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**New York State Council
Vietnam Veterans of America
By-Laws
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ARTICLE I – NAME

This body shall be known as the New York State Council, Vietnam Veterans of America, and Inc.

ARTICLE II – GOALS

A. The objectives (goals) of the Council are to enhance the social, economic, educational and physical welfare of Vietnam Era Veterans.

ARTICLE III – PURPOSES AND OBJECTIVES

The Council is formed to provide a formal, unified and democratic body, representative of the chapters of the Vietnam Veterans of America located in New York State. The Council shall represent the interests of its member Chapters at the State level and with the Vietnam Veterans of America, Inc. It shall exchange information and coordinate the activities of its Chapters to attain its objectives and those of Vietnam Veterans of America, Inc.

The Council shall promote and enforce the principles and policies of the Corporation as set forth in the Constitution, and the rules and resolutions of Code of Disciplinary Policy of the Corporation.

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 to enhance membership in Vietnam Veterans of America.

B. Identify issues of concern to Vietnam Era Veterans at the local and state levels and develop policy statements which address those issues. Examine legislative or administrative proposals which may affect Vietnam Era Veterans and their families, and to provide input, through communications with appropriate officials, as to the positions of Vietnam Era Veterans of New York State relative to such matters

C. Establish communications network to assist Vietnam Era Veterans in gaining awareness of those issues which may affect their social, economic, educational or physical well-being, and to provide a mechanism by which Vietnam Era Veterans may raise issues of concern.

D. Develop moral, legislative and financial support for the Council and its Chapters, through a program of educational and community awareness.

ARTICLE IV – MEMBERSHIP

A. Membership on the Council will be open to all duly organized Chapters of Vietnam Veterans of America, Inc., in good standing, in the State of New York. Each Chapter shall have such delegates to the Council as determined in accordance with sub-paragraph B of the Article. Each delegate shall be a member in good standing of the Chapter he/she represents and the National Organization of Vietnam Veterans of America, Inc. Each Chapter shall certify the name of its delegates and alternate delegates. In the event that any delegate shall cease to be a member in good standing of the National Organization of Vietnam Veterans of America, Inc., the seat held by such delegate shall be deemed vacant as of the date that said delegate ceased being a member in good standing. In the event of such vacancy, the Chapter represented by such delegates shall immediately notify the Council Secretary in writing. In the event that the seat held by a delegate shall be deemed vacant, as provided for in these By Laws, the seat held by such delegates shall be filled by an alternate, designated by the Chapter.

B. The delegates and their voting rights as concern business before the Council meetings and State Conventions shall be as follows: 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 Council. For each block of fifty (50) members, thereafter, the Chapter shall be entitled to one (1) additional vote.

C. Chapter membership, for purposes of determining representation to the Council meetings and State Conventions, shall be determined by the Council, annually, on the last day of February. Such determination shall be

made on the basis of a membership list for each chapter prepared by the Membership Director of the National Organization and certified correct by the Chapter.

D. Voting – A duly elected delegate of any Chapter of the State of New York shall be permitted to cast up to five (5) votes, up to the limitations of Article IV, Letter B, above.

ARTICLE V – EXECUTIVE COMMITTEE

The delegates of the Council shall elect, from the individual membership within the State, whether Chapter or otherwise, a President, Vice President, Secretary, Treasurer or Secretary/Treasurer, District Directors, and such other officers as may be deemed necessary by the Council. These elected Officers and District Directors shall constitute the Executive Committee of the New York State Council, Vietnam Veterans of America, Inc. 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 the 12 months preceding the annual election at which the candidates seek election and (2) candidates must have held positions as an elected officer (President, Vice President, Secretary or Treasurer), Director of VVA, at the Chapter level, during any continuous period of twelve months prior to the date of the election. Election of Officers and District Directors of the Council shall be by vote at the second calendar quarter meeting of the Council in each even numbered year. Officers and District Directors so elected shall serve for a term of two (2) years or until the seat held by such officer shall be deemed vacant according to these By-Laws.

In the event that any member of the Executive Committee shall be deemed to have vacated his or her seat as provided herein; any office held by such Officer, except the President, shall likewise be deemed vacant. The first order of business at the next meeting of the Council following such vacancy shall be the election **by the delegates** to fill the office so vacated. In the event of the vacancy of President, the Vice President will assume the presidency for the remainder of his or her term. District Directors shall be a member in Good Standing of a Chapter located in the District that he/she represents to continue as an elected Officer or Director.

The State of New York shall be divided into four (4) Districts. The member Chapters of the State Council located in these four (4) Districts shall vote at the second calendar quarter meeting, in each even numbered year, for a District Director of each district. Only the Chapters in a given District will be able to vote for the new Director for that district. The four (4) districts shall be the Western, Central, Eastern and Southern.

The duties of the Executive Committee of the Council shall be as follows:

A. President - The President shall be the principal representative of the Council, preside at all meetings of the Council, and shall be an ex-officio member of all committees. He or she shall appoint all standing and ad-hoc committees and the chairpersons thereof subject to the approval of a majority of the delegates of the Council. He or she shall be the formal representative of the Council to the National Office of Vietnam Veterans of America, Inc., on all matters. The President shall also execute all formal documents authorized by the Council, except where other persons have been expressly delegated to do so. The President shall also review all fundraising proposals, which require the approval of the Executive Committee, as set forth in Article IV of the Constitution of Vietnam Veterans of America, Inc., as revised, and forward a copy of recommendations to the Chapters and the Corporation within fifteen (15) days of receipt of a completed proposal. The President of the State Council shall have the authority to assure that all Chapters in the State are in compliance with all governmental statutes, rules and regulations.

B. Vice President - The Vice President shall, in the absence of the President, and when so acting, have the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other such duties as may be assigned to him or her by the President. 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.

C. Secretary - The Secretary of the Council shall attend all meetings and shall be the custodian of all minutes, correspondence and other documents relative to Council business. The Secretary shall record the minutes of the regular and special meetings of the Council and shall provide each Chapter with a copy thereof. The Secretary of the Council and/or staff (committee) shall review all records and documents in the custodial control of the Secretary. On an individual basis, each record and/or document will be classified into one of three categories:

1). Retained permanently for Historical Value;

- 2). Retained for seven years as Archived and Stored Records;
- 3). Retained for one year as Operational Records.

All Archived Records and Documents will remain in the original form genre. Archival and Stored Records may be stored on electronic retention files, such as microfiche, compact data disks or original form genre.

D. Treasurer - The Treasurer of the Council shall attend all meetings of the Council and shall collect, receive, disburse and deposit the funds of the Council as directed by the Council, render bi-monthly financial statements and such other reports and accounts as may be required by the Council, and shall perform such other duties incident to the office of the Treasurer. The quarterly financial reports from the Treasurer will be mailed to the Chapters if a State Council meeting does not fall within thirty (30) days of that reporting period.

E. District Directors - The District Directors of the Council; shall attend all meetings of the Council; shall serve to coordinate and facilitate all activities among Chapters in their districts and shall be the first line of communication between the member chapters in their district and the State Council. The District Directors shall perform other such duties as directed by the State Council President of the State Council besides those listed in Appendix II.

F. The Executive Committee of the State Council shall be responsible and accountable to the Delegates for the control and management of the affairs, property and interests of the State Council; for keeping the Corporation advised of all the activities of the State Council; for complying with all reporting requirements established by this Constitution, the rules and regulations or directives of the Corporation, or any local, state or federal law, and for guiding and administering the State Council 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.

G. AVVA - After written recommendation from the Associates of Vietnam Veterans of America, Inc., in New York State, the State Council shall seat a Liaison of the State Council 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

ARTICLE VI – MEETINGS

Regular meetings of the Council shall be held quarterly at such times as the Council shall designate. The President shall give notice to each delegate, either by telephone, electronic mail and/or written notice to each delegate to the Council the time and location of any regular meeting at least twenty (20) calendar days in advance of the date for said meeting.

The order of business of each regular meeting shall include roll call, reading of Minutes, Treasurer's Reports, Committee Reports, Unfinished Business and New Business. The order of business of each special meeting shall be stated in a notice of such meeting. The procedural authority for all regular and special meetings shall be Robert's Rules of Order, Newly Revised, and current Edition.

ARTICLE VII - QUORUM

The presence of a majority of the delegates or delegates representing a majority of the votes eligible to be cast as outlined Article IV, Letter B of these by laws, regular or alternate, shall constitute a quorum for the transaction of business. A majority of the delegates present (regular or alternate) whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given to all regular and alternate delegates at time of adjournment.

ARTICLE VIII – VOTING

Each chapter, through its regular or alternate delegates, shall be entitled to the number of votes as outlined in Article IV, Letter B of this document, relative to all business before the Council. In the event that a regular delegate shall be unable to attend such meeting of the Council, the vote of that Chapter shall be cast by the first alternate if, he or she is unable to attend such meeting, it would go to the second alternate, if applicable. The vote of the majority of the votes eligible to be cast by the delegates (regular or alternate) present at such time, shall be the act of the council.

In the event that there is a notice given to the Executive Board between regularly scheduled meetings, that a vote by the Board must be taken, such vote may be made by telephone or electronic mail and the record of the vote will be taken by the Secretary and provided to the delegates at the next regularly scheduled meeting, the results of the vote taken.

ARTICLE IX – COMMITTEES

Committees shall be established by the Council, insofar as is necessary to accomplish the business of the Council. 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 delegates. The committee chair may nominate qualified non-members to serve as non-voting Special Advisors to the committee.

Basic committee duties may be found *(in Appendix I of this By-Law.)*

Committees that may be established include, but not limited to, Membership Affairs, Public Affairs, Government Affairs, Veterans Affairs, Economic Opportunities, Minority Affairs, Veterans Benefits, Finance, Women Veterans, POW/MIA, Agent Orange/Dioxin, Veterans Incarcerated, Community Services, Health Care, Nominating, and Good and Welfare.

ARTICLE X – AMENDMENTS

Amendments to these By-Laws shall be by the majority of the total eligible delegate votes as outlined in Article IV, Letter B of this document present or otherwise, at a meeting at which such amendment is being considered. Notification of any proposed amendment to the By-Laws shall be given to each of the regular delegates and alternate delegates at least twenty (20) days prior to the meeting at which such amendment shall be presented. This provision may be waived by any delegate entitled to vote on such amendment.

ARTICLE XI – FISCAL YEAR

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

ARTICLE XII – CORRECTIONS

A. Corrections in spelling, punctuation, grammar, and other cosmetic changes which do not change the meaning or spirit of these By-Laws may be made by the Chairman of the Constitution Committee, with the approval of the President, without vote by the State Council membership and without revision.

B. Changes as outlined in section A above will be documented on the master Copy of the By-Laws, maintained by the chairman of the Constitution Committee.

ARTICLE XIII - DISSOLUTION

The VVA-NYSC shall be organized and operated in conformity with the purposes set forth in Article III of these By-Laws and the policies and standards formulated by the Board of Directors of the National organization. The national organization, by summary action of its President, may preliminarily suspend this State Council if in the National President's reasonable belief; the actions of VVA-NYSC are detrimental to the best interests of the national Organization. Notice of preliminary suspension, and of the reasons therefore, shall be mailed to the State Council and shall be effective upon mailing or delivery of this transmittal.

In the event that VVA-NYSC is preliminarily suspended, all power of self-governance and operation of VVA-NYSC, including all voting rights of the members, Officers, and Directors, shall immediately vest in the National Organization, which is empowered to take control of VVA-NYSC assets, real and personal, and to manage the operations of VVA-NYSC until the suspension terminates. Within 45 days after preliminary suspension, the Board of Directors of the National Organization or a Committee thereof shall afford VVA-NYSC an opportunity to present evidence and arguments in its behalf in a forum and at a time and a place mutually agreed upon. If the Board or Committee finds that

VVA-NYSC has made statements or engaged in conduct detrimental to the best interests of the National Organization, it may suspend (for a particular period or on condition) or revoke VVA-NYSC status.

In case of revocation of VVA-NYSC status, all State Council powers vested in the National Organization during suspension shall continue to be so vested, and in addition, the National Organization shall be authorized to take all necessary steps to dissolve the corporation status of the VVA-NYSC and to distribute all assets of the State Council remaining after the payment of debts to itself or to any veteran non-profit charitable organization such as New York Vietnam Veterans Foundation, Inc., whose office is located in New York State.

APPENDIX 1 STANDING COMMITTEES

The standing committees established within the State Council shall perform the functions described below. State Councils 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** shall be alert to build the membership of the Council and its Chapters by pointing the advantages and services available to members. The committee shall also make itself available to provide assistance to the Chapters of the Council in membership matters.

B. The **Public Affairs Committee** shall act as a liaison between the various committees of the Council with matters concerning the news media. It should also be instrumental in publicizing the purposes, goals, roles, activities, and projects of the Council. The committee shall also make itself available to provide assistance to the Chapters of the Council in matters concerning the news media.

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 veteran and other persons through the legislative process at the State level. The Committee shall monitor legislative activities and represent the opinion of the membership at public hearings and with public officials. The committee shall also make itself available to provide assistance to the Chapters of the Council in legislative matters.

D. The **Economic Opportunity Committee** shall develop programs of awareness as 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. The committee shall also make itself available to provide assistance to the Chapters of the Council in such matters.

E. The **Minority Affairs Committee** shall identify and develop programs of awareness of and programs of interest to, minority veterans and shall seek to expand the membership of minorities in the Chapters of the Council. The Committee shall coordinate its activities closely with the Council Officers and the other committees of the Council. The committee shall also make itself available to provide assistance to the Chapters of the Council in such matters.

F. The **Constitution Committee** shall serve to advise the Council as to matters of interpretation of the provisions of these By-Laws, in accordance with guidelines and determinations of the Council.

G. The **Veterans Benefits Committee** shall provide oversight, as directed by the Council's Officers for the Council's Veterans Benefits Program/Service Officers Program, and shall recommend to the Officers, policies to govern that program.

H. The **Finance Committee** shall provide oversight of the financial activities of the Council and shall recommend policies on financial matters, to include, but not be limited to, assisting and consulting with the Treasurer on all financial planning, budgeting, reporting, and other related matters.

I. The **Women Veterans Committee** shall identify issues and needs relevant to the women veterans of New York State, develop strategies to address and resolve them, and serve as a resource or liaison to and between the Council and all other entities. The committee shall also make itself available to provide assistance to the Chapters of the Council in matters particular to women veterans.

J. The **POW/MIA Committee** shall seek and promote the fullest accounting of those from New York State still listed as POW/MIA 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/MIAs of NYS to the Chapters of the Council.

K. The **Agent Orange/Dioxin Committee** shall accumulate and disseminate information regarding Agent Orange/Dioxin within NYS. The Committee shall coordinate its activities with the National-level AO/D Committee.

L. The **Veterans Incarcerated Committee** shall coordinate its activities with the National-level VIC and work with various state agencies to develop programs to assist in the rehabilitation of incarcerated veterans.

M. The **Veterans Health Care Committee** shall identify issues and needs relevant to the social, psychological, and physical well-being of veterans and their families within NYS: monitor programs and services at the State level to assess quality of health care and develop strategies and policies to assure adequate access for NYS veterans and their families to appropriate, timely, and quality health care. The Committee shall serve as a liaison to health care providers and agencies. The committee shall also make itself available to provide assistance to the Chapters of the Council in matters concerning veterans' health care.

APPENDIX II - DUTIES OF DISTRICT DIRECTORS

A.) Report to President and Board of Directors.

B) Supervises Chapters in District by:

- 1) Acting as intermediary between State Council and Chapters. Disseminate info. Between the two entities by presenting Quarterly and Annual reports.
- 2) Assure Financial and Election reports are sent from Chapters to State.
- 3) Make Chapter visitations at least once a year.
- 4) Keep lines of communication open between Council President and other officers and District Directors.
- 5) Respond to E-Mails on a regular basis.
- 6) Assist in reviewing budget process.
- 7) Represent VVA throughout local community in a non-caustic, professional, and knowledgeable manner.

C) Compensation:

- 1) Will be compensated for mileage, board, and per diem for activities authorized by duties or at Presidents request.

D) Qualifications:

- 1) Must be able to perform duties as described in job description.
- 2) Be a member in good standing of a Chapter located in the District that he/she represents

E) Skills (Essential to job function):

- 1) Very good communication skills.
- 2) Strong organizational skills
- 3) Time management skills.
- 4) Professional appearance and demeanor.
- 5) A very good understanding of State Council and Chapter functions.
- 6) Have a vehicle, valid driver's license, and car insurance.
- 7) High level of self-control under difficult or emergency situations.
- 8) An ability to understand and assist in the budget process.