

## **ARTICLE III**

### **CHAPTER PROVISIONS**

#### **SECTION 1 - CHAPTER FORMATION**

Twenty-five (25) members in good standing may petition for a charter. Upon receipt of the petition, the corporation and appropriate State Council shall determine if the petitioning members have adopted the standards and policies of Vietnam Veterans of America, Inc., as set forth in this document and State Council By-Laws. Upon completion of these steps, the Corporation shall authorize the incorporation of the chapter as a non-profit corporation in the state of incorporation. Within sixty (60) days following incorporation, the chapter will be presented with a charter recognizing them as a duly authorized chapter of the corporation. State law, in the state of incorporation, may require other documentation. In the event a chartering petition is denied, the petitioning members may appeal to the National Board of Directors.

#### **SECTION 2 - OFFICES**

The principal offices of a Chapter shall be located at an address within the incorporating state, to be designated by the chapter.

#### **SECTION 3 - MEMBERS**

- A. A Chapter may set rules and guidelines for the waiver of Chapter dues in situations deemed appropriate. In the event that the Board of Directors of the Corporation has waived the national dues for any person or class of persons, such waiver shall act as a waiver of the Chapter dues of any such person or class of persons.
- B. Failure of any member to maintain membership in good standing in the Corporation shall automatically result in the termination of said member's membership in the Chapter.
- C. Each member shall be entitled to one vote on each matter submitted to a vote of the members, as set forth in the rules and regulations of the Corporation, as shall be adopted by the National Board of Directors.

#### **SECTION 4 - MEETINGS OF CHAPTERS**

- A. Regular meetings of the Chapter shall be held on such date as shall be determined by the Board of Directors of the Chapter and announced to the members at a Chapter meeting, or by notice to the members at least ten (10) days prior to the meeting.
- B. The annual meeting of the members of the Chapter, held after December 31, 1986, shall be held in April of each year on a day and at a time and place to be determined by the Board of Directors of the Chapter for the purpose of electing Officers, each for a one-(1) or two-(2)-year term as determined by the Chapter; Election Committee members, each for a one-(1), or two-(2)-year term as determined by the Chapter; Directors, each for a one-(1), two-(2), or three-(3) year term as determined by the Chapter; State Council delegates, who shall be elected for a term of two (2) years at the annual meeting occurring in each even-numbered year; and for the transaction of such other business as may properly come before the meeting.

- C. Special meetings of the members may be called at any time by the President of the Chapter, and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors, or of the members in good standing. A special meeting may also be called by the President of the Corporation or the President of the State Council of the state in which the Chapter is located.
- D. All meetings of the members shall be held at the principal offices of the Chapter or at such other place as the Board of Directors of the Chapter shall designate in the notice of such meeting.
- E. Notice of the annual meeting and special meetings, specifying the purposes for which such meeting is called, the date, time, and place it is to be held, shall be delivered either personally or by mail to each member entitled to vote at such meeting, at least ten (10) days before any special meeting, and not less than thirty (30) days nor more than fifty (50) days before any annual meeting.
- F. Each chapter shall define their quorum as required by state or local law.
- G. Each member shall be entitled to one (1) vote on all business submitted to the membership for a vote. Votes must be cast in person in a manner designated by the Board of Directors. Except as otherwise provided by this Constitution, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which a quorum for the transaction of any business is present, shall be necessary for the adoption thereof.

#### **SECTION 5 - BOARD OF DIRECTORS**

- A. The membership of the Board of Directors, inclusive of the Officers set forth below, shall consist of not less than three or more than twenty (20); and the exact number shall be determined by the Board of Directors, subject to the approval of the members of the Chapter. The Board of Directors shall consist at a minimum of the elected officers plus any directors elected from the membership.
- B. The President, Vice President, Secretary, Treasurer, and such other Officers as have been authorized and elected by a Chapter, shall be members of the Board of Directors of a Chapter; and their terms of directorship shall be coterminous with that of the office that they hold.
- C. The Directors shall be elected from among the members in good standing of the Chapter by the vote of the members present, in person, and entitled to vote at the annual meeting of the members, or as hereinafter provided. Each Director shall hold office for a one (1), two (2), or three (3) year term, as determined by the Chapter, until the next annual meeting and until his or her successor is elected and has qualified. A Director may succeed himself or herself any number of times.
- D. The Board of Directors of the Chapter shall be responsible for the control and management of the affairs, property, and interests of the Chapter; for keeping the Corporation advised of all activities of the Chapter; for complying with all reporting requirements established by this Constitution, the rules, resolutions, or directives of the Corporation, or any local, state or Federal law; and for guiding and administering the Chapter so that the purposes, principles, and goals of the Corporation, as set forth in the Certificate of Incorporation, and the rules, resolutions, and directives of the Corporation are followed; and for making suggestions and recommending programs.
- E. The Board of Directors shall meet immediately prior to the annual meeting of the Chapter members. The meeting shall be considered to be the annual meeting of the Board of Directors.

- F. The Board of Directors shall meet at least four (4) times per year, inclusive of the annual meeting as scheduled, or when called by the President of the Chapter, or by one-third of the Directors, at such time and place as may be specified in the notice thereof. The President of the Corporation or the President of the State Council may call a meeting of the Chapter when he or she deems such to be in the best interests of the Corporation.
- G. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as it appears on the records of the Chapter. Said notice shall be deemed delivered when mailed, or delivered for telegraphic transmittal. Any Director may waive notice of any meeting, in the manner hereinafter prescribed. The attendance of a Director at any meeting shall constitute waiver of notice of said meeting, except when a Director attends the meeting for the express and stated purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- H. A quorum of the Board of Directors shall be two-thirds of the whole number of the Board of Directors, or that number greater than two-thirds which is closest thereto when the number of the Directors is not divisible by three. The act of the majority of the Directors present at any duly constituted meeting at which there is a quorum present, shall be the act of the Board of Directors, except as otherwise provided by law, this Constitution, or the rules, procedures, or directives of the Corporation.
- I. Any vacancy occurring in the Board of Directors, or in the position of State Council delegate due to the death, resignation, refusal, or inability to serve, shall be filled, for the unexpired portion of the term, by a majority vote of the full number of the remaining Directors, though less than a quorum.
- J. Any member of the Board of Directors who shall be absent from three Board meetings without adequate notice and excuse acceptable to the Board, shall be deemed to have resigned from the Board.
- K. After recommendation from the local members of the Associates of Vietnam Veterans of America, Inc. (AVVA), the chapter should seat a Liaison on the Chapter Board of Directors, who shall serve as a non-voting Special Advisor to the Chapter Board of Directors on matters of particular concern to AVVA members.

## **SECTION 6 - OFFICERS**

- A. The officers of a Chapter shall be the President, one or more Vice Presidents, a Secretary, a Treasurer, or Secretary/Treasurer and such other officers as the Board may, from time to time, deem advisable.
- B. The officers of a Chapter shall be elected by the members at the annual meeting of the members. All such officers so elected shall hold office for a term of one (1) year unless the Chapter, by resolution of the membership taken at least sixty (60) days prior to the election, shall have determined that all such officers shall serve for a term of two (2) years. Each officer shall hold office until his or her successor is elected and has qualified. An officer may succeed himself or herself any number of times. A vacancy in any office due to death, resignation, refusal, or inability to serve, shall be filled by the Board of Directors, for the remaining term thereof, subject to the approval of the members at the next meeting, except that a vacancy in the office of the President shall be filled for the remaining term thereof as specified in Subsection D of this Section.

- C. The President shall be the chief executive officer of the Chapter and shall, subject to the direction of the Board of Directors, supervise and control all of the business affairs and property of the Chapter, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board, and shall appoint all chairpersons of committees, except the Chairperson of the Nominating Committee.
- D. In the absence of the Chapter President, or in the event of his or her inability or refusal to act, the Vice President, or in the event that there be more than one (1) Vice President, the Vice Presidents in the order designated, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice Presidents shall perform such other duties as the Board may from time to time prescribe. In the event of the death, removal, or resignation of the President, the Vice President shall assume the position of the President for the remainder of his or her term.
- E. The Secretary shall record all the proceedings of the meetings of the Board of Directors, and of the members, in a book kept for that purpose, and shall perform like duties for the Executive Committee when required. He or she shall give or cause to be given, notice of all meetings for which notice is required by this Constitution, and shall operate under the supervision of and perform such other duties as may be prescribed by the Board of Directors or the President. In the event of a conflict, the Secretary shall act pursuant to the instructions of the Board. The Secretary shall obtain and have custody of a corporate seal for the Chapter if required by law. The Secretary or Assistant Secretary shall have the authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by his or her signature. The Secretary shall be responsible for the safe-keeping of all DD Forms 214 or other acceptable forms of proof of military service tendered to him or her by any member.

The Assistant Secretary, if there be one, shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

- F. The Treasurer shall have charge and custody of all funds and securities of the Chapter and all funds and securities in any way generated, collected, or obtained in connection with Chapter activities; and the Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof. He or she shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit all moneys and other valuable effects in the name of, and to the credit of, the Chapter in such depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its annual meeting, or when the Board, the President, or the Corporation so require, an accounting of all transactions as Treasurer, of the financial condition of the Chapter, in compliance with local, state, and federal regulations.

The Assistant Treasurer, if there be one, shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

- G. The Chapter President, Vice President, Treasurer, or any other officer designated by the Board, shall be authorized to sign checks and drafts. Any officer so authorized shall obtain a fidelity bond or

other surety for the faithful discharge of the above duties in such sum and with such surety as the Board may determine, the expense of which shall be a charge to the Chapter. A bond may be dispensed with for any such officer upon his or her written request to the Board of Directors of the Corporation and its consent thereto.

#### **SECTION 7 - COMMITTEES**

- A. The Election Committee shall consist of three members elected at the annual meeting. The committee shall receive nominations, submit a slate of candidates thirty days before any election, and be the teller's committee at the election; nominations shall be opened immediately prior to any election.
- B. The Board may appoint an Executive Committee and such other committees of Directors as may be required. Such committees shall consist of three (3) or more Directors, shall have such powers as the Board shall set forth in the resolution creating such committees, and shall make recommendations to the Board and perform such other services as the Board may require, but they shall not have the authority to modify any action taken by the Board.
- C. The President of the Chapter may establish the standing committees as defined in Appendix II of this constitution. The chairpersons of the committees shall be appointed by the President. The members of the committees shall be appointed by the chairperson from members of the Chapter. Non-voting Special Advisors may be appointed to all committees from among qualified citizens.
- D. The terms of the committee chairpersons and members of the committees shall be as follows:
  - 1. The members of the Election Committee shall be elected to serve for a one (1) or two (2) year term of office until their successors are elected and have qualified.
  - 2. The members of the Executive Committee and other committees of Directors shall serve for such terms, not to exceed the member's term of office as a Director, as shall be determined by the Board of Directors.
  - 3. The members of the standing and other committees shall serve for a term terminating at the annual meeting of members when the term of the President who appointed the chairperson of the respective committee terminates.
  - 4. A member of a committee may be reelected or reappointed to additional terms, as long as the individual remains a member in good standing of the corporation.
  - 5. The Board of Directors of the Chapter, by vote of the majority of its members, may remove the chairperson of any committee, including the Nominating Committee, in accordance with the provisions of this Constitution, and the rules, procedures, and directives of the Corporation.

## **SECTION 8 - FINANCE**

Subject to the provisions of this Constitution, and the rules, resolutions, and procedures of the Corporation, each Chapter shall have the power to raise funds as are necessary to its operation in such manner as the Chapter deems appropriate.

## **SECTION 9 - ELECTION RESULTS**

The Chapter shall submit the election results to both the State Council and National Membership Department not later than July 15 of the year in which the elections take place. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any Chapter that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the appropriate State Council and the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at its last known address.

Such suspension shall continue until (1) the Chapter shall file its election report for the election year which caused the suspension; or (2) the Board of Directors of the Corporation shall relieve the Chapter of the responsibility for the filing of such report for the election year in question; or (3) the Charter of such Chapter shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.

## **SECTION 10 - FISCAL YEAR**

The fiscal year of each Chapter shall commence on the first day of March and end on the last day of February in each year.

## **SECTION 11 - SEAL**

The Chapter shall provide a corporate seal, if required by law, which shall be in the form of a circle and shall have inserted thereon the name of the Chapter, and the state and year of incorporation.

## **SECTION 12 - WAIVER OF NOTICE**

Whenever any notice is required to be given pursuant to the Articles of Incorporation of the Corporation or of the Chapter, or by this Constitution or the rules and procedures of the Corporation, a waiver thereof in writing, signed by the person entitled to such notice, executed at any time, shall be deemed the equivalent of the giving of such notice.