

By Laws
Massachusetts State Council
Vietnam Veterans of America
As Adopted on October 21, 1995

ARTICLE I
Name and Purpose

SECTION 1: The name of this organization shall be called ***VIETNAM VETERANS OF AMERICA, MASSACHUSETTS STATE COUNCIL***, and hereinafter shall be referred to as ***STATE COUNCIL***. This organization is the representative state body of the ***VIETNAM VETERANS OF AMERICA***, a Congressionally Chartered Veterans Service Organization, hereinafter referred to as ***NATIONAL***.

SECTION 2: The purpose of the State Council shall be to:

- A. Promote and enforce the principles and policies of the organization as set forth in the National Constitution, the rules and resolutions, and the Code of Disciplinary Procedure as set forth by National.
- B. Provide a formal, unified, and democratic body representative of the Chapters and membership of Vietnam Veterans of America located in Massachusetts.

SECTION 3: E-mail or facsimile is to be considered an official form of correspondence along with U.S. Postal Service and/or any other method of ground shipment. (***Adopted 6/18/2005***)

ARTICLE II
Membership

SECTION 1: Eligibility for membership in the State Council shall be open to all chartered chapters of National, in good standing, and within the geographical boundaries of the Commonwealth of Massachusetts. Good Standing is defined as being in compliance with all requirements as set forth in the VVA National Constitution for Chapters.

SECTION 2: Chapter delegates to the State Council shall consist of one (1) primary delegate and one (1) alternate delegate for every twenty-five (25) individual voting members of the represented chapter not to exceed four (4) delegates and four (4) alternates. The primary chapter delegate has voting privileges, with the alternate delegate voting only in the absence of the primary delegate. In the event that an elected State Council officer is also a chapter primary or alternate representative, said State Council officer may retain their delegate status concurrently with their elected status. However,

said officer's vote must be counted and recorded as that of an appointed representative of his/her sponsoring chapter, and not as a State Council officer. Primary and alternate delegates must be members of their individual chapters in good standing.. Chapter Presidents must submit the name (s) of any and all delegates to the State Council within thirty (30) days of the Annual Meeting of their respective chapters. Chapters may substitute for a designated delegate or alternate, but only by written authorization of the Chapter President, giving the individual's name and standing in their respective chapter.

ARTICLE III State Council Officers

SECTION 1: The delegates shall elect from the individual membership within that state, a President, a Vice President from the East, West and Central portions of Massachusetts, Secretary, and Treasurer and other such officers as may be deemed necessary by the State Council... Election shall be by vote upon report of the Nominating Committee at the Annual Meeting held in June of every even-numbered year.

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SECTION 2: Officers so elected shall serve for a period of two (2) years or until relieved. A vacancy in any office of the State Council shall be filled, for the unexpired term, by a vote of the delegates to the State Council at the next State Council meeting following such vacancy. Said vacancy may be filled by any individual member within the jurisdiction of the State Council without benefit of a report from the Nominating Committee.

SECTION 3: Candidates for all elected positions of the State Council shall have been a member of the corporation in good standing for at least twelve (12) months prior to elections, shall have served a full term as a Chapter Delegate to the, and shall have attended at least one half (1/2) or three (3) of the regularly scheduled State Council meetings for the immediate twelve (12) months prior to said elections. These requirements shall not be waived or set aside by a vote of the State Council except as provided for in Article VII of these by-laws.

SECTOIN 4: Any duly elected Massachusetts State Council officer may immediately be removed from office by two thirds (2/3) vote of the delegates attending any scheduled or unscheduled meeting, for just cause, failure to perform the duties of the office, or any conduct that will reflect adversely on the Vietnam Veterans of America. Any officer removed from office under the provisions of this article will be provided written notification. (*Adopted 12/10/2011*)

ARTICLE IV Duties of Elected Officers

Section 1: President. The President shall be the principal executive officer of the State Council. He/She shall preside at all meetings of the state council and shall perform duties of that office as outlined in the National Constitution.

SECTION 2: *Vice Presidents:* The Vice-President shall preside at all meetings of the State Council in the absence of the President. In the event of the death, resignation, termination, inability, or refusal to perform the duties of the President, the Vice-President shall assume the office of President with all responsibilities thereto, for the duration of that unexpired term of office. The Vice-President shall perform the duties of that office as outlined in the National Constitution. An election to fill the vacant Vice-President's office will be held in compliance with Article III, Section 2 of these by-laws.

SECTION 3: *Secretary.* The Secretary shall record the minutes of all meetings of the State Council. The Secretary shall provide each Chapter within the Commonwealth of Massachusetts with a complete copy of the minutes from each and every State Council meeting within a reasonable time after each meeting. The Secretary shall perform the duties of that office in conformity with the National Constitution. Copies of the minutes of each and every State Council meeting will be submitted to each Chapter in good standing within 10 days after each meeting of the State Council. *(Adopted 9/17/2005)*

SECTION 4: *Treasurer.* The Treasurer shall have the direct charge and custody of all funds and securities of the State Council and all funds generated, collected, or obtained in connection with any and all activities of the State Council. The Treasurer shall keep full and accurate accounts of all receipts and disbursements in books belonging to the State Council. The Treasurer shall disburse funds from accounts upon the unanimous or majority vote of the State Council delegates during the course of any duly constituted meeting. The Treasurer shall perform the duties of that office in accordance with the provisions of the National Constitution.

SECTION 5: *Committees.* The President may appoint any committees as is deemed necessary to facilitate the business of State Council, and in addition shall appoint the chairpersons of all standing committees of State Council in accordance with the provisions of the National Constitution.

ARTICLE V

Meetings of the State Council

SECTION 1: Regular meetings of the State Council shall be held on the first Saturday of February, April, June, August, October, and December of each calendar year. Meetings shall be held at a location determined by the delegates
(Adopted 12/10/2011)

SECTION 2: Special Meetings of the State Council may be called at the discretion of the

President or by twenty-five percent (25%) of the regular delegates to the State Council. National President may call a Special Meeting of the State Council in accordance with the provisions of the National Constitution.

SECTION 3: All State Council meetings shall be conducted in accordance with Roberts Rules of Order, latest revised edition.

SECTION 4: Except as otherwise provided herein, a simple majority vote of those delegates present is sufficient to pass a resolution, motion, action, or other business legally brought on the floor at any meeting. Proxy votes shall not be permitted under any circumstances. In the event of a tie vote, the President may cast the deciding vote.

SECTION 5: The presence of delegates from three (3) Chapters entitled to vote at such meeting, and three (3) elected State Council Officers shall constitute a quorum for the transaction of any business.

ARTICLE VI

Finances

SECTION 1: The fiscal year of the State Council shall begin March 1st and shall end on the 28th day of February in the following year, except in the event of a leap year when such fiscal year shall end on the 29th of February of the following year.

SECTION 2: The revenue of the State Council shall be derived from membership dues and from such other fundraising sources as approved by the delegates.

SECTION 3: All affiliated chapters shall submit a copy of their financial statements upon request of the State Council Treasurer.

SECTION 4: All receipts presented for reimbursement by State Council Officers or Committee Chairpersons must be submitted within sixty-five (65) days for disbursement. Receipts received after that period will not be considered. *(Adopted 6/18/2005)*

SECTION 5: Any expenditure of the State Council funds shall only be authorized and approved by the membership present at the State Council meeting.

SECTION 6: The State Council may establish a separate account for funds to be designated for any specific activity considered necessary by the delegates. The maximum amount of funds for the account shall be established by the delegates and may be amended at any time by a majority of the delegates voting.

SECTION 7: Grant funds may be issued to eligible chapters and/or organizations as per guidelines specifically adopted for the purpose of grant fund disbursement.

SECTION 8: All expenditures of the State Council in excess of *Five Hundred Dollars* shall have first passed through the *Finance Committee*, and shall be voted on from the floor regardless of the recommendations of that body. Expenses by Officers and individuals incurred during the course of State Council business shall be the exception to this section, and governed by *Section 4, Article VI. (Adopted 12/10/2011)*

ARTICLE VII
Amendments

SECTION 1: These by-laws may be amended at any regular or special meeting of the State Council by a two-thirds (2/3) vote of those delegates present and who are legally eligible to vote, providing that the proposed amendment has been presented, in writing, to the State Council at least one scheduled meeting prior to the meeting wherein the proposed amendment is to be voted, and the proposed amendment has been mailed or emailed to each Chapter at least thirty (30) days prior to the meeting wherein such proposed amendment is to be voted. It is the responsibility of the individual or chapter introducing the amendment to adhere to the language set forth in Article VII, Section 1 of these by-laws. *(Adopted 1/16/2010)*

As Revised by State Council Vote September 17, 2005. ByLaws reviewed by VVA National Secretary October 7, 2005.