

# **BY-LAWS**

**OF**

**The Villages Chapter #1036 Inc.**

**VIETNAM VETERANS OF AMERICA, Inc.**

**Approved by Chapter Board of Directors - October 19, 2015**

**Approved by the Chapter Membership - January 5, 2016**

## **Article I - Offices**

**The Villages Chapter #1036, Inc., hereinafter referred to, as the "Chapter" shall be located at one of the Recreation Centers within The Villages. The Chapter mailing address shall be; PO BOX 842, OXFORD, FL 34484**

## **Article II – Purposes**

**The purposes of the Chapter are those set forth in the Constitution of Vietnam Veterans of America, Inc., Article I, Section 2; hereinafter called the VVA Constitution.**

## **Article III- Membership**

**Requirements for membership are those prescribed and set forth by the VVA Constitution, Article I, Section 3 and Article III, Section 3.**

## **Article IV - Meetings**

- A. Regular meetings of the Chapter shall be held on the first (1<sup>st</sup>) Tuesday of each month, commencing at 7:00 PM, at Lake Miona Recreation Center, The Villages, FL. Location of the meeting place may change at the recommendation of the Board of Directors, with prior notice to the membership.**
- B. Annual meeting requirements are set forth by the VVA Constitution, Article III, Section 4, Paragraph B.**

- C. Special meetings may be called as prescribed in the VVA Constitution, Article II, Section 4, Paragraph C.**
- D. All meetings of the members shall be held at the principal offices of the Chapter or at such other place as Board of Directors of the Chapter shall designate in the notice of such meetings.**
- E. Notice of the Annual meeting and special meetings shall be given as set forth in the VVA Constitution, Article III, Section 4, Paragraph E.**
- F. The Chapter shall require the presence no less than ten percent (10%) of the total membership entitled to vote for the transaction of any business at a regular meeting. The Chapter shall require the majority members present entitled to vote for the transaction of any business at the Annual Meeting (Elections). (Amended April 7, 2015 )**
- G. Each member shall be entitled to one (1) vote as set forth in the VVA Constitution, Article III, Section 4, Paragraph G.**

## **Article V - Board of Directors**

- A. The number of Board Directors shall not exceed thirteen (13). At all times the number of Board of Director members must be an odd number.**
- B. The Board of Directors shall be composed of the ten (10) elected officers:**
- **President (Chairperson, non-voting position)**
  - **1<sup>st</sup> Vice President**
  - **2<sup>nd</sup> Vice President**
  - **Secretary**
  - **Treasurer**
  - **(5) Board of Directors**

- C. The five (5) Board of Directors shall be elected from among the individual members of the Chapter. For further requirements refer to the VVA constitution, Article III, Section 5, Paragraph C. Each Director shall hold office for a two (2) year term. A director may succeed himself or herself any number of times. Board of Directors shall be elected on a rotating basis. The duties and powers of the Board of Directors are set forth in the VVA Constitution, Article III, Section 5, Paragraph D.**
- D. Meeting of the Board of Directors shall be twice monthly on the first (1 st.) and third (3 rd.) Monday of the month a 9:00 AM, at the principle offices. Change of location and or time will be determined by the President of the Chapter, or by one-third of the Directors at such time and place specified in the notice.**
- E. Notice of any meeting, or change of meeting date, of the Board of Directors shall be given at least five (5) days prior by written notice, any electronic mail, or by any others means to each Director.**
- F. A quorum of the Board of Directors shall be a majority of the whole number of the Board of Directors (10). The act of the majority of 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; by the Constitution of VVA, or the rules, procedures, or directives of VVA National; or by these bylaws.**
- G. Any vacancy occurring in the Board of Directors, or in the position of Florida State Council Delegate due to 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 remaining Directors. Board of Director vacancies shall be appointed by the President from those not elected but with the higher vote count at the previous Annual Meeting, after being approved by a majority vote of the Board of Directors.**

- H. 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.**
- I. All members of the Board of Directors shall be required to take the Oath of Office prior to accepting their responsibilities.**

### Article VI – Officers

- A. The officers of the Chapter shall be a President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasure and such other Officers, as the Board of Directors may, from time to time, deem advisable**
- B. The election of President, 2nd. Vice President, and Secretary shall be held in odd numbered years. The election of 1st. Vice President, and Treasurer shall be held in even numbered years.**
- C. The election, term and vacancies for this section are set forth in the VVA Constitution, Article III, Section 6, Paragraphs A and B.**
- D. The officer duties and responsibilities for this section are set forth in the VVA Constitution, Article III, Paragraphs C, D, E, F and G. All members of the Board of Directors shall be required to take the Oath of Office prior to accepting their responsibilities.**

### Article VII - Committees

- A. The Election Committee shall be formed and manage elections as set forth in the VVA Constitution, Article III, Section 7.**
- B. The Board of Directors may appoint an Executive Committee and such other committees of Directors as may be required. Refer to the VVA Constitution, Article III, Section 7, Paragraph B for determination of members and other duties.**

**C. The President of the Chapter may establish the standing committees as defined in the VVA Constitution, Appendix II. Refer to the VVA Constitution, Article III, Section 7, Paragraph C for determination of chairpersons and committee membership.**

**D. The terms of the committee chairpersons and members are set forth in the VVA Constitution, Article III, Section 7, Paragraph D.**

### **Article VIII - Finance**

**Subject to the provisions of the VVA National Constitution and the rules, resolutions, and procedures of VVA National, the Chapter shall have the power to raise funds as are necessary to its operation in such manner as the Chapter deems appropriate.**

### **Article IX – Election Results**

**The Chapter shall submit the election results and a report of committee chairpersons to both the State Council and National Membership Department not later than sixty (60) days after the Chapter elections. All other provisions of the section are set forth in the VVA Constitution, Article III, Section 9.**

### **Article X – Fiscal Year**

**The fiscal year of each Chapter shall commence on the first day of March and end on the last day of February, each year.**

### **Article XI – Corporate Seal**

**The Chapter shall provide a corporate seal, if required by law, which shall be in the form of a circle and shall have inserted thereon the name of the Chapter, and the State and year of incorporation.**

### **Article XII – Waiver of Notice**

**Whenever any notice is required to be given pursuant to the Articles of Incorporation of VVA National or of the Chapter, or by the VVA National Constitution or the rules and procedures of VVA**

**National, a waiver thereof in writing, signed by the person entitled to such notice, executed at any time, shall be deemed the equivalent of giving such notice.**

### **Article XIII - Precedence**

**The articles of incorporation and by-laws of the Chapter are subordinate to the VVA National Constitution and shall not be interpreted by the Chapter contrary thereto. Upon adoption of any amendment of the VVA National Constitution, which contradicts any portion of the articles of incorporation of the Chapter or these by-laws, the requirements of the National Constitution shall take precedence. Any provisions of the articles of incorporation or by-laws of the Chapter which are contrary to the National Constitution are null and void and the Chapter shall promptly remove them from the articles of incorporation or by-laws by amendment; however, provisions of the articles of incorporation or by-laws of the Chapter which are not in conflict with the National Constitution, shall not be affected.**

### **Article XIV – Rules of Order**

**All proceedings of the Chapter shall be governed by Roberts Rules of Order (Newly Revised)**

### **Article XV - Amendments**

**Proposed amendments of these By-Laws or the Articles of Incorporation shall be approved by the affirmative vote of two-thirds of the individual members of the Chapter present and entitled to vote at a special meeting of the members called for such purpose in accordance with Section IV, Paragraph E, of these bylaws.**

***APPENDIX – Oath of Office***

## OATH OF OFFICE

I do solemnly swear (or affirm) that I, \_\_\_\_\_(state your name), will faithfully execute the office of \_\_\_\_\_(state your position), of the Vietnam Veterans of America, Inc., The Villages Chapter 1036 and will, to the best of my ability, preserve, protect, and defend the Constitution of the United States of America, the Constitution of Vietnam Veterans of America, Inc., the by-laws of the State of Florida Council and the by-laws of Chapter 1036.

**The person offering the Oath shall then face the membership and introduce the newly elected personnel.**