



BYLAWS

**SNO-KING CHAPTER 423
VIETNAM VETERANS OF AMERICA, INC
EDMONDS, WA 98020**

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Adopted on: March 28, 1989
As Amended on: March 26, 1991
As Amended on: November 10, 2024
As Amended on: October 12, 2025
As Amended on: March 8, 2026

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Conventions and Definitions used in these Bylaws

1. **Activities, unrelated business:** Those programs that come under the jurisdiction of the Treasurer, are of an ongoing and continuous nature, and are considered taxable by the Washington State Department of Revenue. They include, but are not limited to, resale, food services, and recycling. These funds are specifically designated for general operating expenses (see also Projects and Events).
2. **Amendment:** Any change to these Bylaws which have been ratified but not yet incorporated.
3. **Appointments:** Announcements are to be made to the membership only after an appointed qualifying member has given their consent to be the appointee.
4. **Associate Member:** Any person who does not qualify for Individual Membership as defined by the National Constitution but desires to unite (without full status and privileges) as chosen family, friends, and partners for the common cause.
5. **Board-of-Directors' Meeting:** A regularly scheduled meeting where only the elected Board members have voting rights, and all other attendees have limited participation.
6. **Bylaws:** Refers to this document, which is a collection of subordinate laws drawn up to govern this Chapter.
7. **Chapter:** That body of members known as Vietnam Veterans of America, Sno-King Chapter 423; Edmonds, Washington
8. **Constitution:** Refers to the document called "The Constitution of the Vietnam Veterans of America Incorporated" which is adopted by the delegates at the National Convention and is the basis upon which these Bylaws are founded.
9. **Corporation:** The National headquarters of the Vietnam Veterans of America, Inc., currently located within the District of Columbia metropolitan area and is registered with the State of New York.
10. **Direct mail solicitation:** A fundraising campaign that uses the mail system as the primary method of contacting members of the public in an appeal for donation of property or funds.
11. **Director:** For the purpose of these by-laws, the term *Director* refers exclusively to the elected members of The Board of Directors; four elected officers and the elected delegates. These individuals hold voting authority and are responsible for the governance and decision-making of the chapter. The advisory positions of Past President, Supply/Sergeant, and Associate Chapter Representative, while valued for their experience and guidance, are non-voting and do not carry the designation of *Director*.
12. **Discretionary Funds:** Funds that are available to be allocated by a specific individual or group without seeking individual approval from the membership. The amount and individual(s) so authorized are to have been approved by a vote of the general membership.

13. **Events, Chapter expensed:** Those programs that come under the jurisdiction of the Chapter President and are normally relegated to an Events Coordinator or Special Committee. They are not intended to be revenue producers, but may ultimately produce more income than expenses, thereby possibly incurring taxable liability (see also Activities and Projects).
14. **Individual Member:** Any person who is a Veteran of the Military Service of the United States who served on active duty during the period Aug 5, 1964, through May 7, 1975, who joins and maintains good standing in the Chapter.
15. **Member:** Any person who holds an Individual or Associate Membership in this Chapter.
16. **Membership Meeting:** The regularly scheduled meeting held on the 2nd Sunday of each month which is open to full participation by all members of the Chapter to discuss Chapter business.
17. **Prior Approval:** The proposal must be discussed and accepted by the appropriate body or person(s) before any announcement is made.
18. **Projects, Fundraisers:** Those are normally relegated to selected Project Leaders. They are intended to be short-term and continuous for the purpose of generating funds to cover Chapter expensed events and may be considered taxable if certain conditions are not met (see also Activities and Events).
19. **Ratify:** To give formal sanction to or to make valid by authoritative approval.
20. **Registered Agent:** The name and address of the person authorized by the organization to receive official mail from the State. The address may not be a P.O. box. Any change of the Registered Agent must be authorized by the Board of Directors. Therefore, the change must be included in the minutes of the meeting authorizing the change. Changes are normally accomplished by filing the Non-profit Corporation Annual Report with the Secretary of State.
21. **Regular and continuous sale of alcoholic beverages:** Any sale of such beverages that requires the issuance of a license or permit to conduct such activity by the laws of the jurisdiction in which the Chapter is located.
22. **Sanction:** to authorize, confirm, or approve.
23. **Solicitation:** A fundraising campaign that uses the telephone or other form of electronic means as the primary method of contacting members of the public in an appeal for donation of property or funds.
24. **State Council:** That body of members known as Vietnam Veterans of America, Washington State Council which is comprised of delegates from the various Chapters throughout the State.
25. **Subject to the approval of:** Approval for the proposed action MUST be obtained before the event.
26. **Work-place donation:** A fund-raising campaign, by which members of the public are asked to donate funds through deductions from their wages or salaries at their places of employment.

All conduct of Vietnam Veterans of America Chapter #423 is governed by the Constitution of the corporation, which is incorporated herein by reference, located within the District of Columbia metropolitan area and all applicable local, state, and federal laws.

DECLARATION OF PRINCIPLES

WE, the Veterans, who served during the Vietnam War, who embraced through sacrifice and service to country the most fundamental and cherished bonds of our democracy, reaffirm that commitment to spirit and ideals, accepting it as the solemn responsibility of our survival, to bear the burden of what has been, so that tragedy once endured can never be forgotten.

AND so do we resolve that the true measure of our worth as citizens, as Veterans, as patriots be found in our willingness to draw from and abide by these strengths and convictions born of heritage and experience.

TO HOLD that a sacred and binding contract exists between governors and governed, with the latter recognizing an obligation of compulsory foreign or domestic service equitably shared by all, and the former morally obligated to implement foreign and domestic policies that are clear, consistent, and reflective of the will of the people.

TO HOLD further, that the contract extends to post obligatory service with the Nation, bound whenever and wherever appropriate to the prompt delivery of compensation to individuals or survivors in direct proportion to sacrifice and service rendered.

TO HONOR, with dignity, the sacred memory of the war dead, and so in dignity, ensure that the lasting legacy of the fallen is responsibility toward, not the exploitation of, their sacrifice.

TO STAND for cooperation, dialogue, and friendship among the nations of the world community with full respect and support of those principles central to our national life.

SECTION 1: OFFICES

The principal offices of this Chapter will be located at an address designated by this Chapter. The Chapter will maintain a separate and exclusive Post Office box and phone number to provide access to the public. The Chapter's Registered Agent will be either reconfirmed or changed as the Board of Directors directs at the first business meeting following the annual Chapter elections.

The official address of the Vietnam Veterans of America, Chapter #423 is:

Vietnam Veterans of America
Chapter 423
P.O. Box 423
Edmonds, WA 98020

SECTION 2: PURPOSE

- A) To help foster, encourage, and promote the improvement of the condition of the Vietnam-era Veteran.
- B) To promote the physical, and cultural improvement, growth and development, self-respect, self-confidence, and usefulness of the Vietnam-era Veterans and others.
- C) To eliminate discrimination suffered by Vietnam-era Veterans and to develop channels of communication that 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 that may affect the social, economic, educational, or physical welfare of the Vietnam-era Veteran and 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 their orphans of deceased veterans.

SECTION 3: MEMBERSHIP

- A) Vietnam Veterans of America Inc. (VVA) membership in the Corporation is open to any veteran of the military service of the United States of America, who served on active duty from August 5, 1964, through May 7, 1975, or in the Indochina Theater irrespective of the time of service who joins and maintains good standing in the Chapter. Members shall file with this chapter, a DD form 214, or other proof of qualification for membership.
- B) An individual not otherwise eligible for membership shall be eligible for honorary life membership with the approval of the Chapter Board of Directors. An honorary member shall be entitled to attend meetings and speak but shall not be entitled to make motions, vote, or hold office.
- C) Chapter membership acceptance will be approved upon receipt of acceptance from Vietnam Veterans of America Inc. The national board shall have the authority to designate classes of members, dues, entitlements, eligibility requirements, and available services concerning such members, and shall have the authority to restrict from membership a person or group of persons when, in their judgement, admissions of such person or persons would be inconsistent with, or detrimental to, the purposes, principles, objectives, or goals of the Corporation or otherwise.
- D) Each member shall be entitled to one vote on each matter submitted to a vote of the members, as outlined in the rules and regulations of the Corporation, as shall be adopted by the national board.

SECTION 4: OFFICERS

- A) The Officers of this Chapter are: the President, the Vice-president, the Secretary, and the Treasurer, or any of the following combined officer positions: secretary-treasurer, vice-president-secretary, or vice-president-treasurer, and such other officers as the chapter Board of Directors may, from time to time, deem advisable and as allowed by law. They shall be elected by secret ballot from among the Individual chapter members at the annual meeting.
- B) Each officer shall hold office until his/her successor is elected and has qualified.
- C) No officer shall run for more than one office at a time.

SECTION 5: BOARD OF DIRECTORS

- A) The membership of the chapter Board of Directors, inclusive of the officers and State Delegates set forth below shall consist of not less than three or more than twenty Individual members; and the exact number determined by the chapter Board of Directors.
 - 1. The Board of Directors, by a majority vote of its members, may remove the Chairperson of any Committee (including the Election Committee) in accordance with the provisions of the Constitution, rules, procedures, or directives of the Corporation.

- B) The President, Vice-President, Secretary, and Treasurer and such other officers as have been authorized and elected by the chapter, shall be members of the chapter Board of Directors.
 - 1. The remaining voting Directors, except as noted below, shall be those members filling the elected office of State Delegates. Their terms of Directorship shall be coterminous with that of the office they hold.
 - 2. Each such Director shall hold office until their successor is elected and is qualified.

- C) Members filling the elected offices of State Delegates shall be voting members of the Board of Directors.

- D) The Associate Member Liaison shall be a non-voting member of the Board of Directors.

- E) One seat on the Board of Directors is designated for the most recent Past President. The most recent Past President will remain on the Board of Directors as a non-voting advisory member until there is a new "most recent" Past President able to fill that position.
 - 1. In the event the most recent President is re-elected to his/her position, then the most recent Past President shall retain his/her Board of Directors position until a new Past President is created.

- F) The number of Board of Directors members shall be determined by the number of members in the Chapter subject to any provisions dictated by the Constitution.
 - 1. Subsequently, whenever the membership count dictates, the Board of Directors will increase or decrease its size accordingly.
 - 2. The month of annual elections (April) shall be excluded for purposes of decreasing the number of Board positions, except as a direct result of those elections.

3. For purposes of clarity, the following chart is provided:
Positions #1 thru 4 are the President, Vice-president, Secretary, & Treasurer
Position #5 is a non-voting position for the Past President
Position #6 is a non-voting position for the AVVA Representative
Position #7 is for 15 to 49 members State Delegate #1
Position #8 is for 50 to 99 members State Delegate #2
Position #9 is for 100 to 149 members State Delegate #3
Position #10 is for 150 to 199 members State Delegate #4

- G) Any member of the Board of Directors who has been absent from three scheduled Board of Directors meetings without adequate notice and excuse acceptable to the Board of Directors shall be deemed to have resigned from the Board and shall be so noted in the minutes.
- H) Any vacancy occurring in the Board of Directors due to death, resignation, refusal, or inability to serve may be filled (for the unexpired portion of the term) by a majority vote of the remaining Board of Directors even though less than a quorum.
- I) One seat on the Board of Directors is for the elected Associates of Vietnam Veterans of America, Inc. representative or the elected Associates of Vietnam Veterans of America, Inc. Chapter President on the chapter Board of Directors, who shall serve as a non-voting special advisor entitled to be heard on all matters.
- J) One seat on the Board of Directors is designated for the Supply Sergeant/Sergeant at Arms. The Supply/Sergeant at Arms will sit on the Board of Directors as a non-voting member for the duration of their appointment.

SECTION 6: COMMITTEES

Executive Committees shall:

1. Consist of a minimum of three Directors selected by the Board of Directors.
2. Have such powers as the Board shall outline in the resolutions creating such committees.
3. Make recommendations to the Board and perform other services as the Board may require.
4. Not have the authority to modify any action taken by the Board.

Standing Committees:

1. The President shall appoint from the General Membership the Chairperson for each Standing Committee.
2. The Chairperson shall serve until they are officially disbanded by the President.
3. The Chairperson may be re-appointed to additional terms, or additional committees so long as the member remains in good standing in the Chapter.
4. The members of each Standing Committee shall be appointed by the Chairperson of that Committee at his/her sole discretion unless specifically stated otherwise within the VVA Constitution or this Chapter's Bylaws.
5. The members of Standing committees shall serve for a term terminating at the annual meeting of the members when the term of the President who appointed the chair of the respective committee terminates.

EXECUTIVE COMMITTEES

- A) **The Executive Constitution Committee** shall
1. Prepare and present the Chapter Bylaws and Amendments to the President for presentation to the members for ratification.
 - a) Produce and distribute ratified copies of the Bylaws and Amendments to chapter members.
 2. Be responsible for ensuring that the Chapter Bylaws perpetually comply with the National Constitution.
 3. Review all documents to ensure compliance with these Bylaws and the Constitution.
 4. Legal documents are to include required insurance documents as deemed necessary by the Board of Directors and/or the National Constitution.
 5. Provide each Board Member and State Council Delegate with a copy of the National Constitution.
 - a) It shall be the responsibility of each to review and understand the contents of the same.
 - b) Copies will be provided to any Chapter Member at his/her request and his/her expense.
 6. Maintain the Committee Archives to include the following:
 - a) Bylaw and Amendment distribution records
 - b) Amendment report sheets
 - c) Interpretation decisions
 - d) The master copy of the Chapter Bylaws
 - e) Dated lists of all people who receive copies of the Bylaw, Constitution, etc.
 - f) Any other records the Committee and/or the Board so deems.

7. Coordinate its activities closely with the President, other Officers, and other Committees as appropriate.
 - a) The Committee shall serve to advise the Board of Directors and the President as to matters of interpretation of the provisions of the Constitution, in accordance with guidelines and determinations of the Corporation, and shall maintain records of the interpretations for possible inclusion into future revisions of these Bylaws.

B) The Executive Review Committee shall:

1. Inspect the records of the Treasurer and Secretary, on a quarterly basis in accordance with all applicable laws, (or as requested by the Board of Directors) and provide a written or oral report of the findings, corrective actions, & recommendations to the Board of Directors at the next Chapter Board Meeting.
 - a) Exemption from this requirement may be requested, in writing, and must be signed by a majority of the Board of Directors.
 - 1) The original will be maintained in the Committee Archives and a copy provided to the Secretary for his/her archives.
2. The Committee shall be appointed by the Board of Directors.
 - a) Coordinate its activities closely with the President, other Officers, and other Committee Chairpersons as appropriate. He/she shall ensure Parliamentary Procedure is followed and that the official proceedings of the Chapter are governed by Roberts Rules of Order (newly revised) except when in conflict with these Bylaws or the Constitution.

C) The Executive Finance Committee shall:

1. Shall provide an oversight of the financial activities of the chapter, and shall recommend policies on financial matters, including, but not limited to, assisting and consulting with the treasurer on all financial planning, budgeting, reporting, and other related matters.
2. Shall provide all reimbursable travel budgets to the Treasurer as directed by the Chapter President.
 - a) Reimbursable expenses may only consist of normal coach airfare, reasonable lodging expenses, and event participation expenses (to include event-sanctioned meals).

STANDING COMMITTEES

A) The Standing Ways and Means Committee shall:

1. Be responsible for Chapter fundraising activities subject to the provisions of the Constitution and the procedures, rules, and resolutions of the Corporation. The chapter shall have the power to raise funds as necessary for its operation in such a manner as the Chapter deems appropriate.
2. Each proposed fundraising activity shall be reviewed by the Board of Directors and/or the general membership of the Chapter as to whether the proposal is deemed a fundraiser “project”, or a Chapter expensed event.
 - a) Each fundraising activity tentatively approved by the Board shall be designated as a project.
 - b) With the prior approval of the Chapter President: A Project Leader shall be appointed by the Ways and Means Chairperson.
 - c) The Project Leader is responsible for preparing a general outline of what the project will encompass and submitting a proposed financial budget for consideration by the Board and/or general membership.
 - d) The allocation of advance funds shall be subject to budgeting constraints and funds availability from the treasury.
3. Coordinate its activities closely with the President, other Officers, and other Committee Chairpersons as appropriate.
4. The Treasurer will be a required member of the Ways and Means Committee, and will provide guidance to, and financial reporting for the same.

B) The Standing Community Affairs Committee shall:

1. Identify essential social needs and projects in the community related to Vietnam-era veterans, their families, and others.
2. Stimulate appropriate Chapter involvement to meet the needs of or assist in community projects.
3. Maintain lists of social service agencies and advocates including addresses, telephone numbers, and contact persons.
4. Be the point of contact for persons/organizations desiring to enlist Chapter participation in community events not specifically provided for elsewhere.
5. Coordinate its activities closely with the President, other Officers, and other Committee Chairpersons as appropriate.
6. Act as a liaison between the various Committees of the Chapter and the news media which includes VVA National & State publications.
7. Maintain a list of pending state and federal legislation of interest to Veterans. Monitor and report such activities to the membership.
8. Represent the opinion of the Chapter membership at public hearings and with public officials and report such activities back to the membership.

C) The Standing Membership Affairs Committee shall:

1. Be responsible for chapter activities to encourage membership participation through careful planning, budgeting and execution of the following activities:
 - a) Maintain procedures by which an individual member's status as a Veteran may be authenticated and ensure the same remains in accordance with Corporation guidelines.
 - b) Receive and approve/reject applications from persons wishing to become members of the Chapter. DD-214s, etc. will be forwarded immediately to the Chapter Secretary for safekeeping as required by these Bylaws and by the Constitution
 - c) The Committee may recommend for consideration and possible awarding of appropriate personalized recognition of appreciation to deserving members.
 - d) Coordinate its activities closely with the President, other officers, and Committee Chairpersons as appropriate.
2. Be responsible for all aspects of the chapter's Annual Banquet/BBQ. Their duties shall include, but are not limited to the following:
 - a) Research and evaluation of possible sites for the Banquet.
 - b) Presentation of the various options to the Chapter membership for discussion and selection of the site with special consideration given to location accessibility, size, meals, and both direct and indirect costs.
 - c) Prepare a general outline for the event and submit a proposed budget for consideration by the Board.
 - d) Identify any funding requirements, such as entertainment, for review and advance authorization by the Board of Directors and shall be subject to the fund's availability of the Treasury
3. Coordinate all activities closely with the President, Officers, and other Committee Chairperson of all pending activities that affect the chapter.
4. Maintain awareness of special events that would require special recognition from the Chapter such as:
 - a) Membership get-well cards
 - b) Birthdays
 - c) Memorial Services

D) The Standing Veterans Liaison Committee shall:

1. The mission of the Veterans Liaison Committee is to identify veterans in need and coordinate services available to help the veteran by:
 - a) Obtain objective evidence of the veteran's eligibility and need for assistance through coordination with the Veterans Administration or other means to substantiate military records and need for assistance.
 - b) Maintain lists of local Veteran service organizations and agencies including addresses, telephone numbers, and contact names to coordinate services available.

- c) Prepare budgets and scope of services for each project for presentation to the Board of Directors for approval.
- d) Provide project management to ensure projects are completed as planned and coordinate support from other contributing organizations.
- e) Services available to the Veteran including, but not limited to:
 - 1. Minor Construction Projects administered by "Veterans with Hammers".
 - 2. Temporary financial assistance while the Veteran transitions into a more permanent resolution of his or her needs.
 - 3. Identify and assist with referrals to Government Agencies who could provide the necessary assistance needed
 - 4. Seek (through a program of education) to improve the social, economic, and educational well-being and physical welfare of the Vietnam-era Veteran and other persons
 - 5. Maintain close communication with the Community Affairs Committees to establish common opportunities for assistance.
 - 6. Coordinate its activities closely with the President, other Officers, and others.

ELECTION COMMITTEE

A) The Election Committee shall:

- 1. Consist of at least three members elected to two-year terms following the election and before the closing of the respective annual meeting of odd numbered years.
 - a) Choose the Committee Chairperson among themselves before the closing of the respective annual meeting.
 - a) Obtain verification from the Chapter Secretary before preparing a slate of Officers and Directors and submit the slate for consideration by the membership at the General Membership Meeting preceding the respective Annual Meeting.
 - b) Additional people nominated by others must be submitted to the Election Committee by the adjournment of the General Membership Meeting scheduled to be held two months before the designated Annual Meeting, to allow the Election Committee the time needed to properly qualify all nominations and present qualified members to the Chapter at the General Membership Meeting preceding the Annual Meeting before the respective election.

2. Prepare and distribute ballots to qualified Chapter voters for the respective Elections.
3. Conduct the elections by secret ballot, including the count of the ballots and announcing the winners.
4. Shall not serve on any other elected office while serving on the Election Committee.
5. Before closing the respective Annual Meeting in odd numbered years, the previous committee members shall be relieved, and the new members installed.
 - a) In the event of the death, removal, or resignation of any member of the committee, the Board will appoint a replacement for the remainder of the term.
 - b) Committee members may succeed themselves any number of times.

SECTION 7: MEETINGS

- A) Notice shall be sent to the Corporation for any meeting called after the Chapter has been suspended or its status revoked.
- B) Regular meetings of this Chapter are scheduled for the 2nd Sunday of each month and shall normally be held at the principal meeting place of the Chapter.
 1. The Board of Directors of the Chapter may designate, in the notice of such meetings, any other place and date as they deem necessary.
 2. Changes to the time or place of regular meetings shall be announced to the members at least ten days before the meeting.
- C) Notice of the Annual Meeting and Special meetings shall specify the purposes for which such meeting is called, the date, time, and place it is to be held and shall be delivered either personally, by telephone, or by e-mail to each member entitled to vote at such meetings at least ten days before any special meeting and not less than thirty days nor more than fifty days before the Annual meeting.
 1. Special meetings of the members may be called at any time by:
 - a) The President of this Chapter
 - b) The Chapter Secretary at the written request of:
 1. A majority of the Board of Directors or
 2. A majority of the Chapter members
 - c) The President of the State Council
 - d) The President of the Corporation

- D) Board meetings shall be held at least four times a year (within the first month of each quarter) at such time and place as may be specified in the notice thereof. The last meeting shall be held immediately before the Chapters' Annual meeting and the said meeting shall be considered the Annual meeting of the Board of Directors.
1. Notice shall be given at least five days prior thereto, delivered personally, by telephone, or sent by e-mail to each Director at his/her address as it appears on the records of the Chapter.
 - a) Such notice shall be deemed delivered when sent by e-mail or other prearranged delivery method.
 2. Board meetings may be called by:
 - a) The President of the Chapter
 - b) One-third of the Directors
 - c) The Chapter Secretary, at the direction of 1/3 of the Board of Directors
 - d) The President of the State Council
 - e) The President of the Corporation

SECTION 8: VOTING

- A) Annual meetings of the Chapter members shall be held in April of each year at a time and place to be determined by the Board of Directors for the purpose of:
1. Electing Officers/Directors for one or two-year terms.
 2. Electing Election Committee members for two-year terms.
 3. Electing State Council Delegates/Directors for two-year terms occurring in even number years.
 4. Transacting such other business as may properly come before the meeting.
 5. Except as otherwise provided for in these Bylaws or the Constitution, the vote of a majority of the members present and entitled to vote on a submitted matter shall be necessary for the adoption thereof. Proxy votes will NOT be accepted.
- B) Each Individual member shall be entitled to one vote on each matter submitted as outlined in the regulations of the Corporation. However, this Chapter will allow all Chapter members present at the meeting to vote on any local matter submitted, excluding any VVA State or VVA National business.
- C) Officers shall be elected to a two-year term except for the election in 2026 which shall be for a one-year term. Thereafter elections shall be for a two-year term occurring in odd numbered years.

- D) A quorum of the members shall be necessary to transact any business at said meeting. A quorum shall be defined as listed below:
1. At annual meetings, ten percent of the Chapter membership.
 2. At any regular Chapter meeting, ten percent of the Individual membership.
 3. At Board of Director meetings, two-thirds of the whole number of the voting Board or that number greater than two-thirds which is closest thereto when the number of the Directors is not divisible by three.
 - a) The act of much of the Director's 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 the law, the Constitution, or the rules, procedures, or directives of the Corporation.
 4. However, if counting the votes results in a tie vote, the following special provisions are to be followed:
 - a) Re-evaluation of the motion being considered and re-voted upon.
 - b) Should the results of the new vote still result in a tie, the vote cast by the President shall be the determining vote.

SECTION 9: AMENDMENTS

- A) These Bylaws may be altered or amended upon ratification by two-thirds of the individual members present at any duly convened meeting of the Chapter.
1. If in the opinion of the Board of Directors, a proposal is of such an urgent nature as to indicate immediate action, notice of a special meeting shall be sent as outlined previously.
- B) When a new Amendment is proposed, the Board of Directors will review the proposal for Constitutionality.
1. If conflict is found, the Board of Directors will prepare a "Report Sheet" for presentation to the membership at the next regular meeting.
 - a) A copy of the report will be filed in the Chapter Archives.
 2. If the proposal is found to be acceptable, the Board of Directors will revise it (if necessary) as to grammar, language, spelling, and style.
 - a) If passed, a final draft (including the date of ratification) will be prepared for the Chapter President's signature and distribution at the next regularly scheduled meeting.
 - b) When a significant number of amendments have been accumulated, a revised copy of the Bylaws will be distributed.

SECTION 10: RESTRICTED ACTIVITIES

- A) The activities of the Chapter shall be conducted with the utmost observance of ethical standards and propriety of conduct.

- B) Without the express written consent of the Board of Directors of the Chapter, no member shall:
 - 1. Receive any compensation (by gift or otherwise) from the Corporation, any State Council, or any Chapter or own any interest in any organization that receives such compensation.
 - a) For the purposes of this subsection, reimbursement of reasonable expenses incurred while conducting VVA business shall not be deemed to be compensation.
 - 2. Be an Officer or Director of a Chapter, the State Council, or of the Corporation while holding any office or directorship in any organization whose purposes or activities are or have been declared by the National Board of Directors to be, in conflict with those of the Corporation.
 - 3. Use the property of the Corporation, the State Council, or any Chapter except in the course of authorized VVA business.

- C) The Chapter may engage in any fundraising activities that comply with applicable federal, state, and local laws, rules, and regulations and do not conflict with the purposes of the Corporation, provided that strict adherence to the following guidelines is observed:
 - 1. All fundraising activities which conflict with the activities of other Chapters, State Councils, or the Corporation, shall not be engaged in without the prior written consent of the affected Chapters, the State Council, or the Corporation
 - 2. The sale of products which bear the logo or name of the Corporation shall not be permitted unless:
 - a) The products clearly identify this Chapter as marketing the product or
 - b) The Corporation has given written consent to market the product.
 - 3. Neither the Chapter nor any Director, Officer, representative, member, or Committee of the Chapter shall hold him/herself out or suffer him/herself to be held out as an agent or solicitor of any service offered for sale at any time by VVA to its members.
 - 4. Fundraising activities involving telephone and/or direct mail solicitation, workplace donations, or the regular and continuous sale of alcoholic beverages shall be restricted and may not be engaged in without the prior written consent of the Board of Directors of the Corporation.

- D) To engage in restricted activities, the Chapter shall give written notice thereof to the Corporation at least forty-five days before commencing such activities or executing any documents in furtherance thereof.
1. The Chapter shall submit any such proposal to the President of the State Council for his/her review and recommendation and shall include such recommendation in the application to the Corporation.
 2. The Board of the Corporation (or its designated representative) shall determine such restricted activity and shall issue a decision to the Chapter, in writing, no later than thirty days after receipt of the proposal.
- E) No member nor the Chapter shall endorse (on behalf of the Chapter, State Council, or the Corporation) any candidate for any elected public office or appointed public position.
- F) The Chapter may not adopt any policy or position concerning matters involving foreign or domestic affairs unless such issues directly affect Veterans affairs, or are issues of domestic concern related to economic, physical, or emotional well-being of Veterans.
1. The Chapter shall not take any action which would imply that any policy or position had been adopted when the same had not been adopted.
 2. The Chapter may (after debate and upon the affirmative vote of two-thirds of the individual members present at a duly constituted meeting of the members thereof) adopt positions or policies on other foreign or domestic issues provided however, that any such policy or position must be clearly identified as the position of the Chapter.

SECTION 11: WAIVER OF NOTICE

Whenever any notice is required to be given according to the Articles of Incorporation of the Corporation or of the Chapter, or by the 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.

Appendix A:

Job Descriptions

The Board of Directors shall be responsible for:

1. The control and management of the affairs, property, and interests of the Chapter
2. Keeping the Corporation advised of all relevant activities of the Chapter.
3. Making suggestions and recommending programs to the Chapter.
4. Complying with all reporting requirements established by:
 - a) The Constitution, rules, resolutions, or directives of the Corporation.
 - b) These Chapter Bylaws.
 - c) Any applicable local, state, or federal laws.
5. Appointing members to fill vacancies that have occurred within the Election Committee.
6. Appoint Executive Committees as deemed necessary.
7. Exercising discretionary powers (within the monetary limits as set by the membership) in any situation not explicitly covered or referred to elsewhere by these Bylaws or the National Constitution.

The President shall:

1. Be the Chief Executive Officer of the Chapter.
2. Supervise and control all the business affairs and property of the Chapter (subject to the direction of the membership or Board of Directors).
3. See that all orders and resolutions of the Board of Directors are carried into effect.
4. Preside over all Chapter meetings of the members and all meetings of the Chapter Board of Directors.
5. Appoint the Sergeant at Arms/Supply Sergeant and the Chairpersons of all Committees (except the Election Committee). These people need NOT be Officers or Directors.
6. Seat the designated Associate Member Liaison on the Board of Directors in a non-voting advisory capacity.

The Vice-president shall:

1. Provide guidance to and assist committees in goal setting.
2. Provide active participation and direction in accomplishing committee goals.
3. Interact with other Chapter Officers in coordinating Chapter goals and accomplishments.
4. Perform the duties of the Chapter President in his/her absence or in the event of his/her inability or refusal to act; and when so acting, have all the powers of, and be subject to, all the restrictions upon the President.
5. In the event of the death, removal, or resignation of the Chapter President, assume the office for the remainder of the term.
6. Perform such other duties as the President may (from time to time) prescribe.

The Secretary shall:

1. Record all the proceedings of the meetings of the Chapter, the Board of Directors, and (when required) of the Executive Committees in a book kept for that purpose.
2. Give, or cause to be given, notice of all meetings for which notice is required by these Bylaws or the Constitution.
3. Operate under the supervision of and perform such other duties as may be prescribed by the Board or the President. In the event of a conflict, the Secretary shall act according to the instructions of the Board.
 - a) Be responsible for the confidentiality and safe-keeping of all DD-214s or other acceptable forms of proof of Vietnam era military service tendered to him/her by any member.
 - b) By the date designated by the Corporation, file the required election results with the National Membership Department.
4. The Secretary shall also forward the Chapter's election results to the State Council by the required date.
5. Properly submit all documentation and forms required to maintain the legal status of the Chapter.
6. Update the Chapter's Incorporation Status annually with the Secretary of State and file any other necessary documents with the State or any other organization as may be necessary to preserve the Chapter's intended status.
7. Be responsible for implementing and coordinating the efforts of the Chapter phone tree (email) for the purpose of disseminating Chapter information.
8. Conduct Chapter meetings in the event the President and Vice President are not available.
9. Maintain all Chapter Archives not specifically stated elsewhere.

The Treasurer shall:

1. Have charge, custody, and responsibility of all funds, assets, and securities of the Chapter and for all funds and securities in any way generated, collected, or obtained in connection with Chapter activities; and shall be responsible for such funds and securities and the receipt and distribution thereof.
2. Maintain a "non-profit" status checking account with dual signature provisions at a convenient banking location.
 - a) Deposit all monies and other valuable effects in the name of and to the credit of the Chapter in such depositories as designated by the Chapter Board.
 - b) Be specifically prohibited from disbursing actual cash or unaccounted cash equivalents for any reason.
3. Disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements.
4. Keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter (hard copy computer printouts are acceptable).

5. Comply with all applicable federal, state, and local laws as concerns the reporting of any Chapter financial activities.
6. Render to the President and/or the Board of Directors (whenever so required), an accounting of:
 - a) All transactions as Treasurer.
 - b) The financial condition of the Chapter.
 - c) A full financial report based on the books and the accounts audited by a certified or other public accountant (the expense of which shall be a charge to the Chapter) or an internal, but independent auditing/review committee.
7. File an annual financial report with the IRS, State Council, and the National Corporation by the required date.
 - a) The fiscal year of the Chapter shall commence on the first day of March and end on the last day of February of the following year.
 - b) The Corporation shall be empowered to examine the financial records of the Chapter during normal business hours, at a time and place designated by the Corporation President or his/her authorized representative.
8. Be authorized to co-sign checks and drafts, as any other person designated by the Board of Directors.
 - a) The Treasurer is required to be one of the two signatories on each check or draft.
 - b) The Treasurer and any other officer designated to sign a check or draft shall obtain a fidelity bond (the expense of which shall be a charge to the Chapter) or other surety for the faithful discharge of the above duties in such sum and with such surety as the Board may determine. A bond may be dispensed with for any such officer upon his or her written request to the national board and its consent thereto.
 1. Copies of all bonds or other sureties shall be filed (together with any renewal thereof) with the Corporation and copies of each bond/waiver shall also be filed with the Chapter Secretary.
9. As a required member of the Ways and Means Committee, provide guidance to and financial reporting for the same.
10. Maintain the Chapter Treasury Archives including, but not limited to, Financial Reports and cancelled checks.

The Past President shall:

1. Be a non-voting honorary member of the Board of Directors.
2. Advise the President and/or Board of Directors of any matter of interest or concern as appropriate.

Supply Sergeant / Sergeant at Arms shall:

1. Be responsible for preserving order at every official Chapter function.
2. Shall be appointed by the Chapter President and shall remain in office until the Chapter President appoints a successor.
3. Maintain accurate records of all chapter fixed assets specifically assigned to them by the Board.
 - a) Submit a quarterly briefing (oral or written) to the Board during July, October, and January, and at the annual Board meeting in April.
 - b) Each custodian shall maintain records of the member/person who currently has possession of the fixed asset he/she is responsible for.
4. Maintain the Chapter Armory in compliance with all State, Federal, VVA, and other applicable guidelines/regulations governing the safe handling and storage of firearms.
 - a) A record will be kept of the make, model, serial number, etc. of each weapon that the Chapter is responsible for. Weapons currently are on loan to the Chapter from the Armor Vehicle Repair Facility, Detroit, MI.
 - b) A withdrawal/return log will be maintained so that the utilization and status of each weapon can be ascertained. An inventory of equipment shall be provided to the Chapter on an annual basis.

The Associate Member Liaison shall:

1. Be a non-voting member of the Board of Directors.
2. Serve to advise the President and the Board of Directors on matters of particular concern to Associate members.
3. Advise the President and/or Board of Directors of any matter of interest or concern as appropriate.