

BY-LAWS OF  
VIETNAM VETERANS OF AMERICA  
CHAPTER # 35 TOLEDO, OHIO, INC.

**With revisions of 2011**

A not-for profit national veteran's organization.

ARTICLE I

OFFICES

The principal office of the Chapter shall be located at the residence of the officer.

ARTICLE II

PURPOSES

The purposes of the Chapter are:

- (a) To help foster, encourage, and promote the improvement of the condition of the Vietnam 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 Veterans and to develop channels of communication which will assist Vietnam Veterans to maximize self-realization and enrichment of their lives and enhance life-fulfillment.
- (d) To study on a non-partisan basis proposed legislation or rules and 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 or others, and to develop public policy proposals designed to improve the quality of life of the Vietnam-era Veterans and others, especially in the areas of employment, 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 may affect the social, economic, educational or physical welfare of the Vietnam-era Veteran or others.

(f) To assist disabled and needy War Veterans including, but not limited to, the Vietnam Veteran, and their dependents and the widows and orphans of deceased Veterans.

### ARTICLE III

#### MEMBERS

Section 1. Classes and Dues. There shall be three classes of members of the chapter: individual, national organization and associate.

(a) Individual members shall be persons (I) who are members in good standing of Vietnam Veterans of America, Inc. (“VVA” or “the National Member”) and (ii) who pay in advance the annual chapter membership dues of \$ 20.00 , which shall not be in excess of the annual membership dues of VVA.

Failure of any individual member to maintain membership in good standing of VVA shall automatically result in the termination of such individual’s membership in the Chapter.

(b) The National Member shall be VVA.

(c) Associate members shall be persons who are associate members in good standing of VVA, and who are accepted as associate members of the Chapter. Associate members shall not have the right to vote nor shall they be eligible to hold an elective position.

**ADDED: Associate members may chair committees.**

The Chapter shall have the right not to accept Associate members.

#### Section 2. Voting Rights.

(a) Each individual member shall be entitled to one vote on each matter submitted to a vote of the members.

(b) The National Member shall have the right to vote on each matter submitted to a vote of the members relating to (I) the amendment of the Articles of Incorporation or By-Laws of the Chapter, (ii) a liquidation, dissolution, merger or consolidation involving the Chapter and (iii) the sale, exchange, mortgage, pledge or other disposition of all, or substantially all, the assets and property of the Chapter. The affirmative vote of the National Member shall be necessary to decide any matter upon which the National Member is entitled to vote. The Board of Directors may not take any unilateral action on any matter on which the National Member is entitled to vote.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the Chapter shall be held on such date as shall be determined by the Board of Directors of the Chapter and announced to the individual members at a Chapter meeting.

Section 2. Annual Meetings. The annual meeting of the members of the Chapter shall be held in the month of

**BEFORE: in the month of August, beginning with the year 1982**

**AFTER: in the month of April, beginning with the year 2011**

on a date and at a time and place determined by the Board of Directors, for the purpose of electing Officers, Directors, a Nominating Committee and the transaction of such other business as may properly come before the meeting.

Section 3. Special Meetings. 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 Officers, or at the request in writing of a majority of the individual members.

Section 4. Place of Meetings. All meetings of members shall be held at the principal office of the Chapter, or at such other places as the Board of Directors may select and designate in the notice of such meeting..

Section 5. Notice of Meetings. Written notice of the annual and special meetings of members stating the purpose for which the meeting is called, the date, time, and place it is to be held, shall be delivered either personally or by

**BEFORE: mail**

**AFTER: mail, email, or any current electronic device**

to each member entitled to vote at such meeting and less than ten days before any special meeting and not less than thirty nor more than fifty days before any annual meeting. Notice shall be sent to the National Member at its office in Washington, D.C., for all meetings where the purpose for which the meeting is called is a matter upon which the National Member is entitled to vote in accordance with Article III, Section 2 of the By-Laws and for any meeting called after the Chapter has been suspended or its status revoked in accordance with Article IX of these By-Laws.

Section 6. Quorum. The presence in person of 10 percent of the members entitled to vote at any meeting shall constitute a quorum for the transaction of any business, provided, however, that the presence in person of 50 percent of members entitled to vote at an annual meeting shall constitute a quorum for the transaction of any business at said annual meeting.

Section 7. Voting.

(a) Except as otherwise provided in these By-Laws, the vote of a majority of the individual members present and entitled to vote on a matter at a meeting at which a quorum is present shall be necessary for the adoption thereof.

(b) Each individual member entitled to vote may vote only in person.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number, Election, and Term of Office.

(a) The number of Directors of the Chapter, including the Officers listed in (b) below, shall consist of not less than five nor more than fifteen, and shall be determined by the Board of Directors.

(b) The following officers shall be Directors for a term coterminous with their respective terms of office: President, Vice-Presidents, Secretary, and Treasurer.

(c) The remaining Directors shall be elected from among the individual members in good standing of the Chapter by the vote of a majority of the members present in person and entitled to vote at the annual meeting of the members or as hereinafter provided. Each such Director shall be elected to hold office for a one, two or three year term, as determined by the Chapter, until the next annual meeting of the members and until his or her successor is elected and has qualified. A director may succeed himself or herself any number of times.

Section 2. Duties and Powers. The Board shall be responsible for the control and management of the affairs, property and interests of the Chapter, for keeping the National Member informed of all activities of the Chapter, for complying with all reporting requirements established by the National Member or by local, state or federal law, for guiding the Chapter so that the various provisions of the Articles of Incorporation, including the purposes for which the Chapter was organized set forth therein, are complied with and for making recommendations and suggesting programs.

Section 3. Annual Meeting. The meeting of the Board of Directors immediately prior to the annual meeting of the Chapter members shall be considered to be the annual meeting of the Board.

Section 4. Other Meetings. Other meetings of the Board shall be held at least four times each year as scheduled or when called by the President or by one-third of the number or Directors, at such time and place as may be specified in the notice thereof.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by

**BEFORE: mail or telegram**

**AFTER: mail, email, or any current electronic communication**

to each Director at his or her address as it appears on the records of the Chapter. Such notice shall be deemed to be delivered when mailed or delivered for telegraphic transmittal. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum and Voting. 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 to two-thirds when the number of Directors is not divisible by three. The act of a majority of the Directors present at any meeting at which there is a quorum present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors 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 full number of remaining Directors though less than a quorum.

Section 8. Absence from Meetings. Any member of the Board who shall be absent from three consecutive meetings without adequate excuse acceptable to the Board shall be deemed to have resigned from the Board.

## ARTICLE VI

### OFFICERS

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

Section 2. Election, Term and Vacancies. The Officers of the Chapter shall be elected by the members of the annual meeting of members. Each Officer shall hold office until his or successor is elected and has qualified. An Officer may succeed himself or herself any number of times. A vacancy in any office due to death, resignation, refusal or inability to serve shall be filled for the unexpired term thereof by the Board, subject to the approval of the members, except that a vacancy in the office of President shall be filled for the unexpired term thereof as specified in Section 4 of this Article VI.

**ADDED: A member cannot be nominated for office unless he has attended at least 50 percent of the meetings in the immediate prior year.**

Section 3. President. The President shall be the chief executive officer of the Chapter and, subject to the direction of the Board of Directors, shall 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 chairmen of committees, except the Chairman of the Nomination Committee. The President shall by virtue of office be a member of all committees except the Nomination Committee.

Section 4. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or, in the event there be 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 and have such other powers as the Board may from time to time prescribe.

Section 5. Secretary. The Secretary shall record all the proceedings of the meetings of the Board and of the members in a book to be 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 these By-Laws and shall 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 be under the direction of the Board. The Secretary shall obtain and shall have custody of a corporate seal for the Chapter if required by law. The Secretary or an Assistant Secretary shall have 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 Forms DD214 tendered to him or her by any member. He or she shall forward to the National Member a copy of said form for each duly elected officer, and for each duly elected director who shall submit said form.

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.

Section 6. Treasurer. The Treasurer shall have charge and custody of all funds and securities

**BEFORE: in any way generated,**

**AFTER: (Deleted)**

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 monies and other valuable effects in the name and to the credit of the Chapter in such depositories as may be designed 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 or the President so requires, an accounting of all transactions as Treasurer and of the financial condition of the Chapter and a full financial report, based on the books and accounts audited annually by a certified or other public accountant, or an auditing committee.

**ADDED: The treasurer shall report income and expenses at monthly meetings.**

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 powers as the Board may from time to time prescribe.

Section 7. Checks and Bond. The President, Vice-President, Treasurer or any other officer designated by the Board, shall be authorized to sign checks and drafts.

**BEFORE: Any Officer so authorized shall obtain a Fidelity bond for the faithful discharge of the above duties in such sum and with such surety as the Board may determine, the expense of such bonding to be paid by the Chapter; provided that a bond may be dispensed with (a) by the Board if the monthly average of funds on hand does not exceed \$1,000 or (b) by the National Member, in writing, upon the written request of the officer of whom bonding is required. (paragraph deleted - National office now carries bonding of officers.)**

**AFTER: Checks require the signature of two (2) other Chapter officers. (added)**

## ARTICLE VII

### COMMITTEES

Section 1. Nominating Committee; Nominations. The Nominating Committee shall consist of at least three members elected by the membership at the annual meeting. The Committee shall prepare a slate of Officers and Directors and submit the list for consideration by the Chapter members one month prior to the election. Additional persons may be nominated by any member at the annual meeting. Provided, however, that no person may be nominated by the

Nominating Committee or otherwise until he or she submits a copy of his or her DD214 to the secretary. The method of nominating the Committee members is determined by the Chapter. Election of the committee Chairman may be by the Committee members themselves soon after the election, or by the Chapter membership when the Nominating Committee is elected.

Section 2. Executive Committee and Committees of Directors. The Board may appoint an Executive Committee and such other Committees of Directors as may be required. Such committees shall consist of three or more Directors, shall have such powers of the Board as shall be set forth in the resolutions establishing such committees and shall make recommendations to the Board and perform such other services as the Board may require, but they shall not have authority to modify any action taken by the Board.

Section 3. Standing and Other Committees. The President may appoint the Chairmen of five standing committees, a Membership Committee, a Public Affairs Committee, a Legislative Committee, a Program Committee, a Community Services Committee or such other Committees which the President deems desirable. The members of such Committees shall be individual members of the Chapters, but need not be Officers or Directors, appointed by the Chairman of such committee.

(a) The Membership Committee shall receive and approve applications from individuals wishing to become members of the Chapter and shall be alert to build the membership of VVA and the Chapter by pointing out the advantages and services available to members. The Membership Committee shall also establish procedures by which a member's status as a veteran may be authenticated. Such procedures shall be in accordance with guidelines promulgated by the National Member.

(b) The Public Affairs Committee shall act as a liaison between various Committees of the Chapter and the news media and it shall publicize in the community the purposes, goals, role, activities, and projects of VVA.

(c) The Legislative Committee shall 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 through the legislative process at the local, state, and federal level. The Committee shall monitor legislative activities and represent the opinion of the Chapter membership at public hearings and with public officials.

(d) The Program Committee shall present Chapter programs related to a variety of subjects and special interests. The Committee should coordinate its activities closely with the President, other Officers and Committee Chairmen.

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

Section 4. Term.

(a) The members of the Nomination Committee shall be elected to serve a one or two year term of office 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 which has appointed them.

(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 Chairman of the respective Committee terminates.

(d) Any member of any committee may be reelected or reappointed to additional terms, so long as such member continues to qualify as a member of such committee.

(e) The Board of Directors, by vote of a majority of its members and notwithstanding the provisions of Section 6 of Article V, may remove the chairman of any committee, including the Nominating Committee, for cause.

ARTICLE VIII

CHAPTER RESTRICTIONS

VVA and the Chapter are, and are intended to remain independent organizations devoted to furthering the interests of Vietnam-era Veterans and to carrying out the purposes set forth in Article II of these VVA Chapter By-Laws. The Chapter's activities shall be conducted with the utmost observance of ethical standards and propriety of conduct. The Chapter shall not, without the express written permission of VVA: (a) independently arrange for, endorse, or offer to Chapter members or others, the sale of any commodities or services; nor (b) maintain fund-raising programs involving (i) direct-mail solicitation, (ii) telephone solicitation, or (iii) advertisements placed in newspapers or magazines or on television or radio. Such activities, if carried on by the Chapter, may diminish the strength of VVA whose responsibility to the total membership the chapter must support.

Neither the Chapter nor any Committee, subdivision, Director, Officer, agent, representative, member, or employee of the Chapter shall hold himself out or suffer himself to be held out as an agent or solicitor of any service offered for sale at any time by VVA to its members.

## ARTICLE IX

### WITHDRAWAL OF CHAPTER RECOGNITION AND DISSOLUTION

The Chapter shall be organized and operated in conformity with the purposes set forth in Article II of these By-Laws and the policies and standards formulated by the Board of Directors of the National Member.

The National Member, by summary action of its President, may preliminarily suspend this Chapter if in the President's reasonable belief the actions of this Chapter are detrimental to the best interests of the National Member. Notice of preliminary suspension, and of the reasons therefor, shall be mailed or telegraphed to the Chapter and shall be effective upon mailing or delivery

**BEFORE: for telegraphic transmittal.**

**AFTER: by email or any current electronic transmittal communication.**

In the event that this Chapter is preliminarily suspended, all power of self-governance and operation of the Chapter, including all voting rights of the members, Officers, and Directors, shall immediately vest in the National Member, which is empowered to take control of the Chapter's assets, real and personal, and to manage the operations of the Chapter until the suspension terminates.

Within 45 days after preliminary suspension, the Board of Directors of the National Member or a Committee thereof shall afford the Chapter an opportunity to present evidence and arguments in its behalf in a forum and at a time and a place mutually agreed upon. If the Board or Committee finds that the Chapter has made statements or engaged in conduct detrimental to the best interests of the National Member, it may suspend (for a particular period or on condition) or revoke the Chapter's status. In case of revocation of the Chapter's status, all Chapter powers vested in the National Member during suspension shall continue to be so vested, and in addition the National Member shall be authorized to take all necessary steps to dissolve the corporate status of the Chapter and to distribute all assets of the Chapter remaining after the payment of chapter debts to itself or to any charitable organizations.

ARTICLE X

RELATIONSHIP WITH OTHER  
ORGANIZATIONS OR ASSOCIATIONS

Holding office or being a director in another organization or association whose objects and purposes are similar or related to those of the National Member may lead to conflict with the responsibilities of a Chapter Officer or Director to the Chapter and to the National Member. To avoid such conflict, a Chapter Officer or Director shall first obtain consent of the Chapter and of the National Member (expressly or through written policy) to such service in another organization or associations. Failure to comply with the provisions of this article shall be deemed the equivalent of and shall constitute the resignation of such person as an Officer or Director of the Chapter.

ARTICLE XI

RULES OF ORDER

All proceedings of the Chapter shall be governed by Roberts Rules of Order (revised) except when in conflict with these By-Laws.

ARTICLE XII

AMENDMENTS

The individual members shall have the power to amend with approval of the National Member, those portions of these By-Laws which establish annual Chapter membership dues, the month in which the annual meeting of members of the Chapter will be held and the quorum required for the transaction of business at any meeting of members. Other provisions of these By-Laws may be amendment only when such amendments are proposed by the National Member. Each proposed amendment of these By-Laws shall be approved by the affirmative vote of two-thirds of the individual members of the Chapter present and entitled to vote at a special meeting of the members called for such purpose in accordance with Article IV, Section 5, of these By-Laws. After approval by the individual members, the full text of the proposed amendment shall be submitted in writing to the National Member or its approval, at its offices in Washington, D.C. The proposed amendment of these By-Laws shall be effective upon written approval thereof by the National Member.

CERTIFICATE OF ADOPTION

I, \_\_\_\_\_, Secretary of Vietnam Veterans of America Chapter #35, Toledo, Ohio, Inc., hereby certify that at the organizational meeting of this Corporation, held on \_\_\_\_\_, 20\_\_\_\_, at which \_\_\_\_\_ Voting members of this corporation were present, the membership of this Corporation adopted the within By-Laws. \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.  
\_\_\_\_\_  
Notary Public