

**VIETNAM VETERANS OF AMERICA, INC.
DARWIN J. THOMAS MEMORIAL CHAPTER 201
SAN JOSE, CALIFORNIA**



CHAPTER BYLAWS

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INTRODUCTION

The Vietnam Veterans of America (VVA), Inc., the only Congressionally Chartered National Veterans Organization devoted exclusively to the Vietnam and Vietnam Generation Veterans, was founded in 1978 and received its Congressional Charter in 1986. It remains the only organization devoted exclusively to improving the lives of those who served in uniform during this nation's most divisive war.

The VVA provides leadership and education opportunities, as well as support and assistance in securing benefits from the Department of Veterans Affairs. It plays an active role in Government relations advocacy at the Federal and state levels to improve benefits and services available to our nation's veterans. The VVA supports veterans' memorials and observances, participates in education and drug-prevention projects, and promotes youth and family activities to build strong communities.

VVA Chapter 201 in San José, California was formed in 1984 and received its National Charter in July, 1988. The Chapter's activities emphasize and support the goals and objectives of Service, Fraternity, Pride, and Knowledge.

ARTICLE I CHAPTER PROVISIONS

Section 1 - Name

The name of the Chapter shall be the Vietnam Veterans of America (hereinafter, "VVA"), Darwin J. Thomas Memorial Chapter 201, hereinafter referred to as the Chapter.

Section 2 - Purposes

The purpose of the Chapter is to support the National VVA goals and objectives to help foster and promote the improvement of conditions of the Vietnam and Vietnam Generation Veteran. This shall include:

- (a) Promote development, of actions to foster self-respect, self-confidence, and usefulness of Vietnam and Vietnam Generation Veterans and others.
- (b) Support elimination of discrimination suffered by Vietnam and Vietnam Generation Veterans and develop channels of communication to assist them in the enrichment and fulfillment of their lives.
- (c) Support proposed favorable Federal, state, or local legislation, or rules and regulations, which may affect the social, economic, educational or physical welfare of the Vietnam and Vietnam Generation Veteran or others.
- (d) Develop local proposals to improve the quality of life of the Vietnam and Vietnam Generation Veterans and others, especially in the areas of employment, education, training, and health.
- (e) Support research efforts pertaining to the relationship between Vietnam and Vietnam Generation Veterans and the American society, and the Vietnam War experience, the role of the United States in securing peaceful coexistence for the world community and other matters which may affect the social, economic, educational or physical welfare of the Vietnam and Vietnam Generation Veteran or others.
- (f) Assist disabled and needy War Veterans including, but not limited to, the Vietnam and Vietnam Generation Veterans, and their dependents, and the widows and orphans of deceased Veterans.

Section 3 - Offices

The Chapter shall be located in the City of San José, County of Santa Clara and State of California. The principal office, and/or meeting venue, of the Chapter shall be located at an address to be designated by the Chapter within the County of Santa Clara.

Section 4 - Membership

Individual and Life Membership is open to U.S. Armed Forces Veterans who served on active duty (other than training) in the Republic of Vietnam from 28 February 1961 to 7 May 1975, or in *any duty location* between 5 August 1964 to 7 May 1975.

- (a) Dues: Individual and Life Membership, dues shall be as specified in the current VVA Membership Application. Individuals failing to pay dues renewal shall be considered in arrears on the third month after the renewal due date and will be considered "members not in good standing".
- (b) Waivers: The Chapter may set rules and guidelines for the waiver of Chapter dues in situations deemed appropriate. In the event that the national board has waived the national dues for any person or class of persons, such waiver shall act as a waiver of the Chapter dues of any such person or class of persons.
- (c) Documentation: All Vietnam and/or Vietnam Generation Individual and Life Membership applications shall be submitted with a copy of the applicants DD Form 214.
- (d) Voting Rights: Each Member in good standing shall be entitled to one vote on each matter submitted before the Chapter.

ARTICLE II MEETINGS OF MEMBERS

Section 1 - Regular Meetings

Regular meetings of the Chapter shall be held on such date, place, and time as shall be determined by the Board of Directors of the Chapter and announced to the individual members at a Chapter meeting.

Section 2 - Annual Meetings

The Annual Meeting of the members of the Chapter shall be held in the month of April on a date and at a time and place determined by the Board of Directors, for the purpose of electing Chapter Officers, Board Directors, State Council Delegates, Election Committee members, and the transaction of such other business as may properly come before the meeting. State Council delegates shall be elected for a two (2) year term during the Annual Meeting occurring in each even-numbered year.

Section 3 - Special Meetings

The President or Secretary may call special Meetings of the members at any time at the written request of a majority of the Board of Directors or Officers, or at the request in writing of a majority of the individual members. A Special Meeting may also be called by the President of the VVA or the California State Council (CSC).

Section 4 - Place of Meetings

All meetings shall be held at the principal office of the Chapter, or at such other location as the Board of Directors may select and designate in the notice of such meeting.

Section 5 - Notice of Meetings

- (a) Written notice of business meetings of members stating the purpose for which the meeting is called, the date, time, and place it is to be held, shall be delivered personally, or by U.S. mail, and/or electronic means (e-mail) to each member entitled to vote at such meeting not less than three days before any Regular Meeting.
- (b) Written notice of Annual and Special Meetings shall be delivered personally, or by U.S. mail, and/or electronic means (e-mail) to each member entitled to vote at such meeting at least ten days before any Special Meeting and not less than thirty days nor more than fifty days before any Annual Meeting.
- (c) When it is necessary to postpone or cancel a meeting, it shall be the responsibility of the Chapter President to notify the membership as expeditiously as possible. Except when not practical, members shall be notified a minimum of two (2) days prior to the scheduled meeting.

Section 6 - Quorum and Voting

- (a) The presence in person of 10 percent of the members entitled to vote at any Regular Meeting shall constitute a quorum for the transaction of any business.
- (b) The presence in person of 25 percent of the members entitled to vote at an Annual Meeting shall constitute a quorum for the transaction of any business at said meeting. The vote of a majority of the individual members present, and entitled to vote on a matter at which a quorum is present, shall be necessary for adoption motions brought before the Chapter.
- (c) Each member shall be entitled to one vote on all business submitted for a vote. Votes must be cast in person and the vote of the majority of the 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.

Section 7 – Rules Of Order

All proceedings of the Chapter shall be governed by Robert's Rules Of Order (revised) except when in conflict with these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1 - Membership

- (a) The Board of Directors shall consist of not less than three (3) nor more than twenty (20) with the exact number determined by the Board of Directors subject to approval by the Chapter membership with an odd number of total members. The Chapter Board of Directors shall consist of the elected officers plus at least two (2) directors elected from the membership. The following Officers shall be Directors for a term coterminous with their respective terms of office: President, Vice-President, Secretary, and Treasurer, or Secretary/Treasurer.
- (b) The Directors elected from among the individual members in good standing shall be elected by a majority vote of the members present in person and entitled to vote at the Annual Meeting. Each such Director shall be elected to hold office for a one, two, or three-year term, as determined by the Chapter, until the next Annual Meeting and until his or her successor is elected and has qualified. A Director may succeed himself or herself any number of times.

Section 2 - Duties and Powers

- (a) The Board shall be responsible for the control and management of the affairs, property and interest of the Chapter; for keeping the California State Council and National Headquarters informed of all activities of the Chapter; for guiding the Chapter so that the various provisions of the Articles of Incorporation, including the purposes for which the Chapter was organized as set forth therein, are complied with; and for making recommendations and suggesting programs. The Board shall comply with all reporting requirements established by the California State Council Constitution and VVA Constitution as well as local, state, or Federal law.
- (b) The President of the Chapter shall be the Chairman of the Board of Directors and the Chapter Secretary shall be Secretary of the Board and shall keep a record of the votes of each Director, except on parliamentary questions.

Section 3 - Meetings

Board of Director meetings shall be held as necessary at least four times each year, inclusive of the Annual Board meeting, or when called by the President or by one-third

of the number of Directors, at such time and place as may be specified in the notice thereof. Annual meetings of the Board of Directors will be held immediately prior to the Annual Meeting of the Chapter. The VVA National President, or the President of the State Council, may call a meeting of the Chapter when it is deemed to be in the best interest of the VVA.

Section 4 - Notice

Notice of any meeting of the Board of Directors shall be given at least five (5) days in advance by written notice delivered personally, U.S. mail, or electronically (e-mail) to each Director at his or her address as it appears on the records of the Chapter. Such notice shall be deemed to be delivered when mailed or transmitted electronically. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. When it is necessary to postpone or cancel a Board of Directors meeting, the Chairman of the Board shall notify the Directors a minimum of two (2) days prior to the scheduled meeting.

Section 5 - Quorum and Voting

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 to two-thirds when the number of Directors is not divisible by three. The act of a majority of the Directors present at any meeting at which there is a quorum present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws, or the rules, procedures or directives of the VVA.

Section 6 - Vacancies

Any vacancy occurring in the Board of Directors 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 though less than a quorum, subject to the approval of the members at the next meeting.

Section 7 - Absence from Meetings

Any member of the Board who shall be absent from three consecutive meetings without adequate excuse acceptable to the Board shall be deemed to have resigned from the Board.

Section 8 - Associate Participation

After recommendation from the local members of the Associates of Vietnam Veterans of America, Inc. (AVVA), the Chapter should seat a Liaison on the Chapter Board of Directors, who shall serve as a non-voting Special Advisor to the Chapter Board of Directors on matters of particular concern to AVVA members.

ARTICLE IV OFFICERS

Section 1 - Officer Positions

- (a) The Elected Officers of the Chapter shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, or any of the following combined positions: Secretary/Treasurer, Vice President/Secretary or Vice President/Treasurer, and such other officers as the Board of Directors may, from time to time, deem advisable and as allowed by law.
- (b) The President of the Chapter shall appoint other officers as deemed appropriate such as: Sergeant-At-Arms; Chaplain; Veteran Service Officer (VSO) and AVVA Liaison.

Section 2 - Election, Term, and Vacancies

- (a) The Elected Officers of the Chapter shall be voted into office by the membership during the Annual Meeting. The Elected Officers shall hold office for a term of one year and each Elected 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.
- (b) A vacancy in any office due to death, resignation, refusal, or inability to serve shall be filled for the unexpired term thereof by the Board of Directors, subject to the approval of the membership, except that a vacancy in the office of President shall be filled for the unexpired term thereof as specified in Section 4 of this article.
- (c) Appointed officers shall serve at the pleasure of the President.

Section 3 - President

The purpose of the office of President is to direct and provide oversight of Chapter activities in order to foster and promote the goals and objectives of the VVA. The President shall be the chief executive officer of the Chapter and, shall supervise and control all of the business affairs and property of the Chapter and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the members and of the Board of Directors and shall appoint all chairmen of the committees, except the Chairman of the Election Committee. The President shall, by virtue of office, be a member of all committees except the Election Committee. The President shall approve and sign the Chapter Secretary's and Treasurer's Reports and ensure that these reports, as well as membership and election results, are forwarded to the State Council and National VVA Headquarters as appropriate.

Section 4 - Vice-President

The purpose of the office of Vice-President is to assist the Chapter President and promote the goals and objectives of the VVA. The Vice-President shall act as a personal representative of the President upon the President's request. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall preside over Chapter and Board of Directors meetings and perform the duties of the President. When so acting, the Vice-President shall have all the powers and be subject to all the restrictions placed upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 5 - Secretary

The Secretary shall record all the proceedings of the meetings of the Board of Directors and of the membership in a book to be kept for that purpose and shall perform like duties for the Executive Committee when required, if one is established. The Secretary shall give, or cause to be given, notice of all meetings for which notice is required by these Bylaws 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 be under the direction of the Board of Directors. The Secretary shall obtain, and shall have custody of, a corporate seal for the Chapter if required by law. The Secretary shall have 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 of Directors may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by the officer's signature. The Secretary shall be responsible for the safe-keeping of all DD Forms 214 or other acceptable forms of proof of military service tendered to him or her by any member.

Section 6 - Treasurer

- (a) The purpose of the office of Treasurer is to serve as custodian of Chapter moneys and property, to keep financial records, and to prepare appropriate financial reports. The Treasurer shall be responsible for and have charge and custody of all funds and securities of the Chapter and all funds or securities in any way generated, collected or obtained in connection with Chapter Activities, as well as the receipt and disbursement thereof.
- (b) The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit all moneys and other valuable affects in the name of, and to the credit of, the Chapter in such depositories as may be designated by the Board of Directors.

- (c) The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board at the Chapter Annual Meeting, or when the Board, the President, or the National VVA Headquarters so requires, an accounting of all transactions as Treasurer, of the financial condition of the Chapter in compliance with local, state and federal regulations.

ARTICLE V CONFERENCES & CONVENTIONS

Section 1 - CSC Conferences

- (a) Regular California State Council (CSC) Conferences shall be held at least twice per year at such times and locations as the Council shall designate. The Secretary of the Council shall give written notice to each Chapter delegate of the Council of the time and location of any regular meeting, at least twenty (20) calendar days in advance of the date for said meeting; written notice of any meeting shall be deemed to have been given when such notice is mailed to the Chapter Delegate of record at the address designated by the Chapter.
- (b) The Chapter shall be responsible for ensuring the attendance of at least one (1) delegate at not less than one half of all of the meetings of the State Council during the preceding twelve months. The unexcused absence of at least one (1) delegate from such meetings of the council during the preceding twelve months may be sufficient grounds for disciplinary action against the Chapter, in accordance with the provisions of the National Constitution, the CSC Constitution and the Code of Disciplinary Procedure, adopted by the VVA. Each chapter shall notify the CSC Secretary in writing, of their authorized Chapter delegate and alternate(s), within thirty (30) days of the chapter election.

Section 2 - CSC Election Meeting

- (a) The CSC shall hold a State Election Meeting every two (2) years at such times, dates and places as may be designated by the Board of Directors.
- (b) The Chapter shall be entitled to one (1) delegate/vote for its first twenty-five (25) members. A second delegate is entitled for fifty (50) members. For each full block of fifty (50) members thereafter, the Chapter shall be entitled to one (1) additional delegate. In the event that the Chapter has less than twenty-five (25) members, the Chapter shall receive no vote, but the members thereof shall be included in the number of non-affiliated members for representation by the CSC. Chapter delegates to the Convention must be selected from the Chapter membership.

Section 3 - VVA Conventions

- (a) The VVA National Organization shall hold a national biennial convention in odd-numbered years at such times, dates, and places as may be designated by the national board. The national convention shall be open to attendance by the VVA membership.
- (b) Each chapter shall be entitled to one vote for its first twenty-five members. A chapter that has fifty members shall be entitled to a second vote at the Convention. For each full block of fifty members thereafter, the chapter shall be entitled to one additional vote. In the event that a chapter shall have less than twenty-five members, the chapter shall receive no vote, but the members thereof shall be included in the number of non-affiliated members for representation by the state council. Chapter delegates to the convention must be selected from the chapter membership or from the membership of the state in which the chapter is located. Voting strength shall be based upon membership paid or otherwise accepted, determined as of the last day of February of the year of the national convention.

ARTICLE VI COMMITTEES

Section 1 - Election Committee

- (a) An Election Committee shall be elected during the Annual Meeting of the Chapter by membership vote and shall consist of at least three members. The Chairperson of the Election Committee is determined by a majority vote of the Committee membership. The Committee shall prepare a slate of Officers and Directors and submit the list for consideration by the Chapter members one month prior to the election. Any member at the Annual Meeting may nominate additional persons. No person nominated by the Election Committee, or otherwise, may be considered for election until they submit a copy of their DD Form-214 to the Secretary, unless they are an incumbent Officer or Director, or a Life Member, whose DD Form 214 are already on file with the Chapter and the National Office.
- (b) The Election Committee shall serve as the "Teller's Committee" responsible for distributing, collecting and tallying ballots during an election.

Section 2 – Finance Committee

The President of the Chapter shall establish a Finance Committee to provide oversight of financial activities, to include, but not limited to, assisting and consulting with the Treasurer on all financial planning, budgeting, reporting and other related matters. The Finance Committee shall conduct Chapter financial reviews in accordance with Article VII, Section 4 of these Bylaws.

Section 3 - Standing Committees

The President of the Chapter may establish standing committees as defined in Appendix II of the VVA National Constitution. The President shall appoint the chairpersons of the committees. The members of the committees shall be appointed by the chairperson from members of the Chapter. Non-voting Special Advisors may be appointed to all committees from among qualified citizens. Description of VVA Chapter 201 Committees are listed in Chapter 201 Policy 1-2016.

Section 4 - Term

- (a) The members of the Standing and other committees shall serve for a term terminating at the Annual Meeting of members when the term of the President who appointed the chairperson of the respective committee terminates.
- (b) Any member of any committee may be reelected or re-appointed to additional terms, so long as such member continues to qualify as a member of such committee.
- (c) The Board of Directors of the Chapter, by vote of the majority of its members, may remove the chairperson of any committee, in accordance with the provisions of these Bylaws, and the rules, procedures, and directives of the VVA.

ARTICLE VII FINANCE

Section 1 - Chapter Annual Financial Reports

- (a) The fiscal year of the Chapter shall commence on the first day of March and end on the last day of February in the following year.
- (b) The Treasurer shall prepare a budget for submission to the Board of Directors at least 60-days prior to the beginning of the new fiscal year. The Board of Directors shall recommend that the Chapter membership approve a final budget no later than 30-days prior to the beginning of the new fiscal year.

- (c) The Chapter shall conform to all applicable Federal, state, and local laws, and these Bylaws, the rules and directives of the VVA, as concerns the reporting of any financial activities of the Chapter. By July 15 of each year, the Chapter shall file an annual financial report with the CSC and with the VVA in a format to be specified by the VVA. The deadline for filing the Chapter annual financial report with the VVA and/or the CSC may be extended 3 months by submitting a copy of the "Application for Extension of Time to File an Exempt Organization Return," which was filed with the IRS, to the CSC or VVA by July 15. This extension only applies to chapters that file an IRS 990 form and **not the 990-N**.
- (d) Notwithstanding any other provision of these Bylaws or the National Disciplinary Policy, the Charter of the Chapter shall be automatically suspended upon written notice of such suspension sent to the CSC and to the National Board of Directors if the Chapter fails to file its annual financial report by the date specified herein. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at its last known address. Such suspension shall continue until:
- (1) the Chapter shall file its financial report for the year which caused the suspension; or
 - (2) the Board of Directors of the VVA shall relieve the Chapter of the responsibility for the filing of such report for the year in question; or
 - (3) the Charter of such Chapter shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.

Section 2 - VVA Review

The VVA shall be empowered to examine the financial records of the Chapter, during normal business hours, at a time and place designated by the President or his or her authorized representative, said location shall be convenient to the principal executive officer of the Chapter.

Section 3 - Financial Accounts and Bonding

- (a) All funds of the Chapter shall be deposited in a reliable depository insured by the Federal Deposit Insurance Corporation (FDIC). All moneys shall be deposited and all investments shall be made in the name of this Chapter. The Chapter Treasurer shall, within thirty (30) days of opening any bank, investment, or other financial account(s), notify the Board of Directors of the account numbers, the primary financial institution or other locations where the accounts reside (including the addresses and phone numbers), and the applicable Employer Identification Numbers (EIN) for said accounts.

- (b) The Chapter President, Vice President, Treasurer, or any other officer designated by the Board of Directors, shall be authorized to sign checks and drafts. Any officer so authorized shall obtain a fidelity bond or other surety for the faithful discharge of the above duties in such sum and with such surety as the Chapter Board of Directors may determine, the expense of which shall be a charge to the Chapter. The VVA National Organization shall pay the first \$200.00 premium cost for a fidelity bond. A bond may be dispensed with if the monthly average of funds on hand does not exceed \$1,000.00, or for any officer upon his or her written request to the VVA National Board and its consent thereto.

Section 4 - Chapter Financial Review

The Chapter Finance Committee shall conduct a financial review of all records, funds and accounts (check register; bank statements; reimbursement vouchers, with receipts, and deposit slips), in lieu of an audit, at least annually and upon the change of Treasurer. The review shall include a comparison of actual to budgeted revenues and expenditures, and shall distribute copies of said review to the Chapter Board of Directors no later than June 1st of the year following the Fiscal Year being reported. The review need only include three or four months out of a year.

ARTICLE VIII ELECTION RESULTS

The Chapter shall submit the election results to both the State Council and National Membership Department not later than July 15 of the year in which the elections take place. Notwithstanding any other provision of these Bylaws, or the National Disciplinary Policy, the Charter of the Chapter shall be automatically suspended upon written notice of suspension to the State Council and the National Board of Directors upon failure to file its Election Report within the period specified herein. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at its last known address. Such suspension shall continue until:

- (a) The Chapter files its Election Report for the election year which caused the suspension; or
- (b) The National Board shall relieve the Chapter of the responsibility for the filing of such report for the election year in question; or
- (c) The Charter of the Chapter is revoked upon the filing of charges under the National Disciplinary Policy.

ARTICLE IX DISCIPLINE

There was adopted on April 21, 2001, a National Disciplinary Policy to be followed in the event charges are filed against any member, State Council, or chapter. Said Policy shall provide for adequate protection of the rights of the accused party to a fair hearing, representation by counsel of his, her, or its choosing, to appeal an adverse determination before appropriate committees of the VVA, or otherwise to present evidence on his, her, or its behalf, and to confront his, her, or its accusers. The National Disciplinary Policy may be amended by the Board of Directors, provided however, that any such amendment by the National Board before taking effect must be ratified by a majority vote of the Conference of State Council Presidents.

Retaliation against any member, who, in good faith, files disciplinary charges; testifies or participates in disciplinary hearings; or reports actual or perceived violations of VVA policy or unlawful acts is strictly forbidden.

ARTICLE X CHAPTER RESTRICTIONS

Section 1 - Compensation

Chapter members may not receive compensation, by gift or otherwise, from the VVA, a State Council, or a Chapter, or own any interest in any organization which receives such compensation without written notification to the National Treasurer. Reimbursement of reasonable expenses incurred shall not be deemed to be compensation. No Chapter member shall be an Officer or Director of a Chapter, State Council, or of the VVA while holding any office or directorship in any organization whose purposes or activities are, or have been declared by the Board of Directors to be, in conflict with those of the VVA. No Chapter member shall use the property of the VVA, a State Council, or a Chapter except in the course of the business of the VVA.

Section 2 - Fund Raising Activities

The Chapter shall have the power to raise funds as are necessary to its operation in such manner as the Chapter deems appropriate and do not conflict with the purposes of the VVA, provided that they strictly adhere to the following guidelines:

- (a) All such fund-raising activities which conflict with the activities of other chapters, State Councils, or the VVA, shall not be engaged in without the prior written consent of affected chapters, State Councils, or the VVA.
- (b) The sale of products by the Chapter, which bear the logo or name of the VVA, shall not be permitted unless the products clearly identify the Chapter marketing the product.

- (c) Fund-raising activities involving telephone solicitation, direct mail, work-place donations, the regular and continuous sale of alcoholic beverages, or the solicitation of household goods shall be considered to be restricted and may not be engaged in without the prior written consent of the Board of Directors of the VVA. The Chapter shall submit proposals, by certified mail return receipt requested, to the President of the CSC for review and recommendation, and shall include such recommendation in the application of the Chapter to the VVA at least forty-five (45) days prior to commencing such activities or executing any documents in furtherance thereof.
- (d) The VVA Board of Directors, or its designated representatives, shall make a determination regarding such restricted activity and shall issue a decision to the Chapter in writing by certified mail return receipt requested, as soon as possible, but in no event later than thirty (30) days after receipt of the proposal. In the event that the Chapter does not receive a response to a request for approval of a restricted activity within 30 days following receipt of such request by the National Headquarters, the event shall be considered to have been approved.
- (e) All such fund-raising activities must comply with applicable Federal, state, and local laws, rules, and regulations.

Section 3 - Religion and Politics

The Chapter, being non-sectarian and non-political, is prohibited from advocating sectarian or partisan topics. The Chapter and its members may not endorse, on behalf of the Chapter, State Council, or the VVA, any candidate for any elected office or position. This should not be construed, however, as prohibiting introduction or discussion of political topics. The Chapter may comment upon, and endorse on behalf of the Chapter any candidate holding, or proposed for, an appointed position that directly affects veteran's affairs, provided that all such comments and/or endorsements made by the Chapter, with respect to Federal, State or local appointees, are made only after full discussion at a Chapter meeting and agreement by two-thirds of those members present. Such comments must be identified as representing those of the Chapter only, and not representing any other chapter, State Council or the VVA National Office or organization.

ARTICLE XI RULES OF ORDER

All proceedings of the Chapter shall be governed by Robert's Rules of Order (Newly Revised) except when in conflict with these Bylaws.

**ARTICLE XII
AMENDMENTS**

These Bylaws, or provisions hereof, may be altered, amended, or repealed, or new provisions added hereto. The Board of Directors shall have at least thirty (30) days to review the amendments and forward their recommendation for approval to the Chapter membership. The Chapter membership shall have at least ninety (90) days prior to the Annual Meeting to review the proposed amendments and present any changes, or questions, to the Board of Directors prior to the Annual Meeting. Amendments to the Chapter Bylaws shall be approved by the affirmative vote of two-thirds (2/3) of the membership present and voting at the Annual Meeting.

**ARTICLE XIII
CERTIFICATION OF ADOPTION**

I, *Ray Valenzuela*, Secretary of Vietnam Veterans of America Chapter #201, *SAN JOSÉ, CALIF.*, Inc., hereby certify that at the organization meeting of this Chapter, held on *30 July, 1986*, at which 9 voting members of this Chapter adopted the within By-Laws.

Ray Valenzuela, Secretary

Subscribed and sworn to before me this 31st day of *July, 1986*.

Maria Fatima Medina

Notary Public.