

**United Veterans Council
Of
Santa Clara County, California, Inc.**



CONSTITUTION AND BY-LAWS

Founded 1922

Incorporated 1966

Revised and Amended:

October 5, 2002

May 2, 2006

April 2023

UNITED VETERANS COUNCIL OF SANTA CLARA COUNTY CONSTITUTION



PREAMBLE TO THE CONSTITUTION

To uphold the principles, as set forth in the Constitution of the United States, and to promote the goals and objectives of all veteran organizations for the common good and welfare of all veterans, their dependents, widows, and orphans, this Constitution for the United Veterans Council of Santa Clara County is established. The purpose is to foster and support all veterans, through their respective organizations, and to further the exchange of information and ideas among all veteran organizations to provide better service to veterans and their families. This association of veteran organizations, which is the basis of the United Veterans Council of Santa Clara County, was created to conduct the tenets of this Preamble.

ARTICLE ONE

ORGANIZATION

Section 1. The name of this organization shall be the UNITED VETERANS COUNCIL OF SANTA CLARA COUNTY, INCORPORATED (hereinafter, "UVC").

Section 2. The UVC is organized in accordance with the general Non-Profit Corporation Law of the State of California.

Section 3. The UVC shall be located in the County of Santa Clara in the State of California and hold meetings at locations within the County as determined by the elected officers of the Council.

Section 4. The UVC shall be an organization that will provide 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.

Section 5. The UVC shall be a non-sectarian organization strictly prohibited from introduction, discussion, or advocating sectarian topics.

Section 6. The UVC shall be a non-political organization strictly prohibited from advocating partisan topics such as support, opposition, or advocacy of a candidate for political office, or other person(s) or faction(s), and/or dealing with the structure or affairs of the Government and/or any of its agents.

ARTICLE TWO

PURPOSE

Section 1. The purpose of the UVC is to function as a not-for-profit veterans group designed to promote and support the veteran activities of veteran organizations, veteran support groups incorporated as nonprofit charitable organizations, including, and not limited to Santa Clara County Veteran Services offices, Veteran Administration, and their auxiliaries. For consideration,

the organization must pass on Warrior Ethos, Posterity, and a sense of loyalty to our country, and unwavering respect to our all veterans, living or deceased.

Section 2. The UVC shall disseminate information on legislation, or other actions, which might be detrimental to, or for the good of Santa Clara County veterans and veteran organizations.

Section 3. The UVC shall support a fitting and proper "Memorial Day" service and activities for deceased veterans.

Section 4. The UVC shall Support all local patriotic observances such as Flag Day, Independence Day, or any other patriotic observances, and encourage participation in functions sponsored by individual veteran organizations.

Section 5. The UVC Shall plan and direct a suitable street parade, to be known as **Veterans Day Parade**, to be held near the 11th of November each year to honor all military service personnel, past or present, living or deceased.

ARTICLE THREE

MEMBERSHIP

Section 1. The UVC shall primarily be composed of delegates from those veteran organizations, Veteran support groups incorporated as nonprofit charitable organizations, and their auxiliaries, whether chartered by the Congress of the United States, or recognized by the State of California and located within Santa Clara County. This does not preclude membership from other veteran-based organizations that wish to support the cause of veterans in Santa Clara County and includes the South Bay Blue Star Moms who have been granted full voting membership by the UVC.

Section 2. Veteran organizations may apply or be nominated for membership by any UVC member organization. The veteran organization shall be formally nominated at the next regular UVC meeting and confirmed by a 2/3 vote from the delegates in attendance. Nominations for new memberships will not be considered during the annual December election meeting. New member nominations will take place the following month and this membership process applies to all UVC membership categories.

Section 3. Participating veteran organizations, and their auxiliaries, of the UVC shall appoint or elect delegates and alternates to represent their respective organizations at all regular meetings of the Council. UVC Member organizations shall pay all renewals for the current year during January and if not paid by June 1 of the current year, the organization will be in default and lose all rights as a member organization. If a delinquent organization chooses to rejoin the UVC after June 1 of the current year, they must submit a new application and be voted in by the delegates at the next scheduled meeting. UVC member organizations that are approved to rejoin shall have voting privileges as further outlined in Article Nine, Section nine herein.

Section 4. Each veteran organization, and their auxiliaries, shall be entitled to three (3) delegates and any number of alternates to the Council. Designated delegates may vote individually at any regular meeting, but only one (1) vote per organization for the annual election of Officers. An alternate shall be entitled to vote only in the absence of a delegate. Delegates and alternates must have their names certified in writing immediately following their election or appointment to the Council. Any alternate acting for a delegate, or new delegate, must register with the Secretary of the UVC at any regular or special meetings prior to the convening of said meeting. No delegate, or alternate, shall represent more than one-member organization at any one meeting.

Section 5 – Affiliate organizations are non-voting members of the council. The organization must be in good standing with the council to include adherence to its Constitution and Bylaws.

Section 6. Regular membership of the UVC shall consist of delegates from Santa Clara County, California veteran organizations, and their auxiliaries, as herein defined under Article Three of the Constitution of the UVC. Delegates do not need to reside in Santa Clara County but must be a delegate of an approved Veteran Organization operating in Santa Clara County.

Section 7. Affiliate 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 affiliate 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. Affiliate groups are still required to notify the UVC yearly by January 1 of each member that they wish to have considered as affiliate members. Failure to notify the UVC Secretary by January 1 may result in their non recognition as an affiliate member.

Section 8. All Past Presidents of the UVC may become voting members of the Council with one vote only in addition to the regular delegates of their member organization.

ARTICLE FOUR

OFFICER ELECTIONS

Section 1. The elected officers of the UVC shall be:

- President
- Vice President
- Secretary
- Treasurer
- Judge Advocate
- Sergeant-At-Arms

Section 2. The President, upon election, shall appoint the Chaplain and a chairperson for each of the following Standing Committees:

- Legislation

Veterans Affairs
Memorial Day Ceremony
Veterans Day Parade

- (a) The BOD may also add one (1) director-at-large position elected by the membership.

ARTICLE FIVE

MEETINGS

Section 1. Regular meetings of the UVC shall be held once each month on a date, time, and location as agreed upon by the delegates to the Council in regular session.

Section 2. Special meetings may be called as provided for in the By-Laws of the UVC.

Section 3. Upon official notification, the current serving President may convene a UVC BOD meeting to coordinate and collaborate on initiatives and programs to be reviewed and presented to delegate and auxiliary organizations to be considered for organization adoption.

ARTICLE SIX

AMENDMENTS

Section 1. This Constitution of the UVC may be amended at any regular or special meetings 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.

UNITED VETERANS COUNCIL

BY-LAWS

SANTA CLARA COUNTY



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ARTICLE ONE

ORGANIZATION PROVISIONS

The United Veterans Council of Santa Clara County (hereinafter, "UVC") was established in 1922 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 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. 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 2 Local patriotic observances such as Flag Day, Independence Day, and any other city or county patriotic observances, will be supported by the UVC. UVC member organizations are encouraged to participate in patriotic veteran support activities and functions sponsored by other veteran groups.

Section 3. A suitable street parade, to be known as **Veterans Day Parade**, to be held on or near 11 November each year to honor all military service personnel, past or present, living or deceased, will be planned, coordinated, and directed under the auspices of the UVC.

ARTICLE THREE

MEMBERSHIP

Section 1. The UVC shall primarily be composed of delegates from UVC member veteran organizations, veteran support groups, Veteran support groups incorporated as nonprofit charitable organizations, and their auxiliaries, whether chartered by the Congress of the United States, and/or recognized by the State of California and located within Santa Clara County. This does not preclude membership from other Veteran based organizations that wish to support the cause of veterans in Santa Clara County and includes the South Bay Blue Star Moms-CA4, who have been granted full voting membership by the UVC.

Section 2. Veteran organizations may apply or be nominated for membership by any UVC member organization. The veteran organization shall be formally nominated at the next regular UVC meeting and confirmed by a 2/3 vote from the delegates in attendance. Nominations for new memberships will not be considered during the annual December election meeting. New member nominations will take place the following month and this membership process applies to all UVC membership categories.

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Section 3. Participating veteran organizations, and their auxiliaries, of the UVC shall appoint or elect delegates and alternates to represent their respective organizations at all regular meetings of the Council. UVC Member organizations shall pay all renewals for the current year during January and if not paid by June 1 of the current year, the organization will be in default and lose all rights as a member organization. If a delinquent organization chooses to rejoin the UVC after June 1 of the current year, they must submit a new application and be voted in by the delegates at the next scheduled meeting. UVC member organizations that are approved to rejoin shall have voting privileges as further outlined in Article Nine, Section nine herein.

Section 4. Each veteran organization, and their auxiliaries, shall be entitled to three (3) voting delegates and any number of alternates to the Council. Designated delegates may vote individually at any regular meeting, but only one (1) vote per organization for the annual election of Officer. An alternate shall be entitled to vote only in the absence of a delegate. Delegates and alternates must have their names certified in writing immediately following their election or appointment to the Council. Any alternate acting for a delegate, or new delegate, must register with the Secretary of the UVC at any regular or special meetings at the commencement of said meeting. No delegate, or alternate, shall represent more than one-member organization at any meeting, however they may be delegates from more than one organization.

Section 5 - Affiliate organizations or other non-veteran organizations are non-voting members of the council. The organization must be in good standing with the council to include adherence to the UVC Constitution and Bylaws.

Section 6. Affiliate 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 Affiliate 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. Affiliate groups are still required to notify the UVC yearly by January 1 of each member that they wish to have considered as their non-voting delegates.

Section 7. All Past Presidents of the UVC may become voting members of the council with one vote only in addition to the regular delegates of their member organization.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 1.

- (b) The Board of Directors (hereinafter "BOD") shall consist of not less than three (3) nor more than seven (7) with the exact number determined by the BOD subject to approval by the UVC Delegates at a regular meeting. the BOD should always consist of an odd number of members, The UVC BOD shall consist of the elected officers (President, Vice

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President, Secretary, Treasurer, Judge Advocate and Sergeant at arms. The BOD may also add one (1) director-at-large position elected by the membership.

- (c) The Director elected from among the individual delegates in good standing shall be elected by a majority vote of the delegates and entitled to vote at the meeting. Each such Director shall be elected to hold office for a one-, two-, or three-year term, as determined by the Council, until the next annual meeting and until his or her successor is elected and has qualified.

Section 2 – The BOD shall be responsible for the control and management of the affairs, property, and interest of the Council; for guiding the Council so that the various provisions of the Articles of Incorporation, including the purposes for which the Council was organized as set forth therein, are complied with; and for making recommendations and suggesting programs. The BOD shall comply with all reporting requirements established by local, state, or Federal law.

Section 3 – The President shall be the Chairperson of the BOD and the chapter secretary shall be the secretary of the BOD and keep a record of the votes and actions of each Director.

Section 4 – The BOD should meet at least quarterly or as called by the President at such time and place as may be specified. Minutes of these meetings will be prepared and shared with the delegates during the next scheduled meeting.

ARTICLE FIVE

DUTIES OF OFFICERS

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 perform 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 communication, collaboration, or coordination, with governmental, public, or media individuals

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or groups in the provision of information, and/or negotiation of UVC business, unless the President appoints a representative to act on his or her behalf.

- (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 ensure that these reports are submitted as appropriate. In accordance with sound fiscal prudence, all expenditures must be within budgetary limits as approved by the BOD and Delegates as part of the annual Budget. Unbudgeted amounts are not to be authorized or paid unless approved by the BOD.
- (e) The President shall appoint three (3) delegates of 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 within sixty (60) days following the installation of new officers.

Section 2. Vice President: The Vice President of the UVC shall assume the duties, preside over meetings of the Council, and have the authority to function 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 organization 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. The Vice President will provide the Secretary with all names and other information for maintenance of the primary member log. The Vice President shall only use e-mail and other proprietary information for official UVC business.

Section 3. 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) Attend all UVC meetings unless excused. The Secretary will take the minutes, provide a copy of the minutes to the President, send out meeting notices, minutes, and meeting

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agendas, preferably no later than 10 days prior to the meeting. Sends out information to the membership as requested by the President.

- b) b) 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.. Distribution of calendar invites all delegates and associate affiliates seven business days prior to the next scheduled monthly meeting.
- c) Prepare, dispatch, and receive correspondence and assist the President in clerical assignments of the UVC. This includes coordination with the VP on updated delegated and affiliate contact information for both email and mobile numbers.
- d) Prepare and file all reports required by the Council and governmental agencies.
- e) 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 individual present, membership organization they represent, attendance status (i.e., delegate, alternate, or guest) telephone number, and E-mail address.
- f) 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. Further responsible for all mailings to the UVC delegates and affiliate members. The Secretary shall only use e-mail and other proprietary information for official UVC business.

Section 4. Treasurer: The Treasurer of the UVC serves as the custodian of Council monies. The Treasurer shall keep accurate financial records and prepare summary 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 shall sign all checks that have been duly authorized for payment by the delegates during a regular meeting but approved verbally by the president.
- (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 two months in arrears for their dues. Delinquent notifications will be sent in coordination with the secretary.
- (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.

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- (d) Proper Expense reimbursement policy shall be published and maintained on the website and available upon request. All requests for reimbursement must adhere to the policy and failure to comply with written policy may result in the expense not approved for reimbursement.
- (e) Prepare and maintain an accurate and adequate set of financial books accounting for all receipts and disbursements of UVC funds.
- (f) Prepare and submit an annual report on the financial condition of the Council to the UVC delegates during the annual election meeting the last month of the calendar year.
- (g) Prepare and submit a proposed 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.
- (h) Preside over Council meetings in the absence of the President, Vice President, and Secretary, and has the authority to act as the representative of the Council in their absence or as otherwise directed.

Section 5. 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 Chairperson 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, Vice President, Secretary, and Treasurer and has the authority to act as the representative of the Council in their absence or as otherwise directed.

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) When meeting in person, prepare the meeting facilities, including proper arrangement of seating and the placement of appropriate National and Council colors as required. When meeting is conducted on Virtual platform, the Sergeant at arms shall track those arriving the meeting from the beginning and throughout and to inquire names of guests and their respective organization.
- (b) Alert the President of guests and ensure their proper and timely introduction as well as escorting them to their seats [when conducted in person] as required by the presiding officer.
- (c) Ensure that all officers, Past Presidents, UVC delegates/alternates, and guests are properly registered on the Secretaries sign-in sheet. Otherwise, when

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meeting on virtual platform, advise them to identify themselves on Zoom by their respective roles, so that the secretary can record their attendance accurately.

- (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 ensures 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. If the meeting venue has, or provides, National Colors, the Sergeant-At-Arms is not required to post the UVC Colors.

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, conducting prayer at all meetings, conducting memorials at veteran ceremonies sponsored by the UVC, and preparing necrology of veterans within the authority of the UVC and conducting well-being checks on members of UVC enduring health or family hardships. It is the responsibility of the Chaplain to minister to all faiths. Therefore, it is incumbent upon the Chaplain to provide devotional services that are always non-denominational.

ARTICLE SIX

COMMITTEES

There will be four (4) Standing Committees of this Council, as follows: Legislation, Veteran Affairs, Memorial Day, and Veteran's Day. Special Committees, such as an elected officer candidate nominating committee and the Veteran of the Year Award Committee, may be established by the UVC President, or by action of the Council delegates, and shall serve for the period designated in the creation thereof. A Special Committee's duties and responsibilities shall be simultaneously defined by the President, if they should establish a Special Committee, 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 will work to 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

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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 may include, but not be limited to, actions, findings, and recommendations of the Committee for the twelve months prior to the report.

Section 2. Veteran Affairs: The Veteran Affairs Committee will work to keep the Council delegates informed of actions taken and/or proposed by the U.S. Department of Veterans Affairs (VA) and provide coordination assistance for member organization Service Officers as necessary regarding problems encountered by veterans and their dependents. The Veteran Affairs Committee shall also interface with local VA organizations to maintain awareness of VA actions that may have an impact on UVC member organization programs which support veterans and their dependents.

Section 3. 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. Today that day is officially called Memorial Day and the UVC Memorial Day Standing Committee shall support a fitting ceremony to honor those veterans who gave the ultimate sacrifice during any war.

Section 4. Veterans Day Parade: Each year, since 1922, the UVC has produced a Veterans Day Parade with support from the City of San Jose and the County of Santa Clara, along with contributions from many individuals and organizations. The Veterans Day 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 SEVEN

ADMINISTRATION

Section 1. Meetings: Regular meetings of the UVC shall be held each month at a regularly scheduled time and place known to the membership. Meetings may be conducted online, upon proper notice. 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, mailing to the delegate's last known U.S. Postal Service mailing address. All regular membership meetings of the UVC shall be held within the County of Santa Clara, California.

Further, as noted above in Article 5, section 3 (g), proprietary information is hereby further defined as all information provided to the UVC including but not limited to Name, E Mail address, phone number, mailing address, etc. It is understood that this information is provided for use by designated UVC representative(s) for the sole purpose of sending official UVC notices

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and other information and is not to be used for any other purpose(s). Designated elected officers will have stewardship responsibility for all UVC proprietary information.

- (a) Special meetings may be convened by the President or designee upon proper notice to the UVC Membership. The purpose of the special meeting shall be stated at the time of the request 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. Delegates without access shall be notified through other means such as telephone, mailing to the delegate's last known U.S. Postal Service mailing address. All special membership meetings of the UVC shall be held within the County of Santa Clara, California.
- (b) Authorization to call a special meeting: A certified UVC delegate, who represents at least 10 delegates of at least Five (5) member organizations may make a request to the BOD for a special meeting. The purpose of the meeting and identity of the organizations and delegates must be noted at the time of the request. The BOD will not act on any requests for a special meeting unless these pre-meeting requirements are provided. The BOD shall consider the request and render a decision within 10 working days. If a special meeting is granted, all other provisions outlined in Section 1 (b) above are applicable.
- (c) To conduct duly convened meetings of the UVC, there must be a quorum of at least five (5) 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.
- (e) The final agenda is set by the President or Designee.

(f) **Section 2,**

Absence of Officers: Should any elected officer who is absent for two (2) consecutive regular meetings without worthy 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.

(g)

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Section 3. Impeachment:

A request for Impeachment must specifically delineate in clear detail the reason(s) for the impeachment. An impeachment will only be considered for a serious breach of the By Laws, including but not limited to criminal activity, embezzlement, or a substantial violation of the Code of Conduct. Any officer being considered for impeachment shall be afforded the opportunity to hear the allegations and speak on their behalf as part of due process. No impeachment proceedings shall proceed to a membership vote without recommendation of a 2/3 majority of the BOD.

The full Council may recommend Impeachment and removal from office, by a two-thirds (2/3) vote of the full slate of voting organizations as defined in the final certified list of organizations on file as of June 1 of the current year. If an impeachment vote is held, it will follow the same rules as noted for the annual election of officers. This process states that each organization will be entitled to one vote per organization, certified at the time of the call for an impeachment vote. Impeachment of an officer must be conducted with the utmost respect for the UVC and the person(s) who are being considered for impeachment. To initiate an impeachment process, the President must either state the full reason(s) for the impeachment at the time of the request, unless the action is against the President, then the Vice President shall be the monitor of the proceedings. Should an officer be impeached, the position will be filled through a special election as provided for in these Bylaws.

Section 3. Code of Conduct: The role of a delegate to the UVC is a respected honor to the Veteran community, the sponsoring organization, and the other delegates. Courteous respect should be shown to all delegates, affiliates and associates during each meeting or gathering. All UVC official information is proprietary and may only be used for conducting official UVC business. No person(s) other than the Secretary or President is authorized to use the UVC e mail distribution for any reason unless the President has granted specific permission. Failure to follow a respectful code of conduct or use of the UVC mailing list shall result in a sanctioning of the delegate and possible removal from the Council. In the event this action is taken, the member organization leadership will be advised of the sanction or removal.

- a) At any time that a delegate or other guest is unprofessional, unduly disruptive, or otherwise disrespectful during a meeting, the presiding officer will advise the person that they are in violation of the Code of Conduct. If after one warning, the person continues, they will be asked to leave the meeting by the Sergeant at arms or designee or if via online they will be removed from the meeting.
- b) Any certified delegate may register a complaint with the BOD at any time that they are a party to or have witnessed an action of a delegate that is not in keeping with the Code of Conduct of the UVC. The complaint should be sent to the President or designee in a written manner detailing the complaint to include time, location, copies of correspondence or other information. All complaints received will be treated in a confidential manner and the complainant name or other information will not be disclosed. The BOD will review the complaint and if required, contact the delegate in question to determine the facts and allow them the opportunity to defend their actions. Once the BOD has reviewed the complaint,

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they will issue a notice of ruling to the complainant and delegate in a confidential manner within ten days of the original complaint. If the delegate in question does not wish to speak to the BOD or defend their actions, the BOD will act accordingly and render a decision within ten days. Actions can include a note of warning up to and including removal as a delegate. The action by the BOD will be considered as final with no appeal.

ARTICLE EIGHT

ELECTION OF OFFICERS

Section 1. The nomination and election of officers shall be during the regular meeting of the Council held in December of each year. The first call for nominations shall be held during the October meeting of the Council, the second call for nominations will be held during the regular November meeting and the final call for nominations will be conducted during the annual December election meeting. Once all nominations are received and nominations closed, elections will follow immediately. Following the completion of the official election, newly elected officers immediately assume the duties and responsibilities of their position. Elected and appointed officers shall take the ceremonial oath and be installed at the first Council meeting in January. No President shall hold his/her office more than 2 (two) years consecutively.

Section 2. An appointed special nominating committee, as well as nominations made from the floor by eligible Council delegates, shall nominate candidates for elected offices of the UVC. Only voting delegates are eligible for any UVC office.

- (a) The President shall appoint a special committee at least two months prior to the annual election 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 prior to the Annual Election Meeting. The recommendations of the Nominating Committee are not the final call for vote, as noted above, since final call and any floor nominations may be received during the October, November, and December meeting prior to the closing of the nominations.
- (b) Delegates to the UVC shall 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 (Annual Election Meeting).
- (c) Nominated candidates for any office must directly or vicariously communicate their consent when the nomination is made to either accept or decline their nomination prior to a vote being taken. The UVC Secretary shall make an official record of the acceptance/refusal.
- (d) No Delegate nominated either by the Nominating Committee or from a floor vote may campaign for any office and will be allowed 2 minutes during the

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December meeting to inform the delegates of their qualifications and desire to be elected to a specific office. Any candidate that campaigns in any manner other than at the December meeting allotted time, will be removed from consideration and all voting privileges suspended for 1 (one) year.

- (e) During the annual election meeting the organization must clearly specify to the Judge Advocate, the delegate that is authorized to vote at the beginning of the election meeting and must be a registered delegate as of October 1 from a Certified member organization in good standing as of June 1 of the current year. The Judge Advocate will announce, prior to the final call for elections, the names of the organizations that have provided approved delegates for voting. Failure to advise the Judge Advocate of the authorized delegate at the beginning of the election meeting will not have their vote counted.
- (f) Member organizations in good standing must have attended at least three UVC meetings from June forward, not including December in order to be eligible to vote in the December election.

Section 3. 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 at the UVC.

Section 4. Only those Council delegates who are physically or constructively 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 5. Newly elected officers shall assume office upon the close of the election and shall be ceremoniously installed 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.

Section 6. If 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 their 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 NINE

FINANCE

Section 1. Budget: The UVC Treasurer will prepare a proposed 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 proposed budget shall serve as a plan for the coordination of resources and expenditures of the UVC. The proposed budget shall be balanced and should be developed to ensure expenditure does not exceed revenues. In the event the Council foresees a deficit spending year, the council will monitor all expenditures closely to minimize any deficit spending. The reserve fund shall not be used to balance the budget being submitted. Whenever it is necessary and appropriate to amend the proposed budget at annual meetings, the Treasurer shall publish the entire text of the revised budget indicating the specific amendments thereto.

Section 2. Reserve Fund: Prudent fiscal 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 expenditures that require spending to mitigate, prevent, or respond to unforeseen financial needs of the UVC. Future uses can be categorized as either pre-planned budgets project 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 unplanned opportunities (e.g., special needs emerge or an opportunity to invest and used in the best interest of the UVC and its members).
- (d) In the absence of a specific Reserve Fund authorization made by a majority vote of the UVC delegates, the officers shall not expend assets designated as Reserve Funds for legitimate purpose(s) other than financial obligations 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 by the secretary.

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Section 3. Financial Statements: The Treasurer shall prepare, and submit, to all delegates of the UVC a summary 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. Specific financial statements details can be requested in writing to the treasury and secretary. Upon approval of the BOD of requested information on a need-to-know basis.

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. This includes all funds collected from Social Media outlets such as GoFundMe or other comparable sources.

Section 5. Authorizations and Appropriations: Authorizations and appropriations from the UVC Treasury shall require a majority vote of the Council.

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. All reimbursement shall be documented ~~and~~ according to approved policy and procedures.

Section 7. 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 8. 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 an audit must be accomplished with the results reported to the entire Council within sixty (60) days following the installation of newly elected officers.

Section 9. Membership Dues:

Annual dues shall be levied on each voting member organization at a rate determined by a majority vote of the Council. Affiliate member organizations and noted Past Presidents not designated as a delegate by a voting organization, shall not be expected to pay annual dues. Said dues shall be payable on the first day of January each year. If not paid by March 31 of the current year, the member organization will be advised that they are delinquent. During the time that the member

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organization is delinquent, they will not be entitled to the rights a privileges of membership on the Council and its delegates will have their right to vote revoked. . If an organization does not pay their annual dues by June 1 of the current year, the delinquent member organization and delegates, shall be removed from active membership and participation on the Council. If the organization wishes to become a member after June 1, they will need to pay dues as noted below and be approved for membership at the next scheduled meeting. New member organizations and organizations seeking reinstatement joining during a month other than January shall be assessed a prorated as follows,

- April 1 to June 1 of current year, fee is 50 % of Annual Fee

After June 1 of the current year, the fee is 100 % of Annual Fee and will also be noted as payment for the following year but does not allow them to be eligible voting delegates for the current year.

Section 10. 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 501 (c) (19) charter. Fundraising activities will be led by a BOD member designated by the President.

- (a) All fundraising 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 in writing of the Council by majority vote.
- (c) Fund-raising activities involving telephone solicitation, direct mail, workplace donations, or the sale of goods, shall be restricted and may not be engaged in without prior approval of the Council by majority vote. Fundraising activities involving telephone solicitation, direct mail, workplace donations, or the sale of goods, shall be restricted and may not be engaged in without prior approval of the Council by majority vote. *(Exception Veterans Day Parade)*

ARTICLE TEN

POLITICAL ENDORSEMENT

The UVC, and its delegates, may not endorse, on 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.

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ARTICLE ELEVEN

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 veterans and veteran affairs.

Section 1. Certificates of Appreciation: When an individual, or organization, veteran, governmental, or public, performs an act, or series of acts, which 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 shall present an award to a single individual who is, or has been, a delegate to the UVC, and/or Active volunteer in other Veteran Organizations, veteran events, 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 the award shall be within a reasonable time from identification of award recipient. Eligibility for this award will be developed and distributed annually by no later than June 1 of the current year for presentation as noted above.

ARTICLE TWELVE

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 to provide better service to veterans and their families. 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 county veterans. This support includes in-kind contributions (e.g., Volunteer services, donation of non-monetary items, etc.) for the benefit of the UVC, its delegates and the veteran community in Santa Clara County.

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ARTICLE THIRTEEN

AMENDMENTS

Section 1. Amendments Process: The By-Laws of the UVC may be amended at any regular or special meetings 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 Bylaws, and to this end the provisions of these Bylaws are severable, all other provisions remaining in full force and effect.

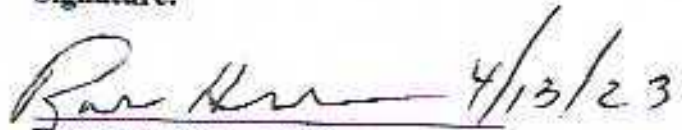
ARTICLE FOURTEEN

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 , in the year of our Lord , and of the Independence of the United States of America the and approved by the President of the United Veterans Council of Santa Clara County on the , in the year of our Lord two thousand and twenty three , and of the Independence of the United States of America the two hundred and forty seventh year,.

United Veterans Council of Santa Clara County 2023 By-Laws

Signature:

 4/13/23

Rose Herrera Date:

President

United Veterans Council of Santa Clara County

ATTEST:

Signature:

 4/13/23

Carolann Wunderlin Date:

Vice President

United Veterans Council of Santa Clara County

Signature:

 4/13/23

Daniel Tu:

Secretary

United Veterans Council of Santa Clara County

Signature:

 4/13/23

Stephen R Thompson Date:

Treasurer

United Veterans Council of Santa Clara County