

VVA Chapter 227 By-Laws

Chapter-corrected text, updated September 2026 to reflect two additional directors on the Executive Committee (Article VII, Section 2), per chapter direction.

VIETNAM VETERANS OF AMERICA CHAPTER 227 (NORTHERN VIRGINIA) THE DEAN K. PHILLIPS MEMORIAL CHAPTER BY-LAWS

ARTICLE I NAME

The name of the organization is Vietnam Veterans of America, Chapter 227, as prescribed by the Articles of Incorporation, also known as the Dean K Phillips Memorial Chapter, and is hereinafter referred to as the Chapter.

ARTICLE II PURPOSES

SECTION 1. GENERAL: The purposes of the chapter are those prescribed by the Chapter Articles of Incorporation and by the Constitution of Vietnam Veterans of America Incorporated (“the Corporation”).

SECTION 2. ESTABLISHMENT: The Chapter shall be established as a not-for-profit corporation pursuant to the appropriate provisions of the laws of the Commonwealth of Virginia.

ARTICLE III. OFFICES OF THE CHAPTER

The principal offices of the Chapter shall be located at an address to be designated by the Board of Directors of the Chapter, including a private residence, if required.

ARTICLE IV. MEMBERSHIP

SECTION 1. The requirements for membership are the same as the requirements in the Constitution of Vietnam Veterans of America Incorporated.

SECTION 2. DUES: Dues shall be as established by the Corporation.

SECTION 3. VOTING RIGHTS: Each individual Chapter member shall be entitled to one and only one vote on each matter submitted to a vote of the members. Proxy votes shall not be permitted unless otherwise provided for in the Constitution of the Corporation.

ARTICLE V MEETINGS OF THE MEMBERS

SECTION 1. REGULAR MEETINGS: Regular meetings of the Chapter shall be held on such dates as shall be determined by the Board of Directors of the Chapter.

SECTION 2. ANNUAL MEETINGS: The annual meeting of the members of the Chapter shall be held in April on a date and at a time determined by the Board of Directors of the Chapter for the transaction of such business as may be presented. Elections of Officers and Directors of the Chapter shall be held at the annual meeting every two years.

SECTION 3. SPECIAL MEETINGS: Special meetings of the members may be called at any time by the President of the Chapter. The President or the Secretary of the Chapter shall be required to call a Special Meeting at the written request of a majority of (a) the Board of Directors, or (b) the Officers, or (c) the members of the Chapter.

SECTION 4. PLACE OF MEETINGS: All meetings of the members shall be held at such place as the Board of Directors of the Chapter may designate.

SECTION 5. NOTICE OF MEETINGS: Written notice of annual and special meetings shall be sent by mail or delivered in person to each voting member or by other generally used communications media, including electronic, not less than ten days before any special meeting and not less than thirty (30) days nor more than fifty days before the annual meeting. Notices shall state the date, time, place and purpose of the meeting, as well as directions to the meeting place, if required. Inclusion of the date of a proposed annual or special meeting in the calendar that appears in the Chapter newsletter, whether delivered by mail or by other generally used communications media, including electronic, shall be considered proper and adequate notification under this Section.

SECTION 6. QUORUM: The presence of five percent of the members is required to transact business at a meeting.

SECTION 7. VOTING: Except as otherwise provided in these By-Laws, a simple majority of the members present is required to pass any matter before the Chapter at any meeting, provided that a quorum is present.

ARTICLE VI BOARD OF DIRECTORS AND OFFICERS

SECTION 1. NUMBER, ELECTION, AND TERMS OF OFFICE: The number of Directors of the Chapter shall be not less than three nor more than twenty and shall be determined by the Board of Directors. This number shall include the offices of President, Vice President, Secretary, and Treasurer. The terms of office shall be two years. Directors, including officers, shall be elected from among the individual members by a majority of the members present and entitled to vote at the annual meeting. The term of office for all Directors shall be two years. There shall be no limit as to the number of terms an officer or director may serve.

SECTION 2. DUTIES AND POWERS OF THE BOARD: The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Chapter. This responsibility shall include, but not be limited to, compliance with all reporting requirements established by the Corporation, or by local, Commonwealth or Federal law; and development and support of programs consistent with the Corporation's and the Chapter's purposes, principles and policies.

SECTION 3. DUTIES AND POWERS OF THE OFFICERS: The duties and powers of the officers of the Chapter shall be as delineated in the Constitution of the Corporation.

SECTION 4. AVVA REPRESENTATIVE: The elected AVVA representative shall sit on the chapter board, as a non-voting special advisor entitled to be heard on all matters.

SECTION 5. ANNUAL MEETING: The Board of Directors shall meet not more than one month nor less than one day prior to the annual meeting of the Chapter.

SECTION 6. OTHER MEETINGS: The Board of Directors shall meet not less than four times each year, including the annual meeting of the Board. Meetings shall be as scheduled, or as called by the President or one-third of the current members of the Board.

SECTION 7. NOTICES: Notice of any meeting of the Board of Directors shall be given in writing at least five days prior, and may be delivered in person, by mail or to the physical or electronic address given by the Director to the Chapter. The Chapter President or Secretary is responsible for the delivery of notices, and shall be considered to have met this responsibility by personally delivering, or sending by mail or by other generally used communications media, including electronic, in a reasonable manner to arrive at the Directors' addresses five (5) days prior to the meeting. Attendance by a Director at any meeting shall constitute waiver of notice of that meeting, except when a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting was not lawfully convened. Inclusion of the date of a proposed Board meeting in the calendar that appears

in the Chapter newsletter, whether delivered by mail or by other generally used communications media, including electronic, shall be considered proper and adequate notification under this Section.

SECTION 8. QUORUM: A quorum of the Board shall be two-thirds of the whole number of the Board of Directors, including Officers, or that next number greater than two-thirds should the number of Directors, including Officers, not be evenly divisible by three.

SECTION 9. VOTING: A simple majority of the Directors present, including Officers, is required to pass on any matter before the Board, provided that a quorum is present, unless the action of a greater number is required by these By-Laws or by agreement of the Directors.

SECTION 10. BOARD VACANCIES: Any vacancy on the Board, whether created by death, disability, resignation, or refusal or inability to serve, may be filled for the unexpired portion of the term by any individual member upon majority vote of the remaining Directors or by an election by a majority vote of the membership in good standing at a chapter membership meeting.

SECTION 11. ABSENCE FROM MEETINGS: Any Director who is absent from three consecutive Board meetings without the consent of the Board shall be considered to have resigned from the Board and his/her resignation may be accepted by a majority vote of the Board. The Chapter Secretary shall inform the Board of any member who has been absent for two consecutive meetings, shall convey any excuses for absences, if received, and shall record motions by the Board excusing these absences, if approved. Any member who has failed to remain in good standing by paying current Chapter dues shall be considered to have resigned from the Board. The Treasurer shall be responsible for informing the Board of any member who has failed to remain in good standing.

SECTION 12. PRESIDENTIAL VACANCIES: A vacancy in the office of President, whether created by death, disability, resignation, or refusal or inability to serve, shall be filled by the Vice President for the unexpired portion of the term. A vacancy in any other office may be filled for the unexpired portion of the term by any individual member in good standing upon majority vote of the remaining Directors.

SECTION 13. DRAFTING OF CHECKS AND BONDING OF OFFICERS: Authorization to sign checks and drafts shall be approved by the Board of Directors for one or more officers. Unless excused by the National Board, those officers so designated shall be required to obtain a fidelity bond in an amount to be determined by the Board, the expense of which shall be paid by the Chapter.

ARTICLE VII COMMITTEES

SECTION 1. The president of the chapter may establish such standing committees as are defined in Appendix II to the Constitution of the Corporation, and any special committees. The chairs of the committees shall be appointed by the president.

SECTION 2: EXECUTIVE COMMITTEE: The executive committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and two additional directors selected by the Board.

SECTION 3: NOMINATING COMMITTEE: The nominating committee shall consist of three members elected at the annual meeting. A minimum of two committee members must be present for a quorum. The nominating committee meets as required to provide to the membership a slate of candidates for the officers and Board of the Chapter one month prior to the annual meeting.

ARTICLE VIII CHAPTER RESTRICTIONS

The Chapter and members shall not engage in any Restricted Activities as set forth in the Constitution of the Corporation.

ARTICLE IX RULES OF ORDER

All proceedings of the Chapter shall be governed by Robert's Rules of Order (Latest Revision), except when they are inconsistent with these bylaws and any special rules of order and standing rules the chapter may adopt.

ARTICLE X RATIFICATIONS AND AMENDMENTS

SECTION 1. RATIFICATION OF THESE BY-LAWS These By-Laws shall be ratified upon acceptance and approval by the Chapter Board, certified by the signature of the President, and by the Corporation, and placed on file in the Corporation offices in Washington, DC. [OBSOLETE]

SECTION 2. AMENDMENTS: Amendments to these By-Laws shall be ratified upon acceptance and approval of two-thirds of the chapter Board of Directors present. These changes will be sent by mail or by other generally used communications media, including electronic, to all members and ratified at the next General Membership Meeting by two-thirds majority of those present.

Approved on this 27th day of May, 1986.

John P. Clark, President, Chapter 227

Official Seal

Approved on this 1st day of December, 1993.

Louis M. James, President, Chapter 227

Official Seal

Approved on this 15th day of October, 2020.

Jay Kalner, President, Chapter 227

Official Seal