

**BRAZOS VALLEY CHAPTER #937
VIETNAM VETERANS OF AMERICA**

BY-LAWS

**ARTICLE I
ORGANIZATION**

There is hereby established a Chapter of Vietnam Veterans of America within the State Council of Texas, Inc., hereinafter known as *The Brazos Valley Chapter # 937, Inc.* (the Chapter). The Chapter is constituted and organized pursuant to the Constitution of the National Organization, (the Corporation), and the by-laws of the Texas State Council, Inc. (the Council). The Chapter shall abide by and exist in accordance with the Constitution of the Corporation and the By-Laws of the Council.

**ARTICLE II
PURPOSE**

The purpose of the chapter shall be to promote justice, integrity, meaningful achievement, to promote the principles, and resolutions of the Vietnam Veterans of America and to support and **improve** conditions for Vietnam-era Veterans.

**ARTICLE III
MEMBERSHIP**

Membership requirements for Chapter 937 shall be the same as membership in the Vietnam Veterans of America.

**ARTICLE IV
OFFICES**

The principal offices of the Chapter shall be located at an address designated by the Chapter's membership and it may be the residence of an officer.

**ARTICLE V
MEETINGS OF MEMBERS**

- A. All meetings of the members shall be held at the principle 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. The regular meeting of Chapter shall be held monthly on the 4th Thursday of the month at 7:00PM.
- B. The annual meeting of the members of the Chapter shall be held in April of each year on a day and at a time and place to be determined by the Board of Directors of the Chapter for the purpose of electing Officers and Directors as per the requirements stated in the Constitution of the Corporation, Article III Chapter Provisions, Section 4 – Meetings of Chapters, paragraph B.

- C. The Chapter requires that the standard oath of office contained in the Constitution of Vietnam Veterans of America, be sworn or affirmed by new or re-elected officeholders of the Chapter upon assuming their duties:
- D. Special meetings of the members may be called at any time by the President of the Chapter, and 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. The President of the Corporation or the President of the Council of the state in which the Chapter is located may also call a special 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 quorum requirement for a legal Chapter # 937 Regular Membership meeting shall be the attendance of four (4) elected officers and/or directors and three (3) regular members in good standing. The chapter may modify such quorum requirements in accordance with the laws and directives of the State of Texas.
- G. Each individual 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 these by-laws, the vote of a majority of the individual members present and entitled to vote on a matter at a meeting at which a quorum for the transaction of any business is present, shall be necessary for the adoption thereof.
- H. The Chapter declares that the consumption of alcohol and controlled substances, except prescribed medication, is prohibited during the business portion of all regularly scheduled and/or special meetings of the Chapter.

**ARTICLE VI
BOARD OF DIRECTORS**

- A. The number of the Directors, inclusive of the Officers set forth below shall consist of not more than ten (10) members, subject to the approval of the members of the Chapter.
- B. The President, Vice Presidents, Secretary, Treasurer, and such other Officers as have been authorized and elected by the Chapter, shall be members of the Board of Directors of the Chapter; and their terms of directorship shall be coterminous with that of the office that they hold. The Chapter President shall preside at all meetings of the members and of the Chapter's Board of Directors.
- C. The Directors shall be elected from among the individual members in good standing of the Chapter by the vote of the members present, in person, and entitled to vote at the annual meeting of the members, or as hereinafter provided. Terms of elected Directors shall be staggered in order to always maintain experience on the board. Beginning with the 2009

annual election, two (2) Directors will be elected for a term of three (3) years (until April 2012); two Directors will be elected for a term of two (2) years (until April, 2011); and two (2) Directors will be elected for a one (1) year term (until April, 2010). Thereafter, two (2) new directors will be elected each year to serve three (3) year terms. A Director may succeed himself or herself any number of times. *Added Page 7*

- 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 this 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 purpose, 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. The Board of Directors is by its nature the Executive of the Chapter, maintaining its health and direction within the guidelines of the Constitution and bylaw's of *CHAPTER # 937, INC., Vietnam Veterans of America*. It shall be the responsibility of the Board to provide clear standards of conduct, appropriate to individual Chapter functions.
- E. The Board of Directors shall meet immediately prior to the annual meeting of the Chapter members and said meeting shall be considered to be the annual meeting of the Board of Directors.
- F. The Board of Directors shall meet 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 Council may call a meeting of the Chapter when he or she deems such to be in the best interests of the Corporation.
- G. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered 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, e-mailed, or faxed to addresses of record. 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 the Board 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 the 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, this constitution, or the rules, procedures, or directives of the Corporation.
- I. Any vacancy occurring in the Board of Directors, or in the position of State Council delegate due to the 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

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less than a quorum, subject to the approval of the membership at the next regular general membership meeting.

- J. Any member of the Board of Directors who shall be absent from three consecutive Board meetings without adequate notice and excuse acceptable to the Board, shall be deemed to have resigned from the Board.
- K. The President of the Chapter shall, after consultation with Chapter associate members, and the approval of the Board of Directors, appoint an Associates of Vietnam Veterans of America (AVVA) Liaison, who shall be a non-voting member of the Board of Directors, and who shall serve to advise the President and the Board of Directors as to matters of particular concern to Associate members. The Associate Member Liaison shall not be considered in the event a quorum count becomes necessary.

ARTICLE VII OFFICERS

- A. The officers of the Chapter shall be the President, Vice President, a Secretary, a Treasurer or Secretary/Treasurer and such other officers as the Board may, from time to time, deem advisable.
- B. The officers of the Chapter shall be elected by the individual members at the annual meeting of the members. All such officers so elected shall hold office for a term of one year. 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 members at the next meeting, except that a vacancy in the office of the President shall be filled for the unexpired 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 of the business affairs and property of the Chapter, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board, and shall appoint all chairpersons of committees, except the Chairperson of the Nominating Committee. The President shall serve as a member ex-officio of all said committees other than the Nominating Committee and shall establish committees as he/she deems necessary. The President shall hear reports monthly from standing committees as to their progress toward stated goals. The President shall appoint, when required, the position of Sergeant-At-Arms and Chaplain. He/she shall in conjunction with the Board of Directors, plan Chapter Operations, establish a budget and prepare a calendar of events. This should occur within sixty (60) days of the installation of new officers.
- D. In the absence of the Chapter President, or in the event of his or her inability or refusal to act, the Vice President, 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. In the event of the death, removal, or resignation of the President, the Vice President shall assume the

position of the President for the remainder of his or her term. The Vice President shall perform such other duties as may be prescribed by the Board of Directors or the President.

- 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. He or she shall give or cause to be given, notice of all meetings for which notice is required by this Constitution, 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 a corporate seal for the Chapter. The 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. The Board may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by his or her signature. The Secretary shall be responsible for the safekeeping of all DD Forms 214 or other acceptable forms of proof of military service tendered to him or her by any member. He or she shall forward to the office of the Corporation a copy of said form for each duly elected officer and director. He or she shall maintain a current membership roster, prepare all correspondence as directed by the President and shall ensure that all contractual agreements are on file with the Chapter.
- 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. The Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof. He or she 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. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursement, 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, and a full financial report based on the books and the accounts audited annually by a certified or other public accountant, or an auditing committee. All checks and drafts shall bear two (2) signatures which may be any two (2) of the following: the President, the Vice President, the Secretary, the Treasurer, or any other officer so authorized by the Board. No officer authorized to sign checks may authorized a check made out to themselves.

ARTICLE VIII STATE COUNCIL MEETINGS

The Chapter is required to attend at least one State Council meeting and have not more than two delegates present, but one delegate must be present at all times. If the Chapter can not attend the State Council meeting it must notify the State Council President.

ARTICLE IX REPORTING REQUIREMENTS

- A. A Financial Report must be submitted to the State Council (Secretary) and the National Office (VVA Membership Department) not later than the 15th of July of each year for the prior fiscal year. The fiscal year of the Chapter shall commence on the 1st of March and end on the last day of February.
- B. The Chapter shall submit election results and a report of committee chairpersons to both the State Council (Secretary) and National Office (VVA Membership Department) not later than sixty (60) days after the Chapter elections.

ARTICLE X
FINANCE

The Bank signature card shall have four (4) signatures on it; the President, Vice-President, Secretary and the Treasurer. Any two of the officers should be able to sign checks. The Check Book shall be turned in to the President or another officer, when the Treasurer is not going to be available or out of town.

ARTICLE XII
AMENDMENTS TO BYLAWS

The VVA Chapter # 937 Bylaws were last amended at the general membership meeting on July ____, 2008. These by-laws may be amended by two-thirds vote of the Chapter members at a regular General Membership meeting and recommended changes to the by-laws must be submitted to the General membership, one month prior to the vote.

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ARTICLE VI
BOARD of Directors

Proposed April 2010

C.

The Directors shall be elected from among the individual members in good standing of the Chapter by the vote of the members present, in person, and entitled to vote at the annual meeting of the members, or as hereinafter provided. However, the most recent past President shall automatically assume a position on the Board of Directors for a period of one year following his/her tenure as President of the Chapter. Terms of elected Directors shall be staggered in order to always maintain experience on the board. Beginning with the 2009 annual election, two (2) Directors will be elected for a term of three (3) years (until April 2012); two Directors will be elected for a term of two (2) years (until April, 2011); and two (2) Directors will be elected for a one (1) year term (until April, 2010). Thereafter, two (2) new directors will be elected each year to serve three (3) year terms. A Director may succeed himself or herself any number of times.

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**ARTICLE XIII
AUTHORIZED COMMUNICATIONS and GENERAL MEMBERSHIP
MEETINGS**

Section 1. Authorized Communications.

A. This Section supersedes any other reference or mention in these Bylaws concerning authorized communications.

B. Consistent with the Texas Business Organizations Code and applicable policies of Vietnam Veterans of America, the Chapter may provide notice, communicate official business, and transact authorized business by any reasonable and reliable means.

C. Authorized means of communication include, but are not limited to, in-person delivery, telephone or conference calls, video conferencing, electronic mail (email), and other electronic or digital communication platforms.

D. Any communication or notice given through these authorized methods shall be valid, provided it complies with applicable law and the national bylaws or policies of Vietnam Veterans of America.

E. This Section shall not supersede any requirement imposed by state or federal law, or by the national bylaws or policies of Vietnam Veterans of America, regarding notice, communication, or voting procedures.

Section 2. Authorized Ways to Conduct a General Membership Meeting.

A. This Section supersedes any other reference or mention in these Bylaws concerning the authorized ways to conduct a general membership meeting.

B. Consistent with the Texas Business Organizations Code and applicable policies of Vietnam Veterans of America, the Chapter may conduct a general membership meeting by any reasonable and reliable means.

C. Authorized meeting formats include, but are not limited to, in-person meetings, telephone or conference calls, video conferencing, and other electronic or digital communication platforms.

D. Participation by any authorized method shall constitute presence at a general membership meeting for purposes of quorum and voting, provided that all persons participating can simultaneously hear or otherwise effectively communicate with one another.


E. Any action taken or vote conducted through these authorized methods shall have the same force and effect as if conducted in person, provided that adequate records of the meeting and all actions taken are maintained in accordance with Chapter recordkeeping requirements and applicable law.

F. This Section shall not supersede any requirement imposed by state or federal law, or by the national bylaws or policies of Vietnam Veterans of America, regarding meetings, notice, quorum, or voting procedures.

The effective date is date of approval.

Approval Date: 4/23/26

Meeting Date: 4/23/26

Verified by Secretary: 

Verified by President: 