

BYLAWS
OF
VIETNAM VETERANS OF AMERICA
CHAPTER #1106, INC.

ARTICLE I
NAME

The name of the organization is Vietnam Veterans of America, Chapter #1106, and Inc. (hereinafter referred to as the “Chapter”).

ARTICLE II
PURPOSE

The following purposes of the Chapter are those prescribed by the Constitution of the Vietnam Veterans of America Incorporated (hereinafter referred to as the "VVA National"):

- A. To help foster, encourage, and promote the improvement of the condition of the Vietnam-era veteran.
- B. To promote physical and cultural improvement, growth and development, self-respect, self-confidence, and usefulness of Vietnam-era veterans and others.
- C. To eliminate discrimination suffered by Vietnam-era veterans and to develop channels of communication which will assist Vietnam-era veterans to maximize self-realization and enrichment of their lives and enhance life-fulfillment.
- D. To study, on a non-partisan basis, proposed legislation, rules, or regulations introduced in any Federal, State, or local legislative or administrative body which may affect the social, economic, educational, or physical welfare of the Vietnam-era veteran or others; and to develop public policy proposals designed to improve the quality of life of the Vietnam-era veteran and others, especially in the areas of employment, education, training and health.
- E. To conduct and publish research, on a non-partisan basis, pertaining to the relationship between Vietnam-era veterans and the American society, the Vietnam War experience, the role of the United States in securing peaceful co-existence for the world community, and other matters which affect the social, economic, educational, or physical welfare of the Vietnam-era veteran or others.
- F. To assist disabled and needy military veterans including, but not limited to, Vietnam-era veterans and their dependents, and the widows and orphans of deceased veterans.

ARTICLE III

MEMBERS

Section 1 - Qualifications. Membership in the Chapter is open to any veteran of the military service of the United States of America who served on active duty during the dates established by Federal law for the Vietnam War.

Section 2 - Regular Meetings. Regular meetings of the Chapter shall be held on such dates and at such times 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 days prior to the meeting.

Section 3 - Annual Meeting. At the annual meeting of the members of the Chapter occurring in each even numbered year, the members shall:

- + Elect officers, each for a two-year term
- + Elect Nominating Committee members, each for a two-year term
- + Elect Directors, each for a two-year term
- + Elect State Council delegates, each for a two-year term

The annual meeting occurring in each odd numbered year shall be for the purpose of transacting such other business as may properly come before the meeting.

Section 4 - Special Meetings. 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 VVA National or the President of the State Council.

Section 5 - Location. Meetings of the members shall be held at such place as the Board of Directors of the Chapter shall designate in the notice of such meeting.

Section 6 - Notice. Notice of the annual meeting and special meetings, specifying the purposes for which meeting is called, the date, time, and place it is to be held, shall be delivered personally or by mail or electronic means to each member entitled to vote at such meeting, at least 10 days before any special meeting, and not less than 30 days nor more than 50 days before any annual meeting.

Section 7 - Quorum. Nine members of the Chapter shall constitute a quorum at any meeting of the membership.

Section 8 - Voting. Each member shall be entitled to one 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 may otherwise be provided by the Constitution of VVA National, 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.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - Composition. The Board of Directors of the Chapter shall consist of not less than three (3) nor more than twenty (20) members, with the exact number to be determined by the Board of Directors, subject to the approval of the members of the Chapter. At a minimum, the Board of Directors shall consist of the elected officers of the Chapter plus any other directors elected from the membership. The President, Vice President, Secretary, Treasurer, and such other officers as have been authorized and elected by the members of the Chapter shall be members of the Board of Directors, and their terms of directorship shall be coterminous with that of the office that they hold.

Section 2 - Election/Term. 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 held in each even numbered year, or as otherwise hereinafter provided. Each director shall hold office for a two-year term, until the next annual meeting in an even numbered year and until his or her successor is elected and has qualified. A director may succeed himself or herself any number of times.

Section 3 - Duties and Powers. The Board of Directors shall be responsible for the control and management of the affairs, property, and interests of the Chapter; for keeping VVA National advised of all activities of the Chapter; for complying with all reporting requirements established by the Constitution, rules, resolutions, or directives of VVA National, or any local, state or Federal law; and for guiding and administering the Chapter so that the purposes, principles, and goals of VVA National as well as its rules, resolutions and directives are followed; and for making suggestions and recommending programs.

Section 4 - Annual Meeting. The annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of the Chapter members.

Section 5 - Regular Meetings. The Board of Directors shall meet at least four times per year, inclusive of the annual meeting. Regular meetings may be 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 VVA National 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 VVA National.

Section 6 - Notice of Meeting. Notice of any meeting of the Board of Directors shall be given at least five days prior thereto by written notice delivered personally or by mail or electronic means. Said notice shall be deemed delivered when mailed or sent electronically. Any director may waive notice of any meeting, and 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 was not lawfully called or convened.

Section 7 - Quorum. A quorum of the Board of Directors shall consist of two-thirds of the number of members of the Board of Directors, or that number greater than two-thirds which is closest thereto when the number of directors is not divisible by three. The act of a 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, or the Constitution, rules, procedures, or directives of VVA National.

Section 8 - Vacancies. Any vacancy occurring in the Board of Directors or in the position of State Council delegate due to death, resignation, refusal or inability to serve, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, even if less than a quorum.

Section 9 - Absences. Any member of the Board of Directors who is absent from three consecutive board meetings without adequate notice and excuse acceptable to the Board shall be deemed to have resigned from the Board of Directors.

Section 10 - Special Advisor. After recommendation from the local members of the Associates of Vietnam Veterans of America Inc. (hereinafter referred to as "AVVA"), the Chapter shall seat a liaison on the Board of Directors who shall serve as a non-voting special advisor to the Board on matters of particular concern to AVVA members.

ARTICLE V OFFICERS

Section 1 - Designation. The officers of the Chapter shall consist of the President, one or more Vice Presidents, a Secretary, a Treasurer, or Secretary/Treasurer, and such other officers as the Board of Directors may, from time to time, deem advisable.

Section 2 - Election. The officers of the Chapter shall be elected by the members at the annual meeting of the members held in each even numbered year. All such officers so elected shall hold office 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.

Section 3 - Vacancy. 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 Section 5 of this article.

Section 4 - Chapter President. 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 of Directors are carried into effect. The President shall preside at all meetings of the members and of the Board of Directors, and shall appoint all chairpersons of committees, except the chairperson of the Nominating Committee.

Section 5 - Chapter Vice President. 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 is more than one 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 of Directors 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.

Section 6 - Chapter Secretary. The Secretary shall record all the proceedings of the meetings of the Board of Directors and of the members, 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, 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 of Directors. 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 affixing by his or her signature. The Secretary shall be responsible for the safe-keeping of all DD-214 Forms 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 of Directors may from time to time prescribe.

Section 7 - Chapter Treasurer. The Treasurer shall have charge and custody of all funds and assets of the Chapter and all funds and assets in any way generated, collected, or obtained in connection with Chapter activities; and the Treasurer shall be responsible for such funds and assets 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 monies 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 of Directors. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its annual meeting, or when the Board of Directors, the President, or VVA National so require, an accounting of all transactions as Treasurer and 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 of Directors may from time to time prescribe.

Section 8 - Check Authorization. The President, Vice President, Treasurer, or any other officer designated by the Board of Directors 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 of Directors 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 VVA National and its consent thereto.

ARTICLE VI COMMITTEES

Section 1 - Election Committee. The Election Committee shall consist of three (3) members elected by the membership of the Chapter at the annual meeting held in each even numbered year. The Committee shall receive nominations, submit a slate of candidates 30 days before any election, and be the tellers' committee at the election. Nominations shall be opened immediately prior to any election.

Section 2 - Executive and other Committees. The Board of Directors 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 of Directors shall set forth in the resolution creating such committees, and shall make recommendation to the Board of Directors 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 of Directors.

Section 3 - Standing Committees. The President of the Chapter may establish the standing committees as defined in the appendix to these Bylaws. 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.

Section 4 - Terms. The terms of the committee chairpersons and members of the committees shall be as follows:

- (a) The members of the Election Committee shall be elected to serve for a two-year term of office and until their successors are elected and have qualified.
- (b) 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 Director.
- (c) 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.
- (d) A member of a committee may be re-elected or re-appointed to additional terms, as long as the individual remains a member in good standing of the Chapter.
- (e) The Board of Directors, by vote of the majority of its members, may remove the chairperson of any committee, including the Election Committee, in accordance with the provisions of the Constitution, rules, procedures, and directives of VVA National.

ARTICLE VII FINANCE

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

ARTICLE VIII ELECTION RESULTS

The Chapter shall submit election results to both the State Council and the Membership Department of VVA National not later than July 15th of the year in which the elections take place.

**ARTICLE IX
FISCAL YEAR**

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

**ARTICLE X
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.

**ARTICLE XI
WAIVER OF NOTICE**

Whenever any notice is required to be given pursuant to the Articles of Incorporation of VVA National or of the Chapter, or by the Constitution, rules or procedures of VVA National, 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.