



BYLAWS
of the
PENNSYLVANIA STATE COUNCIL
VIETNAM VETERANS of AMERICA, Inc.

As Amended at the
PASC Conference
June 2, 2019

Article I – NAME AND PURPOSE

- 1.1 **Name.** The name of this body shall be “The Pennsylvania State Council of Vietnam Veterans of America,” herein after referred to as State Council.
- 1.2 **Fiscal Year.** The fiscal year of the State Council shall be from the first day of March to the last day of February of the succeeding year.
- 1.3 **Objectives.** The objectives of the State Council are to enhance the social, economic, cultural, and political positions of Vietnam Era Veterans in the Commonwealth of Pennsylvania.
- 1.4 **Purpose.** 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 Constitution, the Rules and Resolutions, and the Code of Disciplinary Procedure of the Vietnam Veterans of America, Inc.
 - B. Provide a formal, unified, and democratic body representative of the chapters of the Vietnam Veterans of America, Inc. located in the Commonwealth of Pennsylvania.

Article II – DUTIES OF STATE COUNCIL

- 2.1 The State Council shall represent the interests of its member chapters at the state level of government, as well as the National Headquarters of Vietnam Veterans of America, Inc. (herein after referred to as National). It shall, through the establishment of policy, and the exchange of information and professional and technical assistance, coordinate the activities of its chapters so as to attain the objectives of this State Council and National.
- 2.2 The State Council shall, through its representative process:
 - A. Develop the strength of Vietnam Veterans of America as an entity through a coordinated effort of the chapters to enhance membership.
 - B. Identify issues of concern to Vietnam Era Veterans at the local, state, and national levels and develop policy statements which address those issues.
 - C. Examine legislative and administrative proposals which may affect Vietnam Era Veterans and their families, and provide input, through communications with appropriate officials, as to the position of this State Council and its member chapters relative to such matters.
 - D. Establish a communications network to assist Vietnam Era Veterans in gaining awareness of those issues which may affect their social, economic, or physical well-being, and to provide a mechanism by which Vietnam Era Veterans may raise issues of concern.
 - E. Develop moral, political, and financial support for the State Council and its member chapters, through a program of education and community awareness.

Article III – MEMBERSHIP IN STATE COUNCIL

- 3.1 **Membership.** Membership in the State Council shall be open to all chartered chapters of Vietnam Veterans of America, Inc. in good standing which are located in the Commonwealth of Pennsylvania.
- 3.2 **Election of Delegates.** All chapter delegates and alternates must be elected during the chapter's annual membership meeting held during the month of April of each even numbered year.
- 3.3 **Delegate Determination Date.** Chapter membership for purposes of determining delegate representation shall be by the State Council Secretary, annually on the 1st day of May of each year. Such determination shall be made on the basis of membership list for each chapter prepared by National and certified as correct by the chapter.
- 3.4 **Number of Delegates.** Each chapter shall have such delegates to the State Council as determined in accordance with the provisions of these bylaws, as detailed below.
- A. Forming chapters which have reached an initial membership of twenty-five (25) shall be deemed to have one (1) delegate.
 - B. Each chapter which has been chartered by National shall be entitled to one (1) delegate for its first twenty-five (25) members.
 - C. A chapter which has fifty (50) members shall be entitled to a second delegate.
 - D. For each additional fifty (50) members thereafter, the chapter shall be entitled to one (1) additional delegate.
 - E. Each delegate shall have one vote.
 - F. Any chapter (forming or chartered) with less than twenty-five (25) members as of May 1 of each year shall have no delegate, but shall have a non voting representative to the State Council until such number is attained per the National membership listing and the chapter is notified by the State Council Secretary.
- 3.5 **Certification of Delegates.** Each delegate shall be a member in good standing of the chapter he or she represents and National. Each chapter's secretary shall certify the name of each of its delegates and any alternate delegates to the State Council Secretary. Alternates will be indicated in the order elected from the highest vote to the lowest. Certification notification will include each Delegate's and Alternate's name, address, and telephone number.
- 3.6 **Term of Delegates.** All delegates and alternates shall serve for a period of two (2) year or until a vacancy shall occur as provided in these bylaws. Said term to commence as of the beginning of the first State Council meeting after election by the respective chapters.
- 3.7 **Attendance.** Chapters shall be responsible for ensuring the attendance of at least one (1) delegate per chapter at not less than one half of all of the meetings of the State Council during the preceding twelve (12) months, and the unexcused absence of Chapter delegates from such meetings of the State Council during the preceding twelve (12)

months may be sufficient grounds for disciplinary action against the Chapter in accordance with the provisions of the National Constitution. The reason for any absence from scheduled meetings must be sent to the Secretary or President in writing by either mail or electronic means.

- 3.8 **Vacancies.** In the event that any delegate shall cease to be a member in good standing of National or the chapter he or she represents, the seat held by such delegate shall be deemed vacant as of the date that said delegate ceased to be a member in good standing. When such a vacancy occurs, the chapter represented by such delegate shall immediately notify the State Council Secretary in writing. In the event that the seat held by a delegate shall be deemed vacant as provided in these bylaws, the seat held by such delegate shall immediately be filled by an alternate designated by the chapter, if he or she is eligible, as provided herein.
- 3.9 **Proxy Votes.** Proxy votes will not be permitted. Chapters may authorize, in writing, additional alternates if previously certified delegates and alternates cannot attend State Council meetings.

Article IV – STATE COUNCIL BOARD OF DIRECTORS

- 4.1 **Officers.** The delegates shall elect, from the membership within the state, a President, Executive Vice President, Vice President, Secretary, Treasurer, and such other officers as may be deemed necessary by the State Council. Election shall be by vote upon nomination presented at a meeting held in June of each even numbered year.
- 4.2 **District Directors.** The delegates shall elect, from the membership within their respective regions, as outlined in Appendix C, a Director by vote upon nomination presented at a meeting held in June of each odd numbered year. There shall be a maximum number of nine (9) districts – numbered from one (1) to nine (9). The number of Directors to be elected and the chapters to be represented by each Director shall be determined by a vote of the then present delegates at the first State Council meeting of each odd numbered year. However, Chapters may be moved from one district to another by recommendation of the Board of Directors with the approval of the delegates in accordance with the by-laws amendment procedure of article 9.
- 4.3 **Term of Office.** Officers and Directors so elected shall serve for a term of two (2) years or until the seat held by such officer or director shall be deemed vacant as prescribed by these bylaws.
- 4.4 **Representative from the Associates of Vietnam Veterans of America, Inc.** The State Council shall seat the elected AVVA representative or the elected AVVA state president on the state council and/or board of directors, who shall serve as a non-voting special advisor entitled to be heard on all matters.
- 4.5 **Dual Positions.** Officers and Directors of the State Council are prohibited from holding elected office at the National level. Upon any State Council Officer or Director taking

the oath of office to any elected position at the National level, his/her State Council office will be deemed vacant as prescribed by these bylaws.

- 4.6 **Attendance.** The Board of Directors will hold a regular meeting prior to each State Council meeting. Each Officer and Director shall attend not less than one half of all the meetings of both the Board of Directors and of the State Council during the preceding twelve (12) months unless excused in accordance with Section 3.b., or that position of Officer or Director shall be considered vacated.
- 4.7 **Vacancies.** If a delegate vacates his or her seat as provided in these bylaws, any office held by such delegate shall also be deemed vacant, and except as provided in section 5.2, it shall be filled, for the unexpired term, by vote of the delegates to the State Council as the first order of business at the next State Council meeting. If no candidate runs to fill the vacancy at the next State Council meeting, the president may fill the position by appointment subject to approval by vote of the delegates to the State Council at the next State Council meeting following the appointment.

Article V – EXECUTIVE COMMITTEE

- 5.1 **President.** The President shall be the principal executive officer of the State Council and shall, subject to the approval of the delegates:
- A. Preside at all meetings of the State Council and the Executive Board.
 - B. Appoint all chairpersons of committees.
 - C. Be the formal representative of State Council to National.
 - D. Execute all instruments or documents authorized for such execution by the State Council, except where other persons have been expressly delegated that authority by the State Council or National.
 - E. Review all fundraising proposals which require the approval of National and make a recommendation as to approval to National.
- 5.2 **Executive Vice President and Vice Presidents.** In the absence of the President, or in the event of the President's or the Executive Vice President's inability or refusal to act, the Vice Presidents in the order designated shall perform the duties of the President or the Executive Vice President and when so acting, shall have all the powers of, and be subject to all the restrictions upon the office assumed. In addition, the Vice Presidents shall:
- A. Assist the President in all executive duties.
 - B. In the event of the death, removal, or resignation of the President or Executive Vice President, the Vice President shall assume the positions by the logical order of succession (i.e. Executive Vice President to President and Vice President to Executive Vice President).
- 5.3 **Secretary and Assistant Secretary.** The Secretary or Assistant Secretary shall record all the proceedings of the meetings of the State Council in a book kept for that purpose,

and shall perform like duties for the officers of the State Council, when required. In addition, the Secretary or Assistant Secretary shall:

- A. Give or cause to be given, notice of all regularly scheduled State Council meetings at least twenty (20) calendar days prior to the meeting. Notice of any special meeting shall be given to each delegate to the State Council at least ten (10) calendar days prior to any such special meeting. Notice shall be deemed to have been given upon a first-class mailing to the recipient at the address on file with the State Council, via facsimile or through any other electronic mode, deemed appropriate and available.
- B. Hold and maintain all papers, correspondence, etc., as instructed by the State Council, the President, and the National Constitution.
- C. Upon receipt of the Chapter certifications, the State Council Secretary or Assistant Secretary, with the assistance of the State Membership Chairperson, will review them and certify to the State Council President those Delegates and/or Alternates eligible to hold office of delegate and conduct State Council business.

5.4 **Treasurer and Assistant Treasurer.** The Treasurer and Assistant Treasurer shall have charge and custody of all funds and securities of the State Council and all funds and securities in any way generated, collected, or obtained in connection with any activities of the State Council and:

- 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 entrusted to his/her care in books belonging to the State Council.
- C. Disburse, from the General Fund, funds up to an amount set by the delegates, without prior approval. All disbursements exceeding that amount shall require specific approval of the delegates.

5.5 **District Directors.** Each District Director shall represent his/her district, as outlined in Appendix C, and be an advocate for their interests with the Executive Committee. In addition, each District Director shall:

- A. Improve communications; promote cooperation and coordination among the Chapters within his/her respective district.
- B. Assist forming Chapters within his/her respective district.
- C. Develop VVA membership in his/her respective district, the Commonwealth of Pennsylvania, and VVA in general.
- D. Shall be the first line of communication between their chapters and/or members and the State Council.
- E. At the first State Council meeting of each year, review Appendix C and recommend any changes and amendments as necessary.
- F. Perform such other duties as requested by the Chapter Presidents, delegates and State Council.

Article VI – MEETINGS OF STATE COUNCIL

- 6.1 **Regular Meetings.** The State Council shall hold at least one (1) and no more than four (4) regular meetings a year, with none to be held in consecutive months.
- 6.2 **Special Meetings.** Special meetings of the State Council may be called by the President or by Petition of twenty-five (25) percent of the regular delegates to the State Council. The President of National may call a special meeting of the State Council when he or she deems such a meeting to be in the best interests of National.
- 6.3 **Rules of Order.** All State Council meetings shall be conducted in accordance with Robert’s Rules of Order, revised edition.
- 6.4 **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 delegate who is entitled to vote shall have one vote. Proxy votes shall not be permitted. In the event of a tie vote, the President shall cast the tie breaking vote.
- 6.5 **Nonmembers.** The State Council may establish rules for allowing or prohibiting attendance of non delegates at meetings.

Article VII – COMMITTEES

7.1 **Standing Committees.**

- A. The President shall appoint the Chairperson of standing committees as listed in Appendix A.
- 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.

7.2 **Special Committees.** Special Committees may be established at any time by the President, as deemed necessary by the State Council, and shall continue until their purpose, as outlined in Appendix B of these bylaws, is completed.

7.3 **Committee Vacancies.** The President will assign Committee Chairpersons when required. Members to each committee shall be appointed by the Committee Chairperson with the consent of the delegates. Vacancies on any committee are to be advertised in the monthly publication of the member chapters.

7.4 **Subcommittees.** The Chairperson or Vice Chairperson of any committee may make recommendations to the State Council for the establishment of subcommittees and the Chairperson of said subcommittee.

7.5 **Committee Reports.** The Chairperson of each Standing and Special Committee shall submit a written report the actions of that committee at all meetings of the State Council.

7.6 **Nominations Committee.** The Nominations Committee shall consist of three (3) members elected to a one (1) year term at the annual meeting of each odd numbered 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 delegates at least forty-five (45) days before the June meeting. Further nominations may be made by any delegate following the mailing of such report, provided each person signifies his/her willingness to serve.

Article VIII – OTHER ACCOUNTS

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

8.2 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 State Council?

- B. Render a complete report of activity and cash balances at each State Council meeting.
- C. Transfer to the General Account all funds exceeding the designated amount established by the State Council.
- D. Abide by all stipulations regarding audits as outlined in the National Constitution.

Article IX – AMENDMENTS

- 9.1 Any amendment must be presented to the Constitution Committee in writing at least thirty (30) days prior to the committee’s meeting. The proposed amendment shall be read and the committee’s recommendation be given to the delegates at the State Council meeting the day after the Constitution Committee meeting and mailed in accordance with the provisions as outlined in Article V Executive Committee 5.3 at least thirty (30) days prior to the next State Council meeting. These bylaws may then be amended at the regular meeting of the State Council at two thirds (2/3) vote of the delegates attending and eligible to vote.
- 9.2 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 State Council delegates at the next stated meeting of the State Council. Said proposed changes shall have been deemed approved by the delegates to the National Convention.
- 9.3 Amendments to the attached Appendixes shall be by vote of the delegates as of the date the vote taken without further notification to the delegates.

Amendment Dates

Ratified	06/29/86
Amended	12/09/90
Amended	02/02/92
Amended	06/07/92
Amended	02/07/93
Amended	03/28/93
Amended	10/03/93
Amended	06/12/94
Amended	08/07/94
Amended	06/02/96
Amended	10/06/96

Amended	02/08/98
Amended	03/03/02
Amended	09/21/08
Amended	06/11/11
Amended	03/11/12
Amended	10/21/12
Amended	03/10/13
Amended	10/27/13
Amended	10/29/17
Amended	11/04/18
Amended	06/02/19

APPENDIX A

STANDING COMMITTEES

1. **Membership Affairs Committee.** The Membership Affairs Committee shall act as liaison between National and member chapters concerning membership. The committee shall also receive and approve applications from its member chapters wishing to certify State Council delegates and alternates of the chapter. The Committee shall assist the chapters in increasing their membership and establishing procedures by which an individual member's status as a veteran may be authenticated.
2. **Public Affairs Committee.** The Public Affairs Committee shall act as a liaison between the various Committees of the State Council, National, member chapters, and the news media. It shall also publicize in the community the role, purpose, goals, activities, and projects of the State Council.

Awards Subcommittee. The Awards Subcommittee shall oversee the solicitation of nominees, selection of recipients, and presentation of awards to deserving chapters, organizations and/or individuals who have acted in an exemplary manner on behalf of Vietnam Veterans of America or veterans in general.
3. **Government Affairs Committee.** The Government Affairs Committee shall monitor legislative activities and represent the opinion of the Council membership at public hearings and with public officials.
4. **Veterans Affairs Committee.** The Veterans Affairs Committee shall act as liaison between National and member chapters concerning veteran's affairs. The committee shall also assist member chapters to present programs, related to a variety of subjects and special interests. The Committee shall coordinate its activities closely with the President, Officers, and other Committee Chairpersons.
5. **Women Veterans Committee.** The Women Veterans Committee shall act as a liaison between National and member chapters concerning issues pertaining to women veterans. The Committee shall also serve member chapters as a resource or liaison to and between all other committees.
6. **Veterans Benefits Committee.** The Veterans Benefits Committee shall act as liaison between National and member chapters concerning veteran's benefits. The committee shall also provide oversight, as directed by the National Board of Directors, for veterans benefits programs and shall recommend to the National Board policies to govern that program.
7. **Economic Opportunities Committee.** The Economic Opportunities Committee shall act as liaison between National and member chapters concerning economic affairs. The Committee shall also assist member chapters in developing 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.

8. **Minority Affairs Committee.** The Minority Affairs Committee shall act as liaison between National and member chapters concerning minority affairs. The Committee shall also assist member chapters in identifying and developing programs of awareness of and programs of interest to minority veterans of the State Council and its member chapters, and shall seek to expand the membership of minorities in the Vietnam Veterans of America. The Committee shall coordinate its activities closely with the President, Officers, and committee chairpersons.
9. **Constitution Committee.** The Constitution Committee shall act as a liaison between National and member chapters concerning constitutional matters and bylaws. The committee shall also serve to advise the State Council as to matters of interpretation of the provisions of the National Constitution and these Bylaws, as well as review proposed bylaws and amendments there to of its member chapters for conformity with the provisions of the National Constitution.
10. **Finance Committee.** The Finance Committee shall provide oversight of the financial activities of the State Council 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.

APPENDIX B

SPECIAL COMMITTEES

1. **Agent Orange/Dioxin Committee.** The Agent Orange/Dioxin Committee shall act as liaison between National and member chapters on Agent Orange and Dioxin issues. The Committee shall assist both the National and member chapter committees in the accumulation and dissemination of information regarding Agent Orange and Dioxin and the pursuit of the recognition of presumptive disabilities by the Department of Veterans of Affairs from exposure to Agent Orange and Dioxin. The Committee shall also 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. **Homeless Committee.** The Homeless Committee shall assist member chapters in establishing programs of support for chapter members, their families, and other veterans who have become homeless.
3. **PTSD and Substance Abuse Committee.** The PTSD and Substance Abuse Committee shall assist member chapters in establishing programs of support for chapter members and their families who have developed PTSD problems or dependency for addictive substances.
4. **POW/MIA Committee.** The POW/MIA Committee shall act as liaison between National and member chapter POW/MIA Committees. 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.
5. **VA Volunteer Service Committee.** The VA Volunteer Service Committee shall assist chapters in setting up, improving, and expanding programs with the VA Medical Centers in Pennsylvania. The Committee will work toward representation on the Advisory Committee of all VA Medical Centers in Pennsylvania. Chapter contact with Community Based Outpatient Clinics and VA Contract Nursing Homes will also be developed.
6. **Veterans Incarcerated and in the Justice System Committee.** The Veterans Incarcerated and in the Justice System Committee shall develop advocacy programs of awareness with regard to the special needs of veterans who are presently or formerly incarcerated. The committee shall work with various state and federal agencies to develop programs to assist in the rehabilitation of incarcerated veterans and to promote and assist in the creation of Veteran's Treatment Courts throughout the state. The Committee shall act as liaison with National and Chapter Veterans Incarcerated and in the Justice System Committees, and with members who are incarcerated or in the Justice System.

APPENDIX C

PENNSYLVANIA STATE COUNCIL DISTRICTS

DISTRICT #1

<u>Chapter #</u>	<u>Name</u>
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67	Delaware County
210	Bucks County
266	Liberty Bell
349	Valley Forge
466	Veterans of Graterford (Incarcerated)
590	Continue the Mission

DISTRICT #2

<u>Chapter #</u>	<u>Name</u>
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415	Lehigh Valley
468	Upper Bucks/Lower Lehigh
623	Tri-State
678	Pocono
1035	Wilkes-Berry

DISTRICT #3

<u>Chapter #</u>	<u>Name</u>
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131	Berks County
436	Chester County
542	Capital
565	Pottstown Keystone
1008	Lancaster
1032	White Rose (York)

DISTRICT #4

<u>Chapter #</u>	<u>Name</u>
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364	Laurel Highlands
587	Somerset County
791	Central Pennsylvania
967	Greater Blair County
974	Clearfield

DISTRICT #5

<u>Chapter #</u>	<u>Name</u>
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435	Northwest Pennsylvania
720	Bucktail
862	Southwestern PA
948	St. Mary's