

**BY-LAWS OF CHAPTER #436
VIETNAM VETERANS OF AMERICA
CHESTER COUNTY, PENNSYLVANIA**

ARTICLE I: Name and Purpose

1.1 NAME: The name of this chapter of the Vietnam Veterans of America shall be "Vietnam Veterans of America, Major Louis Guillermin Memorial Chapter #436".

1.2 FISCAL YEAR: The fiscal year of this Chapter shall be from the first day of March to the last day of February of the succeeding year.

1.3 PURPOSE: The purpose of this Chapter shall be to promote the welfare of veterans of military service of the United States of America and their families, thus fulfilling our obligation to insure that the lessons learned through service and sacrifice is never forgotten.

1.4 DEFINITION OF TERMS:

- A. "National Constitution" shall refer to the Constitution of the Vietnam Veterans of America, Inc., adopted November 9, 1983, as amended.
- B. "National" shall refer to the National Headquarters (or corporation) of Vietnam Veterans of America, Inc.
- C. "State Council" shall refer to the Pennsylvania State Council, Vietnam Veterans of America, Inc.
- D. "Board Member" shall refer to any one of the Officers or the Directors of the Board.
- E. "Directors" or "Board" shall refer to the Officers and Board of Directors of the Chapter.
- F. "Delegates": At a regular meeting, the Chapter members may elect up to four (4) members, as needed, to represent the Chapter at meetings or conferences, such as the State or National VVA Conferences; and such delegates shall be considered Directors.
- G. The "Chapter" shall refer to the Chapter #436 (Article 1.1)

ARTICLE II: Members and Membership Meetings

2.1 INDIVIDUAL MEMBERS: Individual membership in the Chapter is open to any veteran of the military service of the United States, who served on active duty during the period of 1961 to 1975, or who served in the Indochina Theater, irrespective of time of service, or to any individual authorized to be an individual member by the National Constitution.

2.2 ASSOCIATE MEMBERS: Any individual, who is not eligible as an Individual Member, but is interested in the principles and the practices of the Vietnam Veterans of America; and who subscribes to the purpose of this Chapter, shall be eligible to become an Associate Member. Associate Members shall not have the right to vote on any matter, nor shall they be eligible to hold elective positions or be elected or appointed as a voting delegate to the State Council or National Convention.

2.3 FEES AND DUES:

The Chapter shall follow the National Constitution as it pertains to fees and dues.

2.4 MEETINGS:

- (a). The regular general membership meeting will be held on the second (2) Wednesday of the month, exclusive of July and August of each year.
- (b). The presence of ten or more members shall constitute a quorum for a regular meeting.
- (c). The Board of Directors shall meet at least four (4) times per year.
- (d). A simple majority of the Board members shall constitute a quorum for Board meetings.

2.5 ANNUAL MEETING OF MEMBERS: The annual meeting of the Chapter shall be held in April as determined by the Board. At this meeting, the members present shall elect the Executive Officers and the Board of Directors, as permitted in the National Constitution, and may transact any other business that may be properly brought before the meeting.

2.6 SPECIAL MEETINGS: Special meetings of the members or Board may be called by any Executive Officer or by any three (3) Board Members. The agenda of the special meeting shall be limited to the topic previously set.

2.7 RULES OF ORDER: All Board and Membership meetings shall be conducted in accordance with Robert's Rule of Order.

2.8 MANNER OF ACTING: Except as otherwise provided herein, a simple majority vote of those present is sufficient to pass a resolution, action or other business. Each individual member, who is entitled to vote, including the Board of Directors, shall have one vote. Proxy votes will not be permitted. In the event of a tie vote, the President shall cast the deciding vote.

2.9 NON-MEMBERS: The Board of Directors may establish rules for allowing or prohibiting the attendance of non-members at meetings.

ARTICLE III: Board of Directors

3.1 BOARD OR DIRECTORS: The Board of Directors shall consist of the Executive Officers as follows: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer, and a minimum of five (5) Directors.

3.2 DUTIES OF THE BOARD: By its nature, the Board is the executive body of this Chapter. The Board maintains its health and direction within the guidelines of the National Constitution and the By-Laws of Chapter 436.

- A. It shall be the responsibility of the Board to provide clear standards of conduct that are appropriate to individual Chapter functions.
- B. Each member of the Board of Directors shall take an active role in the direction and operation of the Chapter.
- C. Ad Hoc committees will be established as needed by the President.

3.3 TERMS OF OFFICE: All elected offices shall be for one (1) year.

3.4 VACANCIES ON THE BOARD: For any reason, vacancies on the Board will be filled by appointment by the Board at the next regular Board Meeting.

3.5. QUORUM AND MANNER OF ACTING: A simple majority of the Board of Directors in office shall be present at each meeting to constitute a quorum. The acts of a majority of the Board Members present at the meeting, at which a quorum is present, shall be acts of the Board. The Board shall act only as a Board at a duly convened meeting.

3.6 SALARIES, FEES, AND OTHER REIMBURSEMENTS: No Director, Officer, or member shall receive a salary, fee, or any other payment from the Chapter, except for the reimbursement of expenses as approved by the Board.

ARTICLE IV: Executive Officers

4.1 PRESIDENT: The President shall be the chief executive of the Chapter and shall, subject to the Board of Directors and the Chapter:

- A. Preside at all meetings of both the Board and the membership.
- B. Appoint all chairpersons of committees, except the chairperson and members of the Nominating Committee, and shall be ex-officio of all said committees except the Nominating Committee.
- C. Establish committees as required.
- D. Hear reports monthly from all committees as to their progress toward stated goals.
- E. Appoint the Sergeant-At-Arms and Chaplain when required.
- F. In conjunction with the Board, the President shall plan Chapter operations and prepare a calendar of events. This should occur within sixty (60) days of the installment of new officers.

4.2 VICE PRESIDENT:

- (a) **1ST VICE PRESIDENT:** In the absence of the President, or in the event of the President's inability or refusal to act, the 1st Vice President shall perform the duties of the President. When so acting, the 1st Vice President shall have all powers of, and be subject to all of the restrictions of the President:

- A. Assist the President in all executive duties.
- B. In the event of the death, removal, or resignation of the President, the 1st Vice President shall assume the positions designated by the logical order of succession.
- C. Perform such other duties as the Board of Directors may prescribe.

(b) **2ND VICE PRESIDENT:** In the absence of the 1st Vice President, or in the event of the 1st Vice President's inability or refusal to act, the 2nd Vice President shall assume and perform the duties of the 1st Vice President and, when so acting, shall have all of the powers, and be subject to all restrictions, of the 1st Vice President.

- A. Assist the President and/or 1st Vice President in all executive duties, as needed.
- B. In the event of the death, removal or resignation of the 1st Vice President, the 2nd Vice President shall assume the positions designated by the logical order of succession.
- C. Be responsible and accountable for the management of any Special Funds Accounts established or designated by the Board of Directors under **Article VI (OTHER ACCOUNTS)**, and shall collaborate with the Chapter's Treasurer and any audit committees in assuring the security of those funds and the accuracy of the accounts.
- D. Perform other such duties as the Board of Directors may from time-to-time prescribe.

4.3 SECRETARY: The Secretary shall record and maintain all of the proceedings of the meetings of the Board of Directors and Chapter Meetings in a file kept for that purpose, and shall perform like duties for the Executive Committee, when required.

- A. Give, or cause to given, notice of all meetings for which notice is required.
- B. Operate under the supervision of the Board of Directors or the President and perform other duties as may be described by them. In the event of a conflict, the Secretary shall act in accordance with the instructions of the Board.
- C. Hold and maintain all papers, correspondence, etc., as instructed by the Board, the President, and the National Constitution.

4.4 TREASURER: 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, except for those designated in Article VI of these By-Laws.

- A. Be responsible for such funds and securities, and the disbursement thereof, as outlined in the National Constitution.
- B. Keep full and accurate accounts of all receipts entrusted to his/her care in books belonging to the Chapter.
- C. Disburse funds up to \$250.00 from the General Fund, as set by the membership, for any chapter activity. All disbursements exceeding that amount shall require specific Chapter approval.
- D. Semi-annual audit of Treasurer's books by two alternating general members.

4.5 All Chapter records must be returned to the Chapter upon completion or termination of an Officer's term in office.

ARTICLE V: Committees

5.1 STANDING COMMITTEES:

- A. The President shall appoint the chairperson of the ten (10) current standing committees. They include Membership, Public Affairs, Governmental Affairs, Veterans Affairs, Constitution, POW/MIA, Agent Orange, and any such committees established in the future by National.
- B. As outlined in the National Constitution, its mission statement, and as set forth in Appendix A of these By-Laws, each committee shall strive to achieve its individual goals

5.2 AD HOC COMMITTEES: Ad Hoc Committees may be established at any time by the President and shall continue until their purpose has been completed.

5.3 COMMITTEE VACANCIES: The President will assign Committee Chairpersons when required.

5.4 COMMITTEE REPORTS: The Chairperson of each Standing and Ad Hoc Committee shall report the actions of those Committees at all business meetings.

5.5 NOMINATIONS COMMITTEE: The Nominations Committee shall consist of no more than three (3) members appointed by the President to a one (1) year term in November of each year. Members of the Committee shall not be eligible for any office in the election, when they are serving on the Nominations Committee. The Committee shall nominate at least one (1) candidate for each office to be filled. Further nominations may be made by any member.

5.6 SPECIAL COMMITTEE: Product Sales

- A. The Chapter shall establish a committee to be known as the Product Sales Committee.
- B. The total expense of the committee shall be established by the Board of Directors.
- C. The committee shall be required to:
 - 1. Render a complete report of inventory and cash balance at each membership meeting.
 - 2. Transfer to the General Account all funds received.
 - 3. As outlined in the National Constitution, abide by all stipulations regarding audits.

ARTICLE VI: Other Accounts

6.1 THE BOARD OF DIRECTORS

- (a). May establish a separate account to be designated for any specific activity considered necessary to the Chapter. The maximum amount of cash for the account shall be established by the Board of Directors.
- (b). Fund-raising and any such special accounts shall be overseen by the Second Vice President, who shall collaborate with the Treasurer and any audit committees in assuring the safety of those funds and the accuracy of the related accounts.

6.2 THE COMMITTEE RESPONSIBLE for such accounts shall be required to:

- A. Render a complete report of activity and cash balance at each membership meeting.
- B. As outlined in the National Constitution, abide by all stipulations regarding audits.

ARTICLE VII: Amendments

7.1 These By-Laws may be amended at any regular or special membership meeting of the Chapter by a two-thirds (2/3) vote of those eligible members attending, provided the amendment(s) has/have been submitted in writing to the Constitution Committee at least thirty (30) days prior. The proposed amendment shall be read to the membership at each regular meeting held prior to its introduction. It is the responsibility of the Committee to introduce a proposal's amendment, its report, and recommendations to the floor. The Second Vice President is ex-officio chairman of the Constitution Committee.

APPENDIX A: STANDING COMMITTEE

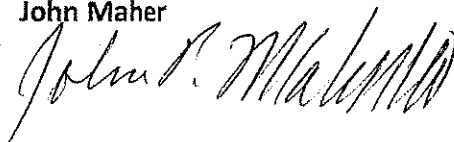
1. **MEMBERSHIP COMMITTEE (or MEMBERSHIP AFFAIRS COMMITTEE):** The Membership Affairs Committee shall receive and approve applications from individuals and others wishing to become members of the Chapter. *It shall be* alert to build the membership of the Chapter by pointing out the advantages and services to members. The committee shall also establish procedures by which an individual member's status as a veteran may be authenticated and maintain, for the Secretary, for DD 214 forms or other proof of military service tendered by any member.
2. **PUBLIC AFFAIRS COMMITTEE:** The Public Affairs Committee shall act as a liaison between the various committees of the Chapter and the news media, and it shall publicize in the community the role, purpose, goals, activities, and projects of the Chapter.
3. **GOVERNMENTAL AFFAIRS COMMITTEE:** *Through a program of education,* the Governmental Affairs Committee shall seek to improve the social, economic, educational well-being, and physical welfare of the Vietnam-era Veterans, and other persons, through the legislative process at the local, state and federal level. The Committee shall monitor legislative activities and represent the opinion of the Chapter Membership at public hearings and with public officials.
4. **VETERANS AFFAIRS COMMITTEE:** The Veterans Affairs Committee shall present Chapter programs with a variety of subjects, and special interests, related to Veterans Affairs. The Committee shall coordinate its activities closely with the President, other officers, and Committee Chairpersons.
5. **COMMUNITY SERVICE COMMITTEE:** The Community Service Committee identifies essential social needs related to Vietnam-era Veterans, their families, and others. *It shall also identify related projects in the community and shall stimulate appropriate Chapter involvement of resources to meet the needs of, or assist in the projects.*
6. **ECONOMIC AFFAIRS COMMITTEE:** *The Economic Affairs Committee shall develop programs that will make the economic and employment sector aware of the needs of Veterans in employment and business.* It shall seek to improve the well-being of Veterans through such programs.
7. **MINORITY AFFAIRS COMMITTEE:** The Minority Committee shall identify and develop programs of awareness and of interest to minority veterans of the Chapter, 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.
8. **CONSTITUTION COMMITTEE:** The Constitution Committee shall serve to advise the Board of Directors as to matters of interpretation of the provisions of the National Constitution, State Council By-Laws, and these By-Laws.
9. **POW/MIA COMMITTEE:**
10. **AGENT ORANGE COMMITTEE:**

The By-Laws of Chapter 436 Vietnam Veterans of America Chester County, Pennsylvania are hereby approved and adopted on 14 September 2016.

EXECUTIVE OFFICERS OF VIETNAM VETERANS OF AMERICA CHAPTER 436

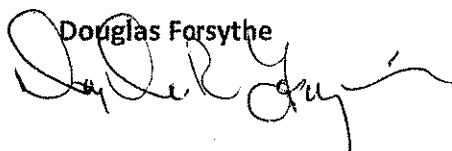
PRESIDENT:

John Maher



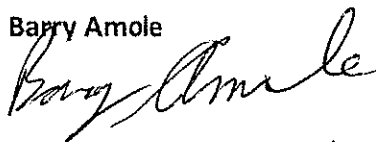
FIRST VICE PRESIDENT:

Douglas Forsythe



SECOND VICE PRESIDENT:

Barry Amole



SECRETARY:

Michael DiPuppo



TREASURER:

Conrad J. Doedderlein a.k.a. James Doedderlein

