

*United Veteran Council
of Monterey County
Constitution and By-Laws*

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be United Veterans Council of Monterey County, California.

ARTICLE II - PURPOSE

The purpose of the United Veterans Council of Monterey County (hereinafter "UVC") was established on 24 October 1983 as a 501(c)(19) tax exempt organization to promote the common good and welfare of all veterans, their dependents, widows, orphans, and citizens of the United States. In 2024, the UVC applied for change of status from 501(c)(19) to 501(c)(3) status and its purpose thereafter shall be "exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code" and its National Taxonomy of Exempt Entities ("NTEE") is W30.

ARTICLE III - MEMBERSHIP

Membership in the UVC shall not be more than three (3) members from each nonprofit which supports veterans as part of its mission statement, Veterans service organization, and/or Auxiliary within Monterey County. There shall be associate memberships in the UVC without voice or vote.

ARTICLE IV - ADMINISTRATION

Section 1: The administrative affairs of the UVC shall be vested in the UVC Board of Directors in emergencies only and all other actions of the UVC Board of Directors must be ratified by a majority vote of those UVC members present and voting, at the next regular UVC meeting.

Section 2: The UVC Executive Committee shall be composed of the President, First Vice President, Second Vice President, and Board of Directors.

Section 3: At the time specified in the UVC Bylaws, the UVC shall elect annually a President, First Vice President, Second Vice President, and Board of Directors. Such other officers as may

be necessary to operate the UVC may be appointed by the President with the approval of the UVC. Neither the UVC President nor the UVC Vice President may serve as UVC Secretary or Treasurer.

ARTICLE V - EXECUTIVE

The executive power of the UVC shall be vested in the UVC President.

ARTICLE VI - AMENDMENTS

This Constitution may be amended at any UVC meeting by a vote of two-thirds of those UVC members present and voting, provided that any such amendment is read at two (2) meetings and that all UVC members were notified of the proposed change prior to each of the two (2) meetings.

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FOURTH AMENDED BY-LAWS

ARTICLE I - ORGANIZATION PROVISIONS

The United Veterans Council of Monterey County (hereinafter, "UVC") was established on 24 October 1983 to promote the common good and welfare of all Veterans, their dependents, widow(er)s, orphans, and citizens of the United States of America. The UVC was officially incorporated as a not for profit Veterans group 501(c)(19) by the Internal Revenue Service with membership confined to Veterans organizations and their auxiliaries pursuant to IRS Regulations. In 2024, the UVC applied for change of status from 501(c)(19) to 501(c)(3) status and its purpose thereafter shall be "exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code" and its National Taxonomy of Exempt Entities ("NTEE") is W30.

ARTICLE II - OBJECTIVES

Section 1. The primary objective of the UVC is to support all Veterans by providing information on legislation or other actions that affect the Veterans community and Veteran organizations of Monterey County.

Section 2. Each year, on the day designated for Memorial Day, a fitting and proper ceremony to honor all Veterans from all wars, who gave the ultimate sacrifice for our country will be supported by the UVC.

Section 3. Local patriotic observances such as Veterans' Day, Independence Day, and State, County, and City patriotic observances will be supported by the UVC. UVC Members are encouraged to participate in patriotic Veterans support activities and functions sponsored by other Veterans groups.

ARTICLE III - MEMBERSHIP

Section 1. 1 January to 31 December has been approved as the UVC's fiscal year, UVC annual functions include, annual budget approval, election of UVC Officers, and establishing a Legislative platform.

Section 2. Regular membership in the UVC shall consist of not more than three delegates from any nonprofit which supports veterans as part of its mission statement, Veterans Service organization, and/or their Auxiliaries located in Monterey County.

Section 3. Membership dues are \$20.00 per person each year and may be adjusted by a majority vote.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. General Qualifications:

(a) **Elected Officers.** Only United States Military Veterans, as defined under Title 38, Section 101(2) ("Title 38") of the Code of Federal Regulations, may serve as elected UVC Officers.

(b) **Appointed Officers.** Are qualified to serve if they are:

1. A United States Military Veterans as depicted in Section 1(a) above;
2. A Widow(er) or spouse of a Title 38 Veteran;
3. An Ancestor or Lineal Descendant of a Title 38 Veteran; or
4. Active Duty Military personnel.

Section 2. President: It is the duty of the President of the UVC to direct and provide oversight of the UVC activities and to preside over all UVC meetings unless unavoidably absent. The President shall have the right of general leadership over all affairs of the UVC to include UVC social gatherings, and correspondence.

(a) The President shall conduct and/or chair UVC meetings to achieve the goals of the UVC under Robert's Rules of Order (revised) as the guideline to ensure appropriate decorum for conducting business meetings. The President shall be the final determinate for procedures employed for conducting UVC meetings.

(b) The President shall appoint a Committee Chairperson assignments to the three elected Directors. and the President shall serve as a member ex-officio on all committees for the good and/or welfare thereof.

(c) The President shall represent the UVC in any interfacing with governmental, public, media events/individuals or groups in the provision of information, and/or negotiation of UVC business, unless a representative is appointed by the President to act in his/her stead.

(d) The President shall authorize orders or requisitions made on the Treasurer for appropriation of monies approved by the UVC for the conduct of business. The President shall approve and sign the Treasurer reports required by governmental agencies ensuring those reports are submitted in an appropriate and timely manner.

Section 3. First Vice President: The First Vice President of the UVC shall assume the duties of the UVC President as directed by the President or when the President is absent, resigns, or is

physically unable to perform the duties of President or is removed from office. The First Vice President shall assist the President as directed to oversee UVC administrative functions.

Section 4. Second Vice President: The Second Vice President of the UVC shall assume the duties of the First Vice President when the First Vice President is absent, resigns, or is physically unable to perform the First Vice President duties, or is physically removed from office. The Second Vice President shall assist and advise the President on scheduling guest speakers, coordinating the UVC meeting agenda, and other duties as assigned.

Section 5: Elected Directors: As assigned by the UVC President, each elected Director shall be appointed to Chair one of the below UVC Committees:

- (a) Legislation Committee
- (b) Veterans Affairs Committee
- (c) Audit Committee

The Directors will be included in the UVC succession plan by the UVC President, and the Directors may be called upon to serve one other UVC committees or perform oversight on Ad Hoc Committees.

Section 6. Secretary: The duties of the UVC Secretary are administrative oriented. Duties include: Keeper of UVC minutes files, attendance rosters. Maintaining UVC Administrative files, prepare reports and handouts germane to UVC minutes, treasurer's report, meeting minutes, and meeting agenda. He/She shall control all incoming, outgoing correspondence, maintain UVC Membership contact (email, Telephone and email address roster), and coordinate with the Treasurer in preparation of required reports to State and Federal agencies and tax agencies as required by law. He/She shall perform clerical tasks as directed by the UVC President.

Section 7. Treasurer: The UVC Treasurer serves as the UVC custodian of UVC monies, maintains financial records, and prepares monthly finance reports for UVC meetings. He/She shall maintain UVC checking and savings accounts, dispense monies for services and donations as directed by the UVC. He/She shall advise the UVC President on all UVC fiscal matters, coordinates with the Audit Committee in preparations for tax reporting, and coordinates with the UVC Secretary to prepare correspondence as required for the UVC President, and maintains a members paid and delinquent membership list.

Section 8. Judge Advocate Parliamentarian: The Judge Advocate Parliamentarian serves as a legal advisor to the UVC President on Parliamentarian issues/procedures, and adherence to UVC Bylaws and Robert's Rule of Order for meeting decorum. He/She serves as the UVC Nominations Chairperson, advises the UVC President on the UVC election process, and shall conduct the annual election of Officers as required per Robert's Rules of Order.

Section 9. Chaplain: The Chaplains duties include conducting the Invocation and Benediction for UVC meetings and gatherings as required. Conducts devotional services as directed by the UVC President. He/She shall conduct memorial services at Veterans ceremonies supported by the UVC within the jurisdiction of the UVC.

ARTICLE V - COMMITTEES

Section 1. There shall be four (4) Standing Committees of this Council as follows: Legislation, Veteran Affairs, Audit, and Nominating. A Committees duties and responsibilities shall be simultaneously defined by the President. Standing Committees shall consist of a chair and as many members as deemed necessary by the UVC President, unless otherwise provided for in these By-laws. The President shall appoint the chair from the Board of Directors and all members of the each committee, subject to approval by the Council delegates. All Standing 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 Committees, notwithstanding any other provisions of these By-laws.

Section 2. Legislation Committee: 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.

Section 3. Veteran Affairs Committee: The Committee shall have the responsibility to monitor and report all governmental and non-governmental sources for actions pertaining to Veterans issues.

Section 4. Audit Committee: The President of the UVC shall appoint three (3) delegates to the Audit Committee 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 within (60) days following the installation of newly elected officers.

Section 5. Nominating Committee: The nominating committee shall nominate candidates for elected offices of the UVC. The Judge Advocate Parliamentarian serves as chairman of the nominating committee.

(a) The President shall appoint the committee two months prior to the annual election meeting to recommend candidates for officer positions on the Council. The Nominating Committee shall present its recommendation to the Council during the regular meeting prior to the Annual Election Meeting in December.

(b) Delegates to the UVC may nominate any other eligible individuals for Council officer positions in addition to the Nominating Committee recommendations. The nomination and election of officers shall be held during the regular meeting scheduled during the month of December (first nomination meeting).

(c) 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. A letter of acceptance/refusal of any elected office must be submitted to the Secretary prior to the elections for those members unable to attend the election meetings.

(d) 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 except Treasurer and Secretary (appointed by the President).

(e) 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.

(f) 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. At the December meeting the outgoing President shall appoint the Installation Officer.

(g) 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 First Vice President shall succeed to that position. The then-serving Second Vice President shall be appointed to First Vice President without further action or election. 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.

Section 6. Membership Committee: The President shall appoint the chair from the Board of Directors and all members of each committee, subject to approval by the Council delegates. The Chairman of the membership Committee is responsible for the recruitment of eligible organization for membership on the Council and dissemination of renewal notifications to eligible organizations prior to the annual UVC election meeting. The Chairman 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 Chairman shall maintain a record of all member organizations, and their delegates, along with their membership applications with assistance from the Treasurer of their current status.

ARTICLE VI - ADMINISTRATION

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

(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 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 Monterey, California.

(b) Special meetings may be convened by the presiding officer or on 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) representative organizations or 50% of the total member organization, whichever is least.

(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 by same method of notified meetings.

(e) Meeting order of business shall adhere to the following agenda:

- Call To Order
- Salute To Colors and Pledge of Allegiance
- Invocation
- Roll Call of Officer
- Secretary's Report – Minutes – Correspondence
- Treasurer's Report
- Committee Reports
- Unfinished Business
- New Business
- Good and Welfare of the Council
- Salute to Colors
- Benediction
- Adjournment

Section 2. Absence of Officers: Should any elected officer be 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 By-laws. 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 First 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 By-laws.

ARTICLE VII - 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. 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. 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 3. Financial Accounts and Bonding: All funds of the UVC shall be deposited in a reliable depository insured by the Federal Deposit Insurance Corporation (FDIC) or Federal Credit Union Insurance Corporation (FCUIC). 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 4. Authorizations and Appropriations: Authorizations and appropriations from the UVC Treasury shall require a majority vote of the Council. Up to fifty percent (50%) of the budget category "General Fund" may be used at the sole discretion of the UVC President without requiring a vote of the Council.

Section 5. 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 6. Compensation: No Council officer or member may receive any compensation, by gift or otherwise, from the UVC or any organization which receives such compensation without approval of the Council by majority vote. Reimbursement of reasonable expenses incurred shall not be deemed to be compensation.

Section 7. 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 8. 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 available 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.

Section 9. Dissolution: Pursuant to the federal Tax Code, the property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized the charitable purposes and which has established its tax exempt status identical to the UVC at the time of dissolution, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII - 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, provided that all such comments and/or endorsements made by the UVC, with respect to Federal appointees, are made in consultation with member organizations through their Council delegates.

ARTICLE IX - 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 Monterey County to disseminate veteran information between veteran organizations and support veteran organization activities for the common good and welfare of all veterans.

ARTICLE X - 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.

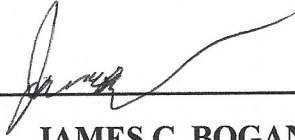
ARTICLE XI - CERTIFICATION

Section 1. Adoption of By-laws: The foregoing By-laws having been adopted in the County of Monterey, State of California, by the United Veterans Council of Monterey County by a two-thirds vote of the delegates concurring, on this 29th day of March, in the year of our Lord two thousand and twenty-three, and approved by the President of the United Veterans Council of Monterey County on the 27th of March, in the year of our Lord two thousand and twenty-four. The following represents the prior iterations of these By-laws:

1. 24 October 1983 original By-laws;
2. 22 February 1990 First Amended By-laws; and
3. 29 February 2012 Second Amended By-laws;
4. 29 March 2023 Third amended By-laws.

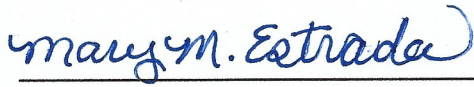
ATTEST: 27 MARCH 2024

By:



JAMES C. BOGAN

President, United Veterans Council of Monterey County



MARY ESTRADA

First Vice President, United Veterans Council of Monterey County



ROBIN FALKENBERG

Secretary, United Veterans Council of Monterey County