

**TEXAS STATE COUNCIL BY-LAWS
AS AMENDED OCTOBER 17, 2015**

ARTICLE I

The name of the Corporation shall be Vietnam Veterans of America, Inc., Texas State Council, Inc. (Council).

ARTICLE II

The Council is hereby established in accordance with the Constitution, By-laws and Resolutions of the Vietnam Veterans of America, Inc., a not-for-profit veterans service organization incorporated in the State of New York and established by an act of Congress of the United States of America.

ARTICLE III

The purpose of the Council shall be to promote justice, integrity, and meaningful achievement for Vietnam Era Veterans; to promote the principles, policies, rules and resolutions of Vietnam Veterans of America, Inc.; and to support, assist and nurture its member chapters within the State of Texas.

ARTICLE IV

Membership in the State Council shall consist of all Chapters of Vietnam Veterans of America, Inc., within the State of Texas that have been assigned a designated chapter number by the National Corporation of Vietnam Veterans of America, Inc., and have provided the Secretary of the Council with a letter requesting membership. This letter shall also include the names, addresses and phone numbers of the duly elected delegates and alternate delegates, along with copies of their DD 214 for each delegate and alternate delegate. Upon notification from the Secretary of the Council that a Chapter applying for membership has complied with all of the specified requirements, the President of the Council will authorize the Secretary to place the Chapter's request for membership on the agenda for the next regular scheduled meeting of the Council.

Each Chapter shall elect two (2) delegates and two (2) alternate delegates who shall represent the Chapter on all matters that come before the Council. Chapters shall be responsible for ensuring the attendance of at least (1) delegate per Chapter at not less than one (1) regular meeting of the Council annually. The unexcused absence of a Chapter's delegate(s) from at least one (1) such meeting of the Council annually may be sufficient grounds for disciplinary action against the Chapter, in accordance with the provisions of the VVA, Inc. Constitution and the National Disciplinary Policy adopted by the Vietnam Veterans of America, Inc.

ARTICLE V

Until such time as the members of the Council establish permanent offices for the Council, the permanent offices shall be located at the President's permanent address or at such other address, as the Council deems necessary at its biannual convention. The President of the Council shall secure a postal mail box at a United States Postal Facility which shall be the mailing address of the Council for the duration of the President's term.

ARTICLE VI

Regular meetings of the Council shall be held at least twice per year, with one (1) meeting held in the month of April (2nd. Quarter) and the other in October (4th. Quarter) at a location designated by the member Chapters of the Council. Written notice, including a tentative agenda, confirmation date and specific locations shall be sent by the Secretary of the Council at least twenty (20) days prior to the meeting.

The Officers of the Council shall conduct Board of Directors' planning meeting not less than sixty (60) days prior to the next regularly scheduled State Council meeting. Current business shall be discussed and the tentative agenda for the next regular Council meeting shall be set and distributed to the Chapters.

Special meetings of the Council may be called by the President or petition of at least twenty-five percent (25%) of the individual members of the Council. Written notice, including date, location and a tentative agenda shall be given at least twenty days (20) prior to any special meeting. Notice shall be deemed to have been given upon first class mailing to the recipient at the address on file with the Council. The President of the Council may call a special meeting of the Council when he or she deems such a meeting is in the best interest of the Council.

A quorum for the purpose of conducting all meetings shall be twenty-five percent (25%) of the member Chapters as defined in Article IV.

ARTICLE VII

The Council shall establish and fill all office positions in accordance with the Laws of the State of Texas and the Constitution of the Vietnam Veterans of America, Inc.

The duties of the Officers shall be defined and executed in accordance with the Constitution of the Vietnam Veterans of America, Inc.; with the provision that the duties of the Secretary of the Council define "a reasonable time" as thirty (30) calendar days after the day of the Council's meeting. The Treasurer shall be required to prepare and distribute to each Delegate and Officer of the Council a financial Statement and running balance within thirty (30) days prior to the Council's meetings in April and October. The Finance Committee of the Council shall be required to prepare an ANNUAL budget. The

proposed budget from each Officer and Committee Chair shall be mailed into the State Council office sixty (60) days prior to the April State Council Meeting. The Finance Committee shall meet and develop a proposed budget and mail the proposed budget to the Officers, Committee Chairs and Delegates at least ten (10) days prior to the April State Council Meeting. The Annual Budget must be approved by two-thirds (2/3) majority vote of the Delegates present at the April meeting.

The President shall be the chairperson of all meetings of the Council and any officer who is not elected as a chapter delegate shall be authorized voting privileges.

ARTICLE VIII

The Council shall establish the Standing Committees, as defined in Appendix II of the VVA, Inc. Constitution and such special Committees that are necessary or proper to conduct the business of the Council. Each of the Standing Committees shall perform the functions as prescribed in the VVA National Constitution. The President of the State Council shall appoint the Chairperson of such Committees, who shall then appoint the members of said Committees, subject to the approval of the State Council.

The Texas State Council shall establish and define the Board of Directors as: President, Vice President, Secretary, Treasurer and any past President of the Texas State Council as a non-voting Special Advisor to the Board of Directors.

If neither the president nor any vice president is present, the secretary—or in the secretary's absence, the treasurer, or current past president or some other member—should call the meeting to order. Announcements are to be made by the person opening the meeting, and at that point, the ELECTIONS COMMITTEE CHAIR shall be called forward and the assembly should immediately elect a chairman pro tem to preside during that session. Such office is terminated by the entrance of the president or a vice-president, or by the adoption of a motion to "declare the chair vacant and proceed to elect a new chairman"

The Council President shall with the approval of the Council, allow the Associate of the Vietnam Veterans of America, Inc. (AVVA) Texas State Council President to attend all meetings of the Board of Directors and to attend all meetings of the Council as a non-voting Special Advisor to the State Council Board of Directors.

ARTICLE IX

Each Chapter granted membership who are represented by two (2) delegates in attendance shall be entitled to cast one (1) vote per delegate, and each Chapter with at least one (1) delegate in attendance shall be entitled to cast one (1) vote on all issues requiring a vote and brought before the Council at a scheduled meeting. Votes shall be cast by a hand count made by the Secretary of the Council starting with the "FOR" hand votes and ending with the "AGAINST" hand votes. If at any time, the vote is tied, the

Chair will cast the tie-breaking vote as provided in Article VII, paragraph (3). (Precludes election of Officers which is done by ballot).

Issues brought before the Council and requiring a vote shall be considered approved upon the affirmative vote of a simple majority of the Chapter delegates present unless otherwise specified in these By-Laws.

ARTICLE X

Subject to the provisions of the Constitution of the Vietnam Veterans of America, Inc. and by these By-Laws, the Council shall have the authority to raise funds necessary to its operation in any manner the Council deems appropriate, provided however, that the Council obtains written permission from each member Chapter for fund raising activities planned within a twenty-five (25) mile radius of the Chapter's address, prior to the commencement of said fund raising activities.

ARTICLE XI

The Council shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Council, the State, and the year of Incorporation.

ARTICLE XII

Whenever notice is required to be given to a member Chapter pursuant to the provisions of the Articles of Incorporation or By-Laws of the Council, or by the Constitution, or rules and procedures of the Vietnam Veterans of America, Inc.; a written waiver given to the Secretary of the Council, signed by an authorized Officer of a member Chapter entitled to such notice, shall be deemed the equivalent of the member Chapter having received such notice.

ARTICLE XIII

These By-Laws can be amended only by two-thirds (2/3) majority vote of the member Delegates present at a regularly scheduled State Council convention or a special meeting.

Proposed amendments to the State Council By-Laws must be received by the Chair of the Constitution Committee no later than 60 days prior to a regularly scheduled State Council convention or special meeting. The proposed by-law changes will be "mailed or emailed" to all Officers, Committee Chairs and Delegates no later than ten (10) days prior to the State Council convention or special meeting.

These By-Laws shall become effective upon, the ratification of a two-thirds (2/3) majority vote of the member Delegates present at any State convention or special meeting, and with the approval of the appropriate National representative of the Vietnam Veterans of America, Inc.

ARTICLE XIV

In the intervals between State Council Meetings, the S.C. President may refer and submit by mail, telegram, telephone, or any other media, to the Officers and Delegates, specific questions relating to the affairs or management of the State Council, or other matters which in the opinion of the President require immediate attention of the State Council. The results of said referendum shall constitute the act of said Council and shall be binding upon the State Council, Officers, Delegates, Committees, and other persons and employees in the same manner as if a vote were taken at a duly constituted meeting. Within seven (7) days of said referendum, the President shall submit to the Secretary an affidavit setting forth the date of contact of the Officers and Delegates, the question submitted, and the vote of each Officer and Delegate. The Secretary shall communicate the results of said referendum to all Officers and Delegates within thirty (30) days of receipt from the President.

The President of the Council shall be authorized to speak for and on behalf of Council. Execute all instruments or documents authorized for such execution by the Council. Except where other persons have been expressly delegated that authority by the President and Council to speak for or communicate on behalf of the President and Council.

ARTICLE XV

The “Biennial Meeting” election of officers shall be conducted prior to the “Unfinished Business” section of the meeting agenda. All Nominees and Candidates seeking office in the Texas State Council must be in attendance at the State Convention at the time of the elections to be elected to any State office. All Nominees and Candidates must submit a letter of intent identifying the office seeking, copy of their DD 214, sign an SF 180, and file these forms with the Election Committee Chair before the elections to have their names on the ballot at the election convention. Any nominee from the floor must sign a copy of a SF 180 prior to the elections for that office, and provide a copy of their DD 214. Once a verified DD 214 for Council Delegates and Officers is on file with the Council Secretary, those persons need not produce further documentation. Inactive Delegates or Officers documentation will be placed in a suspense file for a period not less than three (3) years. There will be no absentee voting allowed.

After the elections are conducted, each new Officer will be required to take the oath of office for his/her respective position during the “Old Business” section of the agenda. After taking the oath of office, the new Officers will assume their positions at the close of the meeting which they were elected.

ARTICLE XVI

Should any provision of these By-Laws be found to be in contradiction with the Constitution, Resolutions or Rules and Procedures of Vietnam Veterans of America, Inc., only the offending provision shall be declared null and void. Provisions of these By-

Laws found to be void under this Article may be amended by two-thirds (2/3) majority vote of the membership in attendance at a regularly scheduled meeting of the State Council, provided however, that the basic intent of the offending provision is not altered.

Statement:

These By-Laws became effective October 17, 2015 at the Texas State Council Convention held in Beaumont, Texas as adopted by the delegates present from the Chapters in the State of Texas.

A handwritten signature in cursive script, appearing to read "Bill Healy Jr.", written in black ink.

VVA Texas State Council Chair of the Constitution & By-Laws Committee