

UNITED VETERANS' COUNCIL

OF

NEW MEXICO

BY-LAWS

(These By-Laws superseded all previous By Laws and Amendments)

ARTICLE I

NAME

The name of this Corporation is *The United Veterans' Council of New Mexico* (the "UVC") with offices in Albuquerque, New Mexico.

ARTICLE II

PURPOSES

The purpose of the organization shall be to promote the welfare and quality of life of our veterans, their families, and survivors through a collective effort as follows:

Section 1

- A. Support the protection of veterans' benefits, entitlements, and privileges.
- B. Support legislation (local, state and/or federal) intended to enhance or protect veterans' benefits & entitlements and/or oppose action that threatens or reduces veterans' benefits & entitlements.
- C. Support legislation that demonstrates concern for our veterans, their families, and survivors without regard to party or political affiliation.
- D. Encourage the exchange of information between veterans' organizations regarding benefits & entitlements, available services, upcoming events and other subjects of interest to the veterans' organizations.
- E. Provide a forum for non-members (e.g., VA, New Mexico Department of Veterans' Services) to educate and inform members of veterans issues.
- F. Support the New Mexico Veterans' Memorial.

Section 2

- A. The Corporation shall be non-political and shall not furnish financial aid to, or otherwise promote the candidacy of any person seeking public office and/or a political issue.
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of; or in opposition to, any candidate for public office and/or a political issue.
- C. No part of the income or assets of the Corporation shall inure to any member, director, officer or employee of the Corporation or be distributable to any person during the life of the Corporation or upon its dissolution or final liquidation. However, nothing in this section shall prevent the payment of reasonable compensation to officers, directors, and employees of the Corporation or prevent their reimbursement of actual necessary expenses in amounts approved by the Corporation's Board of Directors.
- D. The corporation shall possess all powers as authorized by Public Law 92-93 as adopted by the U.S. Congress, 11 August 1971, as the same from time to time may be amended; provided however, any other provision herein contained (including Section 1, paragraphs B & C, of this Article) to the contrary notwithstanding, no actions or assets of the Corporation shall be taken, donated, distributed, applied to, paid over, or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any subsequent law of the United States of America.

ARTICLE III

MEMBERSHIP

Section 1: Eligibility

Membership in the UVC shall be open to all military- and veterans-oriented organizations, including auxiliaries, operating within the State of New Mexico. Separate entities of the same group (e.g., several local chapters and a state-level organization) are eligible for separate membership. Individual persons are not eligible for UVC membership.

Section 2: New Members

Organizations believing they are eligible for membership may apply to the UVC Board of Directors (BoD) for membership, using whatever form and process the BoD shall require. The BoD shall determine if the organization is indeed eligible for membership and shall

approve or disapprove the application at its sole discretion. The BoD may, or may not, entertain, at its sole discretion, appeals to its decision on membership applications.

Section 3: Termination of Membership

- A. Any member may terminate its membership upon 30 days advance written notice to the BoD.
- B. Membership will be terminated automatically 30 days after a second written notice of dues over 90 days in arrears is mailed to the organization's address of record, unless such dues are fully paid up within the 30-day period.
- C. The BoD, by 2/3-majority vote, may terminate the membership of any organizations whose activities are deemed to be in opposition to the UVC objectives stated in Article II herein.

Section 4: Dues

- A. Dues shall be established at the last general meeting of the fiscal year (typically in June) by a 2/3 vote of delegates present. A 30-day advance notice shall be mailed to remind members of payment of dues.
- B. Annual dues are payable on or before July 1st of each year with a 30-day grace period.
- C. Members whose dues have not been paid and have exceeded the 30-day grace period will not be eligible to vote (see Section 5, below).
- D. The following organizations are exempt from dues:
 - a. Gold Star Wives
 - b. Gold Star Mothers

Section 5: Voting

Each member organization in good standing of the UVC (i.e., approved by the BoD and Annual Dues paid up) shall be entitled to one vote in all matters determined by a vote of the membership. Each member organization shall designate in writing the individual authorized to cast its vote (including alternates, as appropriate).

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Membership

The Board of Directors (the BoD) shall be comprised of the elected officers of the UVC plus three elected Directors. The Board, therefore, is comprised of seven (7) voting members. An elected officer may not concurrently hold an elected seat on the BoD.

Section 2: Elections/Removal

The election and removal of Directors shall follow the same procedures, on the same schedule, as the election of officers (see Article V. Sections 2 through 5, below), except that the term of office for the three (3) Directors elected for the fiscal year shall be as follows:

FIRST Director shall be for a one (1) year term.

SECOND Director shall be for a two (2) year term.

THIRD Director shall be for a three (3) year term.

Thereafter, one (1) Director shall be elected each fiscal year for a three (3) year term.

The President shall chair the BoD and the BoD shall elect a Vice-Chair from among its elected Directors.

Section 3: Duties and Responsibilities

The BoD is the governing body of the UVC. It shall have all powers and authorities necessary to guide and conduct the business of the UVC, except as otherwise provided in these By-Laws. All actions of the elected officers are subject to review and adjustment by the BoD.

Section 4: Meetings

The BoD shall meet at the call of the President. A quorum shall be comprised of a simple majority of voting members.

ARTICLE V

OFFICERS

Section 1: Number and Duties

The elected officers of the UVC shall be a President, a Vice-President, a Secretary, and a Treasurer. In addition, the President, with the concurrence of the BoD, shall appoint a Chaplain, a Sergeant-at-Arms and an Historian.

- A. **President:** The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business affairs of the Corporation. S/He shall preside at all meetings of the membership and the Board of Directors, and shall act as representative of the Corporation in all instances wherein the Corporation has an interest. S/He shall annually prepare a full and true statement of the affairs of the Corporation, which shall be submitted to the membership. The President may delegate to other officers of the Corporation, or to paid employees, or to volunteer employees, such duties as s/he sees fit without delivering him/herself of the responsibility that these duties are properly carried out. S/He may, from time to time, appoint such agents and/or committees as s/he shall consider necessary for whatever period s/he deems necessary to assist in the business of the Corporation. All such appointments, however, shall terminate when the incumbent President leaves that office.
- B. **Vice-President:** The Vice-President, in the absence of the President shall perform the duties of the President and when so acting shall have all powers and be subject to all the restrictions upon the President.
- C. **Secretary:** The Secretary shall be charged with the keeping of complete and proper records of all business of the Corporation with the exception of the financial reports. It shall be his/her duty to see that all members are duly informed of all meetings to be held and that minutes of these meetings be provided to all members.
- D. **Treasurer:** The Treasurer shall be charged with the responsibility for the funds of the Corporation. It shall be his/her duty to act as financial officer of the Corporation, to arrange for the deposit of all monies in a bank, trust company, or credit union designated by the BoD and the membership. The Treasurer shall be charged with the submission of such financial reports as the BoD shall direct. It shall be his/her responsibility to check each financial report against all relevant bank statements prior to delivery of such reports. The Treasurer shall give a bond for the faithful discharge of his/her duties, when requested by the BoD. The cost of such bond, however, shall be paid from the general fund of the UVC.

Section 2: Eligibility

Individual persons who are members in good standing of UVC member-organizations in good standing at the time of a scheduled election may stand for election to any elected office. Any individual supporting the purposes of the Corporation may be appointed by the President to one of the appointed posts. No individual may concurrently hold more than one office, nor an office and an elected seat on the BoD.

Section 3: Term of Office

The term of each office shall be for two (2) years. Persons filling appointed positions shall serve at the discretion of the President, so long as the President who appointed them shall continue to serve in that position.

Section 4: Elections

- A. Nominations for elective office may be made by any member in good standing of any UVC member-organization from 120 days to 30 days prior to the last scheduled general meeting of the fiscal year. Nominations shall be made in writing to the Secretary. In the event that the President appoints a Nominations Committee, this Committee shall make its report at the 2nd to last general meeting (May) of the fiscal year.
- B. Elections shall be held at the last general meeting of the fiscal year. A simple majority vote of a quorum of member delegates will elect all officers. In the event that no one candidate receives a majority of votes cast, the two candidates with the largest number of votes will participate in a 'run-off' election immediately following the initial balloting. In the event of a tie in the 'run-off', the President will flip a coin to decide the winner.
- C. A call for elections will be made every two years, as provided for herein. If there are no candidates for a particular office the incumbent officer may be re-elected by a acclamation vote.

Section 5: Removal

- A. Any officer may resign his/her position by written notice to the Secretary (in the event the Secretary decides to resign, s/he shall provide written notice to the President).
- B. Any elected officer may be removed by a 2/3 vote of the BoD (NB: 2/3 of the voting membership of the BoD, not just those present, is required to remove an elected officer). Removal may only be 'for cause'. The BoD must determine that the actions or omissions of the officer are obstructive of the purposes of the Corporation.

- C. In the event an office becomes vacant for any reason, the BoD shall appoint an eligible person to fill that office until the next regular election for that position.

ARTICLE VI

MEETINGS

Section 1: Time & Place

The UVC shall meet at least once each quarter on a regular schedule determined by the BoD.

Section 2: Purpose

Meetings shall be for the purpose of distributing information, establishing UVC priorities, electing officers and Directors, and conducting such other business as proposed by the officers or BoD.

Section 3: Agenda

The President will publish an agenda for each meeting not later than seven days prior to the date of the meeting. This agenda will be provided to each member organization at the start of the meeting for approval or modification.

Section 4: Quorum/Rules of Order

Official representatives representing more than 25% of member organizations shall constitute a quorum. All UVC general meetings shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE VII

COMMITTEES

Section 1

- A. The President shall have the authority, in accordance with Article V, Section 1, of these By-Laws, and subject to the approval of the BoD, to appoint any special or standing committee(s) to assist in the business of the Corporation.
- B. The BoD shall have the power to establish any special or standing committee(s) and to prescribe the powers of such committees so far as is consistent with the By-Laws.
- C. The President shall ensure that each committee draws at least one (1) of its members from the BoD.

ARTICLE VIII

FISCAL

Section 1: Fiscal Year

The fiscal year of the UVC shall be July – June of each year.

Section 2: Books and Records

The Corporation shall keep correct and complete books and records of account as shall be required by the Internal Revenue Code and the needs of the Corporation.

Section 3: Assets

- A. All assets, financial, personal and real property of the UVC and the BoD are assets of the UVC.
- B. Memorabilia, artifacts, books or other items donated to the UVC for the purpose of public exhibition or study are the property of the UVC.
- C. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4: Policy

- A. The BOD shall establish appropriate fiscal policies for accounting and control of all UVC fiscal assets.
- B. An annual fiscal review of finances of the corporation will be conducted in the last month of the fiscal year (June). The financial review committee will be appointed by the president and a report will be submitted at the next general membership meeting.

ARTICLE IX

RECORDS

The UVC shall maintain correct records and shall keep minutes of all meetings of the UVC and of its BoD at the principal officer of the Corporation. All such records shall be public and may be inspected by any member-organization or by any member of the BoD or the agent or attorney of either, or any proper person, at any reasonable time.

ARTICLE X

AMENDMENTS

These By-Laws may be altered, amended, or repealed, by a two-thirds (2/3) vote of the membership present at any regular or special meeting of the Corporation, providing that the proposed By-Law change(s) was announced and discussed at a previous meeting of the Corporation and it is listed in the agenda published per Article VI, Section 3, for that meeting.

ATTEST:

Adopted after the second and final reading on the xxth day of xxxxxx, 2017.

President - Ken O'Keefe

Date

Vice President - Fred Hudson

Date

Secretary – Diana Wong

Date