

BYLAWS
of

THE UNITED MEXICAN AMERICAN VETERANS
ASSOCIATION (U.M.A.V.A.)

UMAVA.org

ARTICLE 1
OFFICES

SECTION 1: Principal Office

The principal office of U.M.A.V.A (the Organization) for the transaction of its business shall be located in the County of Orange, California.

SECTION 2. Change of Address

The County of the Organization's principal office can be changed only by amendment of the Articles of Incorporation of this Organization and not otherwise. The Executive Committee may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

Address	From
_____	_____
_____	_____
_____	_____
_____	_____

SECTION 3. Other Offices

The Organization may also have offices at such other places, within the County of Orange, where it is qualified to do business, as its business may require and as the Executive Committee may from time to time designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRS Section 501(c)(19) Purposes:

This organization is organized exclusively for one or more of the purposes specified in Section 501(c)(19) of the Internal Revenue Code. A short description of the provisions of Section 501(c)(19) is noted on Appendix A.

SECTION 2. Specific Objectives and Purposes:

The specific objectives and purpose of this organization include, but are not limited to:

- . Uphold and defend the Constitution of the United States of America and the American Flag;
- . Promote understanding, appreciation and respect for the sacrifice and commitment by the American Veteran.
- . Collect and preserve the past through photographs, stories and artifacts that depict the lives and contributions of Mexican-American Veterans.
- . Make a positive difference in the lives of surviving veterans through recognition, camaraderie solidarity, referral and assistance to necessary services.
- . Inspire future generations through education and advocacy.

ARTICLE 3
BOARD OF DIRECTORS

SECTION 1. The Board:

The organization shall have a **maximum of eleven (11) Directors** and collectively they shall be known as The Board of Directors (The Board).

SECTION 2. Qualification

Any military UMAVA member (active or retired) in good standing may serve as a Board Member Director. **Also at no point will the Board consists of more than 1/3 of Directors who are not active duty or prior military service UMAVA members.**

SECTION 3. General Powers:

The general control of this organization shall be vested in The Board. Subject to the limitations contained in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of The Board.

SECTION 4. Approval and Ratification of Board Members:

New Directors to The Board shall be approved by a majority of the members in attendance at a general meeting.

SECTION 5. Duties

It shall be the duty of The Board to:

- . Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- . Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- . Supervise all officers, agents and members of the organization to assure that their duties are performed properly;
- . Meet at such times and places as required by these Bylaws;
- . Register their addresses with the organization Secretary, and notices of meetings mailed to them at such addresses shall be valid thereof.

SECTION 6. Term of Office and Election:

The term of office for each member of The Board shall be **One (1) full year with the term commencing on the first day of January and ending on the last day in December.**

There are no term limits. Board Directors shall be elected by the general membership in accordance with this section.

- There shall be a Nominating Committee appointed by Commander, and/or The Board.
- The majority of the Nominating Committee shall be current Board members, and will select their own Chair.
- **No Commander nor Vice-Commander** shall be part of the Nominating Committee, if they are running for election or reelection to the Board or Executive Committee.
- The Nominating Committee shall have the responsibility for nominating at least one Candidate for each Director and Officer position to be filled at the Annual Meeting of Members.

Eligibility. Only voting members who have been members in good standing such as a member for at least **3 months** prior to the next Annual Meeting of Members which typically occurs in November, and current in their UMAVA membership fees, are eligible to be members of the Board of Directors All Nominations are to be submitted at least 30 Days before the scheduled Annual Meeting of Members.

The candidates receiving the highest number of votes shall be elected. Each member shall cast one vote, with voting being by ballot or other means as directed by the Board.

SECTION 7. Compensation:

The Board shall serve without compensation. The Board shall be allowed reasonable advancement or reimbursement of expenses, of \$100.00 or less, incurred in the performance of their regular duties. **Any meeting advancement or reimbursement request over the sum of \$101.00 requires the approval of the members at a general meeting.**

SECTION 8. Addresses:

Board Directors must register their addresses and e-mail addresses with the Secretary of the Organization, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 9. Property Rights of Organization: No Board Director shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this organization, nor shall any such property or assets be distributed to any member on the dissolution or the winding up thereof.

SECTION 10. Resignation / Termination:

Any Board Director may resign by providing a 30-day written notification to The Board, the Commander, Vice-Commander, or Secretary. A Board Member may be terminated by the majority (at least 2/3 majority if appointed or at least 3/4 majority if elected) of The Board at a regularly scheduled Board meeting. Failure to regularly attend three consecutive Board meetings may be deemed as automatic grounds for termination by the Board; or any other cause as determined by The Board, may result in termination of The Board member as called out in this Section (but not if 2/3 of total membership votes against removal). Upon resignation/termination, all records and official documents shall be surrendered to The Board immediately by the resigning member.

SECTION 11. Regular Board Meetings:

Regular meetings of The Board shall be held monthly, unless cancelled by the Commander. Meetings shall be held at such location within Orange County as may be designated by The Board. The day and time for such meetings shall be approved by a majority of The Board.

SECTION 12. Special Meetings:

Special meetings of The Board may be called by the Commander, and such meetings shall be held at the place as designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization. Requires proper Notice and Agenda.

SECTION 13. Annual Meetings:

An Annual Meeting of the Board and Officers shall be held on such time and place as determined by the Board, usually in the Fall.

SECTION 14. Notice of Meetings:

Regular member meetings shall be held without notice on the third Saturday of the month, or as designated by the Commander. Notice shall be required for a Special meeting of The Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by fax machine and shall state the place, date and time of the meeting and the matters proposed to be discussed at the meeting. In the case of fax notification, the director contacted shall acknowledge personal receipt of the fax notice by a return message or telephone call within 24 hours of the fax transmission.

SECTION 15. Quorum:

A quorum shall consist of 50% plus one of the members of The Board. Except as otherwise provide in these bylaws or in the Articles of Incorporation of this organization, or by law, no business shall be considered by The Board at any meeting at which quorum, as hereinafter defined, is not present, and the only motion which the Commander shall entertain at such meeting is a motion to adjourn.

SECTION 16. Voting:

All votes will be valid only by those members present at a Board meeting with a quorum present and The Board member present for the vote being taken. Board Members shall not be permitted to vote by proxy.

SECTION 17. Vacancies:

Vacancies on The Board shall exist (1) on the death, resignation, expiration of term, or removal, and (2) whenever the number of authorized Board Members is increased. The Board may declare vacant the office of a director who has been found by a final order or judgment of any court to have breached any duty. A Board vacancy shall be filled by the majority approval of The Board of an applicant meeting the criteria of the vacant position. A person elected to fill a vacancy shall serve for the remaining term of his/her predecessor.

Any director may resign upon giving a 30-day written notice (see Section 10 for details), unless the notice specifies a later time for the effective date of such resignation. No Board Member may resign if the organization would then be left without a duly elected Board Member in charge of its affairs, except upon notice to the Attorney General.

The Board may be recalled by 2/3 vote of the total membership. A petition to initiate recall procedures requires at least 1/3 of the total membership.

SECTION 18. Reimbursements:

Board Members may be reimbursed for actual expenses incurred as a result of attending conferences, workshops, etc., which are related to UMAVA business only and have had prior approval of 50%, plus one of The Board when a quorum was present. Expenditures submitted for reimbursement must be accompanied by original statements, invoices and/or a receipt stating the expenditure has been paid in full. These statements, invoices and/or receipts must be presented to The Board for approval and forwarded to the Treasurer for reimbursement. When approving reimbursements, The Board must take into account the financial situation and impact that these reimbursements will have on the organization and ensure, from the organization staff that there are funds available for such reimbursements.

SECTION 19. Non-liability :

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the organization.

SECTION 20. Indemnification by Board, Officers, and Other Agents:

To the extent that a person who is, or was, a Board Member, officer, or other agent of this organization, has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the organization, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding, as it relates to UMAVA business only.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefits Corporation.

SECTION 21. Insurance for Corporate Agents:

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a Board Member, officer, or other agent of the organization), against liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 22. Majority Action as Board Vote:

Every act or decision done or made by a majority of The Board Members present at a meeting duly held at which a quorum is present is the act of the Organization, unless the Articles of Incorporation or bylaws of this organization, or provisions of law require a greater percentage or different voting rules for approval of a matter by The Board.

SECTION 23. Conduct of Meetings:

The Commander shall preside at The Board meetings. If the Commander is not available, then the Vice Commander shall preside. In the Vice-Commander's absence, then the meeting shall be presided by a chairperson chosen by a majority of the members present at the meeting.

The Secretary of the organization shall act as Secretary of all meetings of The Board, provided that in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. The meeting shall be governed by Robert's Rule of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation of this organization, or with provisions of the law.

ARTICLE 4
MEMBERSHIP

SECTION 1: Regular Membership Meetings:

UMAVA members shall meet on the third Saturday of the month at such time as designated by the Commander. If such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day, or as designated by the Commander.

Members shall attend all regularly scheduled meetings to the extent possible. Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are consistent with the Bylaws, with the Articles of Incorporation, and with the provisions of the law.

SECTION 2: Regular Membership

- A. Membership is restricted to Veterans who were not discharged from the service under dishonorable discharge, and with valid proof i.e. DD214.
- B. A very low percent of the membership may consist of spouses and family of Veterans to comply with certain regulations.
- C. UMAVA does not and will not discriminate against any individual or group.

ARTICLE 5

OFFICERS

SECTION 1. Designation of Officers

The officers of the Organization shall be: **Commander, Vice-Commander, Secretary, Chief Financial Officer (CFO), Sergeant-at-Arms, Chaplain, Color Guard Leader, Public Relations Officer, Veterans Service Officer, Event Coordinator, and Adjutant/Ways and Means** and other such officers with such title as may be determined from time to time by The Board. The aforementioned officers shall be elected by the general membership. Such other officers as may be deemed necessary may be elected or appointed by the Executive Board.

SECTION 2. Qualification, Election and term of Office.

Any military UMAVA member or their member spouse in good standing may serve as an officer of this organization, or a non-military member in good standing who believes in and has demonstrated support for UMAVA's mission. **Elections for Officers** shall take place at the end of each term. **Each term is for a period for One (1) year**. There are no term limits. Elections shall be held during the last quarter of the year. Each officer shall hold office until death or until a successor shall have been duly elected, and have been present to have been duly elected, and qualified, or until officer shall resign, or shall have been removed in the manner hereinafter provided.

- A. Removal (**Appointment by Board**) - Any officer or agent, elected or appointed by The Board or under its direction, may be removed by **a majority of The Board** whenever, in its judgment, the best interests of the Organization would be served thereby; for unethical, disorderly or any other acts deemed detrimental to the good name of the organization.
- B. Vacancies - Any vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled by The Board, for the un-expired portion of the term.
- C. Removal of Officer(s) - Officers (**ELECTED by Membership**). The Board may remove an Officer(s) by **at least 3/4s of The Board present where Quorum has been met (but not if 2/3 of total membership votes against removal)**.

SECTION 3. Duties of the Commander:

The Commander shall be the principal executive member of the Organization and, subject to the control of The Board, shall in general, oversee all the business and affairs of the Organization.

The Commander shall:

1. Preside at all Board, Officer and general membership meetings;
2. Plan, Direct, Coordinate and Supervise the affairs of the organization;
3. Appoint or Remove committee chairperson, with the approval of The Board if necessary ;
4. Co-sign checks, along with the Chief Financial Officer;
5. Co-sign contracts, along with the Secretary.
6. Represent UMAVA at community functions;
7. Sign official UMAVA correspondence; and
8. Perform other business as necessary.

SECTION 4. Duties of the Vice-Commander:

In the absence of the Commander, the Vice Commander shall:

1. Perform the duties, and when so acting, shall have all the powers of the Commander; and
2. Perform duties as assigned by The Board or the Commander.

SECTION 5. Duties of the Secretary

The Secretary shall:

1. Keep the minutes of all Board, Officer and general meetings.
2. Send copies of the minutes to each member of the Board or Officers within three (3) weeks of the meeting.
3. Prepare and mail notices of regular general and Board meetings at least one (1) week in advance of the meetings;
4. Receive and maintain all records of the organization;
5. Maintain a copy and/or the original of these bylaws as amended;
6. Keep a membership record containing the name, address and contact numbers of every member; and
7. In general, perform all duties incidental to the Office of Secretary and such other duties a may be required by law, by the Articles of Incorporation, these bylaws, or which may be assigned to him/her from time to time by The Board or the Commander.
8. Co-sign contracts with the Commander, as necessary.

SECTION 6. Duties of the Chief Financial Officer (CFO):

The CFO shall:

1. Receive and bank all UMAVA dues and other monies;
2. Co-sign checks with the Commander;
3. Pay all bills of the association.
4. Prepare a financial report to be given at each regular meeting and provide a copy to the Secretary for recordkeeping;
5. prepare and oversee the filing of all financial reports, tax returns, State and/or Federal forms, as necessary;
6. notify members when dues are payable;
7. act as the custodial of the financial records and, as authorized by law or the provisions of these bylaws, execute documents of the organization; and
8. In general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, these bylaws, or which may be assigned to him/her from time to time by the Executive Board.

SECTION 7. Duties of the Sergeant at Arms:

Responsible for greeting or welcoming members; and ensuring the smooth and orderly functioning of events and meetings. Lead on the Pledge of Allegiance.

SECTION 8. Duties of the Public Relations Officer:

- Ensure Communications are occurring timely.
- Ensure relationships are developed and maintained with the various media outlets (Print; Radio, or TV).
- Responsible for the Newsletter.
- Coordinate with Events Coordinator for its activities.

SECTION 9. Duties of the Event Coordinator:

- Responsible for ensuring events such as:
 - Picnic;
 - Casino trips;
 - Potluck;
 - Christmas Party; and
 - Other Community Eventsare occurring timely and successfully.
- Identify other members to assists with events.
- Coordinate with Public Relations Officer.

SECTION 10: Duties of the Chaplain:

- Lead UMAVA on our Prayer or “Moment of Silence”.
- Officiate on other events as necessary.

SECTION 11: Duties of the Veterans Service Officer:

Responsible for acting as a source/referral for VA, Hospital or other benefits.

SECTION 12: Signing and Approval Authorities:

Signing.

- In general, all Contracts must be approved by the Board, and signed by the Commander and Secretary.
- In general, all Checks must be signed by the Commander and CFO.

Approval.

- Amounts **greater than \$250 require Board Approval.**
- Amounts **greater than \$100 but less than or equal to \$250** require **dual** approval of Commander (or in his absence the Vice-Commander) and the CFO.
- Amounts **less than or equal to \$100** – can be approved **individually** by either the Commander, Vice-Commander, or Chief Financial Officer, in the ordinary course of business.

ARTICLE 6
COMMITTEES

SECTION 1. Executive Committee:

An Executive Committee may consist of majority of Officers i.e. the **Commander, Vice Commander, Secretary, CFO, Sergeant-at-Arms, Color Guard Leader and Chaplain etc, or as determined by the Board.** Additional members to this committee may be appointed by the Commander, and approved by the Board when deemed appropriate. These additional members will be drawn from the existing Board members or Officers.

The Board may vest the Executive Committee with control of affairs which require action more frequently than the regular meetings of the Board. By a simple majority, The Board may revoke or modify any or all of the authority delegated to the Executive Committee. The Secretary shall keep regular minutes of the proceedings of the meeting by the Executive Committee.

SECTION 2. Other Committees:

The Board may establish standing committees as necessary to achieve the business and necessary goals of the organization. These may include publications, finance and education. These committees may consist of persons who are not UMAVA members and who shall act in an advisory role to The Board.

SECTION 3. Meetings and Action of Committees:

Meetings and action of the committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws as modified by specific action of the Executive Committee. The Board will designate a chairperson (not previously identified) for each committee, and the chairperson is responsible to recruit additional members as deemed appropriate. The Executive Committee may also publish rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not in conflict with the provisions of these Bylaws.

ARTICLE 7
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts:

The Board, except as otherwise provided in these bylaws, may authorize by resolution any officer(s), or agent(s) to enter into any contract of execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Loans:

No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a majority of The Board.

SECTION 3. Checks, Drafts, and Notes:

Except as otherwise determined by resolution of The Board, or as otherwise required by law, checks, draft, promissory notes, orders for payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by the Commander.

SECTION 4. Deposits:

All funds of the Organization, whether acquired by gifts, contract or any other means shall be deposited and credited to the Organization in such bank, trust companies, or other depositories as selected by the Executive Committee.

SECTION 5. Gifts:

The Executive Committee may accept gifts, contributions, bequest or other devise on behalf of the organization, for the charitable or public purpose of this organization, and all such gifts become the sole property of UMAVA.

ARTICLE 8
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of Corporate Records:

The organization shall keep at its principal office in the State of California:

1. Minutes of all meetings, committees of The Board and general meetings. The minutes shall indicate the time and place of holding of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the organization's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

SECTION 2. Corporate Seal:

The Executive Committee may provide a Corporate Seal which shall be circular in form and shall be inscribed thereon the name of, "The United Mexican American Veterans Association (UMAVA), the State of the organization and the words, "Corporate Seal." Each State in which this Organization is licensed to do business shall have a separate seal. Further, the Executive Committee may adopt the corporate seal. Such seal shall be kept at the principal office of the organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Executive Board Members' Inspection Rights:

UMAVA Board Members shall have the absolute right at a reasonable time and place to inspect and copy all business books, records, and documents of every kind and to inspect the physical properties of the organization. Such inspection must be related to the Organization's business, and in furtherance of its purpose.

SECTION 4. Right to Copy and Make Extracts:

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy the documents. The expense for copying shall be borne by the person requesting the copies.

SECTION 5. Periodic Report

The Executive Committee shall cause any annual periodic report required under the law to be prepared and delivered to The Board, to be so prepared and delivered within the time limits set by law.

ARTICLE 9
FISCAL YEAR

SECTION 1. Fiscal Year:

The fiscal year of the Organization shall begin on the first day of July and end on the thirtieth day of June the following year.

ARTICLE 10

AMENDMENT OF BYLAWS

SECTION 1. Amendments:

PETITION TO AMEND THE BYLAWS:

- **Board Petition.** The Executive Committee is authorized and directed to initiate amendments to the bylaws as may be desirable to regularize the administrative practices of the organization.
- **Membership Petition.** A petition to initiate Bylaw change procedures requires at least **1/3 of the total membership.**

APPROVAL OF AMENDMENTS TO BYLAWS

- **The Board may approve changes to the By-laws to ensure compliance with laws, or for other administrative requirements by a 2/3 Vote.**
- **These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted by 2/3 vote of the total membership present.**

ARTICLE 11

TAX EXEMPTION PROVISIONS

SECTION 1. Tax Exemption Provisions:

This organization shall not carry on any activities not permitted per Section 501(c)(19) of the Internal Revenue Code.

SECTION 2. Prohibition Against Private Benefit:

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, Executive Committee Members, or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

SECTION 3. Distribution of Assets:

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (19) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 12

MISCELLANEOUS

SECTION 1. Order of Business at Board, Executive Committee, or Members' Meetings:

The order of business at any regular or special meeting shall be covered by an agenda, which shall include, at a minimum:

1. Pledge of Allegiance and Prayer and/or Moment of Silence.
2. Approve the Agenda
3. Reading and Approval of Previous Minutes
4. Financial Report
5. Old Business and New Business
6. Public Comments
7. Adjournment

SECTION 2. Audit Books:

An audit committee shall be established to review the financial processes and financial statements of the organization. The audit committee shall be comprised of at least three Board members of which one shall be the CFO. The 'Chair' of this committee must be someone else other than the CFO.

The audit committee shall perform their financial review at least semi-annually (in July and January) of each year and present their findings (in writing) to the Executive Board members in the next month following the completion of their audit.

The audit committee may recommend, with Board approval, that an audit be performed by an auditor from outside of the organization. Any compensation to be paid to such outside auditor must be approved by the Board. If an outside audit is approved, no officer of the organization can be a member of such audit team nor can they be employed in any manner by such audit firm, unless fully disclosed and approved by 3/4 of the Board, and this does not violate any external audit independence rules or regulations.

SECTION 3. Limitation of Liability:

The private property of the incorporators, members, Board Members and officers of the organization debts or corporate shall incur no liabilities to any extent whatsoever, unless otherwise provided by state statute.

ARTICLE 13
CONSTRUCTION AND TERMS

SECTION 1. Construction and Terms:

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All reference in these Bylaws by a section or sections of the Internal Revenue Code shall be to such section of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

THIRD AMENDMENT APPROVED BY:

Vote of the Membership at its Annual Meeting of Saturday November 19, 2011.

Date

Francisco J. Barragán CPA, CIA, **Commander**
Board Member
US Marines & CA Army National Guard

Date

Marco Arcadia, **Vice-Commander**
Board Member
US Marines

Date

Isidro Gauna, **Chief Financial Officer**
Board Member
US Marines

Date

Leonor Barajas, **Secretary**
Board Member
US Air Force

Date

Nelida Yañez, **Color Guard Leader**
Board Member
US Army

Date

Antonio Mendez, **Board Member**
US Army WWII – *Silver Star Recipient*

Date

Elsie Mendez, **Events Coordinator**
Board Member

Date

Ralph Colin, **Sgt-at-Arms**
Board Member
US Army Vietnam – *Bronze Star*

Date

Francisco B. Parras Jr., **Chaplain**
Board Member
US Marines and US Air Force