

VIETNAM VETERANS OF AMERICA, INC.

CALIFORNIA STATE COUNCIL

CONSTITUTION



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**VIETNAM VETERANS OF AMERICA, INC.
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Article 1 – Name

This body shall be known as the Vietnam Veterans of America, Inc. California State Council, hereafter known as CSC.

Article II – Objective

The objectives of the Council are to enhance the general social, economic, cultural, and physical positions of Vietnam era veterans in California. The California State Council shall promote and enforce the principles and policies of the Corporations National Constitution, the rules and resolutions, and the Code of Disciplinary Procedure of the Corporation.

Article III – Purpose

The Council is formed to provide a formal, unified, and democratic body representative of the chapters and at-large members of Vietnam Veterans of America, Inc. It shall, through the establishment of policy, and the exchange of information and professional and technical assistance, coordinate the activities of its chapters so as to attain the objectives of the Council and the objectives of the National organization of Vietnam Veterans of America, Inc.

Article IV – Duties

The Council shall, through its representative process:

- A. Develop the strength of Vietnam era veterans as an entity through a coordinated effort of the chapters and at-large membership to enhance membership in Vietnam Veterans of America, Inc.
- B. Identify issues of concern to Vietnam era veterans at the local, state and national levels and develop policy statements, which address those issues. Examine legislative or administrative proposals, which may affect Vietnam era veterans and their families, and provide input, through communications with appropriate officials, as to the positions of Vietnam era veterans of California relative to such matters.
- C. Establish a communications network to assist Vietnam era veterans in gaining awareness of those issues which may affect their social, economic or physical well being, and to provide a mechanism by which Vietnam era veterans may raise issues of concern.
- D. Develop moral, political, and financial support of the Council and its chapters and at-large membership, through a program of education and community awareness.

Article V – Membership

Membership on the Council shall be open to Chapters of the Vietnam Veterans of America, Inc. or those elected or appointed as a director or officer to the Council, duly organized in the State of California.

Each chapter shall elect delegates to the State Council, one (1) regular and a first and second alternate, and these delegates shall represent the Chapter on all matters to come before the Council. Each chartered chapter shall be authorized one (1) voting delegate to the quarterly CSC Meetings. Each delegate shall be a member in good standing of the chapter he represents and the National Organization of Vietnam Veterans of America, Inc. The chapter Secretary of each chapter shall certify the name of its regular delegate and the first and second alternate delegates. Each regular and alternate delegate shall serve for a period of two years or until a vacancy shall occur as provided in this Constitution. In the event a regular delegate or an alternate delegate shall cease to be a member in good standing of the chapter, ceases to be a member of the National Organization of Vietnam Veterans of America, Inc. or is elected or appointed to the State Council Board of Directors, or officer of the State Council, the seat held by such delegate shall be deemed vacant as of the date that said delegate ceased to be a member in good standing or has become a member of the State Council Board. In the event of such a vacancy, the chapter represented by such delegate shall immediately notify the other members of the Council in writing. In the event that the seat held by a regular delegate to the council shall be deemed vacant as provided in this Constitution, the seat held by such delegate shall immediately be filled by the first alternate, if he or she is eligible as provided herein or by the second alternate delegate.

Article VI – Meetings

Section 1. General Business Meetings.

Regular meetings of the Council shall be held at least twice per year at such times and locations as the Council shall designate. The Secretary of the Council shall give written notice to each Chapter delegate of the Council of the time and location of any regular meeting, at least twenty (20) calendar days in advance of the date for said meeting; Written notice of any meeting shall be deemed to have been given when such notice is mailed to the Chapter Delegate of record at the address designated by the Chapter.

Section 2. Special Meetings.

A special meeting of the Council may be called by the President or by a vote of twenty-five (25) percent of the regular Chapter delegates of record to the Council. Written notice of any special meetings shall be given to each Chapter delegate to the Council, by the Secretary at least ten (10) calendar days in advance of such special meeting. In the event of a special meeting, the Secretary shall also make a diligent effort to contact each Chapter delegate to the Council by telephone, and advise him or her of the time, location and purpose of any such special meeting.

Section 3. Attendance.

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. 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 the National Constitution, this Constitution and the Code of Disciplinary Procedure, adopted by the Corporation. Each chapter shall notify in writing to the CSC Secretary, who their authorized Chapter delegate and alternate(s) are, within thirty (30) days of their election.

Section 4. Quorum

A quorum of the CSC shall be twenty-five percent (25%) of the whole number of the CSC Board of Directors, and Chapter delegates to the CSC, as established by the number of Chapters of record within the state.

Article VII – Board of Directors

Section 1. Number, Election, and Term of Office

- a. The number of Directors of the Council, including the officers listed in “b” below shall consist of not less than five, nor more than fifteen members, and shall be determined by the Council.
- b. The following Officers shall be Directors for a term continuous with their respective terms of office: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer or Secretary/Treasurer.
- c. The directors shall be elected from among the individual members in good standing of the Council by the vote of the majority of the delegates present and voting at the Biennial State Convention. Candidates that are to run for office of Director at the state level, must be a member in good standing, for a continuous period of (1) not less than 12 months preceding the annual election at which the candidates seek election and (2) candidates must have held a position as an elected Officer (President, Vice President, Secretary, Treasurer or Secretary/Treasurer) or Director of VVA at any level, or served as an elected Chapter Delegate to the State Council, during any continuous period of twelve months prior to the date of the election. Each such director shall be elected to hold office for a term of two years until his or her successor is elected and has qualified. All VVA members intending to run for a position on the VVA CSC Board of Directors shall reside in the State of California and maintain their California residency throughout their term.

There shall be one (1) At-Large Director who shall be elected from the delegates voting at the Biennial State Convention.

- d. There shall be one (1) District Director elected from each of the three (3) Districts, as set forth in Appendix I of this Constitution. Each District shall have on the Board one (1) District Director, representing all VVA members within their District, regardless of chapter affiliation or At-Large status. District Director shall be elected by duly authorized voting delegates from the chapters in that district.
- e. The Board of Directors may amend and modify the boundaries of the Districts as set forth by a 2/3rds vote, provided however, that any such amendment must be adopted and effective at least one (1) year prior to a State Convention. These changes will be presented and must be ratified at the next scheduled CSC General Session.

Each District Director shall attend a function of each chapter in his or her district at least once during their term of office.

- f. The At-Large Director shall serve on the Board of Directors and shall perform such duties as

are recommended by the President and approved by a majority vote of the Board of Directors.

Section 2. Duties and Powers

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

Section 3. Annual Meetings

The meeting of the Board of Directors immediately prior to the annual meeting of the Council (Convention or Conference) members shall be considered to be the annual meeting of the Board.

Section 4. Other Meetings

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

Section 5. Notice of Meetings

Notice of any meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail to each Director at his or her address as it appears on the records of the Council. Such notice shall be deemed to be delivered when mailed. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called convened.

Section 6. Vacancies

Any vacancy occurring in the Board of Directors due to death, resignation, refusal, or inability to serve shall be filled, for the unexpired portion of the term, in the following manner.

- a. **Officer:** Except as specified in Section 4 of Article VIII, a vacancy in any office shall be filled for the unexpired term thereof, by appointment by the President and by a majority vote of the delegates to the Council.
- b. **Director:** Any vacancy occurring in the Directors due to death, resignation, refusal or inability to serve shall be filled, for the unexpired portion of the term, by appointment by the President and a majority vote of the full number of remaining Board members though less than a quorum.

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 7. Absence from Meetings

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

Section 8.

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 Board of Directors, who shall serve as a non-voting Special advisor to the State Council Board of Directors entitled to be heard on all matters.

Section 9.

During the intervals between regular meetings of the Board of Directors, the President of the Corporation may refer specific questions to the elected members of the Board of Directors relating to the affairs or management of the Corporation, or elections to fill vacancies, which in the opinion of the President require immediate attention or action by the Board. The President may use telegram, telephone, email or other electronic communications to communicate with the Board. The results of the vote of the Board members shall constitute the act of the 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. Upon completion of the vote by the members of the Board, the President shall file an affidavit with the Secretary within seven (7) days setting forth the date of contact with the Directors, the question submitted, and the vote of each Director. The Secretary shall communicate the results of the vote to all members of the Board within seven (7) days of the aforementioned filing with the Secretary.

VIII – Officers

Section 1. Officers

The officers of the Council shall be a President, 1st Vice President, 2nd Vice President, a Secretary, and Treasurer or Secretary/Treasurer.

Section 2. Election, Term of Office and Vacancies

The Officers of the Council shall be elected by the delegates to the Biennial State Convention. Candidates that are to run for office at the state level, must be a member in good standing, for a continuous period of (1) not less than 12 months preceding the annual election at which the candidates seek election and (2) candidates must have held a position as an elected officer (President, Vice President, Secretary, Treasurer or Secretary/Treasurer) of VVA at any level, during any continuous period of twelve months prior to the date of the election. The officers shall hold office for a term of two years. Each officer shall hold office until his or her successor is elected and has qualified. A vacancy in any office due to death, resignation, refusal or inability to serve shall be filled for the unexpired term thereof by the delegates to the Council, except that a vacancy in the office of President shall be filled for the unexpired term thereof as specified in Section 4 of this Article VIII. The first order of business at the meeting immediately following such an event shall be the election of an individual member to fill the office so vacated.

Section 3. President

The President shall be the chief executive officer of the Council, and, subject to the direction of the Board of Directors, shall supervise and control all of the business affairs and property of the Council 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. The President shall appoint all chairpersons of committees, except the Chairperson of the Nominating Committee. The President shall by virtue of the office be a member of all committees except the Nominating committee. The President shall review all fundraising proposals which require the approval to the Board of Directors of the Corporation and make a recommendation as to approval of the Corporation Board of Directors, and forward a copy of the recommendation to the Chapters and the Corporation, within fifteen (15) days of the receipt of a completed proposal. The President of the State Council shall have the authority to assure that all Chapters and the State Council are in compliance with all governmental statutes, rules and regulations.

Section 4. 1st and 2nd Vice Presidents

a. 1st Vice President.

In the absence of the President or in the event of his or her inability or refusal to act, the 1st Vice President 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 1st Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe.

b. 2nd Vice President.

The 2nd Vice President shall serve as Liaison to the State Council finance committee and may serve as committee chair or member. The 2nd Vice President shall be responsible for overseeing the Household Goods Donation Program (HGDP) chapters, corresponding with them in regards to filing of required reports, and other communications as needed. The 2nd Vice President shall keep the board informed and up to date with the contracts and other communications to HGDP chapters. The 2nd V.P. shall work with the Treasurer to keep communication between the chapters, the treasurer, and the board open regarding any contracts. The 2nd Vice President shall oversee all council fundraising efforts.

Section 5. Secretary

The Secretary shall record all the proceedings of the meetings of the Board and of the members in a book to be kept for that purpose and shall perform like duties for the Executive Committee when required. He or she shall give, or cause to be given, notice of all meetings for which notice is required by this Constitution and shall operate under the supervision of, and perform such other duties as may be prescribed by the Board or the President. The Secretary shall be under the direction of the Board. The Secretary shall have custody of the corporate seal for the Council as required by law. The Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary.

Section 6. Treasurer

The Treasurer shall have charge and custody of all funds and securities of the Council and all funds or securities in any way generated, collected or obtained in connection with Council 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 Council and shall deposit all monies and other valuable effects in the name and to the credit of the Council in such depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the Council as may be ordered by the Board, taking proper vouchers for such disbursement and shall render to the President and the Board at its annual meeting, and when the Board or the President so requires, an accounting of all transactions as Treasurer and of the financial condition of the Council and a full financial report based on the books and the accounts audited annually by a certified or other public accountant, or an auditing committee.

The Treasurer shall have an accounting or financial background, or otherwise be schooled in financial matters.

Article IX – State Conventions

Section 1. State Conventions

- a. The Corporation shall hold a State Convention in 1988 and every two (2) years thereafter, at such times, dates, and places as may be designated by the Board of Directors. The President shall preside as the Chairperson of the Convention.
- b. The State 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) delegate/vote for its first twenty-five (25) members. A Chapter, which has fifty (50) members, shall be entitled to a second delegate at the Convention. For each full block of fifty (50) members thereafter, the Chapter shall be entitled to one (1) additional delegate. 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. Chapter delegates to the Convention must be selected from the Chapter membership.
 2. The State Council President shall be the Delegate for the State Council, and entitled to one (1) vote. In addition, the State Council, shall be entitled to one (1) delegate At-Large for each full block of one-hundred (100) members of Vietnam Veterans of America residing within California, 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 of the State Council. Proxy voting shall not be permitted at the State Convention.
- d. Each Chapter and State Council shall be entitled to be physically represented at the State 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 excepted, determined as of February 28 of the year of the State Convention.
- f. The delegates, Officers, Directors, and past Presidents of the Council, shall be entitled to be heard on each and every subject to come before the State 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 State Convention. Casting of votes for election of Officers and Directors shall be in the manner adopted by the delegates with the recommendation of the Nomination Committee.
- h. A majority of the accredited delegates to the Convention shall constitute a quorum.

Section 2. Convention Committees.

There shall be established by the President subject to the approval of the Board of Directors five (5) convention committees; Elections, Rules, Credentials, Resolutions, and Convention Planning. The President, with the exception of the Election Committee, whom shall be appointed by the Board, shall appoint committee chairs.

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 State 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 State 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 State 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 State 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 be a candidate for a State Office or Board position; nor, shall they serve as a delegate or as an alternate delegate to the State Convention. A member of the Elections Committee shall not campaign for or against any candidate who is standing for election to a State Office or State 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 State Office or State 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 State 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 State 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 received, and shall, not less than sixty (60) days prior to the commencement of the State Convention, forward to the Chapters 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. **Exception:** A standing or special Committee may sponsor and introduce a new resolution, and/or revise, amend or retire an existing resolution relative to the respective committee due to recommendations made during the committee hearings at the convention or during the 60 day period, for consideration and vote by the delegates. 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.

Article X – General Provisions

Section 1. Committees

The Council shall establish standing committees as defined in Appendix II to the National Constitution and may establish such special committees as is necessary to conduct the business of the Council. Each of the Standing Committees shall perform the functions ascribed to in the constitution of the Vietnam Veterans of America, Inc. The President of the State Council may appoint the chairperson of such committees, who shall then appoint the members of said committees, both being subject to the approval of the State Council Board of Directors.

Section 2. Finance

The California State Council shall have the power to raise funds as are necessary to its operation in such a manner as the Council deems appropriate, provided, however, that the Council must 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.

Section 3. Checks and Bonds

The President, 1st and 2nd Vice Presidents, Secretary and Treasurer or Secretary/Treasurer shall be authorized to sign checks and drafts. Each officer so authorized shall obtain a Fidelity Bond for the faithful discharge of the above duties in such sum and with such surety as the Board may determine, the expense of such bonding to be paid by the Council, provided that a bond may be dispensed with (a) by the Board if the monthly average of funds on hand does not exceed \$1,000.00 (One Thousand Dollars), or (b) by the National Member, in writing, upon request of the officer of whom

bonding is required.

Section 4. 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 5. Rules of Order

All proceedings of the Council shall be governed by Robert's Rules of Order (revised) except when in conflict with this Constitution.

Section 6. Amendment of the Constitution

This Constitution or provisions thereof, may be altered, amended, repealed, or new provisions added hereto, by the affirmative vote of two-thirds of the members present and voting at any Biennial State Convention. Proposed amendment shall be submitted to the Chapters for review at least sixty (60) days prior to the convention. All amendments adopted by the convention shall become effective at the conclusion of the said convention.

Appendix I

Those Districts are:

North:

Del Norte, Siskiyou, Modoc, Humboldt, Trinity, Shasta, Lassen, Tehama, Sutter, Mendocino, Plumas, Glenn, Butte, Sierra, Yuba, Colusa, Nevada, Placer, Lake, Yolo, El Dorado, Sonoma, Napa, Sacramento, Solano, Amador, Marin, and Alpine.

Central:

San Joaquin, Calaveras, Tuolumne, Stanislaus, Mariposa, Merced, Madera, Fresno, Tulare, Kings, San Luis Obispo, and Kern. Contra Costa, San Francisco, Alameda, San Mateo, Santa Clara, Santa Cruz, Monterey, and San Benito.

South:

Inyo, San Bernardino, Santa Barbara, Ventura, Los Angeles, Orange, San Diego, Imperial, Riverside, and Mono.