapter and the integrity of the organization.

Section 9.2. Para. 3: In further reference of the Mission Statement of DAV contained in NEC Regulation 10, this Department mandates that at least ten percent (10%) of all gross receipt over fifty thousand dollars (\$50,000.00) of the bar and lounge operation will be contributed to a Service Program, of which not less than five percent (5%) of gross receipts will be contributed to Department Service programs on a monthly basis. Chapter failure to do so shall result in the suspension of the chapter charter and its privilege to operate its bar or lounge.

Section 9.2. Para. 4: All bar managers shall be members of the Disabled American Veterans.

Section 9.3: Any approved fundraiser requiring the Board of Directors and Department Executive Committee approval, 10% of the net proceeds will be donated to DAV Dept of MA Service Fund Inc. If a chapter is making a donation to another non-profit organization, a donation in an equal amount must be donated to the DAV Dept of MA Service Fund Inc.

It is highly encouraged that all chapters considering making a donation, that those donations to other organizations must be used for service disabled veterans. Failure to adhere to this Section may result in suspension of your Chapter's charter as per Section 8.5, Para 2 of these Bylaws.

Section 9.4: All DAV chapters should take the necessary steps to incorporate under the laws of the Commonwealth of Massachusetts. Financial responsibility laws, as interpreted by the courts, can be dangerous to the financial well-being of members of unincorporated chapters.

Section 9.5: Chapters are encouraged to hold meetings at appropriate accessible facilities.

Section 9.6: The disposal of any chapter assets must comply with Department policy.

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Article 10 - Amendments

Section 10.1: These Bylaws may be amended at any Department Convention by a vote of two-thirds of the vote cast on any proposed amendment, provided the proposed amendment shall have been presented in writing including submissions by email and shall have been read to the Convention at least two (2) hours before, and again just before the final vote thereon.

Section 10.2: These Bylaws may be amended at any time by a referendum vote of two-thirds of the chapters in the Department providing that the number of votes combined, to which such chapters may have been entitled at the time of the last preceding Department Convention, was equal to more than half of the total number of votes to which all chapters in the Department were then entitled, and provided said amendment shall have been presented in writing to each chapter meeting at least thirty (30) days before the chapter meeting at which the vote is taken.

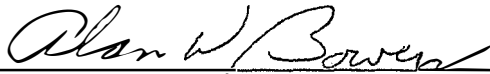
Section 10.3: "To the extent to which any of the provisions of this Constitution and Bylaws are, or may at any time become, inconsistent or in conflict with the provisions of the Constitution and Bylaws and lawful mandates, decisions and regulations of the National Organization, as now in force or as hereafter amended or adopted, this instrument shall be deemed amended as to conform thereto."



Department Commander Robert Kinsman



Department Adjutant Daniel Stack



Department Judge Advocate Alan Bowers

DEPARTMENT REGULATIONS

Regulation 1: Conflict of Interest Policy

This Department and its subordinate entities must adopt a "conflict of interest" policy. The purpose of this policy is to preclude any conflict of interests between the elected Line Officers, appointed officers, Board of Directors or any other entity that has direct influence with the finances of the Department of Massachusetts Disabled American Veterans or its subordinates.

No elected Line Officer, appointed officer, member of the Board of Directors or subordinate entity or its members shall have a direct or personal financial interest in the organization. A direct financial interest is defined as receiving funds from the organization for services rendered that are not covered under allowable prescribed budget line items which are approved by the Board of Directors, the Department Executive Committee, or the Annual Department Convention. This Department will not endorse any entity that may provide services to the Department or its members.

Advertising received by the Department for the annual Convention yearbook or other publication must have a disclaimer printed that the receipt of the ad is not an endorsement. Any person or entity violating this policy shall be subject to the provisions of Article 16, of the National Bylaws.-Such action must be approved by the Board of Directors and the Department Executive Committee.

Regulation 2: Document Retention and Disclosure Policy

This Department and its subordinate entities have a legal obligation for compliance with the National Constitution and Bylaws, current Internal Revenue Service (IRS) regulations and The Commonwealth of Massachusetts regulatory agencies, to keep books and records that are relevant to its tax exemption and annual filings with the IRS and state regulatory agencies. These records must support all financial activities of the Department and its subordinate units. It must maintain all minutes, and subordinate (unit) documents to include attendance sign in sheets, chapter minutes, minutes of Board of Directors meeting, Department Executive Committee and the Annual Department Convention that pertain to and include financial policies and transactions. All entities must retain all financial documents of the subordinate units as prescribed by the National Constitution and Bylaws.

These records must be maintained or stored in accordance with IRS regulations and state regulatory agencies as supporting documents for transaction of a 501(c)(3) or 501(c)(4) Tax Exempt Organization. These policies are found in IRS Publication 4221. It is the responsibility of the Department Adjutant or designee and Chapter Adjutants to electronically store with appropriate back-up or maintain paper hard copies of all such documents.

Failure to maintain, safeguard or the unauthorized destruction of these documents, are grounds for immediate termination of any paid Department employee, removal from elected or appointed office or the immediate termination of an elected officer charged with maintenance responsibilities to include all subordinate units.

Each chapter is required to file all required forms and reports with federal, state and local governments. A copy of these forms and reports must be submitted to Department Headquarters within thirty (30) days of their required submittal to the appropriate agency. Failure to adhere to this policy shall result in suspension until the document(s) have been submitted unless relief is granted by the Board of Directors. (Adopted 11-19-11 DEC)

Regulation 3: Ethics and Whistleblower Policy

This section establishes a check and balance of accounting procedures and accountability. The IRS and state regulatory agencies require a policy be adopted regarding reporting of suspected financial impropriety or misuse of the charities funds. This Department has two (2) direct paid employees that are covered under this policy and in their employment policies. The provisions for accountability are already in place and are in compliance with IRS, National and Department Bylaws and state regulatory regulations.

Regulation 4: Chapter Constitution and Bylaws

Due to the changing of IRS, state regulatory laws and provisions and National and Department Constitution and Bylaws yearly updates, each chapter and subordinate unit within this Department shall be required to review and/or update their Constitution and Bylaws every five (5) years. Failure to do so may lead to a recommendation to the Board of Directors and Department Executive Committee for immediate suspension until the review and/or updates has been properly received and approved.

Regulation 5: Protection of Department and Chapter Assets

Assets of this Department or any chapter may not be sold or disposed of without the expressed permission of the particular body involved. Chapters desiring to sell or liquidate major assets are required to notify each member of the chapter in writing, with proof of mailing, twice, and hold a special meeting with sign in sheets and complete minutes as to the ensuing discussions and votes. The chapter must notify the Department with the minutes and sign in sheets of their intent to sell, lease or to transfer management of all buildings and other real estate for safe keeping. All properties are held in the name of the DAV and are organizational assets.

Under no circumstances is it appropriate that any property, real estate, bank accounts, or other financial holdings be held in the name of an individual member or other party. All assets accumulated in the name of the DAV shall be held in the name of the organization. Any assets currently held in such a manner shall have ninety (90) days to transfer or reassign these holdings to the DAV after the passage of these policies.

Failure to do so may result in charges under Article 16, of the National Bylaws.

All bequests over ten thousand dollars (\$10,000.00), cash or real property, must be immediately reported as to the type, restrictions of the bequest, if any, to the Department in writing with the accompanying documents to be attached. Failure to do so may result in disciplinary actions.

Large transfers of chapter assets in excess of ten thousand dollars (\$10,000.00) held in CDs, trusts, or other accounts held in financial institutions, must be immediately reported to the Department to ensure that these funds are being appropriately administered in compliance with current laws and regulations. This will allow the integrity that funds are being used in support of service to veterans, not other entities that are contrary to our governing Bylaws and Regulations.

Regulation 6: Use of DAV Facilities

All chapters with quarters specifically designated as a DAV facility, is to have an area set aside in the facility that is equipped and suitable to provide services to ill and injured veterans, their dependents and survivors. The chapters are to have a Certified Service Officer that is available to provide such services.

Regulation 7: Districts

In order for the Department of Massachusetts to maintain the integrity or its mission to disabled veterans, all Districts are asked to be attentive to these suggestions and requirements.

The purpose of Districts is to help make life better for disabled veterans and to work within their Districts to help, aid, and assist the chapters.

If an in-person meeting is not able to be held, then an online video conferencing platform may be utilized. This will not limit in any way the Districts from having more meetings or any functions as they may wish. This is to facilitate the visitations by Department Line Officers, officers and Chairman without having too many at one (1) District meeting.

The District must elect a Commander and Senior Vice Commander and must select by appointment or election, an Adjutant, Department Executive Committee member, Alternate Department Executive Committee member and may elect one (1) or more Junior Vice Commanders and select other officers as they wish. Election or appointment of District Officers shall not be held via an online video conferencing platform.

Board of Directors members are responsible to attend their District's meetings and report to them as are District Department Executive Committee members.

Each District will ensure that they have a Service and Charity Chairman, Membership and Legislative Chairman who will work with the corresponding Department Chairman. The Districts must keep the Department Office apprised of the names and contact information of the District Chairman. (Approved May 14, 2011 DEC).

Regulation 8: Enforcement

In order for the Department of Massachusetts and its subordinate units to maintain the integrity of its mission to disabled veterans, all infractions of its policies shall be referred to the Board of Directors and Department Executive Committee for appropriate action.

I CERTIFY that the within constitution and/or by-laws does not conflict with those of the National Organization, and to that extent, is approved.

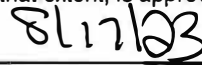
Date:



DAV National Judge Advocate

I CERTIFY that the within constitution and/or by-laws does not conflict with those of the National Organization, and to that extent, is approved.

Date:



DAV National Judge Advocate

