

BY-LAWS
of
LIBERTY BELL CHAPTER #266
VIETNAM VETERANS OF AMERICA
PHILADELPHIA, PENNSYLVANIA

Article I - NAME AND PURPOSE

- 1.1 **Name.** The name of this Chapter of the Vietnam Veterans of America shall be "Liberty Bell Chapter #266, Vietnam Veterans of America."
- 1.2 **Fiscal Year.** The fiscal year of the 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 in the United States of America and their families, thus fulfilling our obligation to insure the lessons learned through service and sacrifice are never misplaced.
- 1.4 **Definitions.**
- A. *National Constitution* shall refer to the current revision of the Constitution of the Vietnam Veterans of America, Inc.
 - 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 Executive Committee or the Directors at Large of the Board.

Article II - MEMBERS AND MEMBERS MEETINGS

- 2.1 Membership in the Chapter is open to any veteran of the military service of the United States of America, who served on active Duty during the dates established by federal law for the Vietnam War.
- 2.2 **Fees and Dues.** The Board may determine from time to time the amount of dues and other fees imposed upon members- Subject to this Section, the Board may also establish regulations governing the collection of dues and fees. Any member who is delinquent for more than ninety (90) days in the payment of dues shall be suspended from membership automatically. Such delinquency shall be based upon the later of the mailing date of the dues notices or March 1st. The Board may waive Chapter dues of an individual in situations deemed appropriate upon recommendation of the Veterans Affairs Committee. Such waiver shall obligate the Chapter to pay State Council and National dues for said individual unless waived by State Council and/or National.
- 2.3 **Annual Meeting of Members.** At least one regular business meeting of the Chapter shall be held each year on such date in April as shall be determined by the Board. At such meeting the members shall elect the Executive Committee and one half of the Board of Directors as permitted in Article III

- of the National Constitution, and may transact any other business which may be properly brought before the meeting.
- 2.4 **Special Meetings.** Special meetings of the members or Board may be called by the President or by any three (3) Board Members.
- 2.5 **Rules of Order.** All Board and membership meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised.
- 2.6 **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 shall have one vote. Proxy votes shall not be permitted. In the event of a tie vote, the Board shall immediately establish a method of breaking such tie, including without limitation, a determination of the disputed issue or the conducting of another vote. The meeting of the members at which such tie vote occurs may be recessed for the Board to meet and decide such question.
- 2.7 **Nonmembers.** The Board of Directors may establish rules for allowing or prohibiting attendance of nonmembers at meetings.

Article III - BOARD OF DIRECTORS

- 3.1 **Board of Directors.** The Board of Directors shall consist of the Executive Committee (President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer), and ten (10) Directors at Large.
- 3.2 **Duties of the Board.** The Board is by its nature the executive of the Chapter, maintaining its health and direction within the guidelines of the National Constitution and the By-laws of Chapter #266. 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 (1/3) of the Directors at such time and place as may be specified in the notice thereof.
- A. It shall be the responsibility of the Board to provide clear standards of conduct, appropriate to individual Chapter functions.
- B. Each of the ten (10) Directors at Large shall take an active roll in the direction and operation of the Chapter, and may chair or vice chair at least one of the standing or special committees.
- 3.3 **Liaison of The Associates of Vietnam Veterans of America, Inc.** After recommendation from the local members of The Associates of Vietnam Veterans of America, Inc. (AVVA), the Chapter shall seat a Liaison on the Chapter Board of Directors, who shall serve as a non-voting Special Advisor to the Board on all matters of particular concern to AVVA members.
- 3.4 **Terms of Office.** The ten (10) Directors at Large shall hold office for two (2) years with their terms staggered such that five (5) directors are elected each year. The Executive Committee shall be elected **every two years** and shall be members of the Board for terms coterminous with that of the office they hold.
- 3.5 **Vacancies on the Board.** Vacancies on the Board, for any reason, may be filled by vote of a majority of the remaining Board members, even though less than a quorum, at any regular or special meeting of the Board subject to the approval of the membership at the next members meeting.

- 3.6 **Quorum and Manner of Acting.** Two-thirds of the whole number of the Directors at Large and Executive Committee in office shall be present at each meeting to constitute a quorum. The acts of a majority of the Board Members present at a 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.
- 3.7 **Salaries, Fees, and Other Reimbursements.** No Director, Officer, nor 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 COMMITTEE

- 4.1 **President.** The President shall be the chief executive officer of the Chapter and shall, subject to the direction of the Board of Directors:
- A. Preside at all meetings of the Board and of the members.
 - B. Appoint all chairpersons of committees, except the chairperson and members of the Nominating Committee and shall be ex-officio of all said committees other than the Nominating Committee.
 - C. Establish committees as requested by the Board.
 - D. Hear reports monthly from all committees as to their progress toward stated goals.
 - E. Appoint the position of Sergeant-at-arms and, when required, Chaplain.
 - F. In conjunction with the Board, plan Chapter operations, establish a budget, and prepare a calendar of events. This should occur within sixty (60) days of the installment of new officers.
- 4.2 **1st Vice President and 2nd Vice President.** In the absence of the President, or in the event of the President's inability or refusal to act, 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.
- A. Assist the President in all executive duties.
 - B. Chair or vice chair one or more of the standing or special committees.
 - C. In the event of the death, removal, or resignation of the President, the Vice Presidents shall assume the positions designated by the logical order of succession (i.e. 1st Vice President to President and 2nd Vice President to 1st Vice President).
 - D. Perform such other duties as the Board of Directors may from time to time prescribe
- 4.3 **Secretary.** 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.
- A. Give or cause to be given, notice of all meetings for which notice is required.
 - B. 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.
 - 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 Articles VI and VII of these by-laws.

- A. Be responsible for such funds and securities and the receipt and disbursement thereof as outlined in the National Constitution.
 - B. Keep full and accurate accounts of all 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**
 - C. Disburse funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements, and 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 as Treasurer, of the financial condition of the Chapter, in compliance with local, state, and federal regulations.
- 4.5 **Terms of Office.** ***The Executive Committee shall be elected every two years and shall be members of the Board for terms coterminous with that of the office they hold.***

Article V - COMMITTEES

5.1 **Standing Committees**

- A. The President may establish the standing committees as defined in Appendix A of these by-laws. The Chairpersons of the committees shall be appointed by the President...
- B. Each committee shall strive to achieve their individual goals as outlined in the National Constitution and their mission statement as set forth in Appendix A of these by-laws.

5.2 **Special Committees.** Special Committees may be established at any time by the President, as deemed necessary by the Board of Directors, and shall continue until their purpose, as defined in Appendix B of these by-laws or the minutes of the Board of Directors, is completed.

5.3 **Committee Vacancies.** The President will assign Committee Chairpersons when required. Vacancies on any committee are to be advertised in the Chapter newsletter.

5.4 **Subcommittees.** The Chairperson or Vice Chairperson of any committee may make recommendations to the Board of Directors for the establishment of subcommittees and the Chairperson of said subcommittee.

5.5 **Committee Reports.** The Board member of each Standing and Special Committee shall report the actions of that committee at all meetings of the Board of Directors.

5.6 **Nominations Committee.** The Nominations Committee shall consist of three (3) members elected to a one (1) year term at the Annual Meeting each year. Members of the committee shall not be eligible for any office in the election for which they serve on the Nominations Committee. The Committee shall nominate at least one (1) candidate, and not more than three (3) candidates for each office to be filled. The report of the Nominations Committee shall be mailed to the membership at least thirty (30) days before the annual meeting. Further nominations may be made by any member at the annual meeting, provided such person signifies his/her willingness to serve.

Article VI - PRODUCT SALES

6.1 The Chapter shall establish a Special Committee, to be known as the *Product Sales Committee* with a separate checking account designed for the purchase and maintenance of products for resale.

- 6.2 The total assets of the committee (wholesale product value plus cash) shall be established by the Board of Directors.
- 6.3 The Committee shall be required to:
- A. Keep full and accurate accounts of receipts and inventory in books belonging to the Chapter.
 - B. Render a complete report of inventory and cash balances at each Board meeting.
 - C. Transfer to the General Account all funds exceeding the designated amount established by the Board.
 - D. Abide by all stipulations regarding audits as outlined in the National Constitution.

Article VII - OTHER ACCOUNTS

- 7.1 The Board of Directors 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.
- 7.2 The Committee responsible for the account shall be required to:
- A. Keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter.
 - B. Render a complete report of activity and cash balances at each Board meeting.
 - C. Transfer to the General Account all funds exceeding the designated amount established by the Board.
 - D. Abide by all stipulations regarding audits as outlined in the National Constitution.

Article VIII - AMENDMENTS

- 8.1 These by-laws may be amended at any regular or special membership meeting by a two-thirds (2/3) vote of those members attending eligible to vote, providing the amendment had been presented to the Constitution Committee, in writing, at least sixty (60) days prior. The proposed amendment shall be read to the membership at each regular meeting held prior to its introduction and mailed to each member at least thirty (30) days prior. It is the responsibility of the Constitution Committee to introduce the amendment to the floor along with its report and recommendations regarding the proposal.
- 8.2 Amendments required as a result of adoption of any changes to the National Constitution by the delegates to any National Convention shall be presented to the Board of Directors at the next stated meeting of the Board. Said proposed changes will then be mailed to all delegates and voted upon at the next stated meeting of the members.
- 8.3 Amendments to the attached Appendixes shall be by vote of the Board of Directors as of the date the vote taken without further notification to the members prior to adoption.

Bylaws of Liberty Bell Chapter #266
Vietnam Veterans of America

Amended 9/ 9/96 Amended 9/ 8/97 Amended 9/ 9/02 Amended 9/
8/03
Amended 4/ 5/04 **Amended 1/17/11**

STANDING COMMITTEES

1. **Community Services Committee.** 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.
2. **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.
3. **Employment, Training & Business Opportunities Committee.** The Employment, Training & 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.
4. **Finance Committee.** 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.
5. **Government Affairs Committee.** 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 level. The Committee shall monitor legislative activities and represent the opinion of the Chapter membership at public hearings and with public officials.
6. **Membership Affairs Committee.** The Membership Affairs Committee shall receive and approve applications from individuals and others wishing to become members of the Chapter and 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, files for DD Forms 214 or other proofs of military service tendered by any member.
7. **Minority Affairs Committee.** The Minority Affairs Committee shall identify and develop programs of awareness of and programs of interest to minority veterans of the Chapter, and shall seek to expand the membership of minorities in Vietnam Veterans of America. The Committee shall coordinate its activities with the President, other officers and other committee chairpersons.
8. **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, purposes, goals, activities, and projects of the Chapter.

STANDING COMMITTEES

9. **Veterans Affairs Committee.** The Veterans Affairs Committee shall present the Chapter programs related to a variety of subjects and special interests. The Committee shall coordinate its activities closely with the President, other Officers, and Committee Chairpersons.
10. **Veterans Benefits.** The Veterans Benefits Committee shall provide oversight, as directed by the Board of Directors, for the Chapter's veterans benefits program and shall recommend to the Board policies to govern that program
11. **Women Veterans Committee.** 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 communities. The Committee shall coordinate its activities with the President, other officers and other committee chairpersons

SPECIAL COMMITTEES

1. **Agent Orange/Dioxin Committee.** The Agent Orange/Dioxin Committee shall accumulate and disseminate information regarding Agent Orange and Dioxin and actively pursue the recognition of presumptive disabilities from exposure to Agent Orange and Dioxin by the Department of Veterans Affairs. The committee shall encourage and foster the sponsorship of legislation to help the victims of Agent Orange and Dioxin, and encourage scientific and medical research in the field of dioxin related ailments.
2. **Banquet Committee.** The Banquet Committee may, at the direction of the Board of Directors, plan and coordinate an annual banquet for the Chapter. The Committee shall also recommend to the Board of Directors individuals considered worthy of an award or commendation for service to this Chapter, Vietnam Veterans of America, or the veterans community as a whole.
3. **Color Guard.** The Color Guard shall carry the National and Chapter colors, and any other flag designated by the Board of Directors, in parades and other designated functions approved by the Board of Directors. The committee shall coordinate its activities with the President, the Board, and the Public Affairs Committee.
4. **Education Committee.** The Education Committee shall prepare and present programs to school children and other individuals, including responding to requests via the Internet, to inform them about the Vietnam War, Vietnam Veterans, and the Vietnam-era experience. The Committee shall coordinate its activities with the Public Affairs Committee.
5. **Fund Raising Committee.** The Fund Raising Committee shall plan and conduct fund raising activities approved by the Board of Directors. All proceeds, less authorized expenses and Board approved seed funds, shall be given to the Chapter Treasurer upon the completion of the activity, and his/her receipt taken therefor. The Committee shall coordinate its activities with the Board and other committee chairpersons.
6. **Newsletter Committee.** The Newsletter Committee shall prepare and distribute a newsletter to the members and other interested individuals. The Committee shall coordinate its activities with the Board and other committee chairpersons.
7. **POW/MIA Committee.** The POW/MIA Committee shall act as liaison between National and State Council POW/MIA Committees and the Chapter. The Committee shall also promote public awareness of the plight of American POW/MIA's in Southeast Asia and other areas of the world, regardless of the conflict that initiated their disappearance. The committee shall coordinate its activities with the Public Affairs Committee.
8. **Product Sales Committee.** The Product Sales Committee shall establish and maintain an inventory of merchandise for sale to members and other interested individuals. The Committee shall maintain books and records as set forth in Article VI of these By-laws and any future resolutions of the Board. The Committee shall coordinate its activities with the Board and Public Affairs and Newsletter Committees.