

**BY LAWS OF
VIETNAM VETERANS OF AMERICA INCORPORATED
CHAPTER 751**

ARTICLE I - OFFICE

Vietnam Veterans of America Incorporated, Chapter 751 hereinafter referred to as the Chapter 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.

ARTICLE II - PURPOSES

The purposes of the Chapter are:

Section 1. To help foster, encourage, and promote the improvement of the conditions of the Vietnam-era Veteran.

Section 2. To promote physical and cultural improvement, growth, and development, self- respect, self-confidence, and usefulness of Vietnam - era Veterans and others.

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.

Section 4. To follow the Constitution and Articles set forth by the Vietnam Veterans of America National Headquarters and the Oklahoma State Council Bylaws.

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.

ARTICLE III - MEMBERSHIP

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

ARTICLE IV - MEETINGS

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 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, 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.

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 than 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..

Section 6. The presence, in person of ten percent (10%) of the membership entitled to vote at any meeting shall constitute a quorum for the transaction of any business.

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 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.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers plus the directors and the State Council Delegate(s) elected from among the members in good standing of the chapter. 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 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.

ARTICLE VI - OFFICERS

Section 1. The officers of the Chapter shall be the President, Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer 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.

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 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.

ARTICLE VIII - FINANCE

Subject to the provisions of the Constitution, and the rules, resolutions, and procedures of the 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.

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.

ARTICLE X - FISCAL YEAR

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

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.

ARTICLE XII - WAIVER OF NOTICE

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

RECORD OF ACTION

<u>Action</u>	<u>Board Recommendation</u>	<u>Membership Approval</u>
Original By-Laws	09/28/2003	09/28/2003
Amended	02/16/2010	03/13/2010
Amended	05/18/2010	07/17/2010

The bylaws as amended by a unanimous vote of the members present at the General Membership meeting conducted on July 17, 2010 are effective on that date.

**APPENDIX I
TO THE BYLAWS OF
VIETNAM VETERANS OF AMERICA INCORPORATED
CHAPTER 751**

DUTIES OF ELECTED OFFICERS

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 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.

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 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.

SECRETARY

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 the VVA 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.

ASSISTANT SECRETARY

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.

APPENDIX I (Continued)
TO THE BYLAWS OF
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CHAPTER 751

DUTIES OF ELECTED OFFICERS

TREASURER

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 VVA so require, an accounting of all transactions as Treasurer, of the financial condition of the Chapter, in compliance with local, state, and federal regulations.

ASSISTANT TREASURER

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.

AUTHORITY TO SIGN CHECKS

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.

NOMINATING COMMITTEE

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.

**APPENDIX II
TO THE BYLAWS OF
VIETNAM VETERANS OF AMERICA INCORPORATED
CHAPTER 751**

STANDING COMMITTEES AND DUTY POSITIONS APPOINTED BY THE CHAPTER PRESIDENT

The standing committees established at the various levels of the organization shall perform the functions described below. The President may establish any of the Standing Committees as deemed necessary to the conduct of business relative to the issues that are important to the membership of the Chapter.

A. The **Membership Affairs Committee**, or its staff designee, shall receive and approve applications from individuals and others wishing to become members of the VVA, and shall be alert to build the membership of the VVA by pointing out the advantages and services available to members. The Membership Affairs Committee shall also establish procedures by which an individual member's status as a veteran may be authenticated. Such procedures shall be in accordance with guidelines established by the VVA.

B. The **Public Affairs Committee** shall act as a liaison between various committees of Vietnam Veterans of America with matters concerning the media. It also should be instrumental in publicizing in the communities the purposes, goals, roles, activities, and projects of the VVA, State Council, and Chapters.

C. The **Government Affairs Committee** shall seek, through a program of education, to improve the social, economic, and educational well-being and physical welfare of the Vietnam-era veterans and other persons through the legislative process at the local, state, and Federal level. The Committee shall monitor legislative activities and represent the opinion of the membership at public hearings and with public officials.

D. The **Veterans Affairs Committee** shall present programs related to a variety of subjects and special interests. The Committee should coordinate its activities closely with the President, other Officers, and committee chairpersons.

E. The **Employment, Training, and Business Opportunities Committee** shall develop programs of awareness on the part of the economic and employment sector of the needs of veterans in employment and business, and shall seek to improve the economic well-being of veterans through such programs.

F. The **Minority Affairs Committee** shall identify and develop programs of awareness of, and programs of interest to, minority veterans of the Vietnam Veterans of America, and shall seek to expand the membership of minorities in the Vietnam Veterans of America. The Committee shall coordinate its activities closely with the President, other Officers, and committee chairpersons.

G. The **Constitution Committee - This is a National Committee.**

H. The **Veterans Benefits Committee** shall provide oversight, as directed by the Board of Directors of the VVA, for the VVA Veterans Benefits Program and shall recommend to the Board, policies to govern that program.

**APPENDIX II (Continued)
TO THE BYLAWS OF
VIETNAM VETERANS OF AMERICA INCORPORATED
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STANDING COMMITTEES AND DUTY POSITIONS APPOINTED BY THE CHAPTER PRESIDENT

I. The **Finance Committee** shall provide oversight of the financial activities of the Chapter, and shall recommend policies on financial matters, to include, but not limited to, assisting and consulting with the Treasurer on all financial planning, budgeting, reporting, and other related matters.

J. The **Women Veterans Committee** shall identify issues and needs relevant to women veterans, develop strategies to address and resolve them, and serve as a resource or liaison to and between all other communities. The Women Veterans Committee will maintain communication, advocacy, and outreach on behalf of women veterans at all levels of the organization.

K. The **POW/MIA Committee - This is a National Committee.**

L. The **Agent Orange/Dioxin Committee - This is a National Committee.**

M. The **Veterans Incarcerated Committee - This is a National Committee.**

N. The **Community Services Committee** shall identify essential social needs related to Vietnam era Veterans, their families, and others, projects in the community related thereto, and shall stimulate appropriate Chapter involvement of resources to meet the needs or assist the projects.

O. The **Veterans Health Care Committee - This is a National Committee.**

DUTY POSITIONS APPOINTED BY THE PRESIDENT

Members appointed to the following Chapter duty positions may also serve as Committee Chairman for the appropriate Standing Committee as defined by the VVA Constitution. The Chapter has deemed these positions advisable to the conduct of business. Members may volunteer for these positions and/or be appointed by the President. Additional positions may be created from time to time as deemed advisable by the Board of Directors

**AGENT ORANGE ADVISOR
CHAPLAIN COMMITTEE CHAIRMAN
COLLECTIBLE SALES COORDINATOR
EVENT COORDINATOR
HOMECOMING AND DEPARTURE COORDINATOR
HUMANITARIAN COORDINATOR
MEDIA COORDINATOR
MEMBERSHIP CHAIRMAN
STATE LEGISLATIVE LIAISON
FEDERAL LEGISLATIVE LIAISON
NEWSLETTER EDITOR
SERGEANT AT ARMS
SERGEANT OF THE COLOR GUARD
SERVICE OFFICER
OFFICE MANAGER**