

**THE CONSTITUTION
OF
VIETNAM VETERANS OF AMERICA
INCORPORATED**



**Adopted at the
National Convention
November 9, 1983**

**As amended at the
National Conventions
November 24, 1985**

**August 2, 1987
August 6, 1989
August 21, 1991
August 5, 1993
August 18, 1995
August 10, 1997
August 14, 1999
August 3, 2001
August 1, 2003
August 12, 2005**

Appendix I amended October 7, 2005

**July 19, 2007
July 30, 2009
August 18, 2011**

TABLE OF CONTENTS

DECLARATION OF PRINCIPLES	iv
ARTICLE I - NATIONAL PROVISIONS	1
Section 1 - Offices	1
Section 2 - Purposes	1
Section 3 - Membership	2
Section 4 - Board of Directors	2
Section 5 - Officers	4
Section 6 - National Conventions	6
Section 7 - Committees	7
Section 8 - Fiscal Year	8
Section 9 - Seal	8
Section 10 - Waiver of Notice	9
Section 11 – Conference of State Council Presidents Meetings	9
ARTICLE II - STATE PROVISIONS	10
Section 1 - Establishment of State Councils	10
Section 2 - Purposes	10
Section 3 - Membership	10
Section 4 - Officers	10
Section 5 - Duties of Officers	11
Section 6 - Meetings	12
Section 7 - Committees	12
Section 8 - Finance	12
Section 9 - Fiscal Year	12
Section 10 - Seal	12
Section 11 - Waiver of Notice	12
Section 12 - Reporting	13
ARTICLE III - CHAPTER PROVISIONS	14
Section 1 - Chapter Formation	14
Section 2 - Offices	14
Section 3 - Members	14
Section 4 - Meetings of Chapters	14
Section 5 - Board of Directors	15
Section 6 - Officers	16
Section 7 - Committees	18
Section 8 - Finance	19

TABLE OF CONTENTS - continued

Section 9 - Election Results	19
Section 10 - Fiscal Year	19
Section 11 - Seal	19
Section 12 - Waiver of Notice	19
ARTICLE IV - GENERAL PROVISIONS	20
Section 1 - Finance	20
Section 2 - Discipline	21
Section 3 - Restricted Activities	21
Section 4 - Rules of Order	23
Section 5 - Amendments	23
APPENDIX I - REGIONS	24
APPENDIX II - STANDING COMMITTEES	25
APPENDIX III - OATH OF OFFICE	27

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, and 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 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.

ARTICLE I

NATIONAL PROVISIONS

SECTION 1 – OFFICES

- A. The National headquarters of Vietnam Veterans of America, Inc., hereinafter called the Corporation, shall be located within the District of Columbia metropolitan area. The Corporation may have such other offices, either within or without the State of New York, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.
- B. The Corporation shall have and continuously maintain in the State of New York, a registered office and a registered agent whose office is identical with such registered office as required by the Not-For-Profit Corporation Law of the State of New York; and the address of such office may be changed from time to time by the Board of Directors.

SECTION 2 – PURPOSES

The purposes of the Corporation, its State Councils, and its Chapters are:

- A. To help foster, encourage, and promote the improvement of the condition of the Vietnam-era 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-era veterans and to develop channels of communication which will assist Vietnam-era veterans to maximize self-realization and enrichment of their lives and enhance life-fulfillment.
- D. To study, on a non-partisan basis, proposed legislation, 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 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 orphans of deceased veterans.

SECTION 3 - MEMBERSHIP

- A. Membership in the corporation is open to any veteran of the military service of the United States of America, who served on active duty during the dates established by federal law for the Vietnam War, paying in advance annual dues set by the Board of Directors, and conforming to, and complying with, this Constitution, bylaws, and rules of the Corporation now or hereinafter in effect. The Board of Directors shall have the right to set rules for waiver of dues in situations it deems appropriate. Members shall file with their Chapter, or with the Corporation, if they are not affiliated with a Chapter, a DD Form 214, or other proof of qualification for membership.
- B. The Board of Directors shall have the authority to designate classes of members, and the 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 judgment, admission of such person or persons would be inconsistent with, or detrimental to, the purposes, principles, objectives, or goals of the Corporation or otherwise.

SECTION 4 - NATIONAL BOARD OF DIRECTORS

(Hereinafter the Board of Directors)

- A. Except as otherwise provided by law or in this Constitution, control and management of the Corporation and its funds and affairs shall be vested in the Board of Directors.
 - B. The number of the Directors shall be twenty-four (24).
 - 1. The Board of Directors of the Vietnam Veterans of America shall be composed of the four (4) elected officers, ten (10) At-Large Directors, nine (9) Regional Directors, and the Chairperson of the Conference of State Council Presidents.
 - a. The Chairperson of the Conference of State Council Presidents or designated Conference of State Council Presidents officer shall only be seated after satisfying the following requirements:
 - Must have been a member of the Corporation, in good standing, for a continuous period of not less than the twelve (12) months immediately prior to assuming their position.
 - Must have held an elected position at the national, state or chapter level, during any continuous 12-month period prior to the date of assuming their board seat.
- At the National Convention, held as hereinafter set forth, the delegates thereto shall elect by the greatest number of votes, from among the nominees, the Directors necessary to fill the Directorships for terms of two (2) years.

All Directors shall be members of the Corporation in good standing. Commencing with the National Convention held in 1987, the Board of Directors shall be formulated as follows:

- 2. **Regional Directors** - At the National Convention, there shall be one (1) Director elected, from among the candidates for such position, from each of the nine (9) regions, as set forth in Appendix I to this Constitution, for terms of two (2) years by plurality vote of the delegates representing the Chapters and State Councils located within the respective regions of the candidates.

To qualify for election, a candidate must have been a member of the Corporation, in good standing, for a continuous period of not less than the twelve (12) months immediately

preceding the opening of the National Convention at which candidate seeks election. The candidate must have held an elected position at the national, state, or chapter level, for any continuous period of twelve months prior to the date of the opening of the National Convention. The candidate must reside in the region.

The Board of Directors may, after review of the membership patterns of the Corporation and in consultation with the Conference of State Council Presidents, amend and modify the boundaries of the regions set forth by a two-thirds vote, provided however, that any such amendment must be adopted and effective at least one (1) year prior to any National Convention.

3. **At-Large Directors** - There shall be ten (10) At- Large Directors, who shall be elected for terms of two (2) years by a plurality of the delegates at the National Conventions.

To qualify for election, or appointment (in the event of a vacancy as provided in paragraph C of this Section), a candidate must have been a member of the Corporation, in good standing, for a continuous period of (1) not less than the twelve months immediately preceding the opening of the National Convention at which candidate seeks election; or (2) in the event of appointment for the purposes of filling a vacancy, not less than 12 months immediately prior to the date of such appointment. A candidate must have held an elected position at the national, state, or chapter level, for any continuous period of twelve months prior to the date of the opening of the National Convention or the date of appointment.

- C. A vacancy on the Board of Directors shall arise on the death, resignation, inability, refusal of a Director to serve, or a Regional Director no longer maintaining their physical residence in the region they were elected to represent. The unexcused absence of a Director from attendance at two (2) board meetings is deemed as a resignation from the Board of Directors. Any vacancy among the At-Large members of the Board of Directors shall be filled for the remaining term thereof by the majority vote of the remaining Directors. A vacancy in a position of a Regional Director shall be filled for the remaining term thereof by a vote of the Chapters and State Councils of that Region, in an election conducted in a manner determined by the remaining Board members. Such an election shall be conducted in a manner which ensures that all such Chapters and State Councils, in good standing in the affected region, shall be entitled to cast the votes determined in accordance with Section 6, C. 1 and 2 of this Article I. Voting strength shall be based upon membership paid, or otherwise excepted, as of a record date established by the remaining Board members. A vacancy in the position of a Regional Director must be filled by a member who resides in the Region.
- D. A quorum of the Board of Directors shall be two-thirds of the number of the Directors then in office, or that number greater than two-thirds which is closest to two-thirds in the event that said number of Directors holding office is not divisible by three. Except as otherwise provided herein, the affirmative vote of the majority of the Board present shall constitute the act of the Board of Directors.
- E. The President of the Corporation shall establish, with the concurrence of the Board of Directors, regularly scheduled quarterly meeting dates of the Board of Directors. The Board of Directors shall meet at other times on the call of the President of the Corporation or on the request of a majority of its members.

- F. Notice of regular meetings of the Board of Directors shall be given by sending copies thereof in the mail, email or by other electronic means at least thirty (30) days prior to the day of the meeting, addressed to the respective members of the Board and to each State Council President. Meetings shall be held at the place designated by the President, unless the Board of Directors, at a previous meeting, shall authorize another place, or unless a majority of the Board shall, in writing, have requested another place for such meeting. Notice of special meetings of the Board of Directors, specifying the subjects to be considered at such meeting, shall be given, in writing, by first class mail, email or by other electronic means at least fourteen (14) days prior to the day of such meeting to all members of the Board and to all State Council Presidents.
- G. In the intervals between meetings of the Board of Directors, the President of the Corporation may refer and submit by mail, telegram, telephone, or email, to the elected members of the Board of Directors, specific questions relating to the affairs or management of the Corporation, or elections to fill vacancies, which in the opinion of the President require immediate attention on the part of the Board. The results of such referenda shall constitute the act of said Board of Directors and shall be binding upon the Corporation, its Officers, Directors, agents, committees, and other persons and employees in the same manner as if the vote were taken at a duly constituted meeting. In the event that the President submits a question to the Board of Directors, as set forth above, he or she shall, within seven (7) days of said referendum, file with the Secretary an affidavit setting forth the date of contact of the Directors, the question submitted, and the vote of each Director. The Secretary shall communicate the results of said referendum to all members of the Board and to all State Council Presidents within seven (7) days of the aforementioned filing with the Secretary.
- H. With respect to any resolution adopted by a State Council and directed to the Board, the Board shall report back to that State Council, in writing, setting forth the action taken by the Board at its next meeting, and the Board shall do so within thirty (30) days of said meeting.
- I. Votes by the Board of Directors on all non-procedural motions shall be recorded by the Secretary in an appendix to be included in the minutes.
- J. After written recommendation from the Board of Directors of the Associates of Vietnam Veterans of America, Inc. (AVVA), a separate and distinct corporation not to be confused with Vietnam Veterans of America, Inc., the National Board of Directors shall seat an AVVA liaison to serve as a non-voting Special Advisor to the Board of Directors entitled to be heard on each matter brought before the Board of Directors.
- K. After election, a Regional Director shall nominate, within 30 days, an alternate, subject to ratification by a majority of the region's State Council Presidents. In the event of illness, or injury to the Regional Director, the ratified alternate shall be empowered to sit as a voting member of the National Board of Directors, for no more than two (2) consecutive meetings and entitled to be heard on each matter brought before the National Board of Directors. To qualify for appointment, a nominee shall only be seated after satisfying the same qualifications as required for the Regional Director.

SECTION 5 - OFFICERS

- A. The delegates to the National Convention shall elect from the membership of the Corporation a President, a Vice President, Secretary, and a Treasurer. To qualify for election or appointment (in the event of a vacancy as provided in paragraph C of this Section) to any of these offices a candidate must have been a member of the Corporation, in good standing, for a continuous period of (1) not less than the twelve months immediately preceding the opening of the National Convention at which

such candidate seeks election; or (2) in the event of appointment for the purposes of filling a vacancy, not less than twelve months immediately prior to the date of such appointment. A candidate must have held a position as an officer or Board member at the National level, or as an officer at the State or Chapter level, during any continuous period of twelve months prior to the date of the opening of the National Convention at which such candidate seeks election, or in the event of appointment for the purposes of filling a vacancy, during any continuous period of twelve months prior to the date of such appointment.

- B. The Officers shall have such powers and authority and shall perform such duties as are prescribed by this Constitution and otherwise as are usual to such offices, and shall have such other powers and duties as are assigned to them by the Board of Directors. The Officers shall be members of the Board of Directors, with full voting rights thereon, and shall serve for a term of two (2) years or until a successor is elected. The Officers shall, unless excepted by the Board of Directors, devote their full interests to their respective positions, shall be compensated therefore in accordance with a schedule of compensation promulgated by the Board of Directors, and shall be entitled to such other emoluments as the Board of Directors deems necessary or appropriate. Officers may receive income from outside sources, unless such is determined by the Board of Directors to be against the interests of the Corporation. Honoraria received by any Officer, Board Director, or salaried employee of the Corporation during his or her elected term and/or employment with the Corporation, from any outside source, while acting for or on behalf of the Corporation, or in his or her organizational capacity with the Corporation, including but not limited to paid endorsements, speaking fees, consultant fees or personal appearance fees, shall be the sole and exclusive property of the Corporation, and shall be immediately conveyed by the above specified recipients to the Treasurer of the Corporation upon receipt.
- C. Except as provided in paragraph E of this Section, a vacancy in any Office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the remaining Officers, subject to the approval of the Board of Directors, for the unexpired portion of the term.
- D. The President shall be the principal executive officer of the Corporation, and shall, in general, supervise and control all the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors and shall, for all purposes, be deemed the chairperson thereof. The President may sign, with the Treasurer, or other proper Officers of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or this Constitution or by law to some other Officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors, and may assign to other Officers such duties as are not inconsistent with their oaths of office.
- E. The Vice President shall, in the absence of the President, or his or her inability or refusal to act, perform the duties of the President, and when so acting, shall have the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned to him or her by the President or the Board of Directors. The Vice President shall, upon the death, resignation, or removal of the President, assume the position of the President for the remainder of his or her term.
- F. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the National Conventions in one or more books provided for that purpose; ensure that all notices are given in accordance with this Constitution or required by law; be custodian of the corporate records and of the

seal of the Corporation and ensure that the seal of the Corporation is affixed to all documents, the execution of which has been authorized by the Board of Directors, or otherwise in accordance with this Constitution; and, in general, perform all the duties incident to the office of Secretary and such other duties as may be assigned to him or her by the President or the Board of Directors. The Secretary shall also ensure timely (60 days) reproduction (8 1/2" x 11") and distribution of the amended National Constitution to each Chapter following each National Convention.

- G. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, depositories, or trust companies as shall be selected by the Board of Directors; and, in general, perform all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the Board of Directors.

SECTION 6 - NATIONAL CONVENTIONS

- A. The Corporation shall hold a National Convention in 1983 and every two (2) years thereafter, at such times, dates, and places as may be designated by the Board of Directors. The National Convention shall be the highest authority of the Corporation. Except as otherwise provided in Section 6 of this Article; the President shall preside as the Chairperson of the Convention.
- B. The National Convention shall be open to attendance by the membership as defined in this Constitution.
- C. The delegates, and their voting rights as concerns the business before the Convention, shall be as follows:
1. Each Chapter shall be entitled to one (1) vote for its first twenty-five (25) members. A Chapter which has fifty (50) members shall be entitled to a second vote at the Convention. For each full block of fifty (50) members thereafter, the Chapter shall be entitled to one (1) additional vote. In the event that a Chapter shall have less than twenty-five (25) members, the Chapter shall receive no vote, but the members thereof shall be included in the number of non-affiliated members for representation by the State Council, as set forth below. Chapter delegates to the Convention must be selected from the Chapter membership or from the membership of the state in which the Chapter is located.
 2. Each State Council President shall be entitled to one (1) vote at the National Convention. In addition, each State Council shall be entitled to one (1) vote for each full block of one-hundred (100) members of Vietnam Veterans of America, who are either not affiliated with a Chapter or who are members of a Chapter whose membership is less than twenty-five (25) as set forth above.
 3. The votes described herein shall be cast in person, by each of the delegates selected by the Chapters or the State Councils. Proxy voting shall not be permitted at the National Convention.
- D. Each Chapter and State Council shall be entitled to be physically represented at a National Convention by its appointed delegates as determined by the voting strength set forth above.

- E. Voting strength shall be based upon membership paid or otherwise accepted, determined as of February 28 of the year of the National Convention.
- F. The delegates, Officers, Directors, and past Presidents of the Corporation shall be entitled to be heard on each and every subject to come before the National Convention, subject to rules of procedure and debate as reported by the Rules Committee and adopted by the delegates at the commencement of the Convention.
- G. A secret ballot shall not be permitted upon any floor vote called for at the National Convention. Casting of votes for election of Officers and Directors shall be in the manner adopted by the delegates with the recommendation of the Elections Committee.
- H. A majority of the accredited delegates to the Convention shall constitute a quorum.

SECTION 7 - COMMITTEES

- A. There shall be established by the President of the Corporation, subject to the approval of the Board of Directors, five Convention committees: Elections, Rules, Credentials, Resolutions, and Convention Planning. The members of the Convention Committees shall serve as individuals and shall not be subject to instructions by any person or designated body.

1. The Elections Committee shall generally supervise the election process, to include receiving nominations, distributing the names and qualifications of candidates to the delegates, chairing the National Convention during the election process, and certifying the results of said elections. The Elections Committee shall set a date, not less than thirty (30) days prior to the commencement of a National Convention, by which date all candidates must file with the Committee an announcement of their candidacy. Additional candidates may be placed in nomination at the National Convention by submission of a written petition naming the candidate and signed by twenty-five (25) percent of the delegates, and by his or her showing compliance with the rules, requirements, and procedures of the Elections Committee, prior to the close of nominations at the National Convention.

Membership on the Elections Committee shall be made up of members of the corporation in good standing. A member of the Elections Committee shall not become a candidate for a National Office or National Board position; nor, shall they serve as a delegate or as an alternate delegate to the National Convention. A member of the Elections Committee shall not campaign for or against any candidate who is standing for election to a National Office or National Board position. They shall not endorse, or support in any other manner, or by any other means, any candidate who is standing for election to a National Office or National Board position.

2. The Rules Committee shall establish, with the approval of a majority of the Convention delegates, the rules of procedure and debate at the National Convention which shall be Robert's Rules of Order, Newly Revised, with such modifications or restrictions as the Committee and the Convention delegates deem necessary for the orderly conduct of business.
3. The Credentials Committee shall certify the qualifications of delegates and verify the membership of any person seeking to attend the National Convention as a delegate.

4. The Resolutions Committee shall report the resolutions to be addressed by the delegates assembled from among those submitted by the Chapters, State Councils, standing committees, membership, or other sources. Provided, however, that any such resolution shall be filed with the Resolution Committee at least one-hundred-twenty (120) days prior to the commencement of the National Convention, at which resolutions are to be addressed. The Resolution Committee shall review proposed resolutions received, and shall, not less than sixty (60) days prior to the commencement of the National Convention, forward to the Chapters and State Councils copies of all proposed resolutions submitted to the Committee pursuant to this section along with the Committee's recommended action with regard to each proposed resolution. A committee may revise, amend or retire an existing resolution relative to that committee based upon developments regarding that resolution made during the committee hearings at the convention. Resolutions not reported by the Resolutions Committee may be brought to the floor for debate and action upon the motion of any delegate and concurrence by a majority of the delegates.
 5. The Convention Planning Committee shall examine and recommend to the Board of Directors a specific plan concerning the logistics of a prospective Convention, including location, dates, and other such information. Such recommendation shall be made and published not less than one (1) year prior to the date of such Convention.
- B. The President of the Corporation may establish, with the approval of the Board of Directors, the standing committees defined in Appendix II of this constitution and may establish such subcommittees or special committees as is necessary or desirable to the affairs of the Corporation. Each of the standing committees shall perform the functions ascribed to it under Appendix II. The chairpersons of the committees shall be appointed by the President, with the approval of the Board of Directors, provided however that any individual so appointed shall not concurrently chair any standing committee, special committee or task force. The chairperson of the respective committees shall appoint the members thereof, subject to the approval of the Board of Directors. Committees shall serve to advise the President and the Board of Directors as to matters germane to their respective areas of subject-matter jurisdiction, and perform such other duties as the President and Board of Directors shall from time to time assign to them. The committees shall closely coordinate with and assist the corresponding committees at the State Council and Chapter levels. The committee chair may nominate qualified non-members to serve as non-voting Special Advisors to the committee.
- C. The committees shall meet at such times and places as the chair of the committee or the President or Board of Directors shall direct.

SECTION 8 - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February in each year.

SECTION 9 - SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the state and year of the incorporation, and identify the imprint thereof as the corporate seal of the Corporation.

SECTION 10 - WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the provisions of the New York Not-For-Profit Corporation Law, the Certificate of Incorporation, this Constitution, or the rules of procedure adopted by the Board of Directors, 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.

SECTION 11 – CONFERENCE OF STATE COUNCIL PRESIDENTS MEETINGS.

- A. Membership on the Conference of State Council Presidents shall be open to every State Council President or his or her designee. The Conference shall elect, from among the State Council Presidents, a chairperson and such other officers as the conference deems appropriate. Election of officers of the Conference shall be by a vote of the members at the Conference, at the first meeting to be held after June 30 in each even numbered year.
- B. The Corporation shall ensure that the Conference has the opportunity to meet, not less than twice per year, to share information and to discuss matters of common concern. The Conference shall be entitled to issue such opinions and recommendations to the Board of Directors as the Conference deems desirous or advisable, and the Board of Directors shall, at the next regular meeting thereof, address such opinions or recommendations.

ARTICLE II

STATE PROVISIONS

SECTION 1 - ESTABLISHMENT OF STATE COUNCILS

Upon written petition by at least three (3) Chapters from within a state, duly organized as hereinafter set forth, or by two hundred (200) members from within a state in which less than three (3) Chapters have been organized, the President may authorize the formation of a State Council of the Chapters within the petitioning state. Each such authorized State Council shall be established as a not-for-profit corporation pursuant to the appropriate provisions of the laws of the state within which it is established, provided, however, that no officer of a Chapter within a state which has less than three (3) Chapters shall be officers of the State Council. Each State Council shall, upon completion of the incorporation process, adopt the Constitution of the Corporation as then in existence, and execute such other instruments and documents as may be required, and forward the same to the Secretary of the Corporation.

SECTION 2 - PURPOSES

The purposes of the State Councils shall be to promote and enforce the principles and policies of the Corporation as set forth in this Constitution, and the rules and resolutions and the Code of Disciplinary Procedure of the Corporation.

SECTION 3 - MEMBERSHIP

- A. Each Chapter within a state which has organized a State Council shall be represented on the State Council. At large membership may be represented on the State Council. The number of delegates, a system of alternate delegates, and the voting procedures of the delegates shall be established by the respective State Councils, provided, however, that such rules must be uniform in fact and application, must be in compliance with this Constitution, and are subject to review and modification by the Board of Directors of the Corporation if the Board, in its judgment, deems a modification necessary or desirable.

Each Chapter shall elect delegates to the State Council, and these delegates shall represent the Chapter on all matters to come before the Council. Chapters shall be responsible for ensuring the attendance of at least one (1) delegate per Chapter at not less than one half of all of the meetings of the State Council during the preceding twelve months, and the unexcused absence of at least one (1) delegate from such meetings of the council during the preceding twelve months may be sufficient grounds for disciplinary action against the Chapter, in accordance with the provisions of this Constitution and the Code of Disciplinary Procedure, adopted by the Corporation.

- B. After written recommendation from the Associates of Vietnam Veterans of America, Inc. (AVVA) in the state, the State Council shall seat a Liaison on the State Executive Committee/Board of Directors, who shall serve as a non-voting Special Advisor to the State Council Executive Committee/Board of Directors entitled to be heard on all matters.

SECTION 4 - OFFICERS

- A. The delegates to a State Council shall elect from the membership within the state, whether Chapter or otherwise, a President, a Vice President, a Secretary, a Treasurer, or Secretary/Treasurer, and such other officers as may be deemed necessary or proper by the Council. Election of officers of the

Council, held after December 31, 1986, shall, upon nomination, be by vote at a meeting of the Council to be held the 2nd calendar quarter of each even-numbered year. Officers shall serve for a term of two (2) years or until the seat held by such officer shall be deemed vacant pursuant to the provisions of this Constitution.

- B. Except as provided in Paragraph B of Section 5 of this Article, a vacancy in any office of the State Council shall be filled, for the unexpired term, by a vote of the delegates to the Council. The first order of business at the meeting immediately following such an event shall be the election of a member to fill the office so vacated.

SECTION 5 - DUTIES OF OFFICERS

- A. The State Council President shall be the principal executive officer of a State Council, shall preside at all meetings of the Council, and shall appoint the chairpersons of all committees, subject to the approval of the Council. He or she shall be the formal representative of the Council to the Corporation on all matters. The State Council President shall execute all instruments or documents authorized for such execution by the Council, except where other persons have been expressly delegated that authority by the Council, this Constitution, or by the Board of Directors of the Corporation. The State Council President shall also review all fund-raising proposals which require the approval of the Board of Directors of the Corporation, as set forth in Article IV of this Constitution, and make a recommendation as to approval to the Board of Directors, and forward a copy of the recommendation to the Chapter and the Corporation, within fifteen (15) days of receipt of a completed proposal. The President of the State Council shall have the authority to ensure that all Chapters and the State Council are in compliance with all governmental statutes, rules and regulations.
- B. The State Council Vice-President shall assist the President, shall perform the duties of the State Council President in the event of his or her inability or refusal to act, and shall perform such other duties as the Council may from time to time determine. In the event of the death, removal, or resignation of the State Council President, the Vice-President shall assume the position of President for the remainder of his or her term.
- C. The Secretary shall attend all meetings and shall be the custodian of the minutes, correspondence, and other documents relating to the business of the Council. The Secretary shall record the minutes of the regular and special meetings of the Council, and shall provide each Chapter in the state with a copy thereof within a reasonable time after such meetings.
- D. The Treasurer shall attend all meetings of the Council and shall collect, receive, deposit, and disburse the funds of the Council as directed by the Council, and shall render financial statements and reports as may be requested by the Council or the Corporation, and shall perform such other duties as the Council shall assign to him or her.
- E. The State Council President, Vice-President, Treasurer, or any other officer designated by the Council, 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 Council may determine, the expense of which shall be a charge to the Council. 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.

SECTION 6 - MEETINGS

- A. Regular meetings of the Council shall be held on a schedule and at a location designated by the Council. Each Council shall meet not less than twice per year, and notice of any such regular meeting shall be given to the members of the Council by the Secretary at least twenty (20) calendar days prior to the meeting.
- B. Special meetings of the Council may be called by the President or by petition of twenty-five (25) percent of the regular delegates to the Council. Written notice of any special meeting shall be given to each member of the Council 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 Council. The President of the Corporation may call a special meeting of the State Council when he or she deems such a meeting to be in the best interests of the Corporation.

SECTION 7 - COMMITTEES

The Council may establish the standing committees defined in Appendix II to this constitution and may establish such special committees as are necessary or proper to the conduct of the business of the Council. Each of the standing committees shall perform the functions ascribed to it in Appendix II. The President of the State Council shall appoint the chairperson of such committees, who shall then appoint the members of said committees, subject to the approval of the State Council. The committee chair may nominate qualified non-members to serve as non-voting Special Advisors to the committee.

SECTION 8 - FINANCE

Subject to the provisions of this Constitution and the rules, resolutions and procedures of the Corporation, each Council shall have the power to raise funds as are necessary to its operation in such manner as the Council deems appropriate, provided, however, that the State Council must seek to obtain the written permission of each Chapter located in a geographic area where the State Council proposes to conduct a fund-raising campaign, prior to the commencement of any such activity. Chapters shall have sixty (60) days to respond favorably or unfavorably to any request for permission to conduct such a fund-raising activity. A failure by a Chapter to respond to any such request within sixty (60) days shall be deemed to be a grant of permission to the State Council. Any denial of permission by a Chapter shall be subject to review by the entire State Council at its next regular meeting or at a special meeting. A two-thirds (2/3) vote of the entire State Council shall be required to overrule a Chapter.

SECTION 9 - FISCAL YEAR

The fiscal year of a State Council shall commence on the first day of March and end on the last day of February in each year.

SECTION 10 - SEAL

The Council shall provide a corporate seal, which shall be in the form of a circle and shall have inserted thereon the name of the Council and the state and year of incorporation.

SECTION 11 - WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the provisions of the Articles of Incorporation of the Corporation or of the State Council, or by this 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.

SECTION 12 – REPORTING

The State Council shall submit the election results to the National Membership Department not later than July 15 of the year in which the elections take place. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any State Council that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the State Council at its last known address.

Such suspension shall continue until (1) the State Council shall file its election report for the election year which caused the suspension; or (2) the Board of Directors of the Corporation shall relieve the State Council of the responsibility for the filing of such report for the election year in question; or (3) the Charter of such State Council shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.

ARTICLE III

CHAPTER PROVISIONS

SECTION 1 - CHAPTER FORMATION

Twenty-five (25) members in good standing may petition for a charter. Upon receipt of the petition, the corporation and appropriate State Council shall determine if the petitioning members have adopted the standards and policies of Vietnam Veterans of America, Inc., as set forth in this document and State Council By-Laws. Upon completion of these steps, the Corporation shall authorize the incorporation of the chapter as a non-profit corporation in the state of incorporation. Within sixty (60) days following incorporation, the chapter will be presented with a charter recognizing them as a duly authorized chapter of the corporation. State law, in the state of incorporation, may require other documentation. In the event a chartering petition is denied, the petitioning members may appeal to the National Board of Directors.

SECTION 2 - OFFICES

The principal offices of a Chapter shall be located at an address within the incorporating state, to be designated by the chapter.

SECTION 3 - MEMBERS

- A. A Chapter may set rules and guidelines for the waiver of Chapter dues in situations deemed appropriate. In the event that the Board of Directors of the Corporation has waived the national dues for any person or class of persons, such waiver shall act as a waiver of the Chapter dues of any such person or class of persons.
- B. Failure of any member to maintain membership in good standing in the Corporation shall automatically result in the termination of said member's membership in the Chapter.
- C. Each member shall be entitled to one vote on each matter submitted to a vote of the members, as set forth in the rules and regulations of the Corporation, as shall be adopted by the National Board of Directors.

SECTION 4 - MEETINGS OF CHAPTERS

- A. 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 members at a Chapter meeting, or by notice to the members at least ten (10) days prior to the meeting.
- B. The annual meeting of the members of the Chapter, held after December 31, 1986, 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 one-(1) or two-(2)-year term as determined by the Chapter; Nominating Committee members, each for a one-(1), or two-(2)-year term as determined by the Chapter; Directors, each for a one-(1), two-(2), or three-(3) year term as determined by the Chapter; 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.

- C. Special meetings of the members may be called at any time by the President of the Chapter, 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 Corporation or the President of the State Council of the state in which the Chapter is located.
- D. All meetings of the members shall be held at the principal offices of the Chapter or at such other place as the Board of Directors of the Chapter shall designate in the notice of such meeting.
- E. 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.
- F. Each chapter shall define their quorum as required by state or local law.
- G. Each 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 this Constitution, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which a quorum for the transaction of any business is present, shall be necessary for the adoption thereof.

SECTION 5 - BOARD OF DIRECTORS

- A. The membership of the Board of Directors, inclusive of the Officers set forth below, shall consist of not less than five (5) or more than twenty (20); and the exact number shall be determined by the Board of Directors, subject to the approval of the members of the Chapter. The Board of Directors shall consist of the elected officers plus at least two (2) directors elected from the membership.
- B. The President, Vice President, Secretary, Treasurer, and such other Officers as have been authorized and elected by a Chapter, shall be members of the Board of Directors of a Chapter; and their terms of directorship shall be coterminous with that of the office that they hold.
- C. The Directors shall be elected from among the members in good standing of the Chapter by the vote of the members present, in person, and entitled to vote at the annual meeting of the members, or as hereinafter provided. Each Director shall hold office for a one (1), two (2), or three (3) year term, as determined by the Chapter, until the next annual meeting and until his or her successor is elected and has qualified. A Director may succeed himself or herself any number of times.
- D. The Board of Directors of the Chapter 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.
- E. The Board of Directors shall meet immediately prior to the annual meeting of the Chapter members. The meeting shall be considered to be the annual meeting of the Board of Directors.

- F. The Board of Directors shall meet at least four (4) times per year, inclusive of the annual meeting as scheduled, or when called by the President of the Chapter, or by one-third of the Directors, at such time and place as may be specified in the notice thereof. The President of the Corporation or the President of the State Council may call a meeting of the Chapter when he or she deems such to be in the best interests of the Corporation.
- G. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as it appears on the records of the Chapter. Said notice shall be deemed delivered when mailed, or delivered for telegraphic transmittal. Any Director may waive notice of any meeting, in the manner hereinafter prescribed. The attendance of a Director at any meeting shall constitute waiver of notice of said meeting, except when a Director attends the meeting for the express and stated purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- H. 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, this Constitution, or the rules, procedures, or directives of the Corporation.
- I. 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 unexpired portion of the term, by a majority vote of the full number of the remaining Directors, though less than a quorum.
- J. Any member of the Board of Directors who shall be absent from three Board meetings without adequate notice and excuse acceptable to the Board, shall be deemed to have resigned from the Board.
- K. After recommendation from the local members of the Associates of Vietnam Veterans of America, Inc. (AVVA), the chapter should seat a Liaison on the Chapter Board of Directors, who shall serve as a non-voting Special Advisor to the Chapter Board of Directors on matters of particular concern to AVVA members.

SECTION 6 - OFFICERS

- A. The officers of a Chapter shall be the President, one or more Vice Presidents, a Secretary, a Treasurer, or Secretary/Treasurer and such other officers as the Board may, from time to time, deem advisable.
- B. The officers of a Chapter shall be elected by the members at the annual meeting of the members. All such officers so elected shall hold office for a term of one (1) year unless the Chapter, by resolution of the membership taken at least sixty (60) days prior to the election, shall have determined that all such officers shall serve for a term of two (2) years. Each officer shall hold office until his or her 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 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 as specified in Subsection D of this Section.

- C. 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.
- D. 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.
- E. 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 this 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.

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.

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

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.

- G. 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.

SECTION 7 - COMMITTEES

- A. 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.
- B. The Board may appoint an Executive Committee and such other committees of Directors as may be required. Such committees shall consist of three (3) or more Directors, shall have such powers as the Board shall set forth in the resolution creating such committees, and shall make recommendations to the Board and perform such other services as the Board may require, but they shall not have the authority to modify any action taken by the Board.
- C. The President of the Chapter may establish the standing committees as defined in Appendix II of this constitution. 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.
- D. The terms of the committee chairpersons and members of the committees shall be as follows:
 - 1. The members of the Nominating Committee shall be elected to serve for a one (1) or two (2) year term of office until their successors are elected and have qualified.
 - 2. 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 of Directors.
 - 3. 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.
 - 4. 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 corporation.
 - 5. The Board of Directors of the Chapter, by vote of the majority of its members, may remove the chairperson of any committee, including the Nominating Committee, in accordance with the provisions of this Constitution, and the rules, procedures, and directives of the Corporation.

SECTION 8 - FINANCE

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

SECTION 9 - ELECTION RESULTS

The Chapter shall submit the election results to both the State Council and National Membership Department not later than July 15 of the year in which the elections take place. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any Chapter that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the appropriate State Council and the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at its last known address.

Such suspension shall continue until (1) the Chapter shall file its election report for the election year which caused the suspension; or (2) the Board of Directors of the Corporation shall relieve the Chapter of the responsibility for the filing of such report for the election year in question; or (3) the Charter of such Chapter shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.

SECTION 10 - FISCAL YEAR

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

SECTION 11 - SEAL

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

SECTION 12 - WAIVER OF NOTICE

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

ARTICLE IV

GENERAL PROVISIONS

SECTION 1 - FINANCE

- A. Each Chapter and State Council shall conform to all applicable Federal, state, and local laws, and with this Constitution, the rules and directives of the Corporation, as concerns the reporting of any financial activities of the Chapter or State Council. By July 15 of each year, each Chapter shall file an annual financial report with its State Council and with the Corporation in a format to be specified by the Corporation. By July 15 of each year, each State Council shall file a similar annual report with the Corporation. The deadline for filing the State Council or Chapter annual financial report with the Corporation and/or the State Council may be extended 3 months by submitting a copy of the "Application for Extension of Time to File an Exempt Organization Return," which was filed with the IRS, to the State Council or Corporation by July 15. This extension only applies to State Councils and Chapters who file an IRS 990 form and not the 990-N. Notwithstanding any other provision of this constitution or the National Disciplinary Policy, the Charter of any Chapter or State Council that fails to file its annual financial report by the date specified herein shall be automatically suspended upon written notice of such suspension sent to the appropriate State Council and to the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter or State Council at its last known address.

Such suspension shall continue until (1) the Chapter or State Council shall file its financial report for the year which caused the suspension; or (2) the Board of Directors of the Corporation shall relieve the Chapter or State Council of the responsibility for the filing of such report for the year in question; or (3) the Charter of such Chapter or State Council shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.

- B. The Corporation shall be empowered to examine the financial records of any Chapter or State Council, during normal business hours, at a time and place designated by the President or his or her authorized representative, said location shall be convenient to the principal executive officer of the Chapter or State Council.
- C. Copies of all bonds or other sureties, obtained as a result of the requirements of this Constitution or otherwise, shall be filed, together with any renewal thereof, with the Corporation.
- D. The Corporation shall obtain an audit, of all funds and accounts controlled by the Treasurer or any other Officer of the Corporation, prepared in accordance with generally accepted auditing standards, by an independent certified public accounting firm selected by the National Board, not less than annually, and further obtain a review and report of the financial records prepared in similar fashion, not less than semi-annually, to include a comparison of actual to budgeted revenues and expenditures, and shall distribute copies of said audits and reports to all State Councils and Chapters not more than thirty (30) days after the meeting of the Board of Directors at which said audits or reports have been presented, but no later than one-hundred fifty (150) days after the last day of the period being reported upon.

SECTION 2 - DISCIPLINE

- A. There was adopted on April 21, 2001, a National Disciplinary Policy to be followed in the event charges are filed against any member, State Council, or Chapter. Said Policy shall provide for adequate protection of the rights of the accused party to a fair hearing, representation by counsel of his, her, or its choosing, to appeal an adverse determination before appropriate committees of the Corporation, or otherwise to present evidence on his, her, or its behalf, and to confront his, her, or its accusers. The National Disciplinary Policy may be amended by the Board of Directors, provided however, that any such amendment by the National Board before taking effect must be ratified by a majority vote of the Conference of State Council Presidents.

SECTION 3 - RESTRICTED ACTIVITIES

- A. No member of the Corporation may receive any compensation, by gift or otherwise, from the Corporation, a State Council, or a Chapter, or own any interest in any organization which receives such compensation without written notification to the National Treasurer. It is the compensating body's responsibility to provide this notification within thirty (30) days of the inception of the relationship, reporting the amount of the anticipated annual compensation. For purposes of this subsection, reimbursement of reasonable expenses incurred shall not be deemed to be compensation. No member shall be an Officer or Director of a Chapter, 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 Board of Directors to be, in conflict with those of the Corporation. No member shall use the property of the Corporation, a State Council, or a Chapter except in the course of the business of the Corporation.
- B. Chapters and State Councils may engage in fund-raising activities which do not conflict with the purposes of the Corporation, provided that they strictly adhere to the following guidelines:
 - 1. All such fund-raising 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 affected Chapters, State Councils, or the Corporation.
 - 2. The sale of products by Chapters or State Councils which bear the logo or name of the Corporation shall not be permitted unless the products clearly identify the Chapter or State Council marketing the product.
 - 3. Fund-raising activities involving telephone solicitation, direct mail, work-place donations, the regular and continuous sale of alcoholic beverages, or the solicitation of household goods shall be considered to be restricted and may not be engaged in without the prior written consent of the Board of Directors of the Corporation. For purposes of this subsection, the following definitions shall apply:
 - a. Telephone solicitation will mean a fund- raising campaign which uses the telephone as the primary method of contacting members of the general public in an appeal for donation of property or funds.
 - b. Direct mail solicitation shall mean a fund-raising campaign which uses the mail system as the primary method of contacting members of the general public in an appeal for donation of property or funds.

- c. Workplace donation shall mean a fund-raising campaign by which members of the general public are solicited to donate funds through deductions from their wages or salaries at their places of employment.
 - d. The regular and continuous sale of alcoholic beverages shall mean any sale of such beverages which requires the issuance of a license or permit to conduct such activity by the laws of the jurisdiction in which the Chapter or State Council is located.
 - e. Solicitation of household goods shall mean a campaign to solicit, by telephone, by mail or otherwise, the contribution of household items for disposition or sale by a Thrift Store.
4. All such fund-raising activities must comply with applicable Federal, state, and local laws, rules, and regulations.
- C. Chapters or State Councils seeking to engage in restricted fund-raising activities shall give written notice thereof to the Corporation, by certified mail return receipt requested, at least forty-five (45) days prior to commencing such activities or executing any documents in furtherance thereof. Chapters shall submit any such proposal, by certified mail return receipt requested, to the President of the State Council of the state in which the Chapter is located, if any, for his or her review and recommendation, and shall include such recommendation in the application of the Chapter to the Corporation.
- D. The Board of Directors, or its designated representatives, shall make a determination regarding such restricted activity and shall issue a decision to the Chapter or State Council, in writing by certified mail return receipt requested, as soon as possible, but in no event later than thirty (30) days after receipt of the proposal. In the event that a response to a request for approval of a restricted activity is not received by the Chapter or State Council, within 30 days following receipt of such request by the National Office, the event shall be considered to have been approved. In the event that a restricted activity is not approved by the National office, such denial shall require a detailed explanation as to the reason for such disapproval, referencing the particular item of this Constitution, law or policy prohibiting the particular activity.
- Notwithstanding any other provisions of this or any other Article of the National Constitution, the Corporation, National Board of Directors, National Officers and/or anyone acting at their direction, or on their behalf, shall not enter into any exclusive contracts that bind the Chapters and/or State Councils, or a portion of either, unless a majority of the affected Chapters and/or State Councils concur.
- E. A member, Chapter, State Council, or the Corporation may not endorse, on behalf of the Chapter, State Council, or the Corporation, any candidate for any elected office or position.
- F. The Corporation, and any Chapter or State Council, may comment upon, and endorse on behalf of said Corporation, Chapter, or State Council, any candidate holding, or proposed for, an appointed position that directly affects veterans affairs, provided that all such comments and/or endorsements made by Chapters or State Councils, with respect to Federal appointees, must be made in consultation with the appropriate Department Head or Officer of the Corporation.
- G. The Corporation, and any State Council thereof, may not adopt any policy or position with respect to matters involving foreign or domestic affairs unless such issues directly affect veterans' affairs, or

are issues of domestic concern related to the economic, physical, or emotional well-being of veterans. The Corporation and any State Council thereof, shall not take any action which would imply that any policy or position had been adopted when the same had not been adopted.

Chapters may, after debate and upon the affirmative vote of two-thirds of the 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 adopting such policy or position, and not that of the Corporation, any State Council, or any other Chapter. Neither the Corporation, nor any State Council, nor any Chapter shall take any action which would tend to impair the right of any Chapter to adopt any position in accordance with the above provisions.

SECTION 4 - RULES OF ORDER

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

SECTION 5 - AMENDMENTS

This Constitution, or provisions hereof, may be altered, amended, or repealed, or new provisions added hereto, by the affirmative vote of two-thirds of the delegates present and voting at any National Convention, provided, however, that any such proposed amendment shall be filed with the Constitution Committee at least one-hundred-twenty (120) days prior to the commencement of the National Convention at which such proposed amendment is to be addressed, and in compliance with rules adopted by the Board of Directors. The Constitution Committee shall review proposed amendments received, and shall, not less than sixty (60) days prior to the commencement of the National Convention, forward to the Chapters and State Councils copies of all proposed amendments submitted to the Committee pursuant to this section along with the Committee's recommended action with regard to each proposed amendment.

APPENDIX I to the CONSTITUTION

of

VIETNAM VETERANS OF AMERICA, Inc.

REGIONS

The nine (9) regions of Vietnam Veterans of America, Inc., for purposes of representation on the National Board of Directors by Regional Directors, shall be defined as follows:

1. Region 1 - the States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, and Connecticut.
2. Region 2 - the States of New York, Pennsylvania, New Jersey, and Delaware.
3. Region 3 - the States of West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Maryland, and the District of Columbia.
4. Region 4 - the States of Georgia, Florida, Alabama, Mississippi, the Commonwealth of Puerto Rico, and the Territory of the Virgin Islands of the United States.
5. Region 5 - the States of Michigan, Ohio, Indiana, and Illinois.
6. Region 6 - the States of Minnesota, Iowa, Missouri, Kansas, Nebraska, South Dakota, North Dakota, and Wisconsin.
7. Region 7 - the States of Arkansas, Louisiana, Texas, and Oklahoma.
8. Region 8 - the States of Montana, Wyoming, Idaho, Oregon, Washington, and Alaska.
9. Region 9 - the States of Colorado, New Mexico, Arizona, California, Hawaii, Nevada, Utah, the United States Territory of Guam, and the Philippine Islands.

**APPENDIX II to the CONSTITUTION
of
VIETNAM VETERANS OF AMERICA, Inc.**

STANDING COMMITTEES

The standing committees established at the various levels of the organization shall perform the functions **described below. State Councils and Chapters have the ability to establish any of the Standing Committees as deemed necessary to the conduct of business relative to the issues that are important to their membership.**

- A. The **Membership Affairs Committee**, or its staff designee, shall receive and approve applications from individuals and others wishing to become members of the Corporation, and shall be alert to build the membership of the Corporation 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 Corporation.
- 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 Corporation, 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 **Economic 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** shall serve to advise the Board of Directors as to matters of interpretation of the provisions of this Constitution, in accordance with guidelines and determinations of the Corporation.
- H. The **Veterans Benefits Committee** shall provide oversight, as directed by the Board of Directors of the Corporation, for the Corporation's Veterans Benefits Program and shall recommend to the Board, policies to govern that program.

- I. The **Finance Committee** shall provide oversight of the financial activities of the Corporation, the State Council, or 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** shall seek and promote the fullest accounting of those still listed as POW/MIA's in Southeast Asia and any other areas of the world, regardless of the conflict that initiated their disappearance. The committee shall disseminate information received on the POW/MIA issue to the National Board of Directors, State Councils, Chapters, POW/MIA families and friends, and VVA membership as called upon.
- L. The **Agent Orange/Dioxin Committee** shall accumulate and disseminate information regarding Agent Orange and Dioxin and actively pursue the recognition of presumptive disabilities from exposure to Agent Orange and Dioxin by the Department of Veterans Affairs. The Agent Orange/Dioxin Committee shall provide assistance to State Councils, Chapters, and service programs in the handling of Agent Orange-related problems. The Committee shall encourage and foster the sponsorship of legislation to help the victims of Agent Orange and Dioxin, and encourage scientific and medical research in the field of dioxin-related ailments.
- M. The **Veterans Incarcerated Committee** shall develop advocacy programs of awareness with regard to the special needs of veterans who are presently or formerly incarcerated. The committee shall work with various state and federal agencies to develop programs to assist in the rehabilitation of veterans incarcerated.
- 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** shall identify issues and needs relevant to the social, psychological, and physical well-being of veterans and their families: monitor programs and services at the Federal, state, and local levels to assess quality of health care and develop strategies and policies to assure adequate access for veterans and their families to appropriate, timely, and quality health care. The committee will serve as a liaison to health care providers and agencies.

APPENDIX III to the CONSTITUTION

of

VIETNAM VETERANS OF AMERICA, Inc.

OATH OF OFFICE

Oath of Office for officers, directors, and committee chairs of the national organization of the Vietnam Veterans of America, Inc.

I do solemnly swear (or affirm) that I, _____(state your name), will faithfully execute the office of _____(state your office, directorship, or committee chair) of the Vietnam Veterans of America, Inc., and will, to the best of my ability, preserve, protect, and defend the Constitution of the United States of America and the Constitution of Vietnam Veterans of America, Inc.

Oath of Office for officers, directors, and committee chairs of State Councils of the Vietnam Veterans of America, Inc.

I do solemnly swear (or affirm) that I, _____(state your name), will faithfully execute the office of _____(state your office, directorship, or committee chair) of the Vietnam Veterans of America, Inc., _____(state your state or commonwealth) State Council and will, to the best of my ability, preserve, protect, and defend the Constitution of the United States of America and the Constitution of Vietnam Veterans of America, Inc., and the by-laws of the _____State Council.

Oath of Office for officers, directors, and committee chairs of Vietnam Veterans of America, Inc., chapters.

I do solemnly swear (or affirm) that I, _____(state your name), will faithfully execute the office of _____(state your office, directorship, or committee chair) of the Vietnam Veterans of America, Inc., Chapter_____ and will, to the best of my ability, preserve, protect, and defend the Constitution of the United States of America and the Constitution of Vietnam Veterans of America, Inc., the by-laws of the _____State Council, and the by-laws of Chapter_____.