

*******PROPOSED REVISION TO CHAPTER 751 BYLAWS*******

Presented by the Bylaws Committee to the membership on February 20, 2010
To be voted upon at the general membership meeting March 13, 2010

EXPLANATION OF THE COLOR CODING

RED STRIKE THROUGH means “strike the word(s) or number(s) or letter(s)”

GREEN means “add the word(s) or number(s) or letter(s)”

BLACK means “remain the same”

**BY- LAWS OF ~~CHAPTER 751 OF THE~~
VIETNAM VETERANS OF AMERICA ~~INCORPORATED~~
CHAPTER 751**

ARTICLE I - OFFICE

CHAPTER PROVISIONS
SECTION 1— OFFICE

~~The Headquarters of the~~ Vietnam Veterans of America ~~incorporated~~, Chapter 751 ~~in hereafter hereinafter referred to as the called VVA Chapter 751~~ shall be located in the city of Lawton, Oklahoma. The principal office of the Chapter shall be located at an address to be determined by the Chapter. ~~and it may be the residence of an officer.~~

SECTION ~~ARTICLE II~~ – PURPOSES

The purposes of the Chapter are:

- ~~A.~~ **Section 1.** To help foster, encourage, and promote the improvement of the conditions of the Vietnam-era Veterans.
- ~~B.~~ **Section 2.** To promote physical and cultural improvement, growth, and development, self- respect, self-confidence, and usefulness of Vietnam - era Veterans and others.
- ~~C.~~ **Section 3.** 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.~~ **Section 4.** To follow, ~~on a non-partisan basis,~~ the Constitution and Articles set forth by the **Vietnam Veterans of America National Headquarters and the Oklahoma State Council Bylaws.**
- ~~E.~~ **Section 5.** 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.

SECTION ARTICLE III - MEMBERSHIP

The requirement for membership in the Chapter 754 shall be the same requirements as membership in the ~~corporation~~. Vietnam Veterans of America Inc. hereinafter referred to as VVA.

SECTION IV ARTICLE IV – MEETINGS OF VVA CHAPTER 751

- A. Section 1. Regular meetings of the Chapter shall be the (3rd) Saturday of each month (time and location to be announced) unless otherwise determined by the ~~Executive~~ Board of Directors. The next meeting date and location shall be announced to the membership at the Chapter's general membership meeting. Any difference to the scheduled date or location shall cause the Secretary to notify the members by letter, ~~telephonic means~~ telephone or e-mail and publish such meeting in the local newspaper.

Section 2. The annual meeting of the members of the Chapter 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 two (2) year term; Nominating Committee members, each for a two (2) year term, Directors, each for a two (2) year term, two (2) 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. The membership elects the President with the understanding that the president will serve as one of the two (2) elected delegates to the State Council, however the President has the option of serving as an alternate delegate instead of being a designated State Council delegate.

Section 3. Special meetings of the members may be called at any time by the President 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 VVA or the President of the State Council.

- B. Section 4. The Board of Directors meeting shall be the Tuesday in the week of the membership meeting. (Time to be announced) and will be held at a place designated by the Board of Directors. The meeting shall start on time and shall be as long as needed to conduct business. If the meeting shall start at a different time then designated by the Board of Directors, the Secretary shall notify the Board of Directors.

Section 5. 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.

~~C.~~ Section 6. The presence, in person of ten ~~(10%)~~ percent (10%) of the membership entitled to vote at any meeting shall constitute a quorum for the ~~transition~~ ~~transaction~~ of any business. ~~provided however, that the presence in person, of twenty-five (25%) percent of the members entitled to vote at an annual meeting, shall constitute a quorum for the transition of business.~~

~~D.~~ Section 7. Each individual 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 these ~~of~~ Bylaws, the vote of a majority of the individual members present and entitled to vote on a matter at the meeting at which a quorum for the transaction of any business is present, shall be necessary for the adoption thereof.

SECTION ARTICLE V - BOARD OF DIRECTORS CHAPTER 751

~~A.~~ Section 1. The Board of Directors shall consist of the elected officers plus ~~two (2)~~ ~~three (3)~~ three (3) directors elected from ~~among the members in good standing of the chapter membership in good standing.~~ Their term of office shall be conterminous with that of the office they hold, with Officers serving a term of two (2) years and the remaining Directors serving a two (2) year term, or until his or her successor ~~if is~~ is elected and has been qualified.

Section 2. 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, the VVA Constitution, or the rules, procedures, or directives of the VVA.

Section 3. 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 remaining term thereof, by a majority vote of the full number of the remaining Directors, though less than a quorum, subject to the approval of the members at the next meeting.

Section 4. 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 ARTICLE VI – OFFICERS

~~A.~~ Section 1. The officers of the Chapter shall be the President, Vice President, ~~4th Vice President~~, Secretary, ~~and a~~ Treasurer, Assistant Secretary, Assistant Treasurer. ~~The Secretary/Treasurer position may be one (1) position if so approved before the~~

~~election~~ and such other officers as the Board of Directors may from time to time, deem advisable. The members at the annual meeting of the membership shall elect the above officers for a term of two (2) years.

B. Section 2. The Chapter President, Treasurer, and one (1) other person 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 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 the ~~Corporation~~ VVA.

Section 3. 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 by the Vice President. A vacancy may be filled from the general membership.

ARTICLE VII – COMMITTEES

Section 1. The Nominating Committee shall consist of at least three (3) members elected by the membership at the annual meeting, one of which must serve as the committee chair. The Committee shall prepare a slate of candidates for all of the positions of Officers and Directors and submit the list for consideration by the Chapter members at least thirty (30) days prior to the election. Additional persons may be nominated by any member at the annual meeting. Any person nominated, by the Nominating Committee or otherwise, shall immediately submit a copy of his or her DD Form 214 or other acceptable forms of proof of military service to the Secretary, and shall not be entitled to be considered for election until such act is accomplished.

Section 2. The President may establish the standing committees as defined in Appendix II of 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 3. The terms of the committee chairpersons and members of the committees shall be as follows:

- A. The members of the Nominating Committee shall be elected to serve for a two (2) year term of office until their successors are elected and have qualified.
- B. 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.

- C. 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 Chapter.

SECTION ARTICLE VIII - FINANCE

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

SECTION ARTICLE IX - ELECTION RESULTS

The Chapter shall submit the election results and a report of committee chairpersons to both the State Council and VVA Membership Department not later than sixty (60) days after the election.

SECTION ARTICLE X - FISCAL YEAR

The fiscal year of ~~each~~ the Chapter shall commence on the 1st day of March and end on the last day of February in each year.

SECTION ARTICLE XI - SEAL

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

SECTION ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the Article of Incorporation of the ~~Corporation~~ VVA or of the Chapter, or by the Constitution or rules and procedures of the ~~Corporation~~ VVA, 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.

ARTICLE XIII - RULES OF ORDER

The rules of order at any meeting of the Chapter or a committee shall be Robert's Rules of Order, Newly Revised.

ARTICLE XIV - AMENDMENTS

Proposed amendments to these Bylaws shall be submitted in writing to the President at any meeting of the membership. The proposed amendments shall be considered and voted upon at the next meeting of the membership. The vote of two-thirds of the individual members present and entitled to vote at the meeting shall be necessary for the adoption of any amendment.