



AMVETS DEPARTMENT OF CALIFORNIA

Bylaws

A California Nonprofit Corporation

June 2023-2024

Committed To Serve... Those Who Served®

AMVETS Department of California

2023-2024 Bylaws

Table of Contents

Preamble		PAGE	2
Article I	NAME	PAGE	2
Article II	AIMS AND PURPOSES	PAGE	2
Article III	ORGANIZATION	PAGE	3
Article IV	MEMBERSHIP	PAGE	4
Article V	DEPARTMENT CONVENTION	PAGE	4
Article VI	DEPARTMENT CONFERENCE	PAGE	7
Article VII	DEPARTMENT NATIONAL CONVENTION DELEGATES	PAGE	7
Article VIII	DEPARTMENT OFFICERS	PAGE	8
Article IX	DUTIES OF ELECTIVE OFFICERS	PAGE	12
Article X	DUTIES OF EXECUTIVE DIRECTOR	PAGE	16
Article XI	DUTIES OF APPOINTED OFFICERS	PAGE	17
Article XII	DEPARTMENT EXECUTIVE COMMITTEE	PAGE	19
Article XIII	DEPARTMENT EXECUTIVE BOARD	PAGE	20
Article XIV	EMERGENCY POWERS	PAGE	21
Article XV	DEPARTMENT FINANCE COMMITTEE	PAGE	21
Article XVI	POST ORGANIZATION	PAGE	23
Article XVII	TRANSFER OF MEMBERSHIP	PAGE	27
Article XVIII	ORGANIZATION OF AREAS AND DISTRICTS	PAGE	28
Article XIX	SERVICE FOUNDATION	PAGE	30
Article XX	SUBORDINATE ORGANIZATIONS	PAGE	30
Article XXI	AMVETS CALIFORNIA CHARITIES INC. (FUNDRAISING)	PAGE	31
Article XXII	MEETINGS	PAGE	32
Article XXIII	COMMITTEES	PAGE	33
Article XXIV	DISCIPLINE	PAGE	36
Article XXV	PUBLICATIONS	PAGE	37
Article XXVI	RESOLUTIONS	PAGE	37

PREAMBLE

We AMVETS Department of California, a California non-profit corporation, American veterans who have served or are serving in the Armed Forces of the United States during and since World War II, in Convention assembled, hereby adopt the following Bylaws, superseding all prior bylaws.

Article I-NAME

The name of this organization shall be "AMVETS Department of California" and it shall be herein referred to as the "Department".

Article II-AIMS AND PURPOSES

The aims and purposes ("Aims") of this organization are as follows:

- A. To carry out the purposes of the Department stated in the Articles of Incorporation.
- B. To operate for one (1) or more exempt purposes within the meaning of Section 501(c) (19) of the Internal Revenue Code, or the corresponding section of any future federal tax code in an active status ("Section501(c)(19)").
- C. To serve our country in peace as in war, to build and maintain the welfare of the United States of America toward lasting prosperity and peace for all its inhabitants.
- D. To encourage, in keeping with policies of our government, the establishment of a concrete plan to secure permanent international peace and to assist in the maintenance of international peace.
- E. To inspire in our membership a sense of responsibility and to develop leadership for the preservation of our American democratic way of life.
- F. To sponsor or participate in activities of a patriotic nature and help unify divergent groups in the overall interest of American democracy.
- G. To train our youth to become purposeful citizens in a democracy with full knowledge of the responsibilities as well as the privileges of citizenship.
- H. To cooperate with all duly recognized existing veteran's organizations in the furtherance of the aims of the veterans who have served or are serving in the Armed Forces of the United States during and since World War II.

- I. To ensure the orderly return of veterans to civilian life by protecting the veterans' rights as individuals, while still in uniform.
- J. To expedite and assist in the rehabilitation of veterans by maintaining employment services; sponsoring educational opportunities, and providing counsel on insurance, housing, recreation, personal problems, hospital, veterans' benefits, and legal issues.
- K. To act as a liaison between the veteran and the government.
- L. To provide an organization to encourage fellowship among all American veterans who have served or are serving in the Armed Forces of the United States during and since World War II.
- M. To keep the public forever reminded that the American veterans who have served or are serving in the Armed Forces of the United States during and since World War II fought and served to preserve peace, liberty and democracy for their nation.

Article III-ORGANIZATION

Section 1. The Department shall be organized with a state headquarters ("Department Headquarters"), areas ("Areas"), districts ("Districts"), local posts ("Posts"), or lesser administrative councils or committees, as necessary.

Section 2. The Department is affiliated with AMVETS (American Veterans) (National"), a federally chartered, patriotic member corporation created by an act of Congress. The Department does not own an interest in any clubroom, canteen, facility, or any fundraising activity operated for or on behalf of the Department and said organization does not derive any profit from such facilities or activities. The Department shall not be responsible for the negligent or wrongful acts or omissions, nor the contractual obligations or debts, of any Post, county council ("Council") or District. Nor shall the Department be responsible for the negligent or wrongful acts or omissions, contractual obligations or debts of any activity, clubroom, holding company, unit, or Post sponsored, conducted, or operated by and on behalf of, any Post, Council or District which shall be at all times under the direct control of such Post, Council, or District. All funds derived there from shall be at all times under the direct control of such Post, Council, or District.

Section 3. All monies, property, or assets of any kind or nature, as well as all books and records, owned, held, or used in any activity, clubroom, holding company, or Post (which may be sponsored, conducted, or operated by, or on behalf of, any Post, Council, or District), shall be the property of such Post, Council or District and must be placed in the care and custody of its respective finance officers.

Section 4. The Department's fiscal year shall begin on July 1 and end on June 30.

Article IV-MEMBERSHIP

Section 1. Any person who meets the membership eligibility requirements of National and satisfies the requirements under Section 501(c) (19) and the regulations promulgated there under, is eligible for membership to the Department. Membership shall run from September 1 through August 31. The rights and privileges of members shall be as provided here in and the terms of membership and requirements for holding office within the Department shall not be discriminatory on the basis of race, color, religion, sex or national origin.

Section 2. Honorary memberships shall not be granted. In lieu thereof, certificates of merit may be awarded, or a suitable inscribed award given, to those rendering distinct service to the community and veterans. Such awards may be made by Posts, intermediate administrative groups, the Department Executive Committee ("DEC"), or the Convention. Awards by Posts and intermediate administrative groups must be approved by the DEC. No member of the Department shall be entitled to receive a certificate of merit.

Section 3. No member shall be a member of more than one (1) Post at the same time. No person expelled by one (1) Post shall be eligible for membership in any other Post without the consent of the expelling Post or the DEC after the conclusion of an appeal.

Section 4. Any member of the Department classified as a member-at-large may not hold an elected or appointed office at any level in the Department. "A-member-at-large" is a member who is not assigned to a Post.

Section 5. Membership shall run from September 1 through August 31.

Section 6. There shall be, but one type of membership as described in Section 1 of this Article IV.

Article V-DEPARTMENT CONVENTION

Section 1. The Department shall hold and manage a convention ("Convention") annually between May 15 and June 30, at a time and place selected by the delegates present and voting at a Convention. The Convention delegates shall vote two (2) years in advance for the time and place of the Convention to be held during the third (3rd) ensuing year. The Convention shall rotate through the three (3) state areas, Northern, Southern and Central. The Convention shall be limited to three (3) days only and shall run from Friday to Sunday. In the absence of a selection of a Convention site by the delegates, or in the event the date or place selected becomes unavailable or any provision of the Convention bid is withdrawn, or if bids are not received in advance, the DEC shall select the time and place of such Convention.

Section 2. The Convention shall be comprised of the following:

A. Each Post shall be entitled to two (2) delegates and two (2) alternates for its charter provided the conditions of Article XV, Sections 11, 14, 17 and 20 of these Bylaws have been met. Thereafter, the Post shall be entitled to one (1) delegate and one (1) alternate for each ten (10) members. The number of delegates or alternates to which each Post is entitled shall be computed by Department Headquarters as of the end of the month prior to the Convention each year and reported to the Post as soon thereafter as possible. Posts must be chartered prior to March 1 to be eligible to vote at the Convention.

B. Each Post shall elect its delegates and its alternates at a regularly scheduled or special Post meeting.

C. Delegates to the Convention may pre-register with the Department, provided they are members in good standing

Section 3. Each delegate shall be entitled to one (1) vote. Alternates shall have all the rights and privileges of their delegates except they shall vote only in their delegates' absence. No delegate or alternate, however, shall be seated at the Convention unless the individual's account with Department Is paid in full. Additionally, each member of the DEC shall only be entitled to vote once, either as a Department Officer ("Officer"), or as a delegate of a Post, but not both.

Section 4. In excess of fifty percent (50%) of the delegates registered at the Convention must be present on the Convention floor to constitute a quorum.

Section 5. No Convention bids shall be received on the Convention floor unless they were previously submitted to the Department Finance Committee ("DFC") in accordance with the rules of said Committee, and in accordance with the rules and procedures of the DEC.

Section 6. After selection of the Convention site, the incoming Department Commander shall appoint the Convention Chairperson and Co-chairperson.

Section 7. The supreme legislative powers of this organization shall be vested in the Convention, which shall be composed of the elected Officers and delegates of the Posts. Democratic policies and procedures shall prevail at all times at the Convention and throughout this organization.

Section 8. A registered alternate shall be recognized as a delegate only in the absence of the registered delegate. All voting shall be done in person by those eligible to vote. Proxies shall not be allowed. However, one (1) delegate of a Post may announce the entire vote of a Post on a roll call vote only.

Section 9. All voting at the convention shall be by voice vote, unless by at least two-thirds (2/3) majority of those in session, registered and eligible to vote want to vote by ballot. If applicable, an Officer shall be included in a reported as part of total votes cast by such Officer's Post. There will be some form of electronic display, so Posts and Department have accurate count of members on the floor and accurate count of votes.

Section 10. Immediately prior to the election of Officers, the delegates at the Convention shall elect two (2) directors to the Department of California Service Foundation ("Service Foundation") Board of Directors in accordance with the qualifications and conditions contained in the Service Foundation Bylaws. After the two Service Foundation directors are elected, the delegates at the Convention shall elect two (2) directors to the Fundraising Organization.

None of the four directors selected here under shall be Department Officers.

Section 11. Election of Department Officers shall be as follows: Commander, First Vice Commander, Second Vice Commander, Finance Officer, Judge Advocate, National Executive Committee person, Alternate National Executive Committee person, Provost Marshal, Officer-atlarge A, and Officer-at-large B. There shall be no pass allowed in the voting process.

Section 12. Any person who transfers from one Post to another must be a member of the Post to which the person has been transferred for at least six (6) months before becoming eligible to represent said Post as a delegate or alternate at a Convention.

Section 13. In addition to the delegates referenced in Section 2 of this Article V, all Officers shall have one (1) vote each.

Section 14. The Junior Past Department Commander shall be entitled to one (1) vote as an Officer and shall not carry any other vote as a delegate".

Section 15. Any member-at-large who wishes to join a Post must be a member of the Post to which the person has been transferred for at least thirty (30) days before becoming eligible to represent said Post as a delegate or alternate at a Convention. The member-at-large must not have been a member of another Post for at least one hundred and fifty (150) days prior to joining the new Post.

Section 16. Any Past Department Commander (PDC), a member in good standing, shall be entitled to one (1) vote as a conference and convention delegate. The PDC shall not carry a vote at the Department Executive Committee meeting, not to include the Junior Past Commander, which shall retain their vote.

Section 17. Following the election of officers, swearing in, and following the closing ceremonies, all newly elected Department Officers will attend a Department Transition meeting in July to be determined by the newly elected Department Commander.

Article VI-DEPARTMENT CONFERENCE

Section 1. The Department shall hold a Fall and Winter DEC Conference ("Conference") annually on such date as determined by the Department Commander.

Section 2. The Conference shall be comprised of the members of the DEC and four (4) duly elected delegates from each Post, with only (2) of the (4) delegate receive travel reimbursement.

Section 3. Delegates to the Conference may pre-register with the Department or register at the Conference, provided they are members in good standing and the conditions of Article XV, Sections 11, 14, 17, and 20 of these Bylaws have been met.

Section 4. Delegates shall satisfy all the eligibility requirements required to attend a Convention in order to attend a Conference.

Section 5. Each DEC member and Post delegate shall be entitled to one (1) vote.

Section 6. All voting at the Conference shall be by voice vote unless waived by at least two thirds (2/3) majority of those in session, registered and eligible to vote. If applicable, an Officer shall be included in and reported as part of total votes cast by such Officer's Post.

Article VII-DEPARTMENT'S NATIONAL CONVENTION DELEGATES

Section 1. The Department Commander, by virtue of the Office shall be a delegate to National's annual convention (the "National Convention"). The Department Commander shall be compensated for expenses as provided for in the Budget. In the absence of the Department Commander, the First Vice Commander or the Second Vice Commander, in that order, shall be the delegate to the National Convention.

Section 2. The spokesperson for the Department delegation at the National Convention shall be the Department Commander. If the Department Commander is unavailable, the spokesperson of the delegation shall be chosen by the delegation.

Section 3. A Post delegate to the National Convention must be qualified pursuant to Article V of these Bylaws. The Department Convention may set reimbursements for delegates' travel expenses, subject to the approval of the DFC.

Section 4. Department Delegates to the National Convention shall not represent any local post. Delegates who attempt to simultaneously represent a post shall have their delegate status rescinded by the Department. The Department may re-evaluate its position on a ballot matter if new information regarding the vote is provided to the Department during the period between the Department Convention and the vote at the National Convention. The Department shall advise Delegates that their representative vote at the National Convention has been altered.

Section 5. Whenever required, the Department shall elect by majority vote the National District Six Commander at the Convention. To qualify for the position a member must be in good standing who has served at least one (1) year as an Officer and has knowledge of how National operates at the district level and at National Executive Committee meetings.

Section 6. In order for a Delegate qualify to receive the stipend to attend the National Convention a Post member must attend a Department Executive Committee Conference (DEC), Fall or Spring and/or Department Convention in the same year as the National Convention. Newly formed post within the last 12 months are exempt.

Article VIII-DEPARTMENT OFFICERS

Section 1. Unless a member has fully paid all amounts owing to the Department at least thirty (30) days prior to the date of the opening of the Convention, such member shall not be eligible for any Office.

Section 2. No member shall be eligible for any Office unless proof of eligibility for membership has been presented to the Credentials Committee of that Convention. The Department Commander, with the consent and approval of the DEC, shall appoint and have the power to remove a Department Chaplain, a Department Inspector General, and such other Officers and Committee Chairperson as specified in these Bylaws. These appointments shall be made after July 1 and approved at the next meeting of the DEC.

Section 3. All elected Officers shall be members of the DEC. The Department appointed Officers shall be members of the DEC but without the right to cast a vote.

Section 4. No paid employees of the Department or the Service Foundation shall be eligible for election to any Department or Service Foundation office. This does not include any other subsidiary, subordinate, affiliate, or auxiliary. However, said employee shall have the right to vote if the said member is a member

in good standing of the Department. Any violation of this provision shall be cause for dismissal from the employee's paid position.

Section 5. An elected Officer may be removed from Office only by a two-thirds (2/3) vote of the DEC after written charges against such Officer have been preferred and furnished by certified mail to the Officer concerned and to the members of the DEC. A full hearing shall be held by the DEC on charges preferred against the Officer. Such hearing shall be held no sooner than thirty (30) days after charges are referred and mailed. The procedure for removal from Office of elected Officers shall be prescribed by the DEC on recommendation of the Department Judge Advocate in accordance with the UNIFORM CODE OF PROCEDURE FOR THE SUSPENSION OR EXPULSION OF A MEMBER (National Bylaws, Appendix B).

Section 6. Officers elected at a Convention shall be installed in Office at a special ceremony held at the Convention.

Section 7. The following Officers shall be elected at each Convention to serve a one (1) year term which shall commence on July 1, except as otherwise provided below:

A. Department Commander shall be a nominee from the area in which the State Convention will be held. If not, such candidate exists, any qualified member may run. However, that state area's rotation for a Department Commander shall be deemed satisfied and that area shall not have the opportunity to nominate a Department Commander again until the Convention rotation re-synchronizes. The Department Commander shall serve a one (1) year term as Commander and a second year as Junior Past Commander on the DEC with a vote.

B. First Vice Commander.

C. Second Vice Commander.

D. Third Vice Commander, elected for a two (2) year term biannually

E. Finance Officer.

F. National Executive Committee person, elected for a two (2) year term biannually.

G. Alternate National Executive Committee person, elected to a two (2) year term biannually.

H. Judge Advocate.

I. Provost Marshal.

J. Northern Area Commander-to be elected by those duly qualified Delegates at Convention from what constitutes the Northern Area.

K. Central Area Commander -to be elected by those duly qualified Delegates at Convention from what constitutes the Central Area.

L. Southern Area Commander-to be elected by those duly qualified Delegates at Convention from what constitutes the Southern Area.

M. Two (2) Officers-at-large (A & B).

N. Thirteen (13) District Commanders, each of whom shall be elected by those duly qualified delegates from each respective District represented at the Convention. The District Commander must reside within the District boundaries or geographically near to the District so that travel and other budgets are not impacted by the distance and to ensure that the District Commander performs all duties of the office.

Section 8. Installation of Officers shall be the last order of business of the Convention.

Section 9. The qualifications for holding a Department Office ("Office") shall be as follows:

A. The member shall have held one (1) of the following Post offices for a minimum of one (1) year:

- (i) Commander;
- (ii) First Vice Commander;
- (iii) Second Vice Commander;
- (iv) Adjutant;
- (v) Finance Officer; or,
- (vi) Judge Advocate.

B. The member shall be a member in good standing of Department for the twenty-four (24) months immediately preceding the election.

C. The member shall have attended at least three (3) Department meetings in the twenty four (24) months immediately preceding the election. For purposes of this Section 9C only, "Department meeting" means

- (i) A Conference,
- (ii) A Convention, or
- (iii) A National Convention.

Each member attending a Conference, Convention or National Convention shall be required to sign in at the registration desk for such meeting. The Executive Director shall keep copies of the sign in sheets for three (3) years from such meetings in order to confirm a member has satisfied the attendance requirement and is eligible to hold Office. A member who is absent from any Conference, Convention or National Convention and said absence is excused by the Department Commander, for purposes of this Article only, shall be deemed to have attended said meeting.

D. The member shall have the approval of the member's own Post, at a regular or special Post meeting, or the approval of the member's own Post delegates present at the election.

E. The member is present on the Convention floor.

F. For the Office of Department Commander a further mandatory qualification is that the member shall have held an elective Office for a minimum of one (1) year prior to the election.

G. The Officers-at-large shall have financial understanding in the areas of investments and audits, as well as the preparation of Federal 990 forms, and shall be

(1) Past Department Commanders if financial qualifications are present, or

(2) Be any past Department E Committee member with financial qualifications when Past Department Commanders are unavailable.

Section 10. The Department Commander shall not succeed himself in Office unless the Department Commander is filling such Office by succession or election to a vacancy occurring between Conventions.

Section 11. The National Executive Committee person may not succeed himself in Office for more than one (1) consecutive term except when filling an expired term of Office.

Section 12. All other Officers shall have no limits in the times they can succeed themselves.

Section 13. All **Elected** Officers shall serve their term, unless they are removed according to disciplinary actions as set forth in National's Constitution and Bylaws. Newly elected Officers shall take their oath of office at the end of the Convention and assume their duties on July 1st. Outgoing Officers shall take all necessary steps to assist incoming Officers to ensure a smooth transition of their respective offices. All outgoing Officers shall be responsible for the period they held Office.

Section 14. Vacancies in any Office shall be filled by appointment by the Department Commander. However, such appointments, all or in part, may be challenged at the next Conference or Convention. In the event a new District is established between Conventions, the Department Commander shall appoint a District Commander for such District, subject to the approval of the DEC. If the Department Commander

does not fill a vacancy by the next Conference, Convention or DEC meeting whichever comes first, said Conference, Convention or DEC meeting may proceed to take necessary action.

Section 15. Any elected or appointed Officer or Committee Chairperson who fails to pay their annual dues prior to September 1 during their term of Office or appointment shall be automatically dropped from the Officers and Committee roster and said Office shall be declared vacant by the Department Commander. The vacated Office shall be filled as outlined in these Bylaws, except the vacating Officer may not be reappointed to the same Office.

Section 16. In the event the Department Commander's Office is declared or becomes vacant, as provided herein, succession shall be as follows: the First Vice Commander shall automatically become acting Department Commander, and shall upon taking oath of office as Department Commander at the next succeeding Conference, serve as Department Commander. In the event such former First Vice Commander needs to be succeeded as Department Commander, the Second Vice Commander shall automatically become acting Department Commander and shall upon taking oath of office as Department Commander at the next succeeding Conference, serve as Department Commander. In the event such former Second Vice Commander needs to be succeeded as Department Commander, the Department Commander shall be appointed by the Department Executive Board ("DEB") at a special meeting.

Section 17. The Department shall not, nor shall any Officer, member, Post, or subordinate unit, on behalf of the Department, support the candidacy of any individual for any elective public office, nor otherwise promote any individual organization or political party faction.

Section 18. This Department shall not, nor shall any Officer, member, Post, or subordinate unit, use their membership in the Department or any Department title to promote any business unrelated to the Department.

Section 19. Nothing in the above provisions shall prohibit an Officer, member, Post, the Department or any subordinate unit from participating in political issues which have a direct bearing upon the welfare of American veterans.

Section 20. Department members may serve simultaneously as a Department or National Officer or an officer of another veteran's organization.

Section 21. Department Officers shall be reimbursed for travel expenses as allocated in the Budget at the established rate per mile, upon recommendation by the Budget Committee. This amount may be changed by a majority vote of the delegates at the Convention.

Section 22. A registration fee in such amount as determined by the DEC shall be paid for each Officer in attendance at any Conference or Convention.

Article IX-DUTIES OF ELECTIVE OFFICERS

Section 1. The Department Commander shall be the President of the Department Corporation and subject to the control of the DEC and these Bylaws. The Department Commander shall supervise, direct and control the Department's activities, affairs, and officers. The Department Commander may, by personal signature and the joint signature of either the Executive Director or Department Judge Advocate, enter into binding contracts on behalf of this organization. At each Conference or Convention, the Department Commander shall inform the DEC of all the contracts the Department entered into since the prior Conference or Convention. The Department Commander shall be the official spokesperson of this organization. He shall be Chairperson of the Convention, the DEC, and the DEB and be an ex-officio member of all standing and special committees. The Department Commander may review or, in his/her sole discretion, obtain an audit of, the Department's financial records. The Department Commander shall appoint all committees and appointive Officers of this organization, subject to the approval of the DEC; and shall have such other powers and duties as the DEC or these Bylaws may require.

Section 2. The First Vice Commander shall be the Secretary of the Department corporation. The First Vice Commander shall keep, or cause to be kept, at the Department's principal office or such other place as the DEC may direct, a book of minutes of all meetings, proceedings, and actions of the DEC, DEB, Committees, Conferences and Conventions. The minutes of such shall include the time and place; the type of meeting, if applicable, how authorized, the notice given, and, to the extent possible, the names of the persons present. The First Vice Commander shall give, or cause to be given, notice of all meetings, proceedings, and actions of the DEC, DEB, Committees, Conferences and Conventions. He shall keep the corporate seal, if any, in safe custody. The First Vice Commander shall be the Chairperson of the Membership Committee and shall chair the Conferences and Conventions in the absence of the Department Commander.

Section 3. The Second Vice Commander shall be primarily responsible for the programs of the Department along with any other duties assigned by the Department Commander. He shall be responsible for collecting program reports from the three (3) Area Commanders and compiling a Department Program Report that will be submitted to the National Programs Director in December and June. The Second Vice Commander shall chair the Conferences and Conventions in the absence of the Commander and the First Vice Commander.

Section 4. The Third Vice Commander shall be primarily responsible for the legislative activities of the department and shall coordinate all department and post legislative leadership and legislative undertakings. The Third Vice Commander, working in concert with the National Legislative Director, shall also-

- (1) Coordinate all legislative activities between National Headquarters and all Departments;

- (2) endeavor to create and present new legislative participation incentives to the Department Commander and/or the Department Executive Committee;
- (3) Be informed as to all legislative activities instituted by National HQ by Communicating and working closely with the National HQ Legislative Policy Advisor,
- (4) Perform such other duties in connection with AMVETS Legislative activities as the Department Commander shall direct;
- (5) Legislative Committee Chairperson

Section 5. The Area Commanders shall each have charge of the duties of the Department Commander in that portion of the State of California ("State") in which the Area is located. Each Area Commander shall coordinate and supervise the activities of the various Districts in the Area and shall make a monthly written report to the Department Commander describing the condition of the organization in such Districts. Additionally, the Area Commanders shall be responsible for collecting reports from their District Commanders and compiling an Area Report that will be submitted to the Department Second Vice Commander in September, December, March, and June. Area Commanders shall forward copies of these reports to the Department Commander for review and action. The Area Commander may be delegated by the Department Commander to act on behalf of the Department Commander in their respective Areas. One of his functions shall be to investigate a Posts' absence from the District meetings, Conferences and Conventions and report back the following at the next Conference or Convention.

Section 6. The District Commanders shall assist the Department Commander and their Area Commander in all matters, be responsible for the organization's activities in their respective Districts, and, serve as Liaison Officer between the Area Commander and

(i) The District and

(ii) Posts in their District. By direction of the Department Commander, they may act as Installing Officer for newly formed Posts or newly elected Officers of established Posts.

They shall instruct and assist Post and District Officers to follow organizational procedures and contact each Post in their District quarterly. The District Commanders shall be responsible for collecting program reports from their Post's Second Vice Commanders and compiling a District Program Report describing the condition of the Posts and Districts under their jurisdiction. The District program Reports shall be submitted to the Area Commanders in September, December, March and prior to State Convention.

Section 7. The Department Judge Advocate is Chairperson of the Bylaws Committee and shall advise the Officers, DEC and DEB on all legal matters, including the interpretation of the Constitution and Bylaws. The Posts' Constitution and Bylaws, at inception or as being amended, shall be sent to the Department

Judge Advocate for review and recommendations. If the Department Judge Advocate accepts the Constitution and Bylaws as submitted, the Department Judge Advocate shall direct same, reflecting the acceptance immediately to National for filing with the approval attached thereto. The Department Judge Advocate shall coordinate the activities of the Judge Advocates of the Posts. The Department Judge Advocate shall prepare or have prepared by a licensed legal counsel and/or review all contracts relating to the Department. The Department Judge Advocate may decide, in his/her sole and absolute discretion, that contracts that are either

- (i) Less than six (6) months in duration or
- (ii) are for an amount less than One Thousand Five Hundred Dollars (\$1,500) do not have to be prepared or reviewed by outside legal counsel. Notwithstanding the foregoing, any contract generated by the Department shall be drafted by outside legal counsel.

The Department Judge Advocate shall submit a current and complete copy of the Department Bylaws, as revised and amended, after every annual Convention no later than July 15, to the National Judge Advocate for approval of all the new adopted provisions. The Department Judge Advocate shall perform such other duties as are incident to the Office and such other duties as may be requested by the Department Commander.

Section 8. The Department Finance Officer shall be the Chief Financial Officer of the Department Corporation. The Department Finance Officer shall be the custodian of all funds of the Department and shall prepare and submit a written report on the status of the Department finances at the Convention and Conferences. The Department Finance Officer shall ensure that all checks disbursing funds of the Department are co-signed by any two (2) of the following authorized signatories

- (i) The Department Commander,
- (ii) Executive Director and
- (iii) Finance Officer.

The First Vice Commander shall be authorized to sign in case of an emergency. The Department Finance Officer shall comply with annual financial and fiscal report requirements of federal, state, and local laws. The books and records, which are maintained in accordance with generally accepted accounting principles, shall be under the supervision of the Department Finance Officer. The Department Finance Officer shall be the Chairperson of the Department Finance Committee. The outgoing Finance Officer shall have no more than thirty (30) days to clear up any old bills and prepare the books for transfer to the new Finance Officer.

Section 9. The Department Provost Marshal shall maintain order at all meetings, Conferences and Conventions. The Department Provost Marshal shall assist the Chaplain in regards to ritual matters, and the Credential Committee in regards to credentials. The Provost Marshal shall be responsible for the presentation and retiring of colors at all Conferences and Conventions.

Section 10. The National Executive Committee person shall be the Liaison Officer between the Department and National. The National Executive Committeeperson shall also attend the National Convention and the National Executive Committee meetings and within forty-five (45) days of such attendance, submit a written report to all Department Officers and all Posts regarding the events of such Convention or meeting. The National Executive Committeeperson shall perform such other duties as are incident to the Office and such other duties as may be requested by the Department Commander.

Section 11. The Alternate National Executive Committeeperson shall assume the duties of the National Executive Committeeperson either temporarily or permanently in the absence of the National Executive Committeeperson. If the National Executive Committeeperson is permanently unable to perform duties or is removed from Office, the Alternate National Executive Committeeperson shall automatically succeed to the Office of the National Executive Committeeperson. The National Executive Committeeperson shall perform such other duties as are incident to the Office and such other duties as may be requested by the Department Commander.

Section 12. The elected Officers-at-large shall serve on a Department Audit Committee, with oversight obligations for the Department in areas involving the Department's 990 tax form and any performed audit.

Section 13. All elected Officers shall be required to submit a written report of their activities at each Conferences and Convention. Recommendations in an Officer's report must be submitted to the proper committee for review, recommendation, and presentation before being approved for action.

Article X-DUTIES OF EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be an employee of the Department (not an Officer) responsible for providing administrative support to the Department with respect to the policies and mandates of the Convention, DEC, DEB, Conferences and the Department Commander. The Executive Director shall issue such directives, bulletins and other written communications, as may be necessary, to Officers and Posts; and shall maintain all records of the Department (other than financial and historical) including, but not limited to, an accurate record of the membership of each Post and shall submit a membership status report to the Department Commander, Officers and Posts on a quarterly basis. By direction of the First Vice Commander in his role as corporate Secretary of the Department, the Executive Director shall issue the call to meetings, take or see that minutes of all meetings of the Convention, Conference and DEC are recorded and mailed to all Officers and Posts. The Executive Director shall perform all other duties

incident to the Office and other duties as requested by the Department Commander and/or First Vice Commander in his role as corporate Secretary of the Department.

Section 2. By direction of the First Vice Commander in his role as corporate Secretary of the Department, the Executive Director may place the corporate seal and his personal signature on documents and contracts previously approved by the Convention, Conference or DEC. The Executive Director may be compensated as prescribed by the adopted Budget.

Section 3. The Executive Director shall be responsible for producing and maintaining records of all Conventions, Conferences, DEC and DEB meetings. At the direction of the First Vice Commander in his role as corporate Secretary of the Department, the Executive Director shall provide at each regular meeting the minutes of the previous meeting and shall cause notice to be given of all Conventions, Conferences, DEC and DEB meetings. The Executive Director shall also keep a record of all Posts in the Department and shall obtain from the Posts a complete record of the Officers of such Posts.

Section 4. The Executive Director shall receive from the Posts all annual dues and keep a record of all receipts of such money. The Executive Director shall turn all funds over to the Department Finance Officer. The Executive Director shall be reimbursed for all duly authorized expenditures including, but not limited to, travel expenses to the Conventions, Conferences, DEC and DEB meetings, in accordance with the Department's policies and procedures.

Section 5. The Executive Director shall seek the approval of the Employment Committee in all matters related to the employment or discharge of office personnel. The Executive Director shall supervise all paid office personnel. The Executive Director shall be authorized in the event of the death or resignation of the Department Commander, to summon the DEB for the purpose of installing the new Department Commander as provided in these Bylaws. The Executive Director shall further render to the members of the Convention, Conference, DEC and DEB such reports as may be prescribed by the above and shall at all times keep all record books in readiness for auditing. The Executive Director shall upon request render a membership report to all Officers and Posts. The Executive Director shall at all times be a member in good standing of the Department.

Section 6. Due to the Executive Director's duties and responsibilities at the Convention and Conference, the Executive Director shall not be titled to serve as a delegate of a Post. The Executive Director shall not engage in the politics of this organization. The Executive Director shall not be an elected Officer in any other veteran's organization. The Executive Director shall execute and deliver to the DEB, for its approval and acceptance, a surety bond in the penal sum of at least Two Hundred Fifty Thousand Dollars (\$250,000.00) or such greater amount determined by the DEB, payable to the Department for the faithful performance of the duties of the Executive Director. The premium of the bond shall be paid out of the treasury of the Department.

Section 7. The DEB will accept applications for the position of Executive Director and will interview all applicants. The DEB shall hire the Executive Director subject to the ratification of the DEC. The DEB shall have the authority to terminate the employment of the Executive Director by a simple majority vote of a quorum of said DEB present and voting.

Article XI-DUTIES OF APPOINTIVE OFFICERS

Section 1. The Department Commander may, as deemed necessary or advisable, appoint the following appointive officers including, but not limited to, the following:

- A. Public Relations Officer.
- B. Chaplain.
- C. Historian.
- D. Surgeon General.
- E. Inspector General.
- F. Quartermaster.
- G. Chief of Staff.
- H. Deputy Judge Advocate.

Section 2. All appointive offices shall be declared vacant upon appointments by the newly elected Department Commander. All appointments made by the Department Commander after adjournment of the Convention may be challenged by the DEC at the next Conference or Convention. **All Appointed Officers may be suspended from their appointed positions at any time with or without cause by the Current Department Commander, with ratifications by the DEC no later than 30 days from the appointed officers suspension.**

Section 3. The Public Relations Officer shall keep the public informed through the press or such other channels as he deems proper, on all activities of the Department, in order to build and maintain good will towards the organization. The Public Relations Officer shall cooperate with and coordinate the Public Relations Officers of the Areas, Districts, and Posts. The Public Relations Officer may institute a program, using professional relations counsel where necessary, to keep this organization at the forefront of all veterans groups. Such formulated programs shall be approved, in advance, by the DEC. The Public Relations Officer shall perform such other duties as are incident to this Office and such others as may be requested by the Department Commander.

Section 4. The Department Chaplain shall invoke the Divine Blessings at the opening and closing of Conventions and Conferences and shall fulfill the spiritual obligations and duties of such Office on all appropriate occasions, same to be non-sectarian, and shall be charged with the responsibility over all ritual matters. The Department Chaplain shall appoint an Area Chaplain for each of the three (3) Areas. The Department Chaplain shall coordinate and supervise the Chaplains of the various Areas, Districts, and Posts. The Department Chaplain shall perform such other duties as are incident to the Office and such others as may be requested by the Department Commander.

Section 5. The Department Historian shall compile all records of historical value and interest and shall cooperate with Post Historians, so that a complete and permanent record may be kept of all activities of the Department since inception. The Department Historian shall perform such other duties as are incident to the Office and such others as may be requested by the Department Commander.

Section 6. The Department Surgeon General must be a duly qualified physician. The Department Surgeon General shall advise the Commander and the DEC on all matters relating to medicine and shall serve on all Committees where his special knowledge may be of value. The Department Surgeon General shall have the power to recommend appointment of qualified deputies as representatives in various parts of the Department. The Department Surgeon General shall perform all other duties as are incident to the Office and such others as may be requested by the Department Commander.

Section 7. The Department Inspector General shall be the Investigative Officer of the organization. The Department Commander may appoint Area Inspector General's to report to the Department Inspector General. By direction of the Department Commander or the DEC, the Inspector General shall make any necessary investigations pertaining to grievances, disciplinary cases, fundraising, fraud or dishonesty within the organization or charges of conduct unbecoming a Department member. The Department Inspector General shall be empowered to have access to all records, financial or otherwise, of all Department, Area, District, or Post Officers or members necessary to carry out these duties.

Section 8. The Department Quartermaster shall have custody of any quartermaster items the Department may acquire for resale to Posts, Districts and Areas. The Quartermaster shall have the power to sell these items and shall keep records of all transactions. These records shall be available for examination at the request of the DEC or DFC. The Department Quartermaster shall perform such other duties as are incident to the Office and such others as may be requested by the Department Commander.

Section 9. The Chief of Staff shall be responsible for assisting the Department Commander with his correspondence, scheduling of appointments, prepare all relevant information required by The Department Commander for meetings and perform such other duties as are incident to the Office as may be requested by the Department Commander.

Section 10. The Department Commander shall appoint the VAVS Department Coordinator. The Department shall submit the name and contact information of the VAVS Department Coordinator to National within fourteen (14) days of such appointment. The VAVS Department Coordinator shall be responsible for providing leadership and support to all certified representatives and deputies within the Department. The VAVS Department Coordinator may be compensated.

Article XII- DEPARTMENT EXECUTIVE COMMITTEE

Section 1. The DEC shall be the Board of Directors of the Department Corporation.

Section 2. All elected Department Officers shall be members of the Department Executive Committee. The Department appointed officers shall be members of the Department Executive Committee but without the right to vote.

Section 3. The DEC shall consist of the Officers described in Article VIII above and elected in accordance there with, and the Junior Past Commander, each of whom is a Director. The Junior Past Department Commander is the person who served as Department Commander in the immediately preceding term. All past Department Commanders excluding the Junior Past Department Commander shall be *ex-officio* members of the DEC serving without a vote.

Section 4. Between the Conventions and the Department Conferences, the DEC shall be the interim legislative body of the Department, having the authority to act on administrative affairs and carry out the duties granted by these Bylaws and by California Non-Profit Corporation Law.

Section 5. The board of directors shall consist of at least thirteen (13) but not more than forty (40) directors unless changed by amendment to these Bylaws. The exact authorized number of directors shall be fixed, within those limits, by a resolution adopted by the DEC.

Section 6. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a meeting at which a quorum is present shall be an act of the DEC, subject to the more stringent provisions of the California Non-Profit Corporation Law and these Bylaws. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made, is approved by at least a majority of the required quorum for that meeting.

Section 7. The DEC may determine whether an audit or review of the Department's financial records is required.

Section 8. The DEC may create a Policies and Procedures Manual, which shall serve as an administrative and operational guide line to the Department and its members.

Article XIII-DEPARTMENT EXECUTIVE BOARD

Section 1. The DEB shall consist of the Department Commander as Chairperson, First Vice Commander, Second Vice Commander, Third Vice Commander, the three (3) Area Commanders, Judge Advocate, Finance Officer, National Executive Committee person, Provost Marshall, Junior Past Department Commander, and two (2) Officers-at-large (A & B).

- A. Past Department Commanders shall be ex-officio members of the DEB serving without a vote.
- B. If there is no sitting Junior Past Department Commander per Article XII – DEPARTMENT EXECUTIVE COMMITTEE Section 3; the DEB will keep Junior Past Department Commander seat vacant.

Section 2. The DEB shall vote on those certain matters as provided in these Bylaws, including, but not limited to, the hiring and terminating of the Department Executive Director as provided in Article X Section 7 hereof.

Section 3. The DEB shall have the authority to order an investigation by the Inspector General and call a hearing by the Grievance Committee as prescribed in these Bylaws when it deems it necessary due to neglect, in action or misuse of the Department Commander's authority. At least ten (10) days prior notice of said hearings shall be given to the Department Commander.

Article XIV- EMERGENCY POWERS

Section 1. An emergency exists for purposes of this article if a quorum of the Department's officers cannot readily be assembled because of some catastrophic event.

Section 2. In the event of an emergency, the remaining Executive Committee that is able to assemble may modify the quorum requirement in Article XII, Section 6 as needed in order to take emergency action until such time as replacement Officers and Board members may be elected or appointed in accordance with Article VIII, Section 14, and 16 of these Bylaws.

Section 3. During an emergency Notice of the meeting of the Board needs to be given to those surviving the Executive Committee members. Additionally, one or more officers present such a meeting may be deemed to be the directors for the meeting in order of rank and within the same rank in order of seniority.

Section 4. Corporate actions taken in good faith during and emergency to further the ordinary affairs of the Department binds the Department but shall not be used to impose liability on an Officer, Board member, employee or agent.

Article XV-DEPARTMENT FINANCE COMMITTEE

Section 1. The Department Finance Committee ("DFC") shall consist of the Finance Officer, the Department Commander, the Junior Past Department Commander, the first Vice Commander, the Second Vice Commander, Third Vice Commander, and the Department Judge Advocate. A majority of the Committee members constitute a quorum. A meeting of the Finance Committee may be called by the Department Commander, the Convention, DEC, DEB, the Finance Officer or by the request of a majority of the members of the DFC. The DFC shall have the responsibility for the enforcement of the Budget and shall be primarily responsible for the handling of all funds of the organizations and select depositories for such funds. The DFC may inspect and investigate the matter of finances, budgets, records, and fundraising programs on the part of the Department, Areas, Districts, Posts and subsidiary/subordinate organizations ("Subordinate Organizations"). All members and Officers within the organization shall make records and information available to the DFC upon their order. The DEC or Convention shall vote on all recommendations of the DFC.

- A. If there is no sitting Junior Past Department Commander per Article XII – DEPARTMENT EXUCUTIVE COMMITTEE Section 3; the Finance Committee will keep Junior Past Department Commander seat vacant.

Section 2. Recommendations from the floor for the expenditures of funds not provided for in the Budget shall first be considered by the DFC.

Section 3. All finances of the Department shall be under the control of the DEC, which shall delegate sufficient general and specific authority to the DFC to carry out the usual duties of such Committee. The DFC, with the approval of the DEC, shall have the authority to retain independent investment experts as needed for consultation in supervising any and all Department funds.

Section 4. The DFC shall consist of members as prescribed in these Bylaws.

Section 5. The DFC shall meet prior to each Conference and at other times as set forth in these Bylaws.

Section 6. The DFC shall make an annual report to the Convention. Revenue shall be derived from annual dues and such other sources as may be approved by the DEC.

Section 7. The DFC shall submit a provision a annual Budget to the Convention for approval.

- A. The DFC shall submit a provisional mid-year Budget to the Conference for approval. The mid-year amended budget will contain the original budget for the current fiscal year as approved by the Convention and any mid-year adjustments as proposed by the DFC. Committee Chairpersons are responsible for submitting mid-year adjustment proposals to the DFC for consideration.

- B. B. Mid-year adjustments may include increases and decreases to the budgeted revenues originally approved by the Convention. Correspondingly, mid-year adjustments may include increases and decreases to the budgeted expenditures approved by the Convention. Mid-year adjustments must result in a continued balanced budget (overall expenditures equal to overall budgeted revenues) for the fiscal year. Any designated revenues for a specific program/line item shall be used solely for designated program/line item expenditures.

Section 8. The following provisions shall govern the establishment and administration of the Budget

- A. The DFC has the sole fiduciary responsibility to prepare and present a Budget that is fiscally sound.
- B. In determining the Budget, revenue shall be based on tangible assumptions and realistic and/or proven income projections to include revenue that provides funding for the operations and programs approved by the DFC, DEC, and Convention.
- C. In the full execution of approved programs within the Budget, expenses shall be budgeted as realistically as possible to ensure overall spending integrity.
- D. A contingency budget line shall be developed solely to address unexpected expenses during the operating fiscal year and included in the Budget.
- E. In no case shall the DFC or any other body of the Department be permitted to adopt or approve a budget in which the expenses, provisions for capital expenditures and provisions for debt reduction exceed the income established above. Under no circumstances, however, shall the aggregate Budget as approved by the Convention be over-expended. Violation of any of the foregoing provisions by any Officer or employee of the Department shall constitute cause for disciplinary action, including removal from Office or dismissal from employment.
- F. Any Officer or employee who willfully violates any provision of this Section shall, in addition to any other disciplinary action taken, be personally financially liable for any amount spent that exceeds the Budget appropriations unless such excess had prior approval of the DFC. Any salary or expense money due or to become due to any Officer or employee may be retained by this organization to offset all or any part of the unauthorized over-expenditure.

Section 9. The DFC shall have the power and authority to designate the depository banks or other financial institutions to receive deposits into various accounts belonging to the Department and to disburse such funds via checks signed by two (2) or more persons designated by these Bylaws.

Section 10. Any resolution emanating from a Convention involving the expenditure of funds or any financial commitment shall be referred to the DFC for approval. In reviewing resolutions adopted at a Convention, the DFC shall have three (3) options:

- (i) Provide funding from the newly adopted Budget,
- (ii) Defer funding pending appropriate planning by the Department staff as part of the next fiscal year, or
- (iii) Deny funding based on current or projected funding levels.

If a resolution is denied or deferred because of a want of available funds, the DFC shall report such decision to the DEC at its next meeting.

Article XVI-LOCAL POST ORGANIZATION

Section 1. Each Post shall abide by the Aims of the Department as outlined in Article II hereof.

Section 2. New Local Posts:

A. A new local post may be organized as provided herein by ten (10) or more eligible members, which can be a combination of new and/or transferring members. The intended Adjutant of the new local post shall sign the transfer papers, new member applications and the charter application and shall submit such to the Department for approval by the DEC with the discharge certificate verifying eligibility for Department membership of the charter members. The approved charter application shall then be forwarded by the Department to National. The Executive Director shall notify the Area and District Commanders of said new charter. All intended officers of the new *local* post shall immediately assume their positions in such post pending National's approval of its charter. All contact between National and the Posts shall be through the Department unless otherwise provided.

B. The ten (10) founding members of the new local post must be fully paid members and shall not receive complimentary or free membership under any grant or program.

Section 3. The Posts' Articles of Incorporation shall include the following provision;" Upon the dissolution of the corporation, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed to AMVETS Department of California, a California corporation, if it is then in existence and exempt under Section 501(c)(19) of the Internal Revenue Code, but if not then in existence or exempt, then the remaining assets shall be distributed to another non-profit organization which is organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code, or the corresponding section of any federal tax code".

Section 4. Upon revocation, cancellation, or suspension of the charter of any Post, said Post shall immediately cease operation. Upon revocation or cancellation, it shall turn over its charter and assets to the Department Commander or the Department Executive Director. The DEC shall by, and through its duly authorized agent, take possession, custody and control of all records, property and assets of said Post. The assets of said Post shall first be applied to any indebtedness of the said Post, provided, however, that nothing here in contained shall be construed as requiring the Department to take over or assume any financial responsibility of such Post. The assets are to be held in trust for twelve (12) months. In the event the Post's charter is not re-issued within the twelve (12) month period, the Post's records, property and assets shall become the absolute property of the Department.

Section 5. Minimum dues for annual Department membership shall be the combination of those dollar amounts established by National and the DEC. The post shall fix the amount of the dues and may retain such amounts in excess of the minimum dues requirements.

Section 6. The annual dues for any one desiring a "Membership-at-Large" (MAL) status shall be the combination of those dollar amounts as established by National and the DEC.

Section 7. The dues for life and annual memberships shall be calculated by the Department Executive Director which shall comprise of

- (i) The amount determined by National plus,
- (ii) The amount determined by a majority vote of the delegates vote at the Convention plus
- (iii) The amount determined by the Posts.

Such nonrefundable dues are payable to a Post, a portion of which, in an amount determined by National, shall be forwarded to National and the remainder shall be forwarded to the Department. The Department or the Post may fix the amount of such dues and may retain such amounts in excess of the minimum dues requirement. Monies sent to the Department shall be held in a special fund and only the interest income derived from said fund shall be transferred to the general fund for budget use. Members who pay annual dues and then convert to Life membership within one (1) membership year can only deduct the annual National and Department fees if the member has paid the annual dues between September 1 and December 3 and during the same time period converted to Life Membership.

Section 8. The books and records, which are maintained in accordance with generally accepted accounting principles, shall be kept by, and under the supervision of, the Post Finance Officers.

Section 9. All checks for the disbursement of the Post's money shall be co-signed by at least two (2) persons, when allowed by the bank doing business with that Post.

Section 10. All Finance Officers and other persons handling the Post's monies shall be bonded.

Section 11. Posts shall be governed locally by their own officers chosen according to their own Constitution and Bylaws, except that the election of Post Officers shall be held, installed and reported annually to the Department before the Convention. Posts shall be subject and subordinate, however, to the jurisdiction of the National and Department Headquarters; and any provisions of a Post's Constitution and Bylaws found to be in conflict with or contrary to the provisions of the National Constitution and Bylaws or Department Bylaws shall be null and void. Posts shall submit a list of elected officers to the Department within thirty (30) days after election.

Section 12. All Posts shall conform to National's requirement by completing the National Form and governmental organizational forms.

Section 13. Posts shall set forth their own fiscal accounting year except that it shall comply with the laws. It shall be the duty of Post officer to see that the requirements of Department Headquarters' and National Headquarters' forms are properly filled out and sent to the proper place.

Section 14. A registration fee in such amount as determined by the DEC shall also be paid for each delegate in attendance at any Conference or Convention.

Section 15. Except as provided otherwise in this Section, no public fundraising program shall be undertaken by or on behalf of any Post or by a combination of Posts or subsidiaries thereof unless the contract, agreement or other arrangements under which such projects or program is to operate has first been submitted for the prior approval of the Department Judge Advocate and then to a standing committee of National. The Department Judge Advocate shall report back to the Post or combination of Posts or subsidiaries there of promptly and failure to report within thirty (30) days of the receipt of the copy of such contract shall constitute approval. A public fundraising project is defined as any project or program involving a solicitation or request to non-members of National for a donation or pertaining to the sale of merchandise, goods or advertising matter of any kind or character. In the event of an adverse decision by the Department Judge Advocate, an appeal may be made at the next Conference. Any fundraising project or program conducted by a Post or any combination of Posts or subsidiaries thereof in which there is no other person, firm or corporation involved, and in which such fundraising project or program is conducted solely by the Post or subsidiary shall not be deemed to be within the purview of this Section, provided that the gross receipts for such fundraising projector program do not exceed the sum of ten Thousand Dollars (\$10,000.00). No Post may solicit funds or other public patronage in a community in which another Post is located without first advising that Post of its intent and obtaining approval of the Post in the area to be covered. No Post may hold a fundraising project or program that competes against the Department, the Department Quartermaster, the Service Foundation or the fundraising charity's business endeavors. Restricted activities include without limitation local thrift stores,

solicitation of used goods for resale, sale of goods with AMVETS logos or other trademark or branded articles. A Post may conduct no more than one block or yard sale per year without being in violation of this Section.

Section 16. The Department shall not assume the liability or obligation of any Post. Whenever Post clubrooms are maintained and operated for the convenience and pleasure of its members and the name "AMVETS" or its insignia are displayed or used, the Post is required to comply with the requirements as set forth in the National Constitution and Bylaws, and all applicable laws and regulations.

Section 17. Every Post shall be required to revalidate its charter annually prior to July 15. In order to revalidate such charter, each Post, aside from any other requirements imposed in these Bylaws shall:

- A. Furnish the Department with a certified list of current Post officers.
- B. File Internal Revenue Service ("IRS") Form 990 for the Post calendar or fiscal year with the IRS if required by IRS regulations, and indicate on the Officer's form that a Form 990 has/has not been sent to the IRS.
- C. Furnish the Department with a copy of the Post's current local rules ("Local Rules") or a certification stating that the copy previously submitted has not been amended.
- D. Be fully paid up in all Post accounts with the Department.
- E. If required, have complied with Article VII Section 3 (c) of then National Bylaws.
- F. Have at least ten (10) members in good standing at the time of revalidation; and provide the Department a copy of the Post's Articles of Incorporation and a certificate of good standing certified by the California Secretary of State within the previous six (6) months.
- G. Each Post shall be required to report its activities in accordance with National's programs reporting requirements as published in the AMVETS Programs Manual for each of the two reporting periods during a reporting year of July 1st through December 31st, and January 1st through June 30th. On or before July 1 of each year, Department may suspend the charter of all Posts that have not complied with such requirements. Any charter so suspended shall remain suspended until such Post shall have complied with such requirements and shall have received a Certificate of Revalidation to the charter from National. Any Post whose charter remains suspended for six (6) consecutive months for any of the fore going reasons, may have its charter revoked without any further action being necessary.

Section 18. All Posts shall adopt the standard post Articles of Incorporation, Constitution and Bylaws as prescribed by the Department. All Post local rules at inception or as being amended shall be sent to the

Department Judge Advocate for review and/or recommendations. If the Department Judge Advocate accepts the Local Rules as submitted, the Department Judge Advocate shall direct same, reflecting the Department Judge Advocate's acceptance, immediately to Department Headquarters for filing with the Department Judge Advocate's approval attached thereto.

Section 19. Any provision of the Local Rules of a Post found to be in conflict with or contrary to the provisions of these Bylaws shall be null and void. Officers of Posts shall use the equivalent titles provided for Officers herein, except with respect to the position of Adjutant, which is equivalent to the Department's Executive Director.

Section 20. All Posts operating bars serving alcoholic beverages shall be required to have general liability insurance, and any and all other applicable and appropriate liability insurances for such operations and all required governmental licenses or approval.

Article XVII-TRANSFER OF MEMBERS

Section 1. Before any Department member may transfer from one Post, except a defunct Post, to another, a request for transfer must be signed by the Post Adjutant of both the old and new Posts. The transfer process should take thirty (30) days to complete commencing with the date of the first signature by either Adjutant, with the correspondence being sent by certified mail. This Sectional so applies to renewals in a Post other than the one in which membership was held in the past.

Section 2. This Article shall not be interpreted in a manner that prevents transfers within the Department and shall not hinder members transferring to newly created Posts. No transfer shall be denied by the Department or the Post from which transfer is requested, without just cause.

Section 3. Any member shall have the right of appeal to the Conference or the Convention, whichever meets first, if the member's request for transfer is not approved.

Article XVIII-ORGANIZATION OF AREAS AND DISTRICTS

Section1. The Three (3) Areas of the Department shall be as follows:

A. Southern Area, all that portion of the state lying south of the northern boundary of the Los Angeles and San Bernardino Counties and the southwestern section of Kern County between the northern Los Angeles County line, the western San Bernardino County line, and a southerly line formed from Highway 395/14 at the Kern/Inyo County line to Ricardo, then south westerly to the Los Angeles County line near Neenach.

B. Central Area; that portion of the state that lying south of the northern boundaries of the San Luis Obispo, Fresno, Madera and Inyo counties and north of the northern boundary of the Southern Area.

C. Northern Area; that portion of the state lying north of the northern boundary of the San Luis Obispo, Fresno, Madera, and Inyo counties.

Section 2. Each Area shall have a board consisting of the Area Commander, a First Vice Commander, a Second Vice-Commander and an Adjutant. A roster of these officers shall be provided to the Executive Director by July 1 of each year.

Section 3. The Department shall be divided into seventeen (17) Districts as follows.

A. District One-San Diego and Imperial Counties.

B. District Two-All of Orange County and that portion of Los Angeles County that is south of Whittier Hills and Washington Blvd. To the North 110 Freeway, and from the Westside of the 5 Freeway to the Southside of the 118 Freeway to the Los Angeles County line.

C. District Three-Ventura and Santa Barbara Counties

D. District Four-San Francisco, San Mateo and Santa Cruz Counties

E. District Five-Alameda, Contra Costa, Santa Clara, Monterey and San Benito Counties

F. District Six-Fresno, Inyo, Kings, Madera and Kern County excluding the southern section between the northern Los Angeles County line, the western San Bernardino County line, and a southerly line formed from Highway 395/14 at the Kern Inyo County line near Ricardo, then southwesterly to the Los Angeles County line near Neenach.

G. District Seven-That portion of Los Angeles County north of Washington Blvd. and Whittier Hills and west of the Neenach.

H. District Eight-Lake, Marin, Napa, Solano and Sonoma Counties.

I. District Nine-That portion of San Bernardino and Riverside Counties west of Cajon Pass and Yucca Valley.

J. District Ten-San Luis Obispo County

K. District Eleven-Mariposa, Merced, Mono, Stanislaus and Tuolumne Counties.

L. District Twelve-Alpine, Amador, Calaveras and San Joaquin Counties.

M. District Thirteen-El Dorado, Nevada, Placer, Sacramento and Yolo Counties.

N. District Fourteen-Butte, Colusa, Glenn, Plumas, Sierra, Sutter, Tehama and Yuba Counties.

O. District Fifteen-Lassen, Modoc, Shasta and Siskiyou Counties.

P. District Sixteen-Del Norte, Humboldt, Mendocino and Trinity Counties.

Q. District Seventeen-Boundary shall be the natural boundary of the San Gabriel Mountain Range and shall incorporate all the area east of the mountain range. The area will include the area of Riverside county from Yucca Valley east, that portion of the San Bernardino County from Cajon Pass east, that portion of Los Angeles County from Escondido Summit east and that portion of southeastern Kern County between the northern Los Angeles County line, the western San Bernardino County line, and a southerly line formed from Highway 395/14 at the Kern Inyo County line near Ricardo, then southwesterly to the Los Angeles County line near Neenach.

Section 4. The policy of this organization shall be that all checks for the disbursement of the District's monies shall be co-signed by at least two (2) authorized persons.

Section 5. No District may solicit funds or other public patronage in a community in which another District is located without first advising that District of its intent and obtaining approval of the District in the area to be covered.

Article XIX-SERVICE FOUNDATION

Section 1. The Department recognizes a subsidiary organization known as AMVETS Department of California Service Foundation. The purpose of the Service Foundation shall be to take any steps necessary to raise funds, and see that such funds are spent for

(i) The maintenance of the Department and the Service and Rehabilitation Department,

(ii) The support of veterans in accordance with Section **501(c)(3)**.

Section 2. The Articles of Incorporation and certain provisions of the Bylaws of the Service Foundation may be amended in the same manner as the Department Bylaws, as more particularly described in these Bylaws.

Section 3. At each Conference and Convention, the Department shall receive from the Service Foundation a report summarizing its activities since the last Conference or Convention.

Section 4. The Service and Rehabilitation Department is hereby created within the framework of AMVETS Department of California.

Section 5. The Service and Rehabilitation Department shall be composed of a permanent Service Director and any other employees necessary to carry out the purposes of the Service and Rehabilitation Department.

Article XX-SUBSIDIARY ORGANIZATIONS

Section 1. The Department may have Subsidiary Organizations including, but not limited to the following:

- A. Ladies Auxiliary.
- B. Sad Sacks.
- C. AMVETS Riders.
- D. Any other Subsidiary Organization as defined and authorized by National.

Section 2. The Department recognizes a subsidiary to be known as the AMVETS Ladies Auxiliary of California Inc. ("Ladies Auxiliary"). The Ladies Auxiliary shall be governed by rules and regulations prescribed by the Executive Committee of the Ladies Auxiliary, as approved by National AMVETS Ladies Auxiliary Parliamentarian.

Section 3. The Department recognizes a subsidiary organization known as AMVETS Sad Sacks of American Veterans ("Sad Sacks"). Sad Sacks shall be governed by a Constitution and Bylaws approved by the National Executive Committee.

Section 4. Upon revocation, cancellation, or suspension of the charter of any Subsidiary Organization, said Subsidiary Organization shall immediately cease operations. Upon revocation or cancellation, it shall turn over its charter and assets to the Department Commander or the Department Executive Director. The DEC shall by, and through its duly authorized agent, take possession, custody and control of all records, property and assets of said Subsidiary Organization. The assets of said Subsidiary Organization shall first be applied to any indebtedness of the said Subsidiary Organization provided, however, that nothing herein contained shall be construed as requiring the Department to take over or assume any financial responsibility of such Subsidiary Organization. The assets are to be held in trust for a period of twelve (12) months. In the event the Subsidiary Organization's charter is not re-issued within the twelve (12) month period, the Subsidiary Organization's records, property and assets shall become the absolute property of the Department.

Article XXI-AMVETS CALIFORNIA CHARITIES INC. (FUNDRAISING))

Section 1. The purpose of Team AMVETS California Charities, Inc., (“Charities”) shall be to apply for government and corporate grants and to obtain donations in the form of cash, property, securities or other gifts that are generally only available to a tax-exempt 501 (c)(3) entity to support the Department and its Posts.

Section 2. Charities shall have a seven-member Board of Directors. The Board of Directors shall be appointed by the Department Executive Committee. Three Board members shall be members in good standing of California AMVETS; one shall represent the Northern Region, one shall represent the Central Region and one shall represent the Southern Region. The remaining three Board members shall be non-AMVETS members. The Commander shall be an ex-officio Board member with the authority to vote in the event of a tie. Board members shall be selected for Board service by the Department Executive Committee on the basis of their background, community service and fundraising skills and shall serve a three-year term, which terms shall be staggered.

Section 3. Charities shall adopt a set of Bylaws which may only be amended by a majority vote of the Department Executive Committee.

Section 4. Charities may receive funding from the California Department as deemed appropriate by the Department Executive Committee.

Article XXII-MEETINGS

Section 1. Official sanctioned Department meetings shall be attended only by members in good standing and can be in open session or executive session format.

Section 2. In the event any rule is not provided for in these Bylaws or the National Constitution and Bylaws, Roberts Rules of Order Newly Revised shall prevail.

Section 3. Any meeting may be held by conference telephone, video screen communication, or other communication equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (i) Each participant can communicate concurrently with all other participants, and,

(ii) Each participant is provided the means of partaking in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Department.

Section 4. Except as expressly provided otherwise in these Bylaws, actions of the Department may be taken without a meeting provided such action is taken with the unanimous written consent of all members of the DEC.

Section 5. A meeting of the DEC can be called by the Department Commander or a majority of the DEB.

Section 6. A meeting of the DEB can be called by the Department Commander.

Section 7. Written notice of a meeting of the DEC must be sent by first class mail, facsimile or by electronic transmission to each member of the DEC and to each Post not less than ten (10) days prior to the first day of said meeting. Notice given by electronic transmission by the Department shall be valid only if it is delivered by

(i) Facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Department; or,

(ii) Posting on an electronic message board or network that the Department has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it.

Failure to transmit such written notice shall automatically cause cancellation of the proposed meeting. The same procedure shall apply to the DEB except that only the Board members are contacted.

Section 8. Any elected officer other than the Department Commander and the Department Judge Advocate, at a duly called meeting of the DEC, DFC or any committee created pursuant to these Bylaws, may bring motions, participate in the debate, and vote on any valid motion. An elected officer or committee member shall not automatically be required to leave the meeting room when an issue is presented that involves that person's post, area or region. However, an officer or committee member may determine that his or her presence will unduly affect the vote or open discussion and thus remove himself or herself from the meeting room. Likewise, another officer or committee member may ask for the interested person to leave the room if there is reasonable concern about open and honest discussion.

Section 9. The DEC shall adopt a Conflict of Interest Policy as to recusals which, among other things, shall require any "Interested Person" (as that term is defined in the California Corporations Code) with such an interest, relationship or responsibility which conflicts with the interest of AMVETS or its members, to

recues himself or herself from any reporting, discussions and vote on the issue that gave rise to the conflict and, if necessary, from the meeting, or applicable part thereof.

Article XXIII-COMMITTEES

Section 1. Unless required by law, the Department Commander, with the approval of the DEC, may, as deemed necessary or advisable, appoint committees ("Committees") including, but not limited to, the following:

- A. Department Finance Committee.
- B. Department Executive Board.
- C. Grievance Committee.
- D. Convention Committee.
- E. Awards Committee.
- F. Audit Committee.
- G. Ways and Means Committee.
- H. Membership Committee.
- I. Bylaws Committee.
- J. Legislative Committee.
- K. Veterans Affairs Committee.
- L. Americanism Committee.
- M. Grant Committee.
- N. Resolutions Committee.
- O. Employment Committee.
- P. Council of Past California Department Commanders
- Q. [Suicide Awareness/Prevention](#)

Section 2. The Department Commander shall designate the Chairperson of each Committee unless such is designated elsewhere in these Bylaws. Committees shall terminate upon the termination of the Office of the Department Commander appointing them.

Section 3. The Committees shall meet at such intervals as may be determined by their Chairperson. It shall be the Committee Chairperson's responsibility to report the Committee's activities at the Conference and Convention.

Section 4. Mileage for Department Officers, who are attending the meetings as committee members, shall be allocated at the going rate per mile upon recommendation by the DFC. This amount may be changed by a majority vote of the delegates at Convention.

Section 5. The DEC may, upon the recommendation of the DFC, provide funds for the necessary expense and operation of any Committee or Officer.

Section 6. The Department's Grievance Committee shall perform the tasks specified in National's Appendix C and Section 19 of Appendix E. The Grievance Committee shall hear all appeals concerning disciplinary actions, any grievance issue referred to the Committee by the DEC, DEB, or the Department Commander, Area Commanders, District Commanders, or any member in good standing.

Section 7. The purpose of the Convention Committee shall be to supervise and control the plans of the Convention. The Convention Committee shall be composed of the following members: The last three (3) years Department Commanders, the current Department Commander, the Department Judge Advocate, Department Finance Officer, Executive Director, two (2) duly authorized representatives from the Ladies Auxiliary, and the incoming Convention Chairperson, who shall be appointed by the Department Commander upon the recommendation of the host city or Post. The Convention Committee shall meet at all Department Conventions to consider appropriate business and may be called into session by the Department Commander at other times as deemed necessary.

Section 8. An Awards Committee comprised of a Chairperson appointed by the Department Commander and the three (3) Area Commanders shall make recommendations for all awards granted by the Department. Awards may be patterned after the National awards and shall be made only at, or immediately following, a Convention.

Section 9. Unless authorized by a two-thirds (2/3) vote of the DEC, only the following awards shall be presented by the Department:

- A. White Clover Award: presented by National upon Department recommendation to Department members for heroic action.

B. AMVET of the Year Award: awarded to the Department member who contributes most toward the furtherance of Department principles and programs during the current year.

C. Post Historian Award: presented to the Post for the best submitted Post History Book with documentation.

D. Open Class History Book Award: Presented to the Department member(s) who submit the best history Book with documentation.

E. Best News Letter Award: presented to the Post, which enters their Post Newsletter against others within the Department.

F. City or Community Award: presented to a city or community for the best cooperation with the Department.

G. Heroic Deed Award: presented to a Californian resident selected for most heroic deed of the year.

H. VAVS Award: presented to the outstanding Veterans Administration Volunteer (VAVS) Volunteer assistant of the year.

Section 10. The Audit Committee shall have three (3) members consisting of the elected Officers-at-large and the Past Junior Department Commander. If any of the foregoing are unable to serve, any member in good standing that has served as an Officer for at least one (1) year and has the requisite financial experience can serve.

Section 11. The Grant Committee shall review and approve Post grant proposals, ensure adherence to the aims and goals of the Department and certify the monies were properly used as per the grant request with all accounting records.

Section 12. The Bylaws Committee shall determine the appropriateness of all proposed amendments to the Department's Bylaws for suitability with respect to Federal and State laws, as well as adherence to National's Constitution and Bylaws.

Section 13. The Americanism Committee shall produce and provide materials that supplement the efforts of the Department in the areas of education, membership, programs, fund-raising, and achievement recognition in Americanism, as defined by being any allegiance, attachment, custom, or trait that involves the ideals, interests, principles, practices, or traditions particular to the American national culture.

Section 14. The Employment Committee shall consist of 3 members who shall review and approve the hiring and firing of personnel upon recommendation from the Executive Director.

Section 15. The Council of Past California Department Commanders shall be chaired by the most recent past Department Commander, who shall call for meetings to discuss all facets of the organization in an effort to maintain unity and harmony, and to develop matters pertaining to the good will and welfare of the Department. This committee shall produce a written report to the membership of each of its meetings.

Section 16. The DEC may, upon the recommendation of the DFC, authorize reimbursement of necessary expenses incurred by any Committee or Officer.

Section 17. A quorum of any Committee shall consist of a simple majority of the membership of said Committee. No Committee has the authority to take action contrary to the Convention.

Article XXIV-DISCIPLINE

Section 1. With the approval of the DEC, the Department Commander, after notice, may take over the operation of a Post for good or sufficient reasons and for the well-being of the organization as per Appendix A and Article V of the National Bylaws. If the issues under consideration apply to the internal Department rules, the Department Commander is an exofficio member without voting rights, when organization matters are present, however, but may vote in his capacity as President of the corporation. The Committee Chairperson or presiding Officer only votes in the case of a tie.

Section 2. A member of the Department may be suspended or expelled for the reasons, and in accordance with the procedures, outlines in Article XII, Section 1 (b) of National's Constitution, Article V, Section 2 of National's Bylaws and Appendix B of the National Constitution and Bylaws.

Section 3. Notwithstanding anything to the contrary in the National Constitution and Bylaws, pursuant to California law, the Department Commander, as corporate President of the Department, shall be entitled to vote on all discipline matters relating directly or indirectly to the corporate governance of the Department.

Article XXV-PUBLICATIONS

All publications bearing the name AMVETS, published by posts, or any other branch or affiliate of Department, shall be under the supervision of the DEC. Copies of all such publications shall be sent to Department Headquarters.

Article XXVI-RESOLUTIONS

Any resolution to be considered by the Convention or Conference shall be submitted to either the Executive Director or the Chairperson of the Resolutions Committee by the end of the business session on the first day of the Convention or Conference. In the event a resolution is submitted at least forty-five

(45) days prior to the Convention, such resolution shall be adopted if approved by a simple majority vote of the delegates present and voting at such Convention. If the resolution is submitted within forty-five (45) days of the Convention, such resolution will require a two-thirds (2/3) majority vote of the eligible delegates present and voting at said Convention. Notwithstanding the foregoing, the members shall not vote on and approve any resolution the context of which requires the Department to provide all the members with prior written notice.

Article XXVII-AMENDMENTS

Section 1. Any amendment to these Bylaws shall be submitted to the Bylaws Committee prior to the Bylaws Committee meeting at the Conference and shall be discussed on the floor of such Conference. After the Conference the proposed amendments shall be reviewed and finalized by legal counsel. The Executive Director shall deliver the final versions of such resolutions to the members at least forty-five (45) days prior to the Convention. An amendment shall be adopted if approved by a simple majority vote of the delegates present and voting at a Convention.

Section 2. Notwithstanding the foregoing, an amendment to the Bylaws may not be adopted until the Bylaws Committee has considered such amendment and reported on it at the Convention.

Section 3. Amendments to these Bylaws shall take effect immediately upon adoption unless otherwise specified by the adopted amendment.

The above Bylaws changes were voted on and passed at the 77th Annual AMVETS Department of California Convention on the 10th day of June 2023, in the City of Visalia, County of Tulare, State of California.

Attested to on 21st June 2023

AMVETS Department of California



Date: Jun 21, 2023

Kyle Miles –Department Judge Advocate

