

VIETNAM VETERANS OF AMERICA
BYLAWS OF
VIETNAM VETERANS OF AMERICA, Inc
CHAPTER #535, NEVADA COUNTY, CALIFORNIA

ARTICLE I – NAME

This body shall be known as Vietnam Veterans of America, Inc Chapter # 535, Nevada County, California, hereinafter, called the Chapter The Vietnam Veterans of America, Inc, hereinafter, is called the Corporation

ARTICLE II – OFFICES

The principal office of the Chapter shall be located at an address designated by the Chapter, and it may be the residence of an Officer

ARTICLE III– PURPOSES

The purposes of the Chapter 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, education, 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 others 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

ARTICLE IV – MEMBERSHIP

- A. The requirements for membership in the Chapter shall be the same as the requirements for membership in the Corporation
- B. Annual membership dues shall be paid each year by the time prescribed by the Corporation. Each member in good standing shall have dues paid and a Form DD-214 on file with the Chapter. Chapters may charge dues for membership in the Chapter. 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
- C. 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
- D. 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
- E. In accordance with the Constitution, the Chapter shall be entitled to have one (1) vote per delegate and be represented by properly elected delegate or delegates at the bi-annual National Convention. A Chapter having twenty-five (25) members is entitled to have one (1) delegate; with fifty (50) members it is entitled to two (2) delegates; and it is entitled to have one (1) additional delegate for each additional block of fifty members. Should membership fall below twenty-five (25), the Chapter will have no vote, but the members shall be included in the non-affiliated members for representation by the California State Council. The delegate or delegates must cast his or her vote in person. Proxy voting is not permitted. The Chapter, when unable to seat a delegate at the bi-annual National Convention, shall promptly notify the California State Council prior to the date of said Convention
- F. The delegate or delegates shall represent the Chapter and vote on all matters to come before the National Convention and the California State Council in accordance with the Constitution. The Chapter shall elect one voting delegate and one or two alternates to represent the Chapter at State Council meetings. The Chapter shall ensure the attendance of at least one (1) delegate at not less than one half of all meetings of the Council; 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 Constitution and the National Disciplinary Procedures adopted by the Corporation

ARTICLE V – MEETINGS OF THE CHAPTER

- A. Regular meetings of the Chapter shall be held on such date as shall be determined by the Board of Directors 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. Special meetings of the Chapter may be called at any time by the President of the Chapter; or 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 California State Council
- C. The annual meeting of the members of the Chapter shall be held in the month of April of each year on a day and at a time and place 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; California 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
- D. All meetings of 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. The presence, in person, of three (3) members or ten percent (10%) of the members entitled to vote at any meeting, whichever is greater, shall constitute a quorum for the transaction of any business. However, the presence, in person, of five (5) members or twenty-five percent (25%) of the members entitled to vote at an annual meeting, whichever is greater, shall constitute a quorum for the transaction of any business at said annual meeting
- 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 the Constitution of the

Corporation, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which the quorum for the transaction of any business is present, shall be necessary for the adoption thereof

ARTICLE VI – BOARD OF DIRECTORS

- A. The membership of the Board of Directors, inclusive of the Officers set forth below, shall consist of neither less than five (5) nor 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 they hold
- C. The Directors shall be elected from among the members in good standing of the Chapter by a 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 the 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 California State Council may call a meeting of the Chapter when he or she deems such to be in the best interests of the Corporation, Council or Chapter

- 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 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 a 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, the Constitution, or the rules, procedures or directives of the Corporation.
- I. Any vacancy occurring in the Board of Directors, or in the position of California State Council delegate due to death, resignation, refusal, or inability to serve, shall be filled, for the unexpired portion of the term, by a majority vote of the full number of 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.

ARTICLE VII – OFFICERS

- A. The officers of the Chapter shall be the President, Vice President, Secretary, Treasurer, or Secretary/Treasurer and such other officers as the Board of Directors may, from time to time, deem necessary.
- B. The officers of the 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 unexpired term.

thereof, subject to the approval of the membership 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 the business affairs and property of the Chapter, and shall see that all orders of the Board of Directors are carried into effect. The President shall preside at all meetings of the members and the Board, and shall appoint all chairs of committees, except the Chair 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 President shall perform other such 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 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. The Secretary shall give, or cause to be given, notice of all meetings for which notice is required by these Bylaws 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 the 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 and attest the fixing by his or her signature. The Secretary shall be responsible for the safe keeping of all DD-214's or other acceptable proof of military service tendered by any member. He or she shall forward to the Corporation a copy of said form for each duly elected officer and director
 - a. The Assistant Secretary, if there is 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 other such duties and have such 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

- a. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements The Treasurer 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 of the Treasurer and of the financial condition of the Chapter in compliance with local, state and federal regulations The Treasurer shall render a full financial report based on the books and the accounts as reviewed by the Finance Committee, in accordance with Article XII, Section 1A of these Bylaws and Appendix II of the Constitution, paragraph I In addition the Treasurer shall provide the President, the Board and the membership a monthly accounting of all transactions and of the financial condition of the Chapter
- b. The Assistant Treasurer, if there is 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 duties of the Treasurer and shall perform other such duties and have such 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, any two of whom 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 Chapter and its consent thereto

ARTICLE VIII- 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-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 President shall appoint from the members, the chair of eleven (11) standing committees: Membership Affairs; Veterans Benefits; Public Affairs; Women Veterans; Government Affairs; Veterans Affairs; Community Services; Employment, Training and Business Opportunities; Minority Affairs; Constitution, and Finance, and such other special committees as the Chapter President deems desirable. Each of the standing committees shall perform the functions ascribed to it in Appendix II of the Constitution of the Corporation as revised August 1, 2003. The Board of Directors shall have the power to establish other committees as the need and/or requirements arise. The members of the committees shall be appointed by the chair from members of the Chapter. Non-voting Special Advisors may be appointed to all committees from among qualified citizens.
- C. The terms of the committee chairs and members of the committees shall be as stipulated in D, E, F and G of this Article.
- D. The members of the Nominating Committee shall be elected to serve for a two-(2) year term of office until their successors are elected and have qualified.
- E. 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.
- F. 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.
- G. 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.
- H. The Board of Directors of the Chapter, by vote of the majority of its members, may remove the chair of any committee, including the Nominating Committee, in accordance with the provisions of the Constitution and the rules, procedures, and directives of the Corporation.

ARTICLE IX– FINANCES

Subject to the provisions of the Constitution of the Corporation and the rules, resolutions, and procedures of the Corporation, the Chapter shall have the power to raise funds as are necessary to its operations in such a manner as the Chapter deems appropriate, and as stipulated in Article XII, Section 1A and Section 3 of these Bylaws.

ARTICLE X

The Chapter shall submit the election results and a report of committee chairpersons to both the California State Council and National Membership Department not later than sixty (60) days after the Chapter elections

ARTICLE XI

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

ARTICLE XII- GENERAL PROVISIONS

SECTION 1 - FINANCE

- A. The Chapter shall conform to all applicable local, state and Federal laws and with the Constitution, the rules and directives of the Corporation as concerns the reporting of any financial activities of the Chapter. By July 15 of each year, the Chapter shall file an annual financial report with the State Council and the Corporation office in a format specified by the Corporation. Notwithstanding any other provision of the Constitution or the National Disciplinary Policy, the Charter of any Chapter 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 California 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 suspension shall be sent to the Chapter at its last known address.
- B. Such suspension shall continue until the Chapter shall (1) file its financial report for the 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 year in question; or (3) the Charter of such Chapter shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.
- C. The Finance Committee shall review all Chapter financial records, and shall prepare a written report to the Chapter at the end of each Fiscal Year.
- D. The Corporation shall be empowered to examine the financial records of the Chapter during normal business hours, at a time and place designated by the President or his or her authorized representative, said location shall be convenient to the principle executive officer of the Chapter.
- E. Copies of all bonds or other sureties, obtained as a result of the requirements of the Constitution or otherwise, shall be filed, together with any renewal thereof, with the Corporation.

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

SECTION 2 – DISCIPLINE

A National Disciplinary Policy adopted on April 21, 2001, shall be followed in the event charges are filed against any member 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.

SECTION 3 – RESTRICTED ACTIVITIES

- A. No member of the Corporation may receive any compensation, by gift or otherwise, from 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 purpose 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 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 Chapter except in the course of the business of the Corporation.
- B. Chapters may engage in fund-raising activities which do not conflict with the purpose of the Corporation, provided they strictly adhere to the guidelines in C through J of this Section.
- C. 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, States Councils, or the Corporation.

- D. The sale of products by the Chapter which bears the logo or name of the Corporation shall not be permitted unless the products clearly identify the Chapter marketing the product
- E. Fundraising 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
1. Telephone solicitation will mean a fund-raising campaign which uses the telephone as the primary method of contacting the members of the general public in an appeal for donation of property or funds
 2. 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
 3. 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
 4. 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 is located
 5. 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
 6. All such fund-raising activities must comply with applicable Federal, state and local laws, rules, and regulations
- F. The Chapter, when 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 The Chapter shall submit any such proposal, by certified mail return receipt requested, to the President of the California State Council for his or her review and recommendation, and shall include such recommendation in the application of the Chapter to the Corporation
- G. The National Board of Directors, or its designated representatives, shall make a determination regarding such restricted activity and shall issue a decision to the Chapter 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 within thirty (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 the Constitution of the Corporation, 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 Chapter or a portion thereof, unless a majority of the affected Chapter concurs.

- H. A member or Chapter may not endorse, on behalf of the Chapter, any candidate for any elected office or position.
- I. The Chapter may comment upon, endorse on behalf of said Chapter, any candidate holding, or proposed for, an appointed position that directly affects veterans' affairs, provided that all such comments and/or endorsements made by the Chapter with respect of Federal appointees must be made in consultation with the appropriate Department Head or Officer of the Corporation.
- J. 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, California State Council or any other Chapter. The Chapter shall not take any action which would tend to impair the right of any Chapter to adopt any position in accordance with the above provisions.

ARTICLE XIII – ELECTION RESULTS

The Chapter shall submit the election results and a report of committee chairpersons to both the California State Council and National Membership Department not later than sixty (60) days after the Chapter elections.

ARTICLE XIV - 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.

ARTICLE XV - 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

ARTICLE XVI – RULES OF ORDER

: The rules of order at any meeting of the Chapter, Board of Directors or Committee shall be Robert’s Rules of Order, Newly Revised

ARTICLE XVII – 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 these Bylaws or the rules and procedures of the Corporation, a waiver thereof in writing, signed by the person entitled to such notice, executed at the time, shall be deemed the equivalent of the giving of such notice

ARTICLE XVIII – AMENDMENT OF BYLAWS

These Bylaws, or provisions thereof, may be altered, amended, repealed, or new provisions added hereto, in accordance with the Constitution of the Corporation, by the affirmative vote of two-thirds of the members in good standing present and voting at an annual meeting of the Chapter Any such proposed amendment shall be filed with the President and Secretary at least sixty (60) days prior to the annual meeting at which such proposed amendment is to be addressed

CERTIFICATE OF ADOPTION

I, Marguerite L Buhler, Secretary of Vietnam Veterans of America, Inc Chapter #535, Nevada County, California, hereby certify that, at the annual meeting of this Corporation, held on April 1, 2004, at which 16 voting members of this Corporation were present, the membership of this Corporation adopted the within Bylaws, in accordance with the Constitution of the Corporation as adopted at the National Convention on November 9, 1983 with subsequent amendments and as revised at the National Convention, August 1, 2003

s/ Marguerite L Buhler
Secretary

**APPENDIX I to the CONSTITUTION
Of the
VIETNAM VETERANS OF AMERICA, Inc**

Chapter 535 of Nevada County, California for the purposes of representation on the National Board of Directors by Regional Directors is located in Region 9

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

STANDING COMMITTEES

The standing committees established at the Chapter level of the organization shall perform the following functions:

- A. The **Membership Affairs Committee**, or its 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 point 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 the Vietnam Veterans of American with matters concerning the media. It should also be instrumental in publicizing in the communities, the purpose, goals, roles, activities and projects of the Chapter.
- 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 levels. 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 **Employment, Training and Business 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 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 committees The Women Veterans Committee will maintain communication, advocacy, and outreach on behalf of women veterans
- K. 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

**APPENDIX III to the CONSTITUTION
Of the
VIETNAM VETERANS OF AMERICA, Inc**

OATH OF OFFICE

**Oath of Office for Officers, Directors, and Committee Chairs of Vietnam
Veterans of America, Inc, Nevada County Chapter 535**

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, of Nevada County Chapter 535 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 Bylaws of the California State Council, and the Bylaws of Chapter 535.

VIETNAM VETERANS OF AMERICA
Chapter 535
April 3, 2008
Annual General Membership Meeting Minutes

Bylaws Amendment: The following two amendments were properly noticed and approved unanimously at the Annual General Membership Meeting, where a quorum was present.

That portion of Article V. Meetings of the Chapter, paragraph F which states However, the presence of five (5) members or twenty-five (25%) of the members entitled to vote at an annual meeting, whichever, is greater, shall constitute a quorum for the transaction of any business at said annual meeting be amended to read: However, the presence, in person, of five (5) members or fifteen percent (15%) of the members entitled to vote at an annual meeting, whichever is greater, shall constitute a quorum for transaction of any business at said annual meeting. Kent Hawley moved and LeeRoy Hubbard seconded that the amendment be adopted. Passed.

That portion of Article VI. Board of Directors, Section H, which states: A quorum of the Board of Directors shall be two thirds of the whole number of Directors, or that number greater than two-thirds which is closest thereto when the number of the Directors is not divisible by three. Be amended to read: A quorum of the Board of Directors shall be a majority of the whole number of Directors. Dick Corn moved and Kent Hawley seconded that the amendment be adopted. Passed.

Respectfully submitted:

Margie Buhler, Secretary/Treasurer