

## **BY-LAWS**

Rhode Island State Council Vietnam Veterans of America  
Adopted April 26, 2000

As Amended on January 24, 2001

As Further Amended on April 27, 2011

### **ARTICLE I NAME**

This body shall be known as the Rhode Island State Council, Vietnam Veterans of America.

### **ARTICLE II GOALS**

- A. The goals of the Council are to enhance the social, economic, educational and physical welfare of Vietnam Era Veterans.
- B. The Rhode Island State Council's goal is to operate in compliance with the Constitution of the National Corporation as its governing law.

### **ARTICLE III PURPOSES AND OBJECTIVES**

The purpose of the State Council shall be to represent the interests of its member Chapters at the state level and with the National Corporation. The Council is formed to provide a formal, unified, and democratic body, representative of the Chapters of Vietnam Veterans of America located in the State of Rhode Island. It shall exchange information and coordinate the activities of its Chapters to attain its objectives and those of the Corporation.

### **ARTICLE IV MEMBERSHIP**

Eligibility for membership to the State Council shall be open to all chartered Chapters of the National organization in good standing and within the geographical boundaries of the State of Rhode Island.

Chapter representation on the State Council shall consist of three delegates and one (1) alternate delegate all of who are individual voting members of the represented Chapter. Chapter membership for the purposes of determining representation at State Council meetings and State Conventions shall be determined by the Council Secretary annually on the first day of December. 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.

Chapters shall be responsible for ensuring the attendance of at least one (1) delegate per Chapter be at not less than two-thirds (2/3) of all meetings of the State Council held during the fiscal year. Un-excused absence from three (3) State Council meetings during any fiscal year may be sufficient grounds for disciplinary action in accordance with the provisions of the National Constitution and the Code of Disciplinary Procedure adopted by the Vietnam Veterans of America.

## ARTICLE V STATE COUNCIL OFFICERS

The delegates shall elect from the individual membership within the state, a President, Vice President, Secretary/Treasurer and any 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 June meeting of every even numbered year.

Officers so elected shall serve for a period of two (2) years or until the seat held by such officer shall be deemed vacant. 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 meeting following such vacancy. Said vacancy may be filled by any individual member within the jurisdiction of the State Council without benefit of a nominating committee.

Candidates for the position of President shall have served at least one (1) term as an elected State Council officer or in a similar capacity at the Chapter level as a prerequisite qualification for the post of President. This requirement shall not be waived or set aside by any vote of the State Council. Candidates shall have attended at least two-thirds (2/3) of the regularly scheduled State Council meetings for the previous year.

## ARTICLE VI DUTIES OF ELECTED OFFICERS

*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 the duties of that office as outlined in the National Constitution.

*Vice-President.* 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 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.

*Secretary/Treasurer.* The Secretary/Treasurer shall record the minutes of all meetings of the State Council. The Secretary/Treasurer shall provide each Chapter within the State of Rhode Island with a complete copy of the minutes from each and every State Council meeting within a reasonable time after each meeting. The Secretary/Treasurer shall perform the duties of that office in conformity with the National Constitution.

Further, the Secretary/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 Secretary/Treasurer shall keep full and accurate accounts of all receipts and disbursements in books belonging to the State Council. The Secretary/Treasurer shall disburse funds from accounts upon a majority vote of the State Council delegates during the course of any duly constituted meeting. The Secretary/Treasurer shall perform the duties of that office in accordance with the provisions of the National Constitution.

## ARTICLE VII MEETINGS OF THE STATE COUNCIL

Regular meetings of State Council shall be held at such times and at such locations as the Council shall from time to time determine are appropriate, and written notice of such meetings shall be given to each delegate to the Council and each Chapter President at least five (5) days in advance of any such meeting by letter, fax or electronic transmission.

A special meeting of the State Council may be called by the President or upon written request from one or more delegates from at least two (2) Chapters, and written notice of the date, time, place and purpose of any such special meeting shall be given to each delegate and each Chapter President at least ten (10) days in advance of such meeting by letter, fax or electronic transmission.

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

## ARTICLE VIII QUORUM

The presence of three (3) delegates representing at least two (2) chapters of the State Council must be present to constitute a quorum for the transaction of business.

## ARTICLE IX VOTING

Unless otherwise required by the National Constitution or these By-Laws, 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 shall cast the deciding vote. If no members from a chapter are able to attend, the Chapter President may delegate a substitute delegate for that particular meeting.

An alternate delegate who is present at a meeting may vote in place of an absent regular delegate from the same Chapter without first being authorized to so vote, however, an alternate delegate may only vote for one absent regular delegate on any matter being considered. A duly appointed substitute delegate shall function similarly.

## ARTICLE X COMMITTEES

Committees shall be established by the President, with Council approval, in-so-far as it is necessary to accomplish the business of the Council. Committees may be designated Standing or Ad-Hoc, except as mandated by the National Corporation, and membership on such committees and committee chairs shall be by appointment of the President, with the approval of a majority of the delegates present.

## ARTICLE XI FINANCES

The fiscal year of the State Council shall begin on March 1<sup>st</sup> and shall end on the last day of February in the following year.

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

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

All receipts presented for reimbursement by State Council Officers or Committee Chairpersons must be submitted within forty-five (45) days for disbursement. Receipts received after that period may not be considered unless a waiver is approved by the Council.

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

## ARTICLE XII AMENDMENTS

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 to the State Council in writing twenty (20) days prior to the meeting at which such amendment shall be presented.