

BYLAWS

FOR

U.S. ARMY VETERANS

SUPPORT COMMAND

A NONPROFIT ORGANIZATION

**BY LAWS FOR
UNITED STATES ARMY VETERANS SUPPORT COMMAND (USAVSC)—
NATIONAL HEADQUARTERS FIRST (1ST) BRIGADE
(HOUSTON, TEXAS),
A TEXAS NONPROFIT CORPORATION**

ARTICLE I

These bylaws constitute the code of rules adopted by the **United States Army Veterans Support Command (USAVSC)—National Headquarters First (1st) Brigade (Houston, Texas)** for the regulation and management of its affairs.

ARTICLE II

Purposes

The USAVSC—National Headquarters First Brigade (USAVSC) shall exist for the specific purpose of providing honorary funeral military detail to all Vietnamese American deceased Armed Forces veterans.

The USAVSC will provide support for:

- Encouraging the spirit of loving the United States,
- Fighting to defend the native land,
- Patriotic protection,
- Freedom protection,
- Honoring of the United States soldiers, and Allied forces,
- Direct support to resist terrorism,
- Protection of the United States,
- Supporting the tasks of the Homeland Security,
- Adhering to the task of Inland Security, and
- Adhering to the tasks of FEMA.

Through related activities, the Corporation shall also seek to engage in community services such as providing color guard ceremonies and Veterans ceremonies (Military Honor Detail). The Corporation shall be and is a non-profit corporation under the laws shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, USAVSC shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c) (3) of the Code.

The USAVSC will not expressly or implicitly adhere to any political party. The USAVSC will not exercise favor towards any political party. The USAVSC will exhibit a high spirit of service in the services it provides to the community.

The service area of the Corporation is the Houston, Texas metropolitan community, which consists of *Houston and surrounding neighboring cities*.

To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

ARTICLE III

Board of Directors

(1) Powers

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

(3) Number of Directors

The Board of Directors will consist of **Three (3)** Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

(4) Term of Directors

The Directors shall serve a term of **1 year**.

There are no term limits and, therefore, Directors may serve any number of consecutive terms.

(5) Election of Directors

Elections for Directors filling expired terms shall be held at the annual meeting for the fiscal year. Any directorship to be filled by reason of an increase in the number of Directors shall

be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either reappointed or until their successors are chosen.

(6) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice. If the resignation is effective at a later time, a successor may be elected to take office when the resignation becomes effective.

(7) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least **five days** prior to the meeting at which the vote takes place.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(9) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approves the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Committees

(1) Executive Committee

The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special

Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

(2) Additional Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE V
Code of Ethics

The corporation and its Directors and Employees will comply with the Corporation's Code of Ethics.

ARTICLE VI
Board Meetings

(1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at the principal office of business, *4615 Belle Park Dr. Houston, TX. 77072* or at any other place the President may designate within the county of Harris County or neighboring counties.

(2) Regular and Special Meetings

Regular Meetings of the Board of Directors shall be held each month, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

(3) Notice of Board Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than **3 days** notice prior to the meeting. Notice of the date, time and place of Special Meetings shall be given to each board member using the same methods, but with no less than **7 days** notice prior to the meeting, with the exception of Special Meetings held to amend the Certificate of Formation or bylaws, for which a **10-day** written notice by mail or facsimile shall be required specifying the proposed amendment.

(4) Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if Directors unanimously, individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(7) Open Meetings

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.

(8) Proxy Voting Prohibited

Proxy voting is not permitted.

ARTICLE VII

Officers

(1) Roster of Officers

The Corporation shall have a Commander, Deputy, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as Commander or Secretary.

(2) Election and Removal of Officers

All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in

office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

These positions are permanent (no change) unless and until the officer resigns or withdraws. In the case that the Commander resigns or withdraws, the Deputy will act in this position until further appointment by the Board of Directors. If both the Commander and Deputy withdraw and resign, the Chief of Staff will be acting in this position. If the Chief of Staff also resigns, then the Chaplain will have the authority to act temporarily and must send the request to Central Headquarters for the reassignment of the Commander, Deputy, and Chief of Staff positions, such as:

- Rank,
- Length of service with the USAVSC agency,
- Good conduct as a U.S. citizen,
- Exceptional service with the USAVSC agency,
- Good Leadership,
- Good Cooperation in domestic and foreign policies, and
- Any other relevant factors.

Promotions of officers or members to the USAVSC National Headquarters organization must be approved by the Board of Directors, the Regions Commander and the Brigade Commander.

Promotions of officers or members to the Board of Directors, the Regions Commander or the Brigade Commander of the USAVSC must be approved by the Honorable National Commanding General, Honorable Executive Adviser, and the in charge Regions North East Commander.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present, based on the factors designated in 7(2).

(4) Commander

- The Commander will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given her by the Board of Directors.
- The Commander will perform all duties incident to such officer and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the

Board of Directors. The Commander shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

- The Commander shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The Commander shall, with the advice of 67d1e0b5 and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

(5) Deputy

- The Deputy shall act in place of the Commander in the event of the Commander's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- The Deputy shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(6) Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certification of Formation, or by these bylaws.
- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and the Board of Directors, and shall keep copies of all minutes at the principal office of the Corporation.
- The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.
- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.
- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

(7) Treasurer

- The Treasurer will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- The Treasurer shall give to the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and for the restoration to the Corporation—in the case of his or her death, resignation, retirement, or removal from office—all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his control belonging to the Corporation. The amount of the bond shall be determined by the Board of Directors.
- The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Treasurer's signature shall be the authorized signature of all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of disbursement.
- The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

(8) Other Officers as May Be Appointed

- The USAVSC may elect to add other officers to support the organization's mission and purposes, which may be:
 - Chaplain
 - Operations Officer
 - Section I Officer
 - Section II Officer
 - Section III Officer

- Section IV Officer
- Section V Officer

ARTICLE VIII

Members

(1) Eligibility

To be eligible for becoming a full participating member of USAVSC and all of its rights, privileges and responsibilities, candidates must meet the following qualifications before being allowed to join:

- Must be a Citizen or Lawful Permanent Resident of the United States;
- Must exhibit good conduct
- Must be 18 years of age or older, and perform without discrimination as to race, religion, or age
- Must be ready to protect one's native land, and obey the United States Constitution
- Must be able to raise up the high spirits of the U.S. Soldiers and the Allied Forces
- Must be able to perform the tasks to help disabled soldiers
- Must honor the soldiers that were killed for this native land, and for the freedom without discrimination of race or religion
- Join to fight against terrorism
- Aid Homeland Security if and when necessary
- Aid in the tasks of FEMA to help wounded soldiers and in natural disasters such as floods, earthquakes, fires, etc.
- Cooperate with Catholic, Baptist, Buddhist and other denominational churches and temples, synagogues, among other religious groups, to hold ceremonies necessary for soldiers who have served and died, whether killed in the line of duty or similarly in natural disaster response situations
- All members must come together as their own brotherhood, and without dispute or action against each other
- All members must follow the Army disciplines and codes.

(2) Rights of Members

Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership Meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation,

sale of substantially all the corporation's assets, and most amendments to the corporation's Certificate of Formation.

- All members of the USAVSC organization and their relatives have the right to join in helping one another in the case of a member's passing; and, have the right to ceremonies of the army or of their religious rites, and the right to be buried at the USAVSC cemetery
- Any member that wishes to withdraw must send direct request to the Commanding Officer (Commander). There is not refund on membership and application fees
- The Bylaws issued by the USAVSC applied to all members, without exception
- All members have the right to wear the U.S. Army uniform of their rank of the same category; and, to wear the combat uniform of the U.S. Army while working on the task of helping in any disasters, or while at any big ceremony to honor U.S. soldiers, etc.

(3) How the Membership can Legally Act

The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's Certificate of Formation. The attendance of 51% of the members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

(4) Regular Membership Meetings

The membership shall meet at least once a year during the month of *January*, at a time designated by the Board of Directors, for the purpose of transacting any business that the Board of Directors may submit to the members. Regular Membership Meetings shall take place at the principal office of business, *4615 Belle Park Dr. Houston, TX. 77072* or at any other place that the Commander may designate, with proper notice, within the county of *Harris County* or neighboring counties.

(5) Notice of Regular Membership Meetings

Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, or by facsimile and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, church bulletins, or such additional means as the Board of Directors shall deem effective.

(6) Special Membership Meetings

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of 66% of the members.

(7) Notice of Special Meetings

Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose of which the meeting is called.

(8) Enrollment of Members

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's signature of the application form. The secretary shall keep an up-to-date membership list.

ARTICLE IX
Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE X
Executive Director

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out what ever tasks the board from time to time resolves. The Executive Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as maybe prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership.

ARTICLE XI
Indemnification

(1) Insurance

The Corporation will provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

(2) Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the Corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XII
Operations

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Executive Director and the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other members of Executive Committee and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds

Financial Transactions which have a value of **\$5,000** or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposed of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of **less than \$5,000** disbursing funds from any of the Corporation's accounts shall require the

signatures of at least two of the following: the Executive Director, President, Vice President, Secretary, or Treasurer.

(3) Procurement Policy

The Corporation shall abide by its procurement policy.

(4) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

(5) Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(6) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(7) Amendments

The Board of Directors may adopt amendments to the Certificate of Formation by a unanimous vote of Directors present at a meeting where a quorum is present. The bylaws may be amended at any time by a unanimous vote of Directors at a meeting where a quorum is present.

(8) Fiscal year

The fiscal year for the Corporation will be January 1st to December 31st.

(9) Audit

The Corporation shall have an annual audit to be when deemed necessary according to state and federal laws.

ARTICLE XIII

Dissolution

Upon the dissolution of the Non-profit corporation, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. No asset shall be transferred or given to directors, officers, employees or related persons/entity of the Corporation.

Operations of the USAVSC

- To strike a relief committee to visit the U.S. soldiers and Allied Force in the field.
- Visit and console wounded soldiers in Veteran Hospital.
- Joint the ceremony soldiers take off, and honor the soldier's return with the family.
- Visit and console family of killed soldier, widow and children, and family soldier camp.
- Commemorate with the local government to clean up and remodeling the house of widow if necessary.
- Cooperate with POW, MIA, and Veteran Agencies go into every area of the U.S. Army soldiers and Allied Force operated to find the body of the KIA. Remove the body and ceremony with national flag over the coffin, and escort the coffin to return home land then ceremony to bury at the Veteran National Cemetery.
- Joint a review of troops and parade of festival such as the U.S. Military Arm Force, Independence Day, and Thanksgiving Day, etc.
- To help one another with recruiting agency in civil affairs task. Launching propaganda with male and female youth joint to the army and police officer to protect and defend for the U.S. country and security for the nation.
- Cooperate with food bank agency to distribute food to the poor, and sickness.
- Ask Doctors, Dentists, and Nurses to volunteer health check to the poor who do not have Medicare, Medicaid or Health Insurance.
- Cooperate together with U.S. Coast Guard, and Veteran Affairs to join the volunteer task.

CERTIFICATION

We hereby certify that these bylaws were adopted by the Board of Directors of the USAVSC, at its meeting held on:

Signature: _____ Date: _____

Signature: _____ Date: _____

Signature: _____ Date: _____