

VIETNAM VETERANS OF AMERICA

State of Michigan Council, Inc.

By-Laws

Adopted: November 9, 1983

Amended: In June of 1986, 1988,
1989, 1990, 1992, 1993,
1997, 2000, 2004, 2006

TABLE OF CONTENTS

ARTICLE I	
Establishment and Name	1
ARTICLE II	
Purposes	1
ARTICLE III	
Membership	2
ARTICLE IV	
Officers	2 - 3
ARTICLE V	
Duties of Officers	3
ARTICLE VI	
Meetings	4
ARTICLE VII	
Committees	5
ARTICLE VIII	
Finance	5
ARTICLE IX	
Fiscal Year	5
ARTICLE X	
Seal	6

ARTICLE XI	
Waiver of Notice	6
ARTICLE XII	
State Council Presidents Conference	6
ARTICLE XIII	
Amendments	6
ARTICLE XIV	
Reporting	6
ARTICLE XV	
Non-Discrimination Policy	7
APPENDIX	
Travel Policy	8 - 9

ARTICLE I

ESTABLISHMENT AND NAME

This body shall be known as VIETNAM VETERANS OF AMERICA (VVA), STATE OF MICHIGAN COUNCIL, INC., and is established under the laws of the State of Michigan, Act 162, Public Acts of 1982, *Domestic Non-Profit Corporation*, and pursuant to the authority of the Constitution of VIETNAM VETERANS OF AMERICA, INC., duly adopted on November 9, 1983, as contained in Article II, 1, as amended.

ARTICLE II

PURPOSES

The Purpose of the VIETNAM VETERANS OF AMERICA, STATE OF MICHIGAN COUNCIL, INC. shall be to promote and enforce the principles and policies of the Corporation as set forth in the Corporation Constitution, and the rules, resolutions and the Code of Disciplinary Procedures of the Corporation. This includes but is not limited to the following:

SECTION 1. To help foster, encourage and promote the improvement of the condition of the Vietnam-era veteran.

SECTION 2. To promote physical and cultural improvement, growth and development, self-respect, self-confidence and usefulness of Vietnam-era veterans and others.

SECTION 3. To eliminate discrimination suffered by Vietnam-era veterans and to develop channels of communication which will assist Vietnam-era veterans to maximize self-realization and enrichment of their lives and enhance life-fulfillment.

SECTION 4. To study, on a non-partisan basis, proposed legislation, rules, or regulations introduced in any Federal, State or local legislative or administrative body which may affect the social, economic, educational or physical welfare of the Vietnam-era veteran or others; and to develop public policy proposals designed to improve the quality of life of the Vietnam-era veteran and others, especially in the areas of employment, education, training and health.

SECTION 5. To conduct and publish research, on a non-partisan basis, pertaining to the relationship between Vietnam-era veterans and the American society, the Vietnam War experience, the role of the United States in securing peaceful co-existence for the world community and other matters which affect the social, economic, educational or physical welfare of the Vietnam-era veteran or others.

SECTION 6. To assist disabled and needy military veterans including, but not limited to, Vietnam-era veterans and their dependents, and the widows and orphans of deceased veterans.

1 **ARTICLE III MEMBERSHIP**

SECTION 1. Each chartered Chapter and each forming Chapter (as hereafter defined) within the State of Michigan shall be represented on the State Council and shall be entitled to one (1) vote. The Chapter shall certify a delegate and alternate delegate(s) from its membership to the State Council at its annual meeting. The names of the delegate, alternate delegate(s), the new Officers of the Chapters and a copy of their DD 214 (if not previously submitted) shall be sent to the State Council Secretary within sixty (60) days after the Chapter elections. Should there be a change of delegate, alternate delegate(s) and/or Officers between annual meetings, it shall be the Chapter's responsibility to notify the State Council Secretary in writing of said changes.

SECTION 2. Failure of any delegate, alternate delegate(s) or State Council Officer to maintain membership in good standing in the Corporation shall automatically result in the termination of said delegate, alternate delegate(s) or Officers membership in the State of Michigan Council and in the delegate, alternate delegate(s) or Officers chapter.

SECTION 3. Forming Chapters shall be designated as such by a majority vote of the State Council. They shall provide the State Council with proof of notification to the Corporation (National) of their intent to form prior to said vote. If the forming Chapter is not chartered in one (1) year, the State Council shall re-vote to establish its status.

ARTICLE IV OFFICERS

SECTION 1. The delegates of the State of Michigan Council shall elect from the membership; a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary, a Treasurer, or a Secretary/Treasurer, and the Council may deem such other officers as necessary or proper. To qualify for election, all persons must be a member in good standing of a V.V.A. chapter within the State of Michigan. Election of officers of the Council shall, upon nomination, be by vote at the annual meeting of the Council to be held in June of each even-numbered year. Officers shall serve for a term of two (2) years or until the seat held by such Officer shall be deemed vacant pursuant to the provisions of the National V.V.A. Constitution.

SECTION 2. Due to the potential conflict of interest, no officer of the Vietnam Veterans of America/State of Michigan Council either elected or appointed, may be employed on a full – time basis by the V.V.A./State of Michigan Council or the V.V.A., Inc. as a program director, manager, assistant program director or assistant manager.

- A. Any Officer accepting any such position shall resign as an officer of the State of Michigan Council.
- B. Any Officer who vacates their position (resignation, removal, refusal to act or inability for other than personal or immediate family illness) shall not be eligible to run for any elected office for a period of three (3) years. The first order of business at the meeting immediately following such an event shall be the election of a member to fill that vacated office for the unexpired term, except for the office of President whereby the Vice President shall assume that position for the remainder of his or her term.
- C. The Executive Board of the State of Michigan Council shall consist of the President, the Vice Presidents, Secretary, Treasurer or Secretary/Treasurer.
- D. There may be hired, with two-thirds (2/3) concurrence of the delegates present at any meeting, an Executive Director who shall serve under the direction of the Executive Board. The Executive Director shall be assigned duties consistent with the needs of the State of Michigan Council.

2

ARTICLE V DUTIES OF OFFICERS

SECTION 1. The President shall be the principal executive officer of the State of Michigan Council, shall preside at all meetings of the Council, shall be an ex-officio member of all committees and shall appoint the chairpersons of all committees, subject to the approval of the Council. He or she shall be the formal representative of the Council to the Corporation on all matters. The President shall execute all instruments or documents authorized for such execution by the Council except where other persons have been expressly delegated that authority by the Council, this Constitution, or by the Board of Directors of the Corporation. The State of Michigan Council President shall also review all fund raising proposals which require the approval of the Board of Directors of the Corporation, as set forth in *Article IV of the V.V.A. National Constitution*, and make a recommendation as to approval to the Board of Directors, and forward a copy of the recommendation to the Chapter and the Corporation, within fifteen (15) days of receipt of a completed proposal. The State of Michigan Council President shall have the authority to ensure that all Chapters and the State Council are in compliance with all governmental statutes, rules and regulations.

SECTION 2. The State of Michigan Council Vice Presidents shall assist the President, shall perform the duties of the President in the event of his or her inability or refusal to act, and shall perform such other duties as the Council may from time to time determine. In the event of the death, removal or resignation of the State of Michigan Council President the 1st Vice President shall assume the position of the President for the remainder of his or her term.

SECTION 3. The Secretary shall attend all meetings and shall be the custodian of the minutes, correspondence, and other documents relating to the business of the State of Michigan Council. The Secretary shall record the minutes of the regular and special meetings of the Council and shall provide each Chapter in the State with a written copy thereof within a reasonable time following such meetings.

SECTION 4. The Treasurer shall attend all meetings of the State of Michigan Council and shall collect, receive, deposit and disburse the funds of the Council as directed by the Council. The Treasurer shall render financial statements and reports as may be requested by the Council or the Corporation, and shall perform other duties as the Council or State President shall from time to time assign to him or her.

SECTION 5. The President, Vice President(s), Treasurer or Secretary/Treasurer, or any other officer designated by the Council, shall be authorized to sign checks and drafts. They shall obtain a fidelity bond or other surety for the faithful discharge of those duties at the expense of the State of Michigan Council.

3

**ARTICLE VI
MEETINGS**

SECTION 1. *REGULAR MEETINGS:* Regular meetings of the State of Michigan Council shall be held monthly. Exceptions may be made with the majority vote of the delegates.

- A. Regular meetings shall be held at a location designated by the State of Michigan Council as its regular meeting site.
- B. The State of Michigan Council should try to rotate the regular meetings to a site outside of the regular meeting site at least two (2) times a year. A significant event of interest to the Council in the host chapter's area would be expected.
- C. Twenty (20) calendar days notice will be provided to delegates of the State of Michigan Council regarding the meeting date.
- D. Each committee chair shall be prepared to give a report (written preferred) not to exceed five (5) minutes. Additional report time may be granted by approval of the delegates present.

SECTION 2. *SPECIAL MEETINGS:* Special meetings of the State of Michigan Council may be called by the President or by petition of twenty-five (25) percent of the regular delegates to the Council. Written notice of any special meeting shall be given to each member of the State of Michigan Council at least ten (10) calendar days prior to any such special meeting. Notice shall be deemed to have been given upon a 1st class mailing to the delegates' address on file with the Council. The President of the Corporation may call a special meeting of the State of Michigan Council when he or she deems such a meeting to be in the best interests of the Corporation.

SECTION 3. The President of the State of Michigan Council shall have the authority to call a special meeting by tele-conference upon notice given pursuant to Article VI, Section 2 of these By-Laws when he or she deems it to be in the best interests of the Council. Such notice shall contain a specific agenda of items to be discussed in the tele-conference and designation as to procedures to poll delegate votes.

SECTION 4. *VOTING:* Each Chapter shall be entitled to one (1) vote. The chapter's vote may be cast at the annual or regular meetings of the Council by the delegate, alternate delegate or an officer of the State of Michigan Council in behalf of the chapter in which he or she is a member, whoever may be present.

SECTION 5. *QUORUM:* A quorum shall be deemed assembled when twenty-five (25) percent of the voting members of the State of Michigan Council are in attendance.

SECTION 6. That each State of Michigan Council meeting be taped and that each tape be kept for a two (2) year period, or as long as the delegates deem necessary.

ARTICLE VII COMMITTEES

SECTION 1. The State of Michigan Council may establish standing committees, such as: Veterans Affairs; Employment, Training and Business Opportunities; Membership Affairs; Veterans Benefits; Women Veterans; Public Affairs; Minority Affairs; Constitution and Finance. The Council may also establish additional special committees as are necessary or proper to the conduct of the business of the Council. Each of the standing committees shall perform the functions ascribed to it in Appendix II of the VVA National Constitution. The President of the State of Michigan Council shall appoint the chairperson of such committees, who shall then appoint the members of said committees, subject to the approval of the Council. The committee chair may nominate qualified non-members to serve as non-voting Special Advisors to the committee.

SECTION 2. After written recommendation from the Associates of Vietnam Veterans of America, Inc. (AVVA) in the state, the Council shall seat a Liaison on the State Executive Committee, who shall serve as a non-voting Special Advisor entitled to be heard on all matters.

SECTION 3. The Elections Committee shall consist of at least three (3) members who shall generally supervise the election process. They shall receive nominations, prepare a slate of candidates for all of the Officers and Election Committee Chair and certify the results of the election. They shall prepare and distribute ballots for voting and after the election the Chairperson shall keep the ballots for ninety (90) days. The delegates shall elect the Chairperson for a two (2) year term at each even-numbered State Convention. The Chairperson may succeed himself or herself any number of times. Nominations shall be accepted at the March, April and May meetings of even-numbered years.

ARTICLE VIII FINANCE

Subject to the provisions of this Constitution and the rules, resolutions and procedures of the Corporation, the State of Michigan Council shall have the power to raise funds as are necessary in its operation in such manner as the Council deems appropriate. Provided, however that the State Council must seek to obtain the written permission of each Chapter located in a geographic area where the State Council proposes to conduct a fund raising campaign, prior to the commencement of any such activity. Chapters have sixty (60) days to respond favorably or unfavorably to any such request for permission to conduct such a fund raising activity. A failure by a Chapter to respond to any such request within sixty (60) days shall be deemed to be a grant of permission to the Council. Any denial of permission by a Chapter shall be subject to review by the entire State Council at its next regular meeting or at a special meeting. A two-thirds (2/3) vote of the entire State Council shall be required to overrule a Chapter.

ARTICLE IX FISCAL YEAR

The fiscal year of the State of Michigan Council shall commence on the first day of March and end on the last day of February in each year.

5 ARTICLE X SEAL

The State of Michigan Council shall provide a corporate seal, which shall have inserted thereon the name of the Council and the state and year of incorporation (Michigan – 1983).

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the provisions of the Articles of Incorporation of the Corporation or of the State of Michigan Council, or under the Constitution or the rules and procedures or By-Laws of those entities, a waiver thereof in writing, signed by the person entitled to such notice, executed at any time shall be deemed the equivalent of the giving of such notice.

ARTICLE XII STATE COUNCIL PRESIDENTS CONFERENCE

The Corporation shall ensure that the Presidents of the respective State Councils have the opportunity to meet, not less than twice per year, to share information and to discuss matters of common concern. The Conference shall be entitled to issue such recommendations and opinions to the Board of Directors as the Conference deems desirable or advisable, and the Board of Directors shall at the next regular meeting thereof, address such recommendations or opinions.

ARTICLE XIII AMENDMENTS

The State of Michigan Council By-Laws, or any provisions hereof, may be altered, amended, or repealed, or new provisions added hereto, by the affirmative vote of two-thirds (2/3) of the individual members present and voting at any Annual Meeting, provided, however, that any such proposed amendment(s) shall be filed with the Constitution Committee at least one hundred twenty (120) days prior to the commencement of the Annual Meeting at which such proposed amendment(s) is to be addressed, and in compliance with the rules adopted by the Board of Directors. The Constitution Committee shall review proposed amendment(s) received and shall, not later than sixty (60) days prior to the Annual Meeting, provide a written report of proposed amendments to the State of Michigan Council delegates.

ARTICLE XIV REPORTING

The State of Michigan Council shall submit the election results to the National Membership Department not later than sixty (60) days after the Council elections and a list of committee chairpersons within one hundred twenty (120) days after the Council elections.

6 ARTICLE XV NON-DISCRIMINATION POLICY

SECTION 1. The Officers, Directors, Delegates, committee members, membership, employees and persons served by this organization shall be selected and served entirely on a non-discriminatory basis with respect to age, gender, race, disabilities, religion and national origin.

SECTION 2. This policy shall further reflect any and all Federal and State of Michigan guidelines with respect to non-discriminatory policies, practices and procedures.

SECTION 3. Any preferences in employment shall be in accordance with approved Federal and/or State of Michigan hiring policies and practices, and this organization shall make it a practice to give preferential consideration to Vietnam Era veterans first.

APPENDIX

- A. Financial Policies
 - 1. Travel Policy

TRAVEL POLICY

PURPOSE: Since the Officers, delegates, committee chairpersons, members and employees of the Vietnam Veterans of America, State of Michigan Council, Inc., in performance of their duties and in conducting the business of the State of Michigan Council, require a certain amount of travel. This policy is to formulate and delineate standards for the authorization and reimbursement of expenses for such travel.

TRAVEL AUTHORIZATION: All requests for travel authorization should be brought to the State of Michigan Council and the State Council Finance Committee as far in advance of the applicable dates as

possible. Noting that many times prior State Council approval can not be obtained, due to time and circumstances. Members may undertake travel upon approval of one of the Executive Board members via telephone, most preferably the President. Officers and Program Directors may travel at their own discretion, being aware that expenses must be approved by the State of Michigan Council Executive Board and Finance Committee. Employee travel must be approved in advance by their appropriate supervisor (Program Director or overseeing Officer). Where time and circumstances do not allow for prior approval, within the above mentioned format, members and employees may travel at their own discretion, but must be aware that reimbursement will be made only after approval of the above mentioned authorities. Individuals traveling are expected to exert the same care in incurring expenses while on State of Michigan Council business as would be exercised by a prudent person traveling on personal business under comparable circumstances.

When practical, representation of the State of Michigan Council at functions within the state should be made by Officers or delegates residing closest to the function. When more than one Officer or delegate is traveling to the same function, ride and room sharing is expected as much as possible in order to conserve expenses.

When out of state travel is anticipated and authorized, requests for advance funds may be made by filling out and signing the appropriate voucher and submitting it to the Finance Committee or other appropriate authority. Requests for advance funds must contain estimated itemized costs and be within tolerance of the rates provided within this Travel Policy. Upon returning from the function or event (within ten {10} days or by the next regular scheduled State of Michigan Council meeting) the individual must submit a detailed travel voucher containing amounts and appropriate receipts along with any over-payment to the Treasurer. The individual will be reimbursed **only for the total amount of receipts turned in with the travel voucher** (excluding mileage) within the guidelines of this travel policy.

TRAVEL REIMBURSEMENT: Requests for reimbursement for travel and other expenses incurred while on State of Michigan Council business shall be submitted to the Finance Committee or other appropriate authority, using the appropriate expense voucher. Requests shall be accompanied with the appropriate receipts for all expenses, with exception of mileage which is reimbursed on a per mile basis. The Finance Committee and the Treasurer (Program Director if individual is an employee) shall verify the accuracy and the appropriateness of the requests at the next regularly scheduled meeting and recommend necessary action to the State Council.

8

TRAVEL POLICY (cont.)

Exceptions: Employees and Service Representatives must have the Program Director submit all of his/her expense vouchers with receipts to the State Council Finance Committee to verify accuracy and appropriateness. The other exception would be the extreme need due to an unusual time period between State Council meetings which would cause undo hardship to the individual. Regarding the hardship cases the Officers would be able to approve expenses with the verification by the Finance Committee and the State Council at the next regularly scheduled meeting.

Any advance funds dispersed and later deemed unauthorized by the Finance Committee shall be the direct responsibility of the individual receiving the funds. Repayment of those advanced funds shall be made within ten (10) days of the event to the Treasurer.

Upon approval by the Program Director, State Council or Board of Directors, the Treasurer shall remit to the individual the approved amount of the expense voucher within ten (10) working days. Upon payment of

the approved expense voucher the voucher and the receipts are the property of the State of Michigan Council of V.V.A., Inc. and will be retained by the Treasurer as part of the permanent financial records.

TRAVEL ALLOWANCES & RATES

- Mileage (25 mile minimum) - \$.25 per mile - Volunteer
\$.32 per mile - Employee
- Air Fare - Actual with receipt - Volunteer & Employee
- Lodging - \$100.00 per day w/receipt - Volunteer & Employee
Actual w/receipt for out-of-state travel
- Meals - \$20.00 per day per diem - Volunteer & Employee
\$40.00 per day w/receipts - Volunteer & Employee (out-of-state)