



Prepared to comply with the Puerto Rico General Corporations Act (Act No. 164-2009, as amended) and federal tax-exemption requirements.

BYLAWS OF ORGANIZACIÓN VETERANOS MOCANOS, INC.

(A Puerto Rico Non-Profit Corporation)

Table of Contents

ARTICLE I – NAME AND PURPOSE	3
Section 1. Name.....	3
Section 2. Purpose	3
ARTICLE II – OFFICES	3
ARTICLE III – MEMBERSHIP	3
Section 1. Classes and Eligibility	3
Section 2. Dues and Fee Waivers.....	4
Section 3. Rights and Privileges of Members	4
Section 4. Suspension and Termination	4
Section 5. Member Meetings.....	4
Section 6. Admission and Code of Conduct	4
ARTICLE IV – BOARD OF DIRECTORS	5
Section 1. General Powers	5
Section 2. Number and Composition	5
Section 3. Qualifications.....	5
Section 4. Resignation, Removal and Suspension	5
Section 5. Vacancies.....	5
Section 6. Meetings.....	5
Section 7. Quorum and Voting.....	5
Section 8. Action Without Meeting.....	5
Section 9. Compensation	6
Section 10. Conflict of Interest.....	6
ARTICLE V – OFFICERS	6
Section 1. Officers	6
Section 2. Appointment and Term.....	6
Section 3. Duties.....	6
Section 4. Chain of Command	7
Section 5. Resignation, Removal and Vacancies.....	7
ARTICLE VI – COMMITTEES	7
ARTICLE VII – FINANCIAL AND ADMINISTRATIVE MATTERS.....	7
ARTICLE VIII – INDEMNIFICATION AND INSURANCE.....	8
ARTICLE IX – AMENDMENTS	8

ARTICLE X – DISSOLUTION.....	8
ARTICLE XI – SOCIAL MEDIA AND COMMUNICATIONS POLICY.....	8
Section 1. Acceptable Use Policy	8
Section 2. Authorized Posting	8
Section 3. Compliance and Oversight	9
CERTIFICATION.....	9
REVISION HISTORY	9

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of this corporation is **Organización Veteranos Mocanos, Inc.** (the “Corporation”).

Section 2. Purpose

The Corporation is organized exclusively for purposes permitted under Sections **501(c)(19)** (veterans-service organizations) and/or **501(c)(3)** of the Internal Revenue Code of 1986, as amended (the “Code”).

The specific purposes include, but are not limited to:

1. Honoring and supporting veterans from the Municipality of Moca, Puerto Rico.
 2. Providing educational, charitable, and community-service programs that improve veterans’ quality of life.
 3. Preserving the history and legacy of Puerto Rican veterans through cultural and civic activities.
 4. Engaging in any lawful activities consistent with the above purposes and the Corporation’s tax-exempt status.
-

ARTICLE II – OFFICES

The principal office of the Corporation shall be located in **Moca, Puerto Rico**, at such address as the Board of Directors (the “Board”) may determine. The Corporation may establish additional offices within or outside Puerto Rico as the Board deems necessary.

ARTICLE III – MEMBERSHIP

Section 1. Classes and Eligibility

The Corporation offers **membership** to qualifying individuals to foster camaraderie and sustain its mission; membership confers **limited voting power** only on matters presented by the Board—primarily the election of directors and any other questions the Board submits—without granting governance authority. All other corporate powers remain vested on the Board.

1. **Veteran Members.** Veterans or currently serving personnel of the U.S. Army, Navy, Air Force, Marine Corps, Coast Guard, or Space Force who support the mission are eligible to become Veteran Members upon application and payment of annual dues set by the Board. Applicants must present proof of veteran or active-duty status, such as a military ID, DD-214 form, or other official documentation.

2. **Volunteer Participants.** Individuals who wish to help with the Corporation's activities but are not Veteran Members may serve as Volunteers. Volunteers are not Members, pay no dues, and must adhere to Corporation policies. Volunteers may be required to present a valid certificate of good conduct from the appropriate government authority
3. **Family Member Guests.** The immediate family of Veteran Members may attend meetings and activities as guests without dues, voting rights, or membership privileges.
4. **Honorary Members.** Honorary members may attend meetings and activities as guests without dues, voting rights, or membership privileges

Section 2. Dues and Fee Waivers

The Board shall set the **annual membership rate** for Veteran Members and may revise it at any time. The Board may **waive or reduce dues** for any veteran demonstrating financial need.

Section 3. Rights and Privileges of Members

Veteran Members are entitled to:

- Receive regular updates on programs and events.
- Participate in member-only activities or services.
- Serve on committees or volunteer teams with Board approval.

Section 4. Suspension and Termination

The Board may suspend or terminate a Member for non-payment of dues, policy violations, or conduct harmful to the Corporation, after reasonable notice and opportunity to be heard.

Section 5. Member Meetings

Informational or social meetings of Members may be held as the Board decides; formal Member meetings are not required.

Section 6. Admission and Code of Conduct

The Corporation reserves the right to deny or revoke attendance or participation of any person—Member, Volunteer, or guest—who violates the Corporation's Code of Conduct or behaves detrimentally. Such action may include removal from an event, suspension, or termination.

- Members or Volunteers wishing to participate in events or activities may be required to present a valid certificate of good conduct from the appropriate government authority.
-

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers

The Board is the governing body. Directors supervise and direct corporate affairs, set policies, and promote the Corporation's purposes.

Section 2. Number and Composition

The Board shall consist of **eleven (11) directors**. The Board may change this number by resolution, provided it never falls below three (3) and remains an odd number to prevent tie votes. In the event that a vote is to be made and the number of Board members is at an even number and the vote results in a tie, the final vote shall be determined by “flipping a coin” in which time the Board members will decide the value of each side of said coin.

Section 3. Qualifications

Directors must be current Veteran Members and at least **twenty-one (21) years old**. Applicants must also present a valid certificate of good conduct from the appropriate government authority.

Section 4. Resignation, Removal and Suspension

Upon any allegation of wrongdoing, a director is automatically suspended for thirty (30) days; the director may resign at any time during suspension.

Directors may resign by written notice. Any director may be removed **for cause** by a **two-thirds** ($\frac{2}{3}$) vote of the other directors, provided the cause—including Board-size changes—is stated in the meeting notice and minutes.

Section 5. Vacancies

Board vacancies between Annual Meetings shall be filled by majority vote of remaining directors for the unexpired term.

Section 6. Meetings

- **Regular:** At least quarterly.
- **Annual:** First regular meeting each fiscal year, to appoint directors and elect officers.
- **Special:** Called by the President or any three directors with appropriate notice.
Participation by telephone or videoconference is permitted.

Section 7. Quorum and Voting

A majority of directors then in office (six [6]) is a quorum. Actions require majority vote of those present.

Section 8. Action Without Meeting

Actions may be taken without a meeting if all directors consent in writing or electronically per §4.07 of the Puerto Rico General Corporations Act.

Section 9. Compensation

Directors serve without compensation but may be reimbursed for pre-approved expenses.

Section 10. Conflict of Interest

The Board shall maintain a Conflict-of-Interest Policy consistent with IRS guidelines. Directors must disclose and recuse from conflicts.

ARTICLE V – OFFICERS

Section 1. Officers

The officers shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, a Chaplain, a Vocals Officer, a Director of Activities, a Recruiter, a Legal Resident Agent, and a Public Relations / IT Director, plus any other officers as determined by the Board.

Officers as Board Members. Officers serve concurrently as directors and exercise full Board powers.

Section 2. Appointment and Term

Officers shall be appointed by the Board at the Annual Meeting or any regular meeting and serve **until removed or replaced** by the Board and until a successor is appointed and qualified.

Section 3. Duties

- **President:** Presides at meetings and implements Board resolutions.
- **Vice-President(s):** Acts in the President's absence and carries out Board assignments.
- **Secretary:** Keeps minutes, corporate records, and issues notices.
- **Treasurer:** Oversees finances, budgets, and filings.
- **Chaplain:** Provides spiritual support, invocations, and counseling.
- **Vocals Officer:** Gather support from the community and supports PR.
- **Director of Activities:** Plans and oversees events and programs.
- **Recruiter:** Develops membership and volunteer recruitment strategies.
- **Legal Resident Agent:** Maintains the registered office, receives legal notices, and handles official filings.
- **Public Relations / IT Director:** Manages communications, media relations, websites, social media accounts and IT assets. Ensures that all information and product(s) offered to the public is/are accurate and up to any applicable standards.

Section 4. Chain of Command

In the absence or inability of the President → Vice-President → Secretary → Legal Resident Agent assumes duties in that order until a replacement or return.

Section 5. Resignation, Removal and Vacancies

Officers may resign their position by written notice at any time and submitted to the Vice President.

Upon any allegation of wrongdoing, an officer will be automatically put on administrative leave of absence for a period of thirty (30) days. During this period, the officer will be temporarily relieved of his/her duties, will not be allowed on-premises, and may not attend nor participate in any event that the Organization hosts or attends. Officers may resign by written notice at any time during this period.

Any officer may be re-instated during this thirty (30) day period by a **two-thirds (2/3)** Board vote if the allegations are found to be non-credible.

Any officer may be removed **for cause** by a **two-thirds (2/3)** Board vote, with cause stated in notice and minutes. Vacancies are filled by Board appointment for the unexpired term.

ARTICLE VI – COMMITTEES

The Board may establish committees, each chaired by a director and including other appointees; committees report to the Board and **may not** exercise Board powers unless expressly authorized.

ARTICLE VII – FINANCIAL AND ADMINISTRATIVE MATTERS

1. **Fiscal Year:** Ends December 31 unless changed by the Board.
 2. **Depositories:** Funds kept in federally insured institutions selected by the Board.
 3. **Contracts & Signatures:** The Board may authorize officers to execute instruments.
 - All checks or drafts require the Treasurer's signature and that of the President or a Vice-President.
 - For payments over \$150, the check or draft also requires the signature of the President or a Vice-President.
 4. **Audit/Review:** Accounts reviewed or audited annually as required.
 5. **Books & Records:** Maintain accurate financial and meeting records.
-

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

To the fullest extent permitted by law, the Corporation shall indemnify directors and officers against liabilities and expenses incurred in good faith. The Board may purchase D&O insurance.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of **two-thirds (2/3)** of the directors then in office, provided that at least **ten (10)** days' written notice of the proposed amendment is given to each director.

ARTICLE X – DISSOLUTION

Upon dissolution, after paying all liabilities, the Board shall distribute remaining assets to one or more organizations that:

1. Qualify under Sections 501(c)(19) or 501(c)(3) of the Code;
2. Are eligible to receive tax-deductible contributions; and
3. Have purposes similar to those of the Corporation.

Any assets not so disposed shall be disposed of by a court of competent jurisdiction in Moca, Puerto Rico, exclusively for such purposes.

ARTICLE XI – SOCIAL MEDIA AND COMMUNICATIONS POLICY

Section 1. Acceptable Use Policy

All public-facing accounts of the Corporation, including but not limited to social media platforms and any chatroom or messaging applications (e.g., Facebook, WhatsApp, etc.) used for internal or external communications, shall be governed by the Corporation's Acceptable Use Policy. Users of these accounts must adhere to the highest standards of professionalism and confidentiality, refrain from posting any content that could harm the Corporation's reputation or violate applicable laws, and ensure all communications reflect the Corporation's mission and values.

Section 2. Authorized Posting

All posts, updates, responses, and other content published to the Corporation's social media accounts or website shall be created and disseminated exclusively by the Public Relations / I.T. Director or by any Board member expressly authorized in writing by the Public Relations / I.T.

Director. No other officer, director, member, volunteer, or third party may publish content on behalf of the Corporation without such authorization.

Section 3. Compliance and Oversight

The Public Relations / I.T. Director shall maintain a register of authorized users, review all scheduled and published content for compliance with this policy, and report any violations to the Board. Unauthorized use of Corporation accounts or breach of the Acceptable Use Policy may result in disciplinary action, including suspension or removal from office or membership.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of **Organización Veteranos Mocanos, Inc.** on **July 5, 2025**, and certified by:



1SG(R) Manuel Moreno, Secretary

REVISION HISTORY

Rev.	Date	Description of Change	Approved By	Adopted By
1.0	07/05/2025	Initial adoption	Board of Directors	1SG (R) Moreno
1.1	08/07/2026	Annual Review – no changes	Board of Directors	1SG (R) Moreno