

VIETNAM VETERANS OF AMERICA VIRGINIA STATE COUNCIL, INC.

BY-LAWS

(As amended June 10, 2006)

ARTICLE I: PURPOSE

SECTION 1 – GENERAL: The National Convention (hereinafter referred to as Convention) of the Vietnam Veterans of America, Inc. (hereinafter referred to as the Corporation or VVA), is the highest authority of the Corporation. The VVA Constitution, which is the supreme body of law of the VVA, provides for the establishment of state councils. These By-laws are established to provide for the governance of the VVA Virginia State Council (hereinafter referred to as the Council or VSC) where otherwise not provided for in the VVA Constitution.

SECTION 2 – ESTABLISHMENT: The Council was established as a non-profit corporation pursuant to the laws of the Commonwealth of Virginia.

SECTION 3 – GOVERNANCE: The Council is formed to provide a formal, unified and democratic body representative to the Chapters of the Vietnam Veterans of America located in the Commonwealth of Virginia. The Council shall promote and enforce the principles and policies of the VVA Constitution, resolutions adopted at the Convention, and the rules and resolutions of the Council. The Council shall represent the interests of its member Chapters to the Commonwealth and the National Headquarters of VVA. It shall, through the establishment of policy and the exchange of information, ~~and~~ professional and technical assistance, coordinate the activities of its Chapters so as to attain the objectives of the Council and the VVA.

SECTION 4 – PURPOSES: The Council shall, through its representative process:

A. Develop the strength of the Vietnam era veteran as an entity through a coordinated effort of the Chapters.

B. Identify issues of concern to Vietnam era veterans at the local, State and National levels, develop policy statements that address those issues and take appropriate action on those issues.

C. Establish a communications network to assist Vietnam era veterans in gaining awareness of those issues which may affect their social, economic or

physical well-being and to provide a mechanism by which Vietnam era veterans may raise issues of concern.

D. Develop moral, political and financial support for VVA, the Council and its Chapters through a concerted effort to educate Virginia's communities and heighten community awareness, while also fostering a positive image of Vietnam Veterans.

E. Strengthen VVA, the Council and its Chapters by engaging in activities that will enhance membership in the VVA.

ARTICLE II: MEMBERSHIP

SECTION 1 – REPRESENTATION: Each VVA Chapter within the Commonwealth of Virginia that has been chartered by the Corporation shall be entitled to be represented by three (3) Delegates to the Council. Each forming Chapter shall be entitled to be represented by one (1) Delegate. Any Chapter that fails to ensure at least one (1) Delegate at one-half of the Council meetings within one year (Mar/Feb) may be subject to disciplinary action by the Council, in accordance with the provisions of the Constitution and the VVA Code of Disciplinary Procedure. For the purposes of this Section, absences excused by the President shall not be counted.

SECTION 2 – DUES: Dues are established by the Corporation and are paid by all ~~the~~ VVA members to their Chapters or the Corporation's national offices in Silver Spring, MD. Chapters shall forward dues of \$9.00 annually for each Vietnam era ~~veteran~~ to the Corporation and \$2.00 annually for each member of the Council. Incarcerated Vietnam era veterans shall pay no National or State dues providing they provide a valid DD form 214 attesting to their service during the Vietnam era. However, for purposes of formal recognition by correctional institution, they may charge dues no greater than those authorized by the National Board of Directors. No State dues shall be assessed on any incarcerated veterans, unless as described previously for purposes of recognition.

SECTION 3 - VOTING RIGHTS:

A. Each Delegate to the Council and Council Officer, with the exception of the Council President, shall be entitled to one vote, ~~pre~~ **per** individual, on matters submitted to a vote of the members. In the event of a tie vote, the Council President shall cast the tie breaking vote.

B. When a Chapter Delegate is elected to a Council office, that Chapter shall have the right to elect another delegate to the Council.

ARTICLE III: OFFICERS

SECTION 1 – GENERAL: The Delegates to the Council shall elect from the individual membership within the Commonwealth of Virginia, whether a Chapter member or an at-large member, a President, a 1st Vice-President, a 2nd Vice-President, a Corresponding Secretary, a Recording Secretary, a Treasurer, a Sergeant-of-Arms and other such Officers as may be deemed necessary or proper by the Council. Elections for officers shall be held June of even numbered years. All nominees for office shall have served as an elected officer or member of the board of directors at the local, state or national level.

SECTION 2 - TERM OF OFFICE: Terms of office shall be two years or until the office becomes vacant. If the vacancy is for the Vice-Presidents, Secretaries, Treasurer or the Sergeant-of-Arms a replacement will be elected at the next Council meeting. If the President dies, resigns or is unable to perform his ~~of~~ or her duties the 1st Vice-President will move up to President and the 2nd Vice-President shall be moved up to 1st Vice-President and a new 2nd Vice-President will be elected at the next Council meeting. If the 1st Vice-President dies, resigns or is unable to perform his or her duties the 2nd Vice-President shall move up to the 1st Vice-President and a new 2nd Vice-President will be elected at the next Council meeting.

SECTION 3 – DUTIES: The duties of Officers of the Council shall conform to those described in the Constitution, and that are consistent with the wishes of the Council. The duties of other officer positions created by the Council shall be determined by the President with the approval of the Council. The duties of those officers shall be set forth in the minutes of a Council meeting not later than the meeting immediately following the establishment of the office.

ARTICLE IV: MEETINGS

SECTION 1 – GENERAL: Regular and special meetings of the Council shall be called and conducted as set forth in the National Constitution, and conducted by Robert's Rule of Order, Newly Revised.

SECTION 2 – PARLIAMENTARIAN: The President shall appoint a Parliamentarian for each meeting who shall serve as such for the duration of the meeting.

SECTION 3 – QUORUM: Thirty percent (30%) of the incorporated Chapters in Virginia, but not fewer than ten (10) Delegates, not including Officers, shall constitute a quorum.

ARTICLE V: COMMITTEES

SECTION 1 – GENERAL: The Council shall establish ten (10) standing committees: Membership Affairs, Public Affairs, Government Affairs, Veterans Affairs, Employment, Training and Business Opportunities, Minority Affairs, Constitution, Veterans Benefits, Finance and Women Veterans. The President shall establish such special committees as are necessary or proper to the conducted business of the Council. The President of the Council shall appoint the Chairpersons of said committees, who shall then appoint the members of said committees. All appointments of chairpersons and members shall be subject to the approval of the Council. Membership on said committees, to include the Chairmanships, is open to any Chapter or at-large member, including a member from Associates of Vietnam Veterans of America (hereinafter referred to as AVVA) as Special Advisor within the Commonwealth. An AVVA Special Advisor cannot chair any VVA committees and have a vote on any issue within VVA. Committees may solicit opinions and recommendations from persons who are not affiliated with the VVA. The Chair of each committee shall only vote in the event of a tie.

A. The Council shall establish a Finance Committee, consisting of the Vice-President, Treasurer and three (3) Delegates and an AVVA Special Advisor to be appointed annually (Jun) by the President with the approval of the Council. The Finance Committee shall have the authority to review the finances of the Council, prepare and review budgets and make recommendations to the Council with respect to financial affairs of the Council. The Chairman of the Finance Committee shall be appointed by the President, subject to the approval of the Council delegates at a duly authorized meeting. Neither the Treasurer, nor any paid employee, shall be appointed Chairman of the Finance Committee.

B. The President, subject to the approval of the Council, shall establish a Nominating Committee. It shall consist of at least three (3) and no more than five (5) members elected by the Delegates at the annual ~~ly~~-VSC meeting. Election of the Committee Chair may be by the Committee members or by the Council membership when the Nominating Committee is elected. The Nominating Committee shall plan, chair, and monitor the election process. The Committee shall, at least one (1) month prior to the election, submit to the Council a list of qualified candidates seeking office. A candidate may seek only one office during any election.

SECTION 2 – AVVA STATE REPRESENTATIVE: AVVA State Representative shall be a non-voting member of the Council and any VSC committee that he or she otherwise be a part.

SECTION 3 - DUTIES OF COMMITTEE: The purposes and duties of the various committees shall be determined by the Council, committee chairperson or committee membership, as appropriate, subject to the approval of the Council. Consideration shall be given to the duties and purposes of committees described in the Constitution.

ARTICLE VI: FINANCE

SECTION 1 – GENERAL: Financial activities of the Council shall be conducted in accordance with the provisions of the Constitution. The Council shall raise funds in accordance with applicable provisions in the Constitution, and in compliance with all State, local and Federal laws.

SECTION 2 - FINANCE COMMITTEE:

A. The Finance Committee shall review all financial records at each quarterly Council meeting and shall provide a written report of their findings to all delegates and Chapters.

B. The Treasurer shall, upon written request of any Chapter, Delegate, ~~of~~ ~~or~~ individual member in good standing, make available for inspection, all financial records to such individual or entity. Such written request shall be submitted not later than ten (10) calendar days prior to the requested inspection date. Such inspection will be made, at the location where these records are normally maintained. The cost associated with any inspection shall be born by the individual or entity making the request.

SECTION 3 - SECURITY OF FUNDS: Funds shall be received by the Treasurer and duly deposited in a banking institution in the Commonwealth of Virginia, and shall be drawn on a checking account at same. Checks must require two (2) signatures: the Treasurer and one other officer of the Council. The Executive Committee, with the approval of the Council, shall approve the designation of the signatories. The Council Treasurer shall be responsible for the control of any physical assets of the Council and ensure that such assets are properly maintained.

SECTION 4 - ACCOUNTING AND REPORTING OF COUNCIL

FINANCIAL ACTIVITIES: The accounting and reporting system of the Council shall be in accordance with generally accepted accounting principles (for example, see those established by the American Institute of Certified Public Accountants' Statement of Position #78-10, Accounting Principles and Reporting Practices for Certain Non-profit Organizations). Additionally, the books shall be made available for inspection to any delegate during regular council meetings. The President, with the concurrence of the Council, shall designate either an independent auditor or an audit committee, which shall audit the entire assets and

liabilities of the Council at the end of the fiscal year during the month of March. If an audit committee is selected, it shall include members who are not Council Officers or members of the Council Finance Committee. The report shall be prepared so as to be in the hands of the Council not later than April 15. Certification or verification of the Council annual audit shall be accomplished during the first Council meeting on or after April 15 following the fiscal year audited.

SECTION 5 – BONDING:

A. All officers authorized to negotiate or issue any type of financial instrument, or legally bind the Council to be required to pay any debt shall be bonded. The amount of said bond shall at no time be less than the sum certain held in the combined Council accounts and shall include the values of all physical assets of the Council, or be to the maximum insurable amount available.

B. Bonding requirements shall extend and be required of all non-incarcerated chapters with funds in excess of one thousand dollars (\$1000.00). Such bond may not be for less than the full combined value of all bank accounts and will include the actual value of all physical assets belonging thereto, to the maximal insurable amount available. Any Chapter with less than \$1000, and therefore not required to be bonded by this provision must request a Waiver from the Board of Directors of the Corporation.

SECTION 6 - FISCAL YEAR: The fiscal year of the Council shall commence on the first day of March and end on the last day of February in the following year.

ARTICLE VII: REGIONAL LIAISONS

SECTION 1 – REGIONS: There shall be four regions in the Commonwealth of Virginia. Disputes over boundaries shall be settled by majority vote of the Council. The regions shall be as follows:

A. Region 1 – Northern: Inclusive of Arlington, Winchester, Staunton, Charlottesville, Fredericksburg

B. Region 2 – Central: Inclusive of Bedford, Petersburg, south of Fredericksburg, east to Chesapeake Bay.

C. Region 3 – Southeast: Inclusive of Williamsburg, Danville, south from Petersburg, Eastern Shore.

D. Region 4 – Southwest: Inclusive of Roanoke, Martinsville, and Middlesboro, south from Staunton.

SECTION 2 – LIAISONS: Regional Liaisons shall be appointed by the Council President with the concurrence of the Council Delegates. They shall serve two year terms concurrent with the Council Officers.

SECTION 3 – RESPONSIBILITIES: Regional Liaisons shall act as official representatives of the Council and shall have duties including but not limited to:

A. Disseminating information from the Council to the Chapters and members between Council meetings.

B. Solving problems between the Council and Chapters, such as membership and finances.

C. Assisting and advising forming Chapters.

D. Attending no less than one-half (1/2) of the meetings in a year.

ARTICLE VIII: GENERAL PROVISIONS

SECTION 1 – SEAL: The Council shall provide a corporate seal, which shall be in the form of a circle and shall have inserted thereon “Vietnam Veterans of America, Virginia State Council, Richmond, Virginia Inc., 1986.”

SECTION 2 - WAIVER-OF-NOTICE: The waiver-of-notice provision of the Constitution applicable to the Councils shall apply to the Council.

SECTION 3 - AMENDMENTS TO THE BY-LAWS: These By-laws may be altered, amended, or repealed or new provisions added, by the affirmative vote of two-thirds (2/3) of the delegates, present and voting at any June meeting, provided however, that any such proposed amendment be filed with the Constitution Committee at least by the immediately prior March meeting. The Constitution Committee shall review proposed amendments received and shall, not less than 45 days prior to the June meeting forward a report, including all proposed amendments, and the Committee recommendations, to all delegates and Chapter presidents.

SECTION 4 - CONSTRUCTIVE NOTICE: All members, including at-large members, are deemed to have received constructive notice of the business of the Council at a duly convened meeting of the Council.

ARTICLE IX: CHAPTER RESPONSIBILITIES

Chapters shall be responsible for the following:

- (1) Attending one-half of all meetings per year (Mar/Feb), as set forth in Article II, Section 1, and Article 2 of the Constitution.
- (2) Sending to the Council by June 1 of each year the annual "Chapter Financial Reports".
- (3) Providing general information and chapter "Elections Reports" to the Council annual by June 1 of each year.
- (4) Chapter's which are involved with Household Goods Donation Program to provide the chapter's HGDP report to VSC twice a year on the assign date by the VSC Treasurer.