

# **VIETNAM VETERANS OF AMERICA OREGON STATE COUNCIL BYLAWS**

## **Article I: Name**

The name of the organization is Vietnam Veterans of America Inc. Oregon State Council as prescribed by the Articles of Incorporation and hereinafter referred to as the “Council”.

## **Article II: Membership**

Each Chapter shall have one (1) delegate and one (1) alternate on the Council.

## **Article III: Officers**

The Delegates to the Council shall elect a president, up to two (2) vice-presidents, a secretary and a treasurer or a combination of vice-president/secretary, vice-president/treasurer, or secretary/treasurer.

If the council president is a delegate or alternate of a chapter that chapter shall send a new delegate or alternate to represent the chapter.

The council shall reflect chapter diversity, where no more than two (2) officers can be from the same chapter.

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. The first order of business at the meeting immediately following such an event shall be the election of a member to fill the office so vacated. 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 a vote of the delegates to the council at the state council meeting following the appointment.

## **Article IV: Meetings**

1. Regular and special meetings of the Council shall be called and run as described in the Constitution. The Council will meet twice a year, once during the second quarter and once during the fourth quarter.

2. Questions with suspense dates sooner than the next scheduled meeting, with potential cost under \$300, may, with the consent of the Council, be discussed and voted on via electronic means.

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## **3. Parliamentarian**

The president shall appoint, with the advice and consent of the Council, a parliamentarian, for each meeting who shall serve as such for the duration of that meeting. The Parliamentarian shall be a nonvoting attendee at the meeting and shall advise the Chairperson on matters pertaining to the interpretation of parliamentary procedure. The Parliamentarian shall advise under Robert's Rules of Order Newly Revised.

## **4. Quorum**

A quorum shall be a majority of the voting members of the council. Voting members are the elected officers plus the delegates from the active chapters. A majority is considered to be one more than half the sum of these members.

## **Article V: Committees**

1. Committees shall be formed and Chairs appointed by the President, with consent of the Council.
2. Two meetings prior to an election, an Election Committee consisting of three (3) members shall be elected by the Council. It shall be the duty of this committee to collect and submit nominations for the offices to be filled. The Election Committee shall report at the election meeting and serve as tellers. Nominations from the floor shall be permitted.

## **Article VI: Finance**

### **1. Administration**

Finances shall be administered in accordance with the provisions of the VVA National Constitution. Any fundraising conducted shall be raised in accordance with the provisions of the Constitution.

### **2. Security of Funds**

Funds shall be deposited in a banking institution in the State of Oregon. A checking account shall be maintained with checks requiring two (2) signatures, the Treasurer and any other Council Officer. A third Council officer shall be authorized to sign checks in the event one of

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the two designated is unable to sign. Only such funds as are necessary for operating expenses shall be maintained in the checking account. All other funds shall be deposited in a savings account, certificate of deposit, or other instrument, at the best available rate of interest consistent with generally accepted accounting principles and standard of safety. Funds deposited under this paragraph shall be recommended by the President and Treasurer, with approval of the Council.

### **3. Accounting and Reporting of Council Financial Activities**

A. The treasurer shall submit to the Council a quarterly summary of all disbursements and receipts as well as a financial position statement.

B. The President of the Oregon State Council shall appoint a Chairman of the Finance Committee, who will form a Committee to provide oversight of the financial activities of the Council. The purpose of the Finance Committee will be to recommend policies on financial matters to include but not limited to, assisting and consulting with the Treasurer on financial planning, budgeting, reporting and other related matters.

### **4. Bonding**

All Council Officers and any other persons who are authorized signatories of any Council financial accounts, shall be bonded.

### **Article VII Amendment of Bylaws**

These bylaws may be amended at any regular meeting of the Council by a two-thirds vote, provided that the amendment was submitted in writing at the previous regular meeting.

**Approved by the Officers and Delegates of the Oregon State Council**



**R. Stephen Carr, Oregon State Council Secretary**

**May 18, 2024**