

ARTICLE ONE

ORGANIZATION PROVISIONS

The United Veterans Council of Santa Clara County (hereinafter, "UVC") was established in 1919 to promote the common good and welfare of all veterans, their dependents, widows, orphans, and citizens of the United States. The UVC was officially incorporated as a not for profit Veterans group – IRS 501(c)19 -- by the State of California on the 11th of February 1966 with membership confined to veterans organizations and their auxiliaries.

ARTICLE TWO

OBJECTIVES

Section 1. The primary objective of the UVC is to support all veterans by providing information on legislation, or other actions, that might be detrimental to, or for the good of, veterans, through the member Santa Clara County veteran organizations.

Section 2. Each year, on the day designated by the U.S. Government as **Memorial Day**, a fitting and proper service and ceremony to honor all veterans, from all wars, who gave the ultimate sacrifice for their country, will be conducted by the UVC.

Section 3 Local patriotic observances such as **Flag Day, Independence Day, Labor Day**, and any other city or county patriotic observances, will be supported by the UVC. UVC member organizations are encouraged to support and participate in patriotic activities and functions sponsored by other veteran groups.

Section 4. A suitable street parade, to be known as **Veterans Day Parade**, to be held on the 11th of November each year to honor all military service personnel, past or present, living or dead, will be planned, coordinated, and directed under the auspices of the UVC.

ARTICLE THREE

MEMBERSHIP

Section 1. Regular membership on the UVC shall consist of delegates from veteran organizations, and their auxiliaries, from Santa Clara County, California as defined under Article Three of the Constitution of the UVC.

Section 2. A non-voting Associate membership to the UVC is available to individuals and/or organizations who do not qualify as Regular members but who have demonstrated a genuine interest in veterans and who subscribe to the purpose and objectives of the UVC. An Associate member may not vote or hold office in the UVC and must be approved for membership by a two-

thirds vote of the UVC delegates present at a regular meeting.

ARTICLE FOUR

DUTIES OF OFFICERS

The duties of officers of the UVC, as defined under Article Four of the UVC Constitution, are as follows:

Section 1. President: The purpose of the Office of President of the UVC is to direct and provide oversight of the activities of the UVC and to preside over all meetings of the Council unless unavoidably absent. The President shall have the right of general leadership over all affairs of the Council including elections, audits, meetings, notices, finance, public observances, social gatherings, and correspondence. The duties of the Office of the President include, but are not limited to the following:

- (a) The President shall conduct all meetings in a manner appropriate for achieving the goals of the Council and use Robert Rules of Order as a guideline to ensure appropriate decorum for conducting the business of the meeting. The President is the ultimate authority, and shall be the final determinate, of the procedures to be employed for conducting Council meetings.
- (b) The President shall appoint the chairperson of all committees, and their membership (and shall be a *member ex-officio*), that will carry out the duties of the committee for the good and/or welfare of the UVC.
- (c) The President shall be the representative of the UVC in any interface, or intercourse, with governmental, public, or media individuals or groups in the provision of information, and/or negotiation of UVC business, unless a representative is specifically appointed by the President to act in his/her stead.
- (d) The President shall authorize all orders or requisitions made on the Treasurer for appropriation of money approved by the Council for the conduct of UVC business. The President shall approve and sign the Treasurer's reports required by governmental agencies, and ensure that these reports are submitted as appropriate.
- (e) The President, shall appoint three (3) delegates to the UVC to conduct an annual audit of the Council books in the custody of the Treasurer. The President shall submit the results of the audit to the Council thirty (30) days prior to the installation of new officers.

Section 2. Vice President: The Vice President of the UVC shall assume the duties of presiding over meetings of the Council, and have the authority to act as the representative of the Council, in the absence of, or as directed by, the President of the UVC. Specific duties of the

Vice President include:

- (a) The Vice President shall assist the President with all legitimate policies and functions that are brought before the Council for consideration and promoting the goals and objectives of the UVC.
- (b) The Vice President shall serve in the capacity of membership coordinator responsible for the recruitment of eligible organizations for membership on the Council and dissemination of renewal notifications to eligible organizations prior to the annual UVC election meeting. The Vice President shall be responsible for contacting prospective members and providing membership materials/applications, a copy of the UVC Constitution and By-Laws, and an invitation to the next UVC meeting. The Vice President shall maintain a record of all member organizations, and their delegates, along with their membership applications.

Section 3. Judge Advocate: The Judge Advocate serves as a legal advisor to the UVC President and to the Council. Duties include, but are not limited to advising the UVC on such legal issues as may come before it and, upon request of the President, provide advice and interpretation of the Constitution and By-Laws and on questions of parliamentary procedure. The Judge Advocate also serves as chairman of the elected officer nominating committee as well as the “Veteran of the Year” award committee. The UVC Judge Advocate shall preside over Council meetings in the absence of the President and Vice President and has the authority to act as the representative of the Council in their absence or as otherwise directed.

Section 4. Secretary: The purpose of the UVC Secretary is to keep the minutes of the meetings and to carry on necessary correspondence for the Council. Duties of the UVC Secretary include, but are not limited to the following:

- (a) Produce and distribute copies of the minutes of the previous Council meeting to the delegates at the beginning of each regular UVC meeting. The Secretary shall maintain a book, or file, of minutes of all past meetings and correspondence.
- (b) Prepare, dispatch, and receive correspondence and assist the President in clerical assignments of the UVC.
- (c) The UVC Secretary shall be responsible for preparing and filing all reports required by the Council and governmental agencies.
- (d) The UVC Secretary shall prepare and maintain a meeting sign-in sheet to record attendance of all delegates, alternates, and guests. The sign-in sheet shall contain the name of the individuals present, membership organization they represent, attendance status (i.e., delegate, alternate, or guest), telephone number, and E-mail address.
- (e) The UVC Secretary shall preside over Council meetings in the absence of the

President, Vice President, and Judge Advocate, and has the authority to act as the representative of the Council in their absence or as otherwise directed.

Section 5. Treasurer: The Treasurer of the UVC serves as the custodian of Council monies. The Treasurer shall keep accurate financial records and prepare financial reports to be presented at each Council regular meeting detailing all transactions and the balance of the Council Treasury. Duties of the UVC Treasurer include, but are not limited to the following:

- (a) Hold funds of the Council and pay out of the said funds upon requisition in due form as authorized by the Council delegates and approved by the President. The Treasurer and one other authorized officer shall sign all checks that have been duly authorized for payment by the delegates during a regular meeting.
- (b) Maintain the account of the Council member dues and collect all monies due the Council, giving in all cases receipts therefore, and notify all Council members who are in arrears. A "Notice of Arrears" will be sent to the UVC member organization that is three months in arrears for their dues.
- (c) Prepare and submit, over the signature of the President, all required financial instruments and/or reports required by governmental agencies by applicable state or federal law.
- (d) Prepare and maintain an accurate and adequate set of financial books accounting for all receipts and disbursements of UVC funds.
- (e) Prepare and submit an annual report on the financial condition of the Council to the UVC delegates during the annual election meeting.
- (f) The Treasurer shall prepare and submit an annual budget to the UVC delegates at the first regular meeting following installation of the newly elected officers. The budget shall serve as a plan for coordination of resources and expenditures for the coming year.

Section 6. Sergeant-At-Arms: The Sergeant-At-Arms is responsible for maintaining reasonable and proper decorum at all meetings of the UVC. Duties of the UVC Sergeant-At-Arms include, but are not limited to the following:

- (a) Prepare the meeting facility, including proper arrangement of seating and the placement of appropriate National and Council colors as required.
- (b) Announcement and introduction of guests, and escorting them as required by the presiding officer.
- (c) Insure that all officers, Past Presidents, UVC delegates/alternates, and guests are properly registered on the Secretaries sign-in sheet.
- (d) The Sergeant-At-Arms shall present the opening and closing salute and lead the gathering in the Pledge of Allegiance at all meetings.

- (e) The UVC Sergeant-At-Arms is responsible for the UVC colors and their stands. This responsibility includes ensuring that they are available for all patriotic observances that the UVC participates in. Additionally, the Sergeant-At-Arms is responsible for the assembly of a UVC color guard as might be required at ceremonial events.

Section 7. Chaplain: The UVC Chaplain is responsible for conducting such devotional services as might be required or directed by the Council. Duties include, but are not limited to:

- (a) Conducting prayer at all meetings, conducting memorials at veteran ceremonies sponsored by the UVC, and preparing necrology of veterans within the jurisdiction of the UVC.
- (b) The Chaplain is also responsible for appointing the Director of the monthly Flag Lowering ceremonies honoring deceased veterans.
- (c) The Chaplain is to acknowledge the multiplicity of the faiths he may minister to, and to structure services and prayers that are non-denominational, unless prayer or service is directly associated with an individual whose faith is specifically addressed.

ARTICLE FIVE

COMMITTEES

There shall be three (3) Standing Committees of the UVC, as follows: Legislation, Memorial Day, and Veteran's Day. Special Committees may be established by the UVC President, or by action of the Council delegates, and shall serve for the period of time designated in the creation thereof. A Special Committee's duties and responsibilities shall be defined by the President, or by the Council delegates if they established the Special Committee. Standing and Special Committees shall consist of a chair and as many members as deemed necessary by the UVC President, unless otherwise provided for in these Bylaws. The President shall appoint the chair and all members of the committees, subject to approval by the Council delegates. All Standing and Special Committees shall, notwithstanding any other provisions of these By-Laws, consist of delegates to the UVC in good standing. The President shall serve as *member ex-officio* on all Standing and Special Committees, notwithstanding any other provisions of these Bylaws.

Section 1. Legislation: The Standing Committee on Legislation shall keep the Council delegates informed of legislation that may be introduced in the California Legislature or United States Congress, of such a nature as to affect the interest of the veterans, or the patriotic interest of the public, and disseminate information to member veteran organizations along with recommendations of any action that might be deemed advisable or expedient. The Committee shall also act upon matters referred to it by the President. The Legislation Committee shall file a written report with the UVC Secretary, on no less than an annual basis, to be presented to the

Council at the meeting during which elections are held. The report shall include, but not be limited to, actions, findings, and recommendations of the Committee for the twelve months prior to the report.

Section 2. Memorial Day Ceremony: On the 5th of May 1868, the third Commander-in-Chief of the Grand Army of the Republic (GAR), General John A. Logan, published General Order Number 11 that specifically set aside the 30th of May as the day to honor the sacrifices of the soldiers and sailors who saved the Union. Known as Decoration Day, today that day is officially called Memorial Day and the UVC Memorial Day Standing Committee shall prepare and conduct a fitting ceremony to honor those veterans who gave the ultimate sacrifice during any war. Each year, on the day designated by the Government as Memorial Day, the UVC shall conduct a service, including a wreath laying ceremony, to honor all members of the armed forces killed in war.

Section 3. Veterans Day Parade: Each year, since 1919, the UVC has produced a Veterans Day Parade. The Veterans Day Parade Standing Committee shall plan, organize, and conduct a fitting street parade within Santa Clara County as a tribute to veterans and to honor all who have served, or are currently serving their country. As part of this effort, the committee shall be responsible for fund raising to support the parade and a public relations and media campaign to generate public interest and encourage participation in one of the largest Veteran's Day Parades in Northern California.

ARTICLE SIX

ADMINISTRATION

Section 1. Meetings: Meetings of the UVC shall be held at a designated date, time, and place.

- (a) Regular meetings of the UVC shall be held each month at a regularly scheduled time and place known to the membership. Notification of meeting time and date shall be provided via E-mail address provided by the delegates as applicable. Delegates without E-mail access shall be notified through other means such as telephone or the delegate's last known U.S. Postal Service mailing address. All regular meetings of the UVC shall be held within the County of Santa Clara, California.
- (b) Special meetings may be convened by the presiding officer or upon request of five (5) delegates who represent at least three (3) member organizations. The purpose of the special meeting shall be stated in the call, and no other business may be transacted at any special meeting other than that for which it was specifically called. Except in cases of emergency, a minimum of ten (10) days notice shall be given to delegates for a special meeting. E-mail, Telephone and/or U.S. Postal Service mail shall be used for notification of special meetings as appropriate.

- (c) To legally conduct duly called meetings of the UVC, there must be a quorum of at least eight (8) eligible delegates representing not less than four (4) member organizations of the Council.
- (d) When it is necessary to postpone or cancel a scheduled meeting, it shall be the responsibility of the UVC President to notify delegates as expeditiously as possible. Except when not practical, delegates shall be notified of such postponement or cancellation a minimum of two (2) days prior to the scheduled meeting.

Section 2. Absence of Officers: Should any elected officer who is absent for two (2) consecutive regular meetings without good cause or approval, the President of the UVC may declare and give notice that the office is vacant. At the regular meeting of the Council following such notice of vacancy, the Council shall nominate and elect an eligible delegate to fill the remaining term of the absentee officer as provided for in these Bylaws. Appointed officers shall hold their office at the pleasure of the UVC President.

Section 3. Impeachment: The Council may impeach and remove from office, by a two-thirds (2/3) vote, any officer for immoral conduct, or for any abuse or dishonorable practice of any kind, upon providing the officer a due process hearing, presided over by the UVC President. If the President is the subject of the impeachment, the Vice President shall preside at the due process hearing. Should an officer be impeached, the position will be filled through a special election as provided for in these Bylaws.

Section 4. Records Transfer: All UVC documents in the possession of an outgoing officer, elected or appointed, shall be transferred to the incoming officer within thirty (30) days of installation.

ARTICLE SEVEN

ELECTION OF OFFICERS

Section 1. An appointed special nominating committee, as well as nominations made from the floor by eligible Council delegates, shall identify candidates for the elected offices of the UVC.

- (a) Election of officers, as identified in Article Four, Section 2, of the UVC Constitution, shall take place at the regular membership meeting held in December each year.

- (b) The President shall appoint a special committee during the regular October meeting to recommend candidates for officer positions on the Council. The UVC Judge Advocate shall chair the Nominating Committee. The Nominating Committee shall present its recommendation to the Council during the regular November meeting.
- (c) Delegates to the UVC may nominate eligible individuals for Council officer positions during the November meeting. The final nominations and election of officers shall be held during the regular meeting scheduled during the month of December (Annual Election Meeting).
- (d) Nominated candidates for any office must be present when the nomination is made and either accept or decline their nomination prior to a vote being taken. The UVC Secretary shall make official record of the acceptance/refusal.

Section 2. No Council delegate is permitted to be nominated for or hold more than one elected office on the UVC. An elected officer is permitted to also hold an appointed position on the UVC.

Section 3. Only those Council delegates who are physically present at the Annual Election Meeting will be permitted to vote and each delegate present has but one vote. Alternates acting in the stead of an official/eligible delegate shall have the same voting rights as the delegate they are substituting for. Absentee ballots are not permitted.

Section 4. Newly elected officers shall be installed and assume office during the first meeting of the new year (January) to be identified as the Installation Ceremony Meeting. Prior to the Installation, the outgoing President shall appoint the Installation Officer. A Past President shall serve as Installation Officer.

Section 5. In the event that an elected officer is unable to complete the term of office, the UVC President shall call for a special election to fill the unexpired term of the vacated position. Should the President be unable to complete his/her term of office, the Vice President shall succeed to that position and will call for a special election to fill the vacated Vice President position. The presiding officer of the UVC shall call for nominations and a special election to be held during the next scheduled regular meeting of the Council.

ARTICLE EIGHT

FINANCE

Section 1. Budget: The UVC Treasurer shall prepare a budget for submission to the Council at the first regular meeting following the Installation Ceremony meeting containing the amounts required to conduct the affairs of the UVC for the upcoming year. The budget shall serve as a plan for the coordination of resources and expenditures of the UVC. The budget shall be balanced and the total outlays for the year shall not exceed the total receipts. The reserve fund

shall not be used to balance the budget being submitted. Whenever it is necessary and appropriate to amend the budget between annual meetings, the Treasurer shall publish the entire text of the revised budget indicating the specific amendments thereto.

Section 2. Reserve Fund: Prudent financial management dictates that some portion of the funds available to the UVC be reserved for future use. A UVC Reserve Fund shall therefore be established for purposes of unforeseen expenses. The Reserve Fund is defined as a reserve that is created for any unanticipated situation(s) that require spending to mitigate, prevent, or respond to unforeseen financial needs of the UVC. Future uses can be categorized as either pre-planned projects or unforeseen financial emergencies.

- (a) Invoices may need to be paid before the money to settle them is finally received from grants, members, or donors.
- (b) Reserves are needed for emergencies and financial threats (e.g., loss of membership or donors, dispute settlements, fee increases, other unanticipated expenses, etc.).
- (c) A desire to benefit from unforeseen opportunities (e.g., special needs emerge or an opportunity to invest presents itself).

Reserve Fund expenditures are authorized only through a majority vote of the UVC delegates except in the case of financial emergencies as defined in this Section. When it is necessary for such funds to be expended, the UVC President shall announce the use of Reserve Funds at the next regular meeting of the Council. The specific purpose for which the funds are appropriated shall be reported in the minutes.

Section 3. Financial Statements: The Treasurer shall prepare, and submit, to all delegates of the UVC, a statement of the UVC's finances at the beginning of each regular meeting of the Council. This is essential so that the delegates understand the current financial situation of the Council to allow for informed proposal presentations, or motions, for the allocation of UVC resources being made during the meeting.

Section 4. Financial Accounts and Bonding: All funds of the UVC shall be deposited in a reliable depository insured by the Federal Deposit Insurance Corporation (FDIC). All monies shall be deposited and all investments made in the name of the UVC. The UVC Treasurer shall, within thirty (30) days of opening any bank account, investment, or other financial account(s), notify the Council of the account, the primary financial institution or other location(s) where the account(s) reside. The President, along with the immediate Past President and Treasurer, shall execute a bank signature card to facilitate the payment of legitimate bills of the Council. Any officer so authorized shall obtain a fidelity bond for the faithful discharge of the above duties in such sum and with such surety as the Council may determine. The expense of such bonding to be paid by the UVC.

Section 5. Authorizations and Appropriations: Each year there shall be an appropriation included in the annual Council budget, not to exceed a sum of five hundred dollars (\$500), labeled as *President's Discretionary Fund* for the exclusive use of the President. Upon approval

of the Annual Budget, distribution(s) of this fund by the President will not require further need of a vote by the Council. The President will however be accountable for all distributions.

Section 6. Reimbursements: UVC officers may be entitled to reimbursement of certain expenses necessary for the conduct of their respective offices. Such reimbursement shall be limited to the actual expenditure only, and shall be reimbursable only upon presentation of a written request with receipts (or copies of the same) to the Treasurer for approval at a regular UVC meeting. UVC members requesting reimbursement for expenses to conduct UVC business shall seek approval of the Council prior to incurring expenses.

Section 7. Compensation: No Council officer or member may receive any compensation, by gift or otherwise, from the UVC without approval of the Council by majority vote. Reimbursement of reasonable expenses incurred shall not be deemed to be compensation.

Section 7. Audits: The President of the UVC shall appoint three (3) delegates to the Council to conduct an audit of the financial records in the custody of the Treasurer not less than once a year. Such audit must be accomplished with the results reported to the entire Council thirty (30) days prior to the installation of newly elected officers.

Section 8. Membership Dues: Annual dues shall be levied on each member organization at a rate determined by a majority vote of the Council. Said dues shall be payable on the first day of January each year. If not paid by the 31st day of March, the member organization shall be declared delinquent and will not be entitled the rights and privileges of membership on the Council and its delegates will have their right to vote revoked. After six (6) months, a delinquent member organization shall be removed from membership and participation on the Council. To encourage timely payment of dues, a Reinstatement Fee for an organization that has been dropped from membership on the Council shall be fifty percent (50%) of the current annual dues. This Reinstatement Fee may be waived by a majority vote of the Council. New member organizations joining during a month other than January shall be assessed a prorated dues amount to be calculated on a quarterly basis.

Section 9. Fund Raising: The UVC is dependent upon grants and donations to finance the conduct of its activities. To raise operating funds, the Council shall solicit donations from any legally approved source. The UVC shall also be authorized to conduct, or participate in, fund raising events that are legally sanctioned and are in accord with its not for profit charter.

- (a) All fund raising activities, which might conflict with the activities of member organizations, shall not be engaged in without prior consent of the affected organization.
- (b) Sale of products by the UVC, which bear the logo or name of the UVC, shall not be permitted without consent of the Council by majority vote.
- (c) Fund raising activities involving telephone solicitation, direct mail, work place donations, or the sale of goods, shall be restricted and may not be engaged in without prior approval of the Council by majority vote.

- (d) All fund raising activities must comply with applicable Federal, State, and local laws, rules, and regulations.

ARTICLE NINE

POLITICAL ENDORSEMENT

The UVC, and its delegates, may not endorse, on the behalf of the Council, any candidate for any elected office or position. The UVC may comment upon, and endorse, on behalf of the Council, any candidate holding, or proposed for, an appointed position, that directly affects veteran affairs. This is provided that all such comments and/or endorsements made by the UVC are made in consultation with member organizations through their Council delegates.

ARTICLE TEN

AWARDS

The UVC, from time to time, prepares and presents awards and certificates of appreciation to worthy individuals and organizations in recognition of their support to veteran affairs and activities.

Section 1. Certificates of Appreciation: When an individual, or organization, veteran, governmental, or public, performs an act, or series of acts, that are supportive of UVC activities, individual veterans, veteran organizations, or veteran affairs, the UVC may prepare and present a certificate of appreciation for the act. Any Council delegate may recommend a recipient for a Certificate of Appreciation which will be approved and presented by the President of the UVC.

Section 2. Veteran of the Year: The UVC will present an annual award to an individual who has made an outstanding contribution to the UVC or veteran community. The award shall be for acts performed during the previous year and presented annually during the annual installation ceremony meeting. The outgoing Judge Advocate shall be the chair of the “Veteran of the Year” award committee and will present the recommendation of the awardee to the President elect following the annual election meeting. Presentation of an award does not have to be performed annually if there is no individual who has satisfied the criteria.

ARTICLE ELEVEN

RELATIONSHIP WITH OTHER ORGANIZATIONS

The purpose of the UVC is to foster and support all veterans and veteran organizations through the exchange of information and ideas among and between veteran organizations in order to provide better service to veterans and their families. Essentially, the UVC is an

association of veteran organizations. It is not, and will not be, dominant over any veteran organization. It merely provides a central forum within Santa Clara County to disseminate veteran information between veteran organizations and support veteran organization activities for the common good and welfare of all veterans.

ARTICLE TWELVE

AMENDMENTS

Section 1. Amendments Process: The By-Laws of the UVC may be amended at any regular or special meeting by a two-thirds (2/3) vote of those members voting, provided, however, that a copy of the proposed amendment(s) has been submitted in writing to Council delegates at the previous meeting; and, provided further, that a copy of the proposed amendment(s) is submitted in writing to the UVC President.

Section 2. Severability: In the event that any Article (or provisions thereof) in these By-Laws shall be found or held as invalid by any act of law, by any court of competent jurisdiction, or for any other legitimate reason, such invalidity shall not affect the remaining provisions of these By-Laws, and to this end the provisions of these By-Laws are severable, all other provisions remaining in full force and effect.

ARTICLE THIRTEEN

CERTIFICATION

Section 1. Adoption of Bylaws: The foregoing Bylaws having been adopted in the County of Santa Clara, State of California, by the United Veterans Council of Santa Clara County by a two-thirds vote of the delegates concurring, on this 2nd day of May, in the year of our Lord two thousand and six, and of the Independence of the United States of America the two hundred thirtieth, and approved by the President of the United Veterans Council of Santa Clara County on the 2nd day of May, in the year of our Lord two thousand and six, and of the Independence of the United States of America the two hundred thirtieth.

By: 

Ernest A. Glave (PP)
President
United Veterans Council of Santa Clara County

ATTEST:



Robert J. Kadlec
Vice President
United Veterans Council of Santa Clara County



Gene B. Fanucchi (PP)
Secretary
United Veterans Council of Santa Clara County

