

**BY-LAWS
OF
FILIPINO AMERICAN VETERANS SOCIETY, INC.
(A NONPROFIT ORGANIZATION)**

ARTICLE I: NAME, SEAL, AND OFFICE

Section 1. Name. The name of this corporation is Filipino American Veterans Society, Inc., (FAVS), hereafter referred as the “Association”.

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

Section 3. Offices. The principal and registered office of the Association shall be: 1576 Polaron Ct., 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. The Association is organized and shall be operated exclusively as nonprofit, under the laws of the State of Florida. It shall promote fellowship and unity among Filipino and American veterans; provide moral support and assistance to sick, distressed or deceased members; maintain a scholarship program for qualified immediate dependents of members; improve communication among veterans and network with veteran organizations; be an active voice to protect veterans rights, benefits and entitlements; and support/participate in community, military-oriented projects. It may also engage in such other activities, consistent with the goal of the Association, provided that in no event shall the Association be operated other than those permitted by law.

Section 2. The Association shall have the power, directly or indirectly, alone, in conjunction or in cooperation with others, to do any and to engage in any lawful acts which may be necessary, useful, suitable, desirable, or proper for the furtherance, and accomplishment of any of the purposes for which the Association is organized; and to assist other organizations whose activities are such as to further accomplish, foster or attain such purposes. Such activities shall include, but not be limited to, acceptance of gifts, grants, devises, or bequests of funds, or any other property from any public or governmental body and any private person, including but not limited to, private and public foundations, associations and individuals.

Section 3. Notwithstanding any other provisions of these Articles, the Association shall not conduct or carry on any activity prohibited by law. Furthermore, the Association shall have no collective interest in any given religion, political affiliation or political interest **foreign and domestic**.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Function, Powers and Authority. The Board of Directors (hereafter called the “Board”)

shall manage the business of the Association. Its management powers shall be exercised consistent with the stated purpose of the Association and its status under Section 501(c)(19) of the Internal Revenue Code. It shall advise and guide the officers of FAVS in formulating and administering the policies and programs as well as overall management of the affairs of the Association.

Section 2. Composition. This association shall not have less than five (5) or more than (19) 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 V and be a current member of the Association in good standing. **A Director may serve simultaneously as 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 first until December thirty first 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 an 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 of FAVS and other elected officers **shall be invited to attend Board meetings, but may not vote, unless the elected officers are simultaneously serving as members of the Board.**

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 with 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 of the Association 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 the Association or

for rendering unusual expenses from personal funds will be reimbursed at the discretion of the Board.

ARTICLE IV: EXECUTIVE OFFICERS

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

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer
- (5) Marshall
- (6) Public Relations Officer (**PRO**)
- (7) Chaplain
- (8) Area Officers in Charge (AOIC)

Every Officer must meet the membership eligibility requirement set forth in Article V and be a current member of the Association 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 per Article VI.

Section 3. Term. All Executive Officers shall serve a term beginning January first until December thirty first of the **same** year, 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 the Association. She/He 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 the Association and its delegates. He/she shall restore order during meetings.**

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 the Association and shall perform the usual duties of such office and be subject to the directions of the President. She/He shall, upon taking office, receive minutes of proceedings and records of the Association. She/He shall attend all Board Meetings and 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 the Association. She/He shall be responsible for updating and filing the Association's Articles of Incorporation annually. Upon being relieved 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 the Association and they should be open to inspection by the Board with a week's notice. The Treasurer shall publish itemized quarterly financial reports and an annual report to the General Membership Annual Meeting. 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 of the Association as well as the records of all financial transactions of the Association. Specifically the Treasurer shall:

- (A) be responsible for the safekeeping of the funds of the Association, for the collection of dues and other income of the Association, and for the payment, which is authorized and directed by the President, of any obligation incurred by the Association,
- (B) disburse funds as directed by the President and/or the Board, taking proper vouchers of such disbursements for proper auditing,
- (C) present an annual report showing the financial position of the Association and the related receipts and disbursements during the preceding year at the General Membership Meeting.

Section 8. Marshall. The Marshall 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 the 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 the **Association** 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 (PRO)** 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 Officer in Charge (AOIC)**. Area OIC's are appointed by the **President and shall be confirmed by the Board**. He shall represent designated areas to coordinate and/or disseminate information and assistance to member veterans in his area. Additional AOIC's may be designated for areas as required. AOIC's shall maintain a list of members name, mailing address, phone number, e-mail address and/or FAX number.

Section 12. **Removal of an Executive Officer**. An Executive Officer may be removed from office by majority vote of the Board of Directors.

Section 13. **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 days unless the General Membership Annual Meeting is less than sixty days away.

ARTICLE V: GENERAL MEMBERSHIP

Section 1. **Eligibility**. Membership is open to all veterans regardless of race, creed, color, sex, religion, or national origin. A member must be a **U.S.** military veteran, widow of a veteran or a child of a veteran and must abide by the objectives contained in the By-laws of the Association.

Section 2. **Membership**. The initial members of the Association shall be referred to as Charter Members and shall consist of all persons first signing the Articles of Incorporation. The Board shall review and approve all new memberships.

Section 3. **Honorary Members**. Honorary membership will be granted as determined by the Board. Such members may not vote.

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.

Section 5. **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 6. Annual Meeting. The General Membership **Annual Meeting** shall be called by the by the **President**. The meeting shall be held at a place as the **President** may designate.

Section 7. Notice of Annual Meeting. Notice of the time, place and purpose of the General Membership Annual Meeting shall be served not less than fourteen (14) days before the meeting upon each person who appears on the Directory of the Association as a member **by email and phone call to members without email**. If mailed, such notice shall be directed to the members at the address appeared in the Directory of the Association.

Section 8. Special Meetings. The general membership special meetings may be called at any time by the Board. The Board must call a general membership special meeting upon the request of at least three (3) members of the Board.

Section 9. Quorum. At any meeting of the general membership, fifty-one (51%) of the members must be present or by proxy in order to constitute a quorum for all purposes except as otherwise provided by the By-laws. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may otherwise specifically provided by the By-laws.

Section 10. Voting. At any meeting of the general membership, each member shall be entitled to vote in person. All elections shall be held and all questions decided by a majority vote of the members present in person or by proxy.

Section 11. Resignation of a Member. Any member may resign from the Association by a written resignation letter to the Board.

Section 12. Removal of a Member. Any member may be removed from membership by the affirmative vote of fifty-one (51%) of the Board at any regular or special meeting called for the purpose, for conduct detrimental to the interests of the Association. Any member shall automatically be removed from membership upon failure to remit the annual membership dues.

Section 13. Compensation and Expenses. The President shall have the power, in her/his discretion, to contract for and to reimburse appropriate expenses to members rendering unusual or special services or projects for the Association. **All disbursements shall be reported to the Board.**

Section 14. Liability of Members. No member shall be personally liable for any of the debts, liabilities and/or obligation of the Association.

Section 15. Partner. Any person, organization, foundation and/or business concern that subscribes to the purposes and objectives of the Association 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 the FAVS.

ARTICLE VI: ELECTION PROCEDURES

Section 1. Nominating Committee. Two 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 the positions as Executive Officers. The candidate must be a current member for at least six months and in good standing

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

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 VII: 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 aid the officers of the Association in all matters designated by the Board and shall conduct such activities on behalf of the Association as may be directed by the Board.

ARTICLE VIII: FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Association shall be from January first to December

thirty-first of each year.

Section 2. Disbursement of Funds. All agreements, contracts, deeds, leases, checks, and other instruments of the Association for expenditures or obligations shall be executed jointly by the President and the Treasurer (in her/his absence, Secretary). All expenditure amounting to **\$200 or more** shall be first subject to the approval of the Board. 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**.

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 the Association for all debts of the Association shall be signed by both the President and Treasurer.

Section 4. Operating Funds. Operating funds will be generated from membership dues, donations **and other income**. The Association shall not operate at a deficit.

Section 5. 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 6. Gifts. The Association may accept gifts, bequests or devises of real or personal property of every nature and description wheresoever located, may use, hold, manage, deal with, and dispose of the same in such manner and to such extent as may be advisable for fulfilling the purposes of the Association.

Section 7. Financial Report. At the close of each fiscal year, the books and records of the corporation shall be audited, at the option of the Board of Directors. The President of the **Association** shall cause to be prepared annually a full and correct statement of the financial affairs of the corporation, which shall be submitted to the Board of Directors at its meeting.

CHAPTER IX. DISSOLUTION

Section 1. Dissolution. In the event of the complete or partial liquidation or dissolution of the Association, whether voluntary or involuntary, the balance of all money and other properties received by the Association 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,