

**BY-LAWS  
OF  
FILIPINO AMERICAN VETERANS SOCIETY, INC.  
(A NON-PROFIT and TAX-EXEMPT ORGANIZATION)**

**ARTICLE I: NAME, SEAL, AND LOCATION**

Section 1. Name. The Association shall be known as the Filipino American Veterans Society, Inc., hereafter referred to as FAVS.

Section 2. Seal. The seal of FAVS shall contain the words: Filipino American Veterans Society, Inc.

Section 3. Location. The principal and registered location of FAVS shall be: 1576 Polaron Court., Jacksonville, FL 32221, or at such other place or places as the Board of Directors may designate as necessary

**ARTICLE II: PURPOSES AND SCOPE**

Section 1. FAVS is organized and shall be operated exclusively as nonprofit under the laws of Florida and in accordance with its tax-exempt status under Section 501(c)(19) of the Internal Revenue Code. It shall operate with the following goals and mission:

- (a) Promote fellowship and unity among Filipino and American veterans;
- (b) Provide moral support and assistance to sick, distressed or deceased members;
- (c) Maintain a scholarship program for qualified immediate dependents of members;
- (d) Improve communication among veterans and network with other veterans' organizations;
- (e) Provide advocacy in protecting veterans' rights, benefits and entitlements;
- (f) Support/participate in community, military-oriented projects; and
- (g) Engage in such other activities, which are permitted by existing laws and consistent with the goals and mission of FAVS.

Section 2. Notwithstanding any other provisions of these Articles, FAVS shall have no collective interest in any given religion, political affiliation or political interest foreign and domestic.

### **ARTICLE III: MEMBERSHIP.**

Section 1. Eligibility. Membership shall be as defined and determined by the Board of Directors and shall be composed of the following categories:

- (a) Men and women who are currently serving or have served honorably in the Armed Forces of the United States.
- (b) Spouses of current members in good standing.
- (c) Widows and widowers of deceased members or of any deceased individual, who would, if living, be eligible for membership.
- (d) There shall be no discrimination in membership or participation in the affairs of FAVS by reason of race, creed, color, national origin, sex, handicap, or age.

Section 2. Membership. Membership shall be of the following classes:

- (a) Charter Members - The initial members of FAVS shall be referred to as Charter Members and shall consist of all individuals first signing the Articles of Incorporation.
- (b) Members – Those eligible for membership, as prescribed in Section 1(a) through (c) of this Article, who apply for membership and pay the prescribed membership dues.
- (c) Honorary Members - Membership will be granted as determined by the Board of Directors. Such members shall not be entitled to vote or required to pay dues.

Section 3. Application for Membership. Application of membership shall be in writing by completing FAVS Membership Application Form submitted to the Board with the required membership dues.

Section 4. Dues. A lifetime membership dues of \$30 per family living in the same household shall be designated until such time as the Board adopts a change in membership dues. \$5 of the membership dues shall be allotted to the FAVS Building Fund.

### **ARTICLE IV: MEMBERS' MEETINGS**

Section 1. Annual Meeting. A general meeting of the membership shall be held annually at a place and time to be designated by the President.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Chairman of the Board, three (3) Board members, and/or by the President when he/she deems that the situation warrants.

Section 3. Notice of Meetings. Notice of all meetings of the membership shall be served not less than fourteen (14) days prior to the meeting and such notice shall state the place, time and the purpose of any special meeting. Notice shall be sent to all members

listed in the FAVS Personnel Directory by email and phone notification to all members without email. If mailed, such notice shall be directed to members' addresses appearing in the FAVS Personnel Directory.

Section 4. Quorum. The members who attend regular or special meetings of members, either in person or by written proxy, shall constitute a quorum, capable of transacting all business properly brought before the meeting. The quorum shall be declared by the presiding officer.

Section 5. Political Candidate. No political candidates/aspirants or their sponsors shall have privilege of the floor during any FAVS meetings.

#### **ARTICLE V: MEMBERS' RIGHTS AND PRIVILEGES**

Section 1. Voting. Each member in good standing shall be entitled to one vote either in person or by proxy, at all meetings of the members of FAVS.

Section 2. Proxies. All proxies shall be in writing and shall be filed with FAVS Secretary for verification and recording at least 24 hours prior to the hour of the meeting.

Section 3. Majority Vote. A majority vote of the members present in person or by proxy at any members' meeting shall govern in all matters properly brought before the meeting.

Section 4. Rights of Members. No member shall have any vested rights, interest or privilege of, in or to the assets, functions, affairs of the Association or right, interest or privilege which may be transferable, inheritable, or which shall continue if her/his membership ceases or while she/he is not in good standing. No member shall be deprived of her/his membership without her/his consent unless and until she/he shall have been afforded an opportunity to be heard.

Section 5. Liability of Members. No member shall be personally liable for any of the debts, liabilities, and/or obligation of FAVS.

Section 6. Resignation of a Member. Any member may resign from FAVS by a written resignation letter to the Board.

Section 7. Removal of a Member. Any member may be removed from membership for cause and conduct detrimental to the interests of FAVS by the affirmative vote of the majority of the Board at any regular or special meeting called for the purpose.

Section 8. Partner. Any person, organization, foundation and/or business concern that subscribes to the purposes and objectives of FAVS may be invited by the Board to become a partner for the duration of one year. A partner shall have no voting rights unless he/she signs up as an official member of FAVS.

## **ARTICLE VI: BOARD OF DIRECTORS**

Section 1. Function, Powers and Authority. The Board of Directors (hereafter called the Board) shall manage the business of FAVS. Its management powers shall be exercised consistent with the stated purpose of FAVS in Section 1, Article II . It shall advise and guide its officers in formulating and administering the policies and programs as well as overall management of the affairs of FAVS.

Section 2. Composition. This association shall not have less than five (5) or more than fifteen (15) Directors. The Board shall consist initially of six (6) Directors who are the original founders of the Association. The immediate past President of the FAVS shall automatically become a Director with their consent following election of new officers. Directors shall be elected from the general membership by a majority vote of members present at the General Membership Annual Meeting in November of each year. The Chairman and the Vice Chairman of the Board shall be elected by the Directors after the General Membership Annual Meeting. Every Director must meet the general membership eligibility requirement set forth in Article III and be a current member of FAVS in good standing. A Director may not serve simultaneously as an Executive Officer. Husband and wife, blood relatives shall not serve as Directors during the same term.

Section 3. Term. The Directors shall serve a two-year (2) term, except for the original founders, who may serve continuously, beginning January 1 until December 31 of the second year, or until their successors have been elected.

Section 4. Board Meetings. Board meetings shall be held on a quarterly basis, and on as-needed basis. Meeting quorum shall consist of a simple majority of all Directors. The act of a majority of the Directors present at any meeting shall take effect unless otherwise specifically provided by these By-laws. The President shall render a report on the current and planned activities of FAVS and the rest of the executive officers shall be required to attend while other elected and appointed officers shall be invited to attend Board meetings, but may not vote, unless the elected officers are simultaneously serving as members of the Board. Board members and executive officers shall only be excused from such meetings with the following valid reasons:

- (a) Illness, injury, or hardship of the member or his/her family.
- (b) Conflict with military duty, employment or other FAVS function.
- (c) Vacations or other family affairs.

Section 5. Resignation. Any Director may resign by giving written notice of such resignation to the Chairman of the Board.

Section 6. Removal of a Director. Any Director may be removed for cause by the affirmative vote of a majority of all the Directors, including the Director to be removed, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Association including three (3) consecutive and unexcused absences at Board meetings.

Section 7. Vacancy. In the event of a vacancy, the Chairman of the Board, shall, by consent of the majority of the Board, appoint a new Director from the membership to serve the remainder of the term.

Section 8. Compensation. Directors shall receive no compensation. By resolution of the Board, a reimbursement of expenses for attendance at official functions while representing FAVS or for rendering unusual expenses from personal funds will be reimbursed at the discretion of the Board.

## **ARTICLE VII: EXECUTIVE OFFICERS**

Section 1. Composition. The Executive Officers of FAVS shall consist of the following:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Marshal
- (f) Public Relations Officer (PRO)
- (g) Chaplain
- (h) Area Officers in Charge (AOIC)
- (i) Auditors (2)
- (j) Parliamentarian
- (k) Historian

Every Officer must meet the membership eligibility requirement set forth in Article II and be a current member of FAVS in good standing. No husband, wife or blood relatives may serve as Executive Officers during the same term.

Section 2. Election. The Executive Officers shall be elected by a majority vote of members present at the General Membership Annual Meeting. The election procedure shall be in accordance with Article VIII.

Section 3. Term. All Executive Officers shall serve a term beginning January 1 until December 31 of the year following their election, or until the new Executive Officers are elected.

Section 4. President. The President or in his/her absence, the next officer in succession shall preside at all meetings and functions of FAVS. He/She shall be a member of all committees, with full right to vote therein. The President shall always conduct himself in such a manner as to reflect credit on FAVS and its delegates. He/she shall restore order during meetings. The President shall carry on the actual business of FAVS under the guidance of the Chairman of the Board and the Board of Directors.

Section 5. Vice President. The Vice President shall assist the President and carry all reasonable assignments from the President. The Vice President shall perform the duties of the President in the event of his/her absence.

Section 6. Secretary. The Secretary shall keep a record of all proceedings and activities of FAVS and shall perform the usual duties of such office and be subject to the directions of the President. Upon taking office, the Secretary shall receive minutes of proceedings and records of FAVS. She/He shall attend all Board Meetings, the General Membership Annual Meeting, and all general membership special meetings. She/He shall prepare official minutes of such proceedings for submission and approval at the next meeting. She/He shall compile all minutes in a book or binder to be kept as an official record of FAVS. She/He shall be responsible for updating and filing FAVS Articles of Incorporation annually. Upon relief by her/his successor, all official records shall be turned over. These official records shall include, but not be limited to the following:

- (a) All minutes of past proceedings
- (b) All records of audits and audit reports
- (c) The Articles of Incorporation, the By-laws and the Seal
- (d) All other official records and correspondence.

Section 7. Treasurer. The Treasurer shall keep the current accounts of FAVS and they should be open to inspection by the Board with a week's notice. She/He shall keep full and accurate records of all receipts and disbursements, prepare all financial statements, and deposit all funds and valuables in such depositories as may be designated by the President. Upon accepting office, the Treasurer shall receive an accounting of the funds and properties as well as the records of all financial transactions of FAVS. Specifically the Treasurer shall:

- (a) Submit itemized monthly and/or quarterly financial reports, which are subject to audit, and present such reports during Board and the General Membership meetings.
- (b) Be responsible for the safekeeping of FAVS funds generated from membership dues, fund-raising activities and other income, and for the payment of obligations incurred, which are authorized and directed by the President.
- (c) Disburse funds as directed by the President and/or the Board, taking proper vouchers of such disbursements for proper auditing.
- (d) Submit an annual report showing the financial position of FAVS accompanied with the corresponding receipts and disbursements during the preceding year at the General Membership meeting.
- (e) File FAVS end-of- the- year tax return, if required, not later than May 15 of the tax year.

Section 8. Marshal. The Marshal is appointed by the President and shall be confirmed by the Board. He shall ensure that proper order is maintained at every official gathering of FAVS. He shall assist the Treasurer in the collection of assessments and act as an

escort to all visiting dignitaries and special guests; and shall perform such other duties as prescribed by the President.

Section 9. Chaplain. The Chaplain is appointed by the President and shall be confirmed by the Board. He shall act as the Casualty Assistance Call Officer (CACO) of FAVS. He will update FAVS on the status of members who are sick or in distress; act as overall area coordinator providing grief assistance; and perform such other duties prescribed by the President.

Section 10. Public Relations Officer. The PRO is appointed by the President and shall be confirmed by the Board. He shall be the official spokesperson of the association; shall act as liaison with out-of-town veterans; coordinate with other public and private organizations; serve as editor of FAVS newsletter; and make appearances or press releases to the media, as required.

Section 11. Area Officers in Charge. AOICs are appointed by the President and shall be confirmed by the Board. Each AOIC shall represent designated area to coordinate and/or disseminate information, and to assist members. AOICs shall maintain a list of members name, mailing address, phone number, e-mail address and/or FAX number in their assigned areas. The President may appoint additional AOICs as necessary.

Section 12. Auditors. The two (2) Auditors are appointed by the Board and shall perform quarterly and end-of-the-year audits on FAVS financial books and records, and special audits as the Board may direct.

Section 13. Parliamentarian. The Parliamentarian is appointed by the Board shall attend all FAVS meeting to provide advice and assistance in all parliamentary procedures in accordance with the *Robert's Rules of Order Newly Revised*.

Section 14. Historian. The Historian is appointed by the Board and shall maintain historical records of FAVS events and activities, including newspaper articles, photos, souvenir programs, and other relevant historical matters.

Section 15. Removal of an Executive Officer. An Executive Officer may be removed from office for cause by majority vote of the Board of Directors.

Section 16. Vacancy. In the event of a vacancy of Executive Officers, the Board shall appoint an interim Officer, and shall call a general membership special meeting to fill the vacancy within sixty (60) days unless the General Membership Annual Meeting is less than sixty (60) days away.

## **ARTICLE VIII: ELECTION PROCEDURES**

Section 1. Nominating Committee. Two (2) months prior to the General Membership Annual Meeting, the Board shall designate a Nominating Committee to prepare a list of

nominees selected from the general membership. The list shall contain one or more candidates nominated for each position of the Executive Officers. The candidates must be current members for at least six (6) months and in good standing

Section 2. Nominees. The Nominating Committee shall contact each nominee to obtain and confirm her/his acceptance of candidacy for the election. No one shall be put on the Nomination list unless her/his acceptance has been confirmed. A nominee who is elected but failed to attend the election may submit a letter to the Board indicating that he/she will serve in the elected position.

Section 3. Additional Nominations. Before the election for each position begins, additional nomination(s) on the floor from the general membership attending the election should be entertained. To be a valid nominee, a person must be nominated and seconded.

Section 4. Election. The Nominating Committee shall act as the Election Committee who shall conduct the election process. All ballots shall be collected from the floor and tabulated. The results should be announced immediately following the election.

#### **ARTICLE IX: STANDING COMMITTEES**

Section 1. Standing Committee. The Board may appoint standing committees. The members of any such committee shall serve at the pleasure of the Board. Committees shall consult and assist FAVS officers in all matters designated by the Board and shall conduct such activities on behalf of FAVS.

Section 2. Committee Chairman. Each Board Director except the Chairman shall be assigned in one of the standing committees and shall act as Chairman of such committee.

Section 3. Committee Report. Each Chairman of the standing committees shall render a report during the Board meeting as the Chairman of the Board may direct.

#### **ARTICLE X: FISCAL MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of FAVS shall be from January 1 to December 31 of each year. At the beginning of the fiscal year, the incoming Executive Officers shall ensure that an itemized annual budget, which includes but not limited to items listed in Section 6 of this Article is completed and approved by the Board.

Section 2. Disbursement of Funds. All agreements, contracts, deeds, leases, checks, and other instruments of FAVS expenditures or obligations shall be executed jointly by the President and the Treasurer (in her/his absence, Secretary). A petty cash fund of \$50

shall be established for expenditures of \$20 or less and duly receipted. Replenishment of the petty cash shall be approved by the President and Treasurer. Additionally:

- (a) The Board shall approve all expenditures of more than \$200.
- (b) The President is authorized to approve expenditures not to exceed \$200, from a budget line item or from unallocated funds.
- (c) The Secretary is authorized to procure necessary office supplies not to exceed \$50 from a budget line item.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of FAVS shall be signed by both the President and Treasurer.

Section 4. Compensation and Expenses. The President shall have the power, in his/her discretion, to contract for and to reimburse appropriate expenses to members rendering unusual or special services or projects for FAVS. All disbursements shall be reported to the Board.

Section 5. Operating Funds. Operating funds will be generated from membership dues, donations and other income. FAVS shall not operate at a deficit.

Section 6. Special Funds. Special funds are generated by fund raising activities, gifts and donations, and shall be restricted to utilization for its designated use. Special funds include, but are not limited to, such projects as Scholarship Fund, Building Fund, Books Fund, Sports Fund, Charity Relief Fund, etc. Special funds remaining after the fulfillment of a special project may be designated for other uses by the Board.

Section 7. Gifts. FAVS may accept gifts, bequests or devises of real or personal property of every nature and description, may use, hold, manage, deal with, and dispose of the same in such manner and to such extent as may be advisable for fulfilling its purposes.

Section 8. Liability. A liability insurance coverage shall be purchased not less than the required amount to be determined by the Board.

Section 9. Financial Report. At the close of each fiscal year, the President and Treasurer shall ensure that:

- (a) FAVS books and records are ready for auditing.
- (b) FAVS end-of-the-year tax return is prepared for filing, if required.
- (c) FAVS annual Financial Statement is prepared and submitted to the Board at its meeting.

## **ARTICLE XI: CEREMONIAL FUNCTIONS**

Section 1. Retirement, Ceremonies and other Events. When a veteran retires, is ill or in distress, FAVS shall provide moral support, assistance, and/or attendance, if desired by the veteran or the family, without regard to the veteran's membership status with FAVS.

Section 2. Death of a Member. When a member dies:

- (a) The Treasurer shall ask voluntary contributions from the members.
- (b) The President and Chaplain (CACO) shall contact the next of kin and express condolence on behalf of FAVS, and offer the sympathy card with collected contributions.
- (c) Services for pall bearers or honor guards shall be offered.
- (d) In the event the deceased member is not going to have a military funeral, FAVS shall provide an American Flag to the widow at the burial.

Section 3. Ceremonial Uniform. Members electing to participate in the events stated in Sections 1 and 2 of this Article shall be in FAVS formal ceremonial attire/uniform consisting of Blue/Black Blazer with FAVS Patch (Logo), Khaki Pants, White Shirt, Blue/Red or Patriotic Tie, FAVS Garrison Cap and appropriate dress shoes.

## **ARTICLE XII: DISSOLUTION**

Section 1. Dissolution. In the event of complete or partial liquidation or dissolution of FAVS, whether voluntary or involuntary, the balance of all money and other properties received from any source shall, after the payment of all debts and obligations of the Association, be distributed to such organization as shall qualify under section 501(c)(19) of the Internal Revenue Services Code.

## **ARTICLE XIII: CHANGES IN BY-LAWS**

Section 1. Change Process. These bylaws may be altered, amended, or changed, or new by-laws may be adopted by any member, provided that notice of the of the specific alteration, amendment, change, or if new by-laws be contemplated, a complete set of the proposed action be submitted to the Chairman of the By-laws Committee, 30 days prior to the next scheduled Board meeting.

Section 2. Voting. The Board of Directors shall have the power to make, alter, amend, adopt, and repeal FAVS By-laws by a 2/3 vote of the Board of Directors and approved in writing and attached to these By-Laws.

#### **ARTICLE XIV: ORIGINAL FOUNDERS**

Section 1. Founders. The following Original Founders of the Filipino American Veterans Society established on November 17, 2003, whose names shall remain inscribed herein and are ipso facto permanent members of the Board of Directors, and may serve continuously until they resign, or are removed, incapacitated or deceased:


Bob Bontilao  
Art Gandionco  
Gee Mercado  
Nes Papel  
Digno Sabio  
Don Villanueva

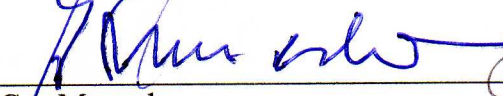
**CERTIFICATION**

The undersigned, FAVS Board of Directors hereby approve and certify that the foregoing amendments of the Filipino American Veterans Society, Inc. are true and correct.


Date: November 10, 2009

  
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Bob Bontilao, Chairman


  
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Art Gandionco

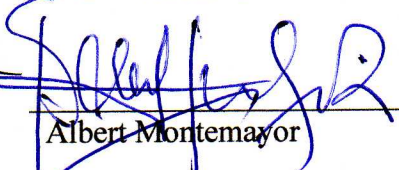
  
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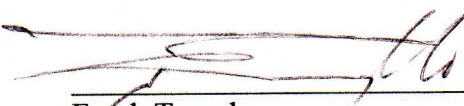
  
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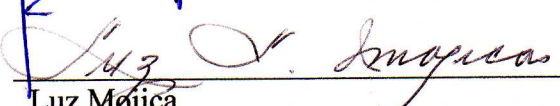
  
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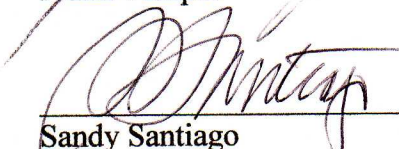
  
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Don Villanueva

  
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Rudy Alcantara

  
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Albert Montemayor

  
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Frank Templo

  
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Luz Mojica

  
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Sandy Santiago