Bylaws of the

Minnreg Veterans Association

Revised August 12, 2026

Table of Contents

The name of the organization is MINNREG VETERANS ASSOCIATION, INCORPORATED (hereafter referred to as MVA, as it is more commonly known) a non-profit 501(c)(4) Local Association of Employees incorporated under the existing laws of the State of Florida.

PURPOSE

The purpose of this Association shall be to provide social, educational and recreational events for the benefit of the members and to provide support to 501(c)(3) organizations operating in Pinellas County that support families, children and military veterans.

ARTICLE I. OFFICES

The Corporation will have such offices, within Pinellas County, within the State of Florida, as the Board of Directors determines.

ARTICLE II. MEMBERS

Section 2.1 MEMBERS

Individuals who have paid annual dues as determined by the Board. Only active members have the right to vote.

Any member may attend Board of Directors and Officers meetings.

Members are required to have been employed by Honeywell, Inc., in any capacity, for any length of time and at any of the Pinellas Country locations. Membership annual dues, as set by the Board, must be paid in the first quarter of each year to maintain active member status.

Section 2.2 ASSOCIATE MEMBERS

Spouses and relatives of a Honeywell employee or retiree are eligible to become associate members. Associate members do not have voting privileges.

Individuals not directly connected to Honeywell, but who have been sponsored by an approved member and approved by the Membership Committee, may become an associate member.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 FUNCTION

The Board of Directors is the governing body of the organization, overseeing vision, mission, and internal operations. Board members hold overall fiscal and managerial oversight responsibility. They are charged with the supervision and oversight of the organization's mission and goals. The Board shall appoint standing or ad hoc committees to perform specific tasks, internal operations, or functions. Ultimately, all Board members serve as ambassadors for the organization's mission, inside and outside the organization.

The Board shall consist of a Chairperson, Vice Chairperson, and seven (7) Directors at Large. Also serving are the President of the MVA, Treasurer, Corporate Secretary and Recording Secretary. The President of MVA, Treasurer, and Recording Secretary shall not have voting privileges. The Corporate Secretary shall have voting privileges if also a Board member and shall have a term of office for two (2) years.

The treasurer shall be appointed by the Board.

Vacancies in all elected offices, except the Chairperson, shall be selected by the Board at its next regular or special meeting. The office of the Chairperson shall be filled by the Vice Chairperson, with the Corporate Secretary second in line should the Vice Chairperson for any reason not succeed to the office. The Chairperson may designate, on an acting basis, another Director or officer to perform the duties of an officer because of a temporary absence.

The Board of Directors approves budgets. Budgets are defined in November and approved in December.

Section 3.2 QUALIFICATION

Directors must be members in good standing and have a minimum of five (5) years tenure with Honeywell.

Any exceptions will be subject to Board approval.

Section 3.3 COMPENSATION OF THE BOARD OF DIRECTORS

The Board of Directors shall not receive compensation.

Section 3.4 TENURE AND NUMBER

Directors are elected to serve two (2) year terms, from January 1 through December 31. There are no term limits on Board membersip.

The Board shall consist of a Chair, Vice Chair, and seven (7) At-Large members. The number of Directors may be increased or decreased from time to time but shall never be less than five (5) at any time.

Section 3.5 BOARD ELECTIONS

Annual elections, by the members, shall be conducted in November. Nominations for the Board and President shall be made by the members.

a. Annual Election of Board

To ensure continuity of leadership, five Board members shall be elected in odd-numbered years and four Board members shall be elected in even-numbered years.

b. Election of Chairperson/Vice Chairperson

The Board shall elect a Chair who will preside at all meetings of the directors and will have such other duties as may from time to time be prescribed by the Board of Directors. In addition, the Board shall select a Vice Chair to fulfill the duties of the Chair in his/her absence.

c. Election of President

As a member of the Board of Directors, the President will be nominated and elected at the same time as the Board of Directors. The President will serve a one (1) year term. There are no limitations on consecutive terms.

Section 3.6. REMOVAL, RESIGNATION, AND VACANCIES

a. Removal by the Board

Any Director may be removed from office, with cause, by the affirmative vote of a majority of the Directors then in office. A Director is removed if the number of votes cast in favor of removal exceeds the number of votes cast against removal.

b. Resignation

A Director may resign at any time by delivering written notice of resignation to the Board of Directors, the Chairperson of the Board, or the Corporation (at its principal office or as otherwise designated).The resignation takes effect upon delivery of the notice unless the notice specifies a later effective date. If a resignation specifies a later effective date, the Board may fill the pending vacancy before that date, but any successor Director may not take office until the effective date of the resignation.

c. Notice Requirement

Any Board vacancy requires a notice to the Board members by the Board Chair.

d. Filling Vacancies

Any vacancy on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, and shall serve for the remainder of the vacated term.

Section 3.7. QUORUM AND VOTING

A quorum consists of a simple majority of the Board members.

Section 3.8. ANNUAL, REGULAR, AND SPECIAL MEETINGS

An annual meeting of the Board of Directors shall be held each year. Regular meetings may be held at such times as the Board of Directors may require. Special meetings may be held at such times as called by the Chairperson of the Board or at the request of a Board member.

Section 3.9. ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a Board of Directors meeting or a meeting of a committee of the Board of Directors may be taken without a meeting.

Section 3.10. DIRECTORS and OFFICERS CONFLICT OF INTEREST

A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and Board Members are obligated to act in the best interest of the organization. This obligation requires that any Officer or Board Member, in the performance of organization duties, seek only the furtherance of the organization purpose. At all times, Officers and Board Members are prohibited from using their job title or the organization's name or property for private profit or benefit.

Section 3.10.a Gratuities.

The Officers and Board Members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3.10.b Financial Interests.

No Officer or Board Member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract. This extends to:

1. The Officer or Board Member;
2. Any member of their immediate family;
3. Their partner;
4. An organization in which any of the above is an officer, director, or employee;
5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

C. Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

D. Record of Conflict - official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

Section 3.11. BOARD COMMITTEES

A. Establishment

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, establish one or more standing or special committees (such as Executive, Finance, Program, Audit, Governance, or Nominating committees) and define their purpose, authority, and composition. The Board may also designate advisory committees or task forces that include non-Directors.

B. Appointment

The Board Chair shall appoint the Chair and members of each committee, subject to approval by the Board of Directors (or as otherwise provided in these Bylaws).

Committee members serve at the pleasure of the Board and may be removed or replaced by the Board at any time.

ARTICLE IV. OFFICERS

Section 4.1. NUMBER

The officers of the Corporation shall consist of a President, Chairperson, Corporate Secretary, and a Treasurer.

Section 4.2. CORPORATE OFFICERS DUTIES

The specific duties and responsibilities of the Corporate Officers, namely the President, Chair, Corporate Secretary, and Treasurer, shall be maintained on the official digital website. This information shall be kept in a centralized location that is easily accessible and identifiable by all members of the organization. The scope and requirements of these duties shall be reviewed (and amended as deemed necessary) at least on an annual basis to ensure ongoing organizational alignment.

Section 4.3. REMOVAL, RESIGNATION, AND VACANCIES

A. Removal:

Any officer elected or appointed by the Board of Directors may be removed at any time, with cause, by the affirmative vote of a majority of the Directors then in office.

B. Resignation:

Any officer may resign at any time by delivering written notice of resignation to the Corporation (at its principal office), the Board Chair, the President, or the Board of Directors.

C. Filling Vacancies:

Any vacancy in any officer position, however occurring (including by death, resignation, removal, disqualification, expiration of term, or increase in the number of authorized officers), shall be filled by the affirmative vote of a majority of the Directors then in office.

ARTICLE V. BOOKS AND RECORDS

The Corporation will maintain:

1. Minutes of the proceedings of the Board of Directors, Officers and committees.
2. Accurate accounting records.
3. A copy of the current Articles of Incorporation and Bylaws of the Corporation.
4. A list of the names and business addresses of the current Officers and Directors of the Corporation.
5. Voting records.
6. A copy of the most recent annual report for the Corporation, as filed with the Secretary of State.

Ongoing processes and procedures shall be maintained. Additional procedures deemed important for ongoing activities will also be documented in corporate procedures.

ARTICLE VI. DISSOLUTION

The Corporation may be dissolved only upon authorization of the Board of Directors at a special meeting called for that purpose and with the subsequent approval of at least two-thirds (2/3) of the Members.

In the event of dissolution:

1. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore.
2. Any assets not held upon a condition requiring return, transfer, or conveyance to another organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to the Pinellas Community Foundation or such other organization as determined by the Board of Directors, consistent with the Corporation’s charitable purposes.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify and hold harmless any Director or Officer who is made a party to, or involved in, any legal action by reason of their position with the Corporation, to the fullest extent permitted by law, as it exists or may hereafter be amended, provided that any amendment permitting broader indemnification shall apply only to the extent allowed by such amendment.

ARTICLE VIII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Officer, Director, Member of a committee, or other person connected with the Corporation shall receive any portion of the Corporation's net earnings or profits, except for reasonable compensation for services rendered as approved by the Board of Directors.

ARTICLE IX. EXEMPT ACTIVITIES

Notwithstanding any other provision of theses Bylaws, no Officer, Director or Representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (4) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE X. AMENDMENTS

These Bylaws may be amended, altered or repealed by a two-thirds (2/3) vote of the Board of Directors at any meeting, provided that notice of the proposed amendment is given to all Directors at least ten (10) days in advance of the meeting.

Such changes must be ratified by a simple majority of members at the monthly luncheon meeting following the Board action. If the member vote is carried, the new bylaws are approved and shall be posted on the Corporate website. If the member vote is not carried, the reason shall be determined, and the recommended bylaws shall be sent back to the Board for reconsideration

No amendment shall be adopted that conflicts with the Articles of Incorporation or any applicable federal or state law.

Officers Signatures:

______________________________	______________________________
Chairperson of the Board (Sign & Date)	**President (Sign & Date)**
John Bowers	**Thom Dupper**