



June 13, 2023

Michael Kemery, Commander  
Department of Arizona VFW  
6423 S Ash Ave  
Tempe, AZ 85283

Re: Proposed Amended Bylaws

Dear Comrade Kemery:

Receipt is acknowledged of the proposed revised Bylaws for the Department of Arizona, VFW, submitted for review of the Commander-in-Chief in accordance with Section 502 of the Manual of Procedure.

These documents have been designated amended Bylaws to reflect their replacement of previously reviewed Bylaws.

A review of the proposed amended Bylaws discloses that they are in compliance with the Congressional Charter, Bylaws, Manual of Procedure, Ritual, and laws and usages of the Veterans of Foreign Wars of the United States.

A copy of the reviewed amended Bylaws has been retained for our files and two sets herewith returned.

Respectfully,

Johnathan Duncan  
Director, Administrative Operations

Cc: Department Adjutant

**NATIONAL HEADQUARTERS**

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DEPARTMENT OF ARIZONA  
VETERANS OF FOREIGN WARS OF THE UNITED STATES  
PROPOSED BYLAWS

ARTICLE I  
NAME AND JURISDICTION

- SECTION 1. NAME: This subdivision of the Veterans of Foreign Wars of the United States shall be known as the Department of Arizona, Veterans of Foreign Wars of the United States, herein after, referred to as "DEPARTMENT".
- SECTION 2. TERRITORIAL JURISDICTION: The territorial jurisdiction of this Department shall conform to the territorial limits of the State of Arizona.

ARTICLE II  
SUBORDINATION AND GOVERNING BODY

- SECTION 1. The Supreme Power of the Department is vested in the National Convention of the Veterans of Foreign Wars of the United States and this Department shall at all times be governed by the Congressional Charter and Bylaws adopted by said Council of Administration and orders of the Commander-in-Chief.
- SECTION 2. Subject to the provisions of the National Congressional Charter and Bylaws, the Government of this Department shall be vested in the Department Convention, Department Council of Administration and lawful orders of the Department Commander.
- SECTION 3. VACANCIES: In the event of a vacancy in the office of Commander or Commander-elect, the Senior Vice Commander or Senior Vice Commander-elect may at once, and without further formality, succeed to the title and duties of such office and the Junior Vice Commander or the Junior Vice Commander-elect may at once, and without further formality, succeed to the title and duties of the Senior Vice Commander. Likewise, in the event of a vacancy in the office of Senior Vice Commander or the Senior Vice Commander-elect, the Junior Vice Commander or the Junior Vice Commander-elect may at once, and without further formality, succeed the title and duties of said office.

All other vacancies occurring in the elected offices, including the office of Junior Vice Commander of the Department shall be filled by the Council of Administration in accordance with Section 520 of the National Bylaws and Manual of Procedure.

- SECTION 4. The elected officers of the Department shall be a Commander, Senior Vice Commander, Junior Vice Commander, Quartermaster, Chaplain, Judge Advocate and Surgeon.

The appointed officers shall be an Adjutant.  
Service Officer, Chief of Staff, Officer of the Day and Inspector.

ARTICLE III  
OBJECTS

SECTION 1. The objects of this Department shall be those set forth in the National Congressional Charter of the Veterans of Foreign Wars of the United States.

ARTICLE IV  
DEPARTMENT HEADQUARTERS

SECTION 1. The Headquarters of this Department shall be located in Maricopa County, Arizona.

SECTION 2. All orders emanating from Department Headquarters shall be in written or printed form and may be disseminated by facsimile or other electronic means.

ARTICLE V  
COMPOSITION OF DEPARTMENT CONVENTION

SECTION 1. The Department Convention shall consist of:

1. The Commander-in-Chief and Past Commanders-in-Chief who are members in good standing in a Post within the Department.
2. The National Council Member, the Department Commander, all Past Department Commanders who are members in good standing in a Post within the Department; all elected officers of the Department. Chief of Staff, Inspector, and the Adjutant.
3. All District Commanders throughout the Department. In the absence of the District Commander, the District Senior Vice Commander, or, in the Senior Vice Commander's absence, the District Junior Vice Commander may be registered and function as a member of the Convention.
4. All Post Commanders throughout the Department. In the absence of the Post Commander, the Post Senior Vice Commander, or, in the Senior Vice Commander's absence, the Post Junior Vice Commander may be registered and function as a member of the Convention.
5. Delegates to be elected by the Posts.

SECTION 2. The delegate and alternate strength shall be one for each thirty (30) or fraction of members in good standing, as of March 31<sup>st</sup>. Delegates and alternates shall be elected in accordance with Section 222 of the Manual of Procedure.

SECTION 3. A delegate registration fee of five dollars and fifty cents (\$5.50) shall be paid by each Post for every delegate to which it is entitled, said dues to be in the hands of the Department Quartermaster not less than fifteen (15) days prior to the convening of the annual Convention.

SECTION 4. Voting on all elected officers shall be by Roll Call Vote and should only one candidate be nominated for any elected office, the presiding officer shall be empowered to instruct the Department Adjutant to cast one vote for the nominee who shall be declared elected.

SECTION 5. SELECTION OF CONVENTION SITE.

- A. Site selection for the Annual Department Convention shall be invested in a Convention Committee composed of four (4) members to be elected for terms of one (1), two (2), three (3), and four (4) years, and thereafter one (1) shall be elected each year for a term of four (4) years, and one voting member to be appointed by the State Commander each year. The Adjutant and Quartermaster shall be ex-officio members of the Committee and serve as its Secretary and Treasurer. The Convention Committee shall seek out and evaluate various potential sites for the State Convention to assure that site selection can occur three (3) years in advance of the convention. The Convention Committee will make recommendations to the Annual Convention for decision by the delegates assembled.
- B. Duties, funding and responsibilities of this committee shall be governed by Committee Bylaws approved by the State Convention.
- C. Vacancies on the committee occurring between Conventions shall be filled in the following manner; if the vacancy occurs in any level of the Committee each member shall ascend to the next highest level. The office of four (4) year will then be filled by Department Council action, unless they choose to pass this duty on to the Department Convention body.
- D. If no acceptable bid is received prior to convening of the State Convention; or if a previously approved Convention Site cannot meet its commitments, then the Department Council of Administration shall have the authority to select or change the site for the Department Convention.
- E. Additionally the Committee will seek and secure bids for the Fall and Winter Conferences.

SECTION 6. The minutes of the Department Convention shall be recorded and a digest thereof furnished to all Department Officers and Post Commanders not more than sixty (60) days after adjournment of the Convention.

ARTICLE VI  
RESOLUTIONS

SECTION 1. All resolutions from Posts and Districts for Convention consideration shall be typewritten in triplicate, and shall be in the hands of the Department Adjutant at least sixty (60) days prior to the convening of the Convention, so that an appropriate copy for the study thereof may be forwarded at least thirty (30) days prior to the convention convening to the Department Commander, Committee Chairman concerned and the Post Commanders.

SECTION 2. No resolution, other than those by condolence and appreciation, shall be considered by the convention unless the provisions of section 1 of this Article have been complied with, except by a two thirds (2/3) vote of registered delegates.

SECTION 3. All resolutions passed at the Department Convention shall have continuing force and effect unless rescinded, repealed or amended by a succeeding Department Convention.

SECTION 4. All resolutions or action of any Department Convention affecting the continuing policy, operations or finances of this Department, shall be listed by subject in a separate file to be maintained by the Department Adjutant at Department Headquarters, which shall be available to the Department Officers and Council of Administration at all times.

## ARTICLE VII COUNCIL OF ADMINISTRATION

SECTION 1. The composition of the Department Council of Administration shall consist of the Commander, Senior Vice Commander, Junior Vice Commander, Adjutant, Quartermaster, Chaplain, Judge Advocate, Surgeon, Inspector, Chief of Staff, immediate Past Department Commander and the District Commanders. In the absence of the District Commander the District Senior Vice Commander, and in the absence of the District Senior Vice Commander the District Junior Vice Commander may function as a member of the Council of Administration.

SECTION 2. The Council of Administration shall meet at least three (3) times annually at such time and place as the Department Commander shall designate. If the situation should occur where the Department Commander is unable to designate the time and place of the next Council of Administration meeting, the Senior Vice Commander shall have the authority to select the site and time.

SECTION 3. Electronic Attendance: The Department shall allow electronic attendance, with Prior coordination with the Department Commander, for all Council of Administration meetings in accordance with VFW National Bylaws, but with no less than 25% of in-person attendance.

SECTION 4. Members of the Council shall be reimbursed for official travel, housing and per diem. Rates to be recommended by the Department Budget Committee and established by the Council at the first regular or special meeting held to determine the Department Budget for the current year.

SECTION 5. All Department Officers and Post Commanders shall be furnished a digest of the minutes of all Council Meetings within sixty (60) days after each Council meeting.

SECTION 6. Districts of the Department shall be numbered and constituted as follows:

DISTRICT NO. 1 Geographical Boundaries: South West Arizona  
POSTS: 769, 1763, 2357, 3708, 6790 and 8242

DISTRICT NO. 2 Geographical Boundaries: North Central Arizona  
POSTS: 541, 1709, 6739, 7400, 9632, 10227 and 12128

DISTRICT NO. 3 Geographical Boundaries: West Phoenix and Western Maricopa County  
POSTS: 40, 285, 1433, 2135, 6310 and 12098

DISTRICT NO. 4 Geographical Boundaries: E Phoenix, Mesa, Black Canyon City, Scottsdale, Tempe, Fountain Hills, N Phoenix and Anthem, East Phoenix, Eastern Maricopa County and North Glendale  
POSTS: 720, 1760, 1796, 3513, 3632, 7507, 9400, 12031 and 12210

DISTRICT NO. 5 Geographical Boundaries: Tucson, Mammoth and Marana.  
POSTS: 549, 2767, 4903, 5990, 10015, 10254 and 12222

DISTRICT NO. 6 Geographical Boundaries: Eastern Arizona Globe, Pinetop/Lakeside, Tonto Basin, Eagar and Show Low.  
POSTS: 1704, 2364, 6789, 8807, 8987 and 9907

DISTRICT NO. 7 Geographical Boundaries: South East Arizona  
POSTS: 836, 2066, 6271, 9972, 9977, 10385

DISTRICT NO. 8 Geographical Boundaries: West Central Arizona.  
POSTS: 404, 6306, 7061, 9401, 10005 and 10726

DISTRICT NO. 9 Geographical Boundaries: North West Arizona  
POSTS: 2190, 2555, 3516, 9833, 10386 and 11014

DISTRICT NO. 10 Geographical Boundaries: Central Arizona Casa Grande, Superior, Coolidge, Chandler, Apache Junction, Sun Lakes and Maricopa, Southern Maricopa County and Northern Pinal County  
POSTS: 1677, 3584, 3713, 7401, 7968, 9399 and 12043

SECTION 6. Two (2) or more Posts in the Department of Arizona, Veterans of Foreign Wars may consolidate as provided for in Section 209 of the National Bylaws and Manual of Procedure.

SECTION 7. The Budget approved by the Department Council of Administration at the beginning of each new Department Commander's year will not be altered or adjusted from one program to another, by either the Department Quartermaster or the Commander unless it is referred to the Budget Committee, and presented to the Department Council of Administration for recommended changes or adjustments and approved by the Council. The Department Quartermaster shall furnish each member of the Council of Administration at least fifteen (15) days prior to each meeting of the Council, a copy of any proposed changes in the Department Budget. No changes in the Department Budget shall be made unless this provision is complied with.

SECTION 8. CONFLICT OF INTEREST

Whenever a member of the Council of Administration has a financial or personal interest in any matter coming before the Council of Administration, the affected person shall:

- A. Fully disclose the nature of the interest and;
- B. Withdraw from discussion, lobbying and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the Council of Administration determine that it is in the best interest of the Department of Arizona to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## SECTION 9. INDEMNIFICATION

The Department shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Department against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Department; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of members of the Council of Administration who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Department and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## ARTICLE VIII COMMITTEES

SECTION 1. All Convention Committees shall be appointed by the Department Commander, unless otherwise provided, at least thirty (30) days prior to convening of the Department Convention. All members of the Council of Administration and all Post Commanders shall be notified of the names of all Convention Chairman within five (5) days following their appointment.

SECTION 2. The Standing Committees and Appointments of the Department shall be made within fifteen (15) days following each Convention and are as follows:

- |                       |                               |
|-----------------------|-------------------------------|
| (A) COMMUNITY SERVICE | (G) BYLAWS                    |
| (B) EMPLOYMENT        | (H) RESOLUTION                |
| (C) BUDGET            | (I) VETERANS SERVICE          |
| (D) LEGISLATIVE       | (J) SCOUTING/YOUTH ACTIVITIES |
| (E) MEMBERSHIP        | (K) AUDIT                     |
| (F) POPPY             | (K) VFW RIDERS                |

SECTION 3. The Service Committee shall consist of the Department Commander, and four (4) immediate Past Department Commanders, but in the event of death, disability or inability of any Past State Commander to serve on this committee that his or her place shall be filled by the Past Department Commander last retired from the Committee who is ready, willing, and available to serve. When a Department Commander retires at the end of their term, the Senior Past Department Commander shall thereupon retire from the Committee. The committee shall have full control of the Veterans Service Work of the Department, recommend salaries and prescribe the duties of all officers and employees of the Department Veterans Service Office. Notwithstanding anything herein, the Commander shall appoint the Department Service Officer subject to the approval of the majority of the elected and non-salaried ex-officio members of the Department Council of Administration and the Council of Administration shall have the powers to fix all Department salaries.

SECTION 4. The Department of Arizona, Veterans of Foreign Wars of the United States shall not be responsible for the negligent or wrongful acts or omissions nor the contractual obligations or debts of any Post or District, nor for the negligent or wrongful acts or omissions or contractual obligations or debts of any activity, clubroom, holding company or unit sponsored, conducted or operated by, for or on behalf of any Post or District.

Any activity, clubroom, holding company or unit sponsored, conducted or operated by, for or on the behalf of a Post or District shall be at all times under the control of such Post or District and all funds derived there from shall be at all times under the direct control of such Post or District.

#### ARTICLE IX DEPARTMENT DUES

SECTION 1. Department dues shall be Eight Dollars and Fifty Cents (\$8.50) per annum, payable by every member in good standing, except Life Members. .



SECTION 2. The Adjutant General or the Department Adjutant will require proof of eligibility for Members-at-Large.

ARTICLE X  
REMITTANCES TO DEPARTMENT

SECTION 1. All remittances of money to Department Headquarters shall be made payable to "DEPARTMENT OF ARIZONA VFW" without adding the name thereto of any comrade.

ARTICLE XI  
FUNDS

SECTION 1. GENERAL FUND: All money received by the Department from whatever source which is not set aside as a Special Fund or for a designated purpose shall constitute the General Fund.

SECTION 2. SPECIAL FUNDS:

A. Sufficient funds to purchase the outgoing Department Commander a Life Membership in the Veterans of Foreign Wars, if the Department Commander already has a Life Membership; funds budgeted for this purpose may be used to purchase a gift. Any portion of these funds not used for the intended purpose will revert to the General Fund at the end of the fiscal year.

B. Upon passage of Arizona Law authorizing a Veterans of Foreign Conflict license plate, a special fund account shall be created for the sole purpose of supporting the Arizona VFW Service Office.

SECTION 3. The Department Quartermaster shall be the custodian of all funds and will maintain separate accounts for the General Fund and all Special Funds and such funds as required by the National Bylaws. He/she shall be given good and sufficient security, approved by the Council of Administration, for the faithful performance of his/her duties, the cost of which shall be paid from Department funds.

The Quartermaster shall be permitted to disburse funds using acceptable banking practices including the utilization of Electronic Funds Transfer through the Automated Clearing House.

SECTION 4. The Audit Committee, among other duties, shall inspect the books and records of the Department Quartermaster once each quarter and the results will be reported to the Department Commander for dissemination to the Council of Administration.

ARTICLE XII  
AMENDMENTS

SECTION 1. These Bylaws may be amended by the Department Convention by a two-thirds (2/3) vote of the members present and voting, provided the amendment shall have been forwarded to Department Officers and Posts at least thirty (30) days prior to the convening of the Convention. No amendments shall become effective until reviewed by the National Commander-in-Chief, Veterans of Foreign Wars of the United States.

SECTION 2. Whenever these Bylaws or subsequent amendments may be found to be in conflict with the present or future National Bylaws, the latter shall prevail and be binding upon this Department as though written herein.

THESE BYLAWS WERE APPROVED BY THE DELEGATES ASSEMBLED AT DEPARTMENT CONVENTION JUNE 1 – JUNE 4, 2023 AT THE SCOTTSDALE PLAZA RESORT SCOTTSDALE, ARIZONA AND RESCINDS ALL PREVIOUS DEPARTMENT BYLAWS AND AMENDMENTS THERETO.



WILLIAM SCHAEFFLER  
DEPARTMENT COMMANDER



LEWIS E. WOOD  
DEPARTMENT ADJUTANT



REVIEWED **June 13 2023**  
FOR THE COMMANDER-IN-CHIEF



BRIAN K. WALKER  
ASSISTANT ADJUTANT GENERAL

BY JOHNATHAN R. DUNCAN, DIRECTOR  
ADMINISTRATIVE OPERATIONS