

Vietnam Veterans of America Chapter 1140
Bylaws

Article I
Name

The name of the organization is Vietnam Veterans of America Chapter # 1140, Inc. as prescribed by the Articles of Incorporation and is hereinafter referred to as the chapter, and is established under the laws of the State of Tennessee General Corporation Act, and pursuant to the authority of the Constitution of Vietnam Veterans of America, Incorporated, hereafter referred to as the "Corporation".

Article II
Purpose

The purposes of the chapter are those prescribed by the Articles of Incorporation and by the Constitution of Vietnam Veterans of America Incorporated. The purposes are listed in Appendix A of these bylaws.

Article III
Members

Membership is open to U.S. military veterans who served on active duty (for other than training purposes) in Vietnam between February 28, 1961 and May 7, 1975, or in any duty location between August 5, 1964 and May 7, 1975.

Article IV
Meetings

- 1 **Regular Meetings.** The regular meetings of the chapter shall be held on the second Monday of each month unless otherwise determined by the Board, or due to a holiday. In such case both time and location shall be communicated to the members at least 20 days in advance.
- 2 **Special Meetings.** Special meetings of the Chapter may be called by the President or may be called by the President or the Secretary at the written request of a majority of the Board of Directors, or a majority of the members. Written notice of any special meeting shall be given to each member of the Chapter at least ten (10) calendar days prior to any such special meeting. Notice shall be deemed to have been given upon a first-class mailing to the recipient at the address on file with the Chapter, by a telephone call to the recipient at the number on file with the Chapter, or by the transmission of electronic mail to the recipient at the address on file with the Chapter. The President may call a special meeting when he or she deems such a meeting to be in the best interests of the Chapter.

- 3 **Notice of Meetings.** Notice of chapter meetings shall be sent five days prior to the meeting by any method of communication that ensures notice.
- 4 **Quorum.** Fifteen members of the chapter shall constitute a quorum.

Article V
Chapter Board

- 1 **Board Composition.** The Board shall consist of not less than 7 nor more than 11 members. The officers plus an odd number of directors shall constitute the chapter board. Directors shall serve for a term of one year and shall be elected from among the individual members in good standing of the Chapter by the vote of the members at the Annual Meeting. There is no term limit. The chapter shall seat the elected AVVA representative or the elected AVVA chapter president on the chapter board, who shall serve as a non-voting special advisor entitled to be heard on all matters. In the absence of an elected AVVA chapter president or AVVA chapter representative there shall be no person representing AVVA on the Board.
- 2 **Board's Duties and Powers.** The chapter board shall be responsible for the control and management of the affairs, property, and interests of the chapter; for keeping the Corporation advised of all activities of the chapter; for complying with all reporting requirements established by this Constitution, the rules, resolutions, or directives of the Corporation, or any local, state or federal law; and for guiding and administering the chapter so that the purposes, principles, and goals of the Corporation, as set forth in the certificate of incorporation, and the rules, resolutions, and directives of the Corporation are followed; and for making suggestions and recommending programs.
3. The Board shall meet monthly for the transaction of such business as may properly come before the meeting.
4. Special meetings of the Board shall be called by the President or by one-third of the Board.
5. Any vacancy occurring in the chapter board, or in the position of state council delegate due to the 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 the remaining Board Members, though less than a quorum.
6. Any member of the Board who shall be absent from three (3) Board meetings without adequate notice and valid excuse shall be deemed to have resigned from the Board.

Article VI
Officers

- 1 **Officers.** The officers of the chapter shall be a president, a vice-president, a secretary, and a treasurer.
- 2 Officers will be elected for a term of two years and shall be elected from among the individual members in good standing of the Chapter by the vote of the members at the Annual Meeting. There is no term limit.
 - **President.** The President shall be the chief executive officer of the Chapter and, subject to the direction of the Board, 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 and shall appoint all committee chairs.
 - **Vice President.** In the absence of the President, the Vice President shall perform the duties of the President. The Vice Presidents shall perform such other duties and have such other powers as the Board may from time to time prescribe. In the event of death, removal, or resignation of the President, the Vice President shall assume the position of President for the remainder of the unexpired term.
 - **Secretary.** The Secretary shall maintain a record of all the proceedings of the meetings of the Board and of the Chapter, provide all notice of meetings, and perform other duties as prescribed by the Board.
 - **Treasurer.** The Treasurer shall have charge and custody of all funds and securities of the Chapter, shall keep accurate records of receipts and disbursements, and deposit all monies. 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 a monthly report of the financial condition of the Chapter.
- 3 **Office Holding Limitations.** No member shall hold more than one elected office at a time.
4. **Vacancies.** A vacancy in any office shall be filled for the unexpired term by the President, subject to the approval of the Board members at the next Board meeting. A vacancy in the office of President shall be filled for the unexpired term by the Vice President, unless unable to serve in which case such appointment shall fall to the Board for the unexpired term.

Article VII
Committees

- 1 **Election Committee.** The Election Committee shall consist of three members appointed by the Board at the meeting two months in advance of the annual meeting who shall serve until their successors are appointed. The Committee Chair will be appointed by the President from those appointed by the Board.

- 2 **Nominations.** The Election Committee will be responsible for accepting nominations for officer and director positions, confirming with the nominees that they are prepared to stand for election to the position for which they are nominated and shall conduct the election by secret ballot. The Committee shall submit the list to the members at the March Chapter meeting.
3. **Standing Committees.** The President has authority to create such Committees as are deemed appropriate and shall appoint all committee chairs. Such Committees may include, but are not limited to, Membership, Fund Raising, Veterans' Help and Public Relations.
- 4 **Ex-Officio Member.** The president shall be an ex-officio member of all committees except the Election Committee.

Article VIII Finances

1. Subject to the provisions of these bylaws and the rules, resolutions and procedures of the Chapter, the rules of the Internal Revenue Service and the laws of the state of Tennessee, the Chapter shall have the power to raise funds as necessary to its operation in such manners as deemed appropriate by the Chapter.
2. The President, Vice President and Treasurer shall be authorized to sign checks, which will require two signatures.
3. The fiscal year of the Chapter shall commence on the first day of March and end on the last day of February each year.
4. The Board of Directors shall ensure that the Chapter does not operate in a negative balance or debt configuration.

Article IX Parliamentary Authority

The rules contained in *Robert's Rules of Order Newly Revised (most current) Edition* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order and standing rules the chapter may adopt.

Article X
Amendment of Bylaws

These bylaws may be amended at any regular meeting of the chapter by a two-thirds vote of the members present, provided the amendment has been submitted in writing at the previous meeting.

Article XI
Immunity, Indemnity and Insurance

1. **Immunity from Liability.** Former and current Officers and Board members shall be immune from civil liability pursuant to applicable laws, including federal and state laws.
2. **Indemnity.** Former and current Officers and Board members shall be indemnified against the costs and expenses of any civil action against them as Officers and Board members, subject to the Chapter's financial capacity and applicable laws.
3. **Insurance.** Former and current Officers and Board members may be covered through the purchase of liability insurance, if, in the discretion of the Board, it is appropriate to do so.

Article XII
Dissolution

In the event of dissolution, abandonment, or termination of the Chapter, no revenue shall inure to the benefit of any individual. After all indebtedness has been paid, the remaining funds shall be distributed to a non-profit organization established for the benefit of Vietnam Veterans and/or their families and selected by the Board.

Bylaws as Amended February 8, 2021.

Attest: _____, Secretary

Appendix A

The following paragraphs are the purposes of the Vietnam Veterans of America, Inc. (the “Corporation”), as stated in the Articles of Incorporation. No part of this Appendix may be added to, changed, or deleted unless changed by the Corporation.

The Corporation is organized and will be operated exclusively for one or more of the following purposes:

- (a) To help foster, encourage and promote the improvement of the condition of the Vietnam-era Veterans.
- (a) To promote physical and cultural improvement, growth and development, self-respect, self-confidence and usefulness of Vietnam-era Veterans and others.
- (b) 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.
- (c) To study on a non-partisan basis proposed legislation or rules or regulations introduced in any federal, state or local legislative or administrative body which may affect the social, economic, educational or physical welfare of the Vietnam-era Veteran or others; and to develop public policy proposals designed to improve the quality of life of the Vietnam-era Veterans and others, especially in the areas of employment, education, training, and health.
- (d) 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 roles 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.
- (e) To assist disabled and needy War Veterans including, but not limited to, the Vietnam-era Veterans, their dependents and the widows and orphans of deceased Veterans.