

VVA Chapter 421 By-Laws

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Vietnam Veterans of America

Thomas J. Tori Chapter 421, Staten Island, NY

P.O. Box 100097 • Staten Island, NY 10310



VIETNAM VETERANS OF AMERICA, INC.
1224 "M" ST. NW
WASHINGTON D.C. 20005-5183

BY-LAWS OF

VIETNAM VETERANS OF AMERICA

STATEN ISLAND CHAPTER
PO BOX 100097
STATEN ISLAND, NY 10310

ARTICLE I

OFFICES

The principal office of the chapter shall be located at an address to be designed by the Chapter, and it may be the residence of an Officer.

ARTICLE II

PURPOSES

The purposes of the Chapter are:

(a) To help foster, encourage, and promote the improvement of the condition of the Vietnam Veteran.

(b) To promote physical and cultural improvement, growth and development, self-respect, self-confidence, and usefulness of Vietnam-era Veterans and others.

(c) To eliminate discrimination suffered by Vietnam Veterans and to develop channels of communication which will assist Vietnam veterans to maximize self-realization and enrichment of their lives and enhance life fulfillment.

(d) 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.

(e) 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.

(f) To assist disabled and needy war veterans including but not limited to Vietnam veterans and their dependents, and the widows and orphans of deceased veterans.

ARTICLE III

Section 1. Classes and Dues. There shall be two classes of Chapter members, individual and associate, and the requirements for such membership shall be the same as those requirements set forth for membership in the Corporation.

(a) Individual members shall be persons (i) who are members in good standing of Vietnam Veterans of America, Inc. ("VVA" or the "National Member") and (ii) who pay in advance the annual chapter membership dues of \$, which shall not be in excess of the annual membership dues of VVA.

(b) Associate members shall be persons who are associate members in good standing of VVA, and who are accepted as associate members of the Chapter. The Chapter shall have the right not to accept associate members.

(c) Associate members shall pay annual membership dues as set forth Individual members.

Section 2. Voting Rights.

(a) Each individual member shall be entitled to one (1) vote on all business submitted to the membership for vote. Votes must be cast in person in a manner designated by the Board of Directors. Except as otherwise provided by these By-Laws, the vote of a majority of the individual members present and entitled to vote on a matter at a meeting which a quorum for the transaction of any business is present shall be necessary for the adoption thereof.

(b) Associate members shall not have the right to vote on any matter nor shall they be eligible to hold elective position or be elected or appointed as a voting delegate to the State Council or National Convention.

(c) The VVA shall have the right to vote on each matter submitted to a vote of the members relating to (1) The amendment of the Articles of Incorporation or By-Laws of the Chapter, (2) a liquidation, dissolution, merger or consolidation involving the

Chapter and (3) the sale, exchange, mortgage, pledge or other disposition of all the assets and property of the Chapter. The affirmative vote of all VVA shall be necessary to decide any matter upon which the VVA is entitled to vote. The Board of Directors may not take any unilateral action on any matter on which the VVA is entitled to vote.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the Chapter shall be held on such a date as shall be determined by the Board of Directors of the Chapter and announced to the individual members at a Chapter meeting or by notice to the members at least ten (10) days prior to the meeting.

Section 2. Annual Meeting. The annual meeting of the individual members of the Chapter, held after December 31, 1986, shall be held in April of each year on a day and at a time and place to be determined by the Board of Directors of the Chapter for the purpose of electing Officers, Directors and Nominating Committee members each for a two (2) year term; and State Council & Metro Council Delegates, who shall be elected for a term of two (2) years at annual meetings occurring in each even-numbered year; and for the transaction of such other business as may properly come before the meeting.

Section 3. Special meetings. Special meetings of the individual members may be called at anytime by the President of the Chapter, and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors or of the individual members in good standing. A special meeting may also be called by the President of the Corp. (VVA) or the Chairperson of the State Council of the state in which the Chapter is located.

Section 4. Place of Meetings. All meetings of the members shall be held at the principal offices of the Chapter or at such other place as the Board of Directors of the Chapter shall designate in the notice of such meeting.

Section 5. Notice of Meetings. Notice of the annual meeting and special meetings, specifying the purposes for which such meeting is called, the date, time, and place it is to be held, shall be delivered either personally or by mail to each individual members entitled to vote at such meeting at least ten (10) days before any special meeting and not less than thirty (30) days nor more than fifty (50) days before any annual meeting. Notice shall be sent to the VVA at its office in Washington D.C., for all meetings where the purpose for which the meeting is called is a matter upon which the VVA is entitled to vote in accordance with Article III, Section 2, Subparagraph (c)

of the BY-Laws and for any meeting called after the Chapter has been suspended or its status revoked in accordance with Article IX of these By-Laws.

Section 6. Quorum. The presence of ten (10) percent, in person, of the individual members entitled to vote at any meeting, shall constitute a quorum for the transaction of any business, provided, however, that the presence, in person, of twenty-five (25) percent of the individual members entitled to vote at an annual meeting shall constitute a quorum for the transaction of any business at said annual meeting. A State Council may modify such quorum requirements in the event that the individual members of a Chapter requesting such modification are regularly unable to attend meetings because of incarceration.

Section 7. Voting. Each individual member shall be entitled to one (1) vote on all business submitted to the membership for vote. Votes must be cast in person in a manner designated by the Board of Directors. Except as otherwise provided by these By-Laws, the vote of the majority of the individual members present and entitled to vote on a matter at a meeting which a quorum for the transaction of any business is present, shall be necessary for the adoption therefore.

ARTICLE V

BOARD OF DIRECTORS

(A) The number of Directors, inclusive of the Officers set forth below, shall consist of not less than five (5) nor more than fifteen (15); and the exact number shall be determined by the Board of Directors, subject to the approval of the members of the Chapter.

(B) The President, Vice-President, Secretary, Treasurer, and such other Officers as have been authorized and elected by the Chapter, shall be members of the Board of Directors of a Chapter; and their terms of directorship shall be conterminous with that of the office that they hold.

(C) The Directors shall be elected from among the individual members in good standing of the Chapter by the vote of the members present, in person, and entitled to vote at the annual meeting of the members or as hereinafter provided. Each such Director shall hold office for a Two (2) years 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 him or herself any number of times.

(D) The Board of Directors of the Chapter shall be responsible for the control and management of the affairs, property, and interest of the Chapter; for keeping the Corporation advised of all activities of the Chapter; for complying with all reporting requirements established by these

BY-Laws, the rules, resolutions, or directives of the Corporation or any local, state, or Federal law; and for guiding and administering the Chapter so that the purposes, principles, and goals of the Corporation, as set forth in the Certificate of Incorporation, and the rules, resolutions, and directives of the Corporation are followed; and for making suggestions and recommending programs.

(E) The Board of Directors shall meet immediately prior to the annual meeting of the Chapter members; and said meeting shall be considered to be the annual meeting of the Board of Directors.

(F) The Board of Directors shall meet at least four (4) times per year, inclusive of the annual meetings as scheduled, or when called by the President of the Chapter, or by one-third of the Directors, at such time and place as may be specified in the notice thereof. The President of the Corporation or the Chairperson of the State Council may call a meeting of the Chapter when he or she deems such to be in the best interests of the Corporation.

(G) Notice of any meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as it appears on the records of the Chapter. Such notice shall be deemed delivered when mailed or delivered for telegraphic transmittal. Any Director may waive notice of any meeting, in the manner hereinafter prescribed. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except when a Director attends the meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(H) 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 thereto when the number of the Directors is not divisible by three. The act of the majority of the Directors present at any duly constituted meeting at which there is a quorum present shall be the act of the Board of Directors, except as otherwise provided by law, these By-Laws, or the rules, procedures, or directives of the Corporation.

(I) Any vacancy occurring in the Board of Directors or in the position of State Council Delegate 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 the remaining Directors, though less than a quorum.

(J) Any member of the Board of Directors who shall be absent from three Board meeting without adequate notice and excuse acceptable to the Board, shall be deemed to have resigned from the Board.

(K) The immediate past President shall automatically be seated on the Board of Directors as an advisor, until such time

as the current President becomes the new immediate past president.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of a Chapter shall be the President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board may, from time to time, deem advisable.

Section 2. Election, Term and Vacancies. The officers of a Chapter shall be elected by the individual members at the annual meeting of the members. The officer shall hold office for a term of two (2) years. Each officer shall hold office until his or her successor is elected and has qualified. An officer may succeed him or herself any number of times. A vacancy in any office due to death, resignation, refusal, or inability to serve, shall be filled by the Board of Directors, for the unexpired term thereof, subject to the approval of the members at the next meeting, except that a vacancy in the office of the President shall be filled for the unexpired term thereof as specified in Section 3, subparagraph (b) of this Article VI.

Section 3. President.(a) The President shall be the chief executive officer of the Chapter and shall, subject to the direction of the Board of Directors, supervise and control all of the business affairs and property of the Chapter, and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board, and shall appoint all chairpersons of committees, except the Chairperson of the Nominating Committee.

(b) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President, or in the event that there be more than one (1) Vice-President, the Vice-Presidents in the order designated, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-Presidents shall perform such other duties as the Board may, from time to time, prescribe. In the event of the death, removal, or resignation of the President, the Vice-President shall assume the position of the President for the remainder of his or her term.

Section 4. Vice-President/s. Refer to Section 3 subparagraph (b) for the duties and functions of the Vice-President/s.

Section 5. Secretary. The Secretary shall record all the proceedings of the meetings of the Board of Directors and of the members in a book kept for that purpose, and shall perform like duties for the Executive Committee when required. He or she shall

give or cause to be given, notice of all meetings for which notice is required by these By-Laws, 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 act pursuant to the instructions of the Board. The Secretary shall obtain, and have custody of, a corporate seal for the Chapter if required by law. The Secretary or Assistant Secretary shall have the authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by his or her 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. He or she shall forward to the office of the Corporation a copy of said form for each duly elected officer and director.

(b) The Assistant Secretary, if there be one, shall, in the absence of the Secretary or in the event of his or her inability to or refusal to act, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the Board may, from time to time, prescribe.

Section 6. Treasurer. The Treasurer shall have charge and custody of all funds and securities of the Chapter and all fund and securities in any way generated, collected, or obtained in connection with Chapter activities; and the Treasurer shall be responsible for such funds and securities and the receipt and disbursements thereof. He or she shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit all monies and other valuable effects in the name of and to the credit of the Chapter in such depositories as may be designated by the Board.

(b) The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its annual meeting, or when the Board, the President, or the Corporation so require, an accounting of all transactions as Treasurer, of the financial condition of the chapter, and a full financial report based on the books and the accounts audited annually by a certified or other public accountant or an auditing committee.

(c) The Assistant Treasurer, if there be one, shall, in the absence of the Treasurer or in the event of his, or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the Board may, from time to time, prescribe.

Section 7. Checks and Bonds. The President, Vice-President, Treasurer, or any other officer designated by the Board, 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 Board may determine, the expense of such bonding to be paid by the Chapter. Bonding may be dispensed with by the Board if the monthly funds on hand does not exceed 1,000.00 or by the Board of Directors upon written request to the Corporation for an officer of whom bonding is required.

ARTICLE VII

COMMITTEES

Section 1. Nominating Committee. The Nominating Committee shall consist of at least three (3) individual members elected by the membership at the annual meeting. The Committee shall prepare a slate of candidates for all of the positions of officers and Directors and submit the list for consideration by the Chapter members at least thirty (30) days prior to the election. Additional persons may be nominated by any individual member at the annual meeting. Any person nominated, by the Nominating Committee or otherwise, shall immediately submit a copy of his or her DD Form 214 or other acceptable forms of proof of military service to the Secretary, and shall not be entitled to be considered for election until such act is accomplished. The method of nominating the committee members is to be determined by the Chapter. Election of the committee chairperson may be by the committee members themselves soon after the election, or the chapter membership when the Nominating Committee is elected.

Section 2. Executive Committee and Committees of Directors. The Board may appoint an Executive Committee and such other committees of directors as may be required. Such committees shall consist of three (3) or more directors, shall have such powers as the Board shall set forth in the resolutions creating such committees, and shall make recommendations to the Board and perform such other services as the Board may require, but they shall not have the authority to modify any action taken by the Board.

Section 3. Standing and other Committees. The President shall appoint from the individual or associate membership the Chairperson of eight (8) Standing Committees: Membership Affairs, Public Affairs, Governmental Affairs, Veterans Affairs, Community Services, Economic Affairs, Minority Affairs, Constitution and By-Laws, and such other special committees as the President deems desirable. The members of such committees shall be individual and associate members of the Chapter, but need not be Officers or Directors, appointed by the Chairperson of such committees.

(1) The Membership Affairs Committee shall receive and approve applications from individuals and others wishing to become members of the Chapter and shall be alert to build the

membership of the Corporation and the Chapter by pointing out the advantages and services available to members. The Membership Affairs Committee shall also establish procedures by which an individual member's status as a veteran may be authenticated. Such procedures shall be in accordance with guidelines established by the Corporation.

(2) The Public Affairs Committee shall act as a liaison between the various Committees of the Chapter and the news media and it shall publicize in the community the purposes, goals, role, activities, and projects of the Corporation, its State Council, Metro Council, and the Chapter.

(3) The Governmental Affairs Committee shall seek through a program of education, to improve the social, economic, and educational well-being and physical welfare of the Vietnam-era Veterans and other persons through the legislative process at the local, state, and Federal level. The Committee shall monitor legislative activities and represent the opinion of the Chapter membership at public hearings and with public officials.

(4) The Veterans Affairs Committee shall present the Chapter, programs related to variety of subjects and special interests. The committee should coordinate its activities closely with the President, other Officers, and committee chairpersons.

(5) The Community Services Committee shall identify essential social needs related to Vietnam-era veterans, their families, and others, projects in the community related thereto, and shall stimulate appropriate chapter involvement of resources to meet the needs or assist the projects.

(6) The Economic Affairs Committee shall develop programs of awareness on the part of the economic, and employment sector of the needs of veterans in employment and business, and shall seek to improve the economic well being of veterans through such programs.

(7) The Minority Affairs Committee shall identify and develop programs of awareness of and programs of interest to minority veterans of the Vietnam Veterans of America, and shall seek to expand the membership of minorities in the Vietnam Veterans of America. The committee shall coordinate its activities closely with the President, other officers, and other committee chairpersons.

(8) The Constitution and By-Laws Committee shall serve to advise the Board of Directors as to matters of interpretation of the provisions of the Constitution and this By-Laws in accordance with guidelines and determinations of the Corporation.

Section 4. Terms. The terms of the Committee Chairpersons and members of the Committee shall be as follows:

(a) The members of the Nominating Committee shall be elected to serve for a one (1) year term of office until their successors are elected and have qualified.

(b) The members of the Executive Committee and other Committees of Directors shall serve for such terms, not to exceed the member's term of office as a Director, as shall be determined by the Board of Directors.

(c) 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.

(d) Any member of any committee may be reelected or reappointed to additional terms, so long as such member continues to qualify as a member of such committee.

(e) The Board of Directors of the Chapter, by vote of the majority of its members, may remove the chairperson of any committee, including the Nominating Committee, in accordance with the provisions of these By-Laws, and the rules, procedures, and directives of the Corporation.

(1) The President of the Chapter shall, after consultation with Chapter Associate members and the approval of the Board of Directors, appoint an Associate Member Liaison, who shall be a non-voting member of the Board of Directors, and who shall serve to advise the President and the Board of Directors as to matters of particular concern to associate members. The expenses for the Associate Liaison, while participating in chapter sponsored events, ie. State Council, Metro Council meetings, legislative Conferences, National Conventions, etc., shall be reimbursed as determined by the Board of Directors.

ARTICLE VIII

FINANCE

(1) Subject to the provisions of these By-Laws and the rules, resolutions, and procedures of the Corporation, each Chapter shall have the power to raise funds as are necessary to its operation in such a manner as the Chapter deems appropriate.

(2) The Board of Directors shall vote on any expenditure of the Chapter, up to and inclusive of Three Hundred Dollars (\$300.00) at a regular scheduled Executive Meeting. Any expenditure over \$300.00 must be voted on by the individual members at a general membership meeting, with a majority vote needed for passage.

(3) An annual budget shall be presented by the Board of Directors, for approval by the individual members, at a regularly

scheduled general membership meeting no later than three (3) months after the annual meeting.

ARTICLE IX

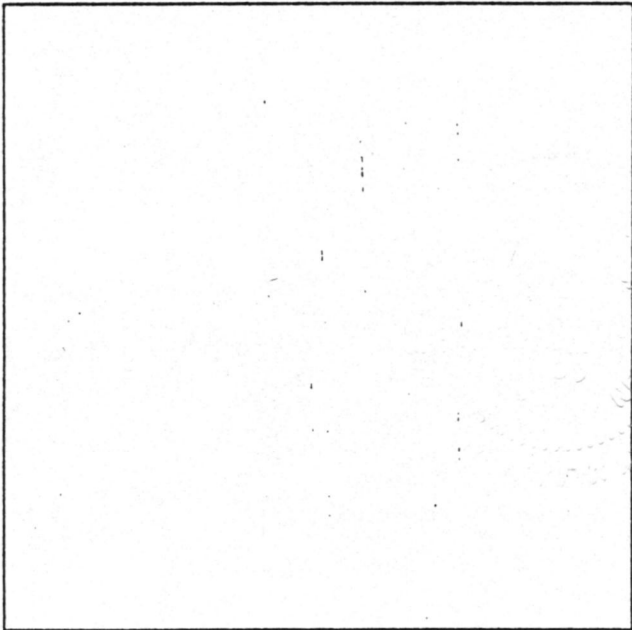
FISCAL YEAR

The fiscal year of each Chapter shall commence on the first (1) day of March and end on the last day of February in each year.

ARTICLE X

SEAL

The Chapter shall provide a corporate seal, if required by law, which shall be in the form of a circle and shall have inserted thereon the name of the chapter, and the state and year of incorporation.



ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the Article of Incorporation of the Corporation or of the Chapter, or by these By-Laws or the rules and procedures of the Corporation, 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

GENERAL PROVISIONS

Section 1-FINANCE

(A) Each Chapter and State Council shall conform to all applicable Federal, State, and local laws, and with these By-Laws, the rules and directives of the Corporation, as concerns the reporting of any financial activities of the Chapter or State Council. Each Chapter shall file an annual report with its State

Council and with the Corporation in a format to be specified by the Corporation. Each State Council shall file a similar report with the Corporation at the close of its fiscal year.

(B) The Corporation shall be empowered to examine the financial records of any Chapter or State Council, during normal business hours, at a time and place designated by the President or his or her authorized representative, which location shall be convenient to the principal executive officer of the Chapter or State Council.

(C) Copies of all bonds or other sureties, obtained as a result of the requirements of these By-Laws or otherwise, shall be filed, together with any renewal thereof, with the Corporation.

(D) The Corporation shall obtain an audit, prepared in accordance with normal accounting practices and procedures, by an independent certified public accountant, not less than annually, and further obtain a review and report of the financial records prepared in similar fashion, not less than semi-annually, and shall distribute copies of said audits and reports to Chapters not more than thirty (30) days after the meeting of the Board of Directors at which said audits or reports have been presented.

SECTION 2-DISCIPLINE

(A) The Corporation may, for good cause shown, on charges of misconduct, gross neglect, or dishonesty, suspend or revoke the membership of any member, or impose such other sanctions as the Board of Directors shall deem appropriate.

(B) The discipline of a chapter member shall be the primary responsibility of the Board of Directors of the chapter. The chapter may, for good cause shown, suspend or revoke the chapter membership of a member, or impose other sanctions it deems appropriate. A chapter may also petition, through resolution of its Board of Directors, the Corporation to impose sanctions against a member whom the chapter has brought charges according to the procedures of the Corporation, and which has sustained the charges, upon completion of the procedures mentioned heretofore.

(C) All charges against a member must be in writing, signed by the accusing party, and specifying the provisions of these By-Laws or the rule or directive of the Corporation alleged to have been violated. No member shall suffer any sanction unless he or she has first been provided the opportunity for a fair hearing pursuant to the code of procedure adopted by the Board of Directors of the Corporation.

(D) No sanction imposed by a chapter upon a member as a result of charges having been brought and sustained after a hearing shall be so harsh as to constitute cruel or unusual punishment, or disproportionate to the nature of the offense.

(E) The President of the Corporation, or the Chairperson of a State Council of the state in which a member resides, may, for good cause shown, suspend the membership in the Corporation of any member on the grounds hereinbefore specified for chapter discipline. Such suspension shall be immediately reported, in writing, to the National Secretary, who shall forward a copy of the report submitted, to each member of the Board of Directors of the Corporation. The Secretary shall also inform the suspended member that he or she has the right to present evidence to the Board of Directors of the Corporation, either in writing or in person, at the meeting of the Board of Directors immediately following the suspension, which opportunity shall be allowed, provided, however, that the suspended member has requested, in writing, such an opportunity. The notice to the member of his or her rights pursuant to this subsection shall inform him or her of the date, time, and place that the Board of Directors will convene to consider the matter, and further advise him or her that he or she has the right to submit evidence on his or her behalf, either at or prior to the meeting, and that he or she has the right to be represented, either by counsel or any member of the Corporation. The Board of Directors may affirm, vacate, or modify the decision of the President or the Chairperson of the State Council, and may impose sanctions as it deems appropriate. The decision of the Board of Directors shall be final and non-reviewable, except as provided by law.

(F) The President of the Corporation, or the chairperson of the State Council, may for good cause shown, suspend the Charter of a chapter within his or her state, or suspend from office any Officer or Director of a chapter. The procedural rights applicable to the suspension of a member, as set forth above, shall apply in the event of a suspension pursuant to this subsection.

(G) The President of the Corporation, or a State Council upon majority vote of its regular delegates at a duly constituted regular or special meeting, may suspend an Officer of the State Council, for good cause shown, pursuant to the rules of procedure set forth above.

(H) The National Board of Directors shall adopt a uniform code of procedure to be followed in the suspension or revocation of the right to hold office in a State Council or Chapter, the suspension or revocation of a Chapter or of a State Council, or the imposition of any sanction against any member, Chapter, or State Council. Such code shall provide for adequate protection of the rights of the accused party to a fair hearing, representation by counsel or a member of his or her choosing, to appeal an adverse determination before appropriate committees of the Corporation or otherwise, to present evidence on his or her behalf, and to confront his or her accusers.

(I) An Officer or Director of the Corporation may be removed upon sustained charges of misconduct, gross neglect, or

dishonesty, in accordance with the provisions of these By-Laws, and the provisions of the code of procedure adopted by the Board of Directors of the Corporation, and ratified by the delegates to a National Convention. The code of Disciplinary Procedure may be amended by the Board of Directors, provided, however, that any such amendment shall be ratified by the delegates to a National Convention, or by the concurrence of a majority of the State Council in existence at the time of any such amendment.

(J) In any proceeding pursuant to this section, the General Council of the Corporation shall represent the interests of the Corporation.

SECTION 3-RESTRICTED ACTIVITIES

(A) No member of the Corporation may, without the express written consent of the Board of Directors, engage in any conduct detrimental to the interests of the Corporation, receive any compensation, by gift or otherwise, from the Corporation, a State Council, or a Chapter, or own any interest in any organization which receives such compensation. For purposes of this subsection, reimbursement of reasonable expenses incurred while conducting the business of the Corporation shall not be deemed to be compensation. No member shall be an officer or Director of a chapter, State Council, or of the Corporation 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 Corporation. No member shall use the property of the Corporation, a State Council, or a Chapter except in the course of the business of the Corporation.

(B) Chapters and State Council may engage in fund-raising activities of other Chapters, State Council, or the Corporation, provided that they strictly adhere to the following guidelines:

1. All such fund-raising activities which conflict with the activities of other Chapters, State Councils, or the Corporation, shall not be engaged in without prior written consent of affected Chapters, State Council, or the Corporation.

2. The sale of products by Chapters or State Councils which bear the logo or Name of the Corporation shall not be permitted unless the product clearly identify the Chapter or State Council marketing the product.

3. Fund-raising activities involving telephone solicitation, direct mail, work-place donations, or the regular and continuous sale of alcoholic beverages shall be considered to be restricted and may not be engaged in without prior written consent of the Board of Directors of the Corporation. For purposes of this subsection, the following definitions shall apply:

a. Telephone solicitation will mean a fund-raising campaign which uses the telephone as the primary method of contacting members of the general public in an appeal for donation of property or funds.

b. Direct mail solicitation shall mean a fund-raising campaign which uses the mail system as the primary method of contacting members of the general public in an appeal for donation of property or funds.

c. Work place donation shall mean a fund-raising campaign by which members of the general public are solicited to donate funds through deductions from their wages or salaries at their place of employment.

d. The regular and continuous sale of alcoholic beverages shall mean any sale of such beverages which requires the issuance of a license or permit to conduct such activity by the laws of the jurisdiction in which the Chapter or State Council is located.

4. All such fund-raising activities must comply with applicable Federal, State and local laws, rules and regulations.

(C) Chapters and State Council seeking to engage in restricted fund-raising activities shall give written notice thereof to the Corporation at least forty-five (45) days prior to commencing such activities or executing any documents in furtherance thereof. Chapters shall submit any such proposal to the Chairperson of the State Council of the state in which the Chapter is located, if any, for his or her review and recommendation, and shall include recommendation in the application of the Chapter to the Corporation.

(D) The Board of Directors, or its designated representative, shall make a determination regarding such restricted activity and shall issue a decision to the Chapter or State Council, in writing, as soon as possible, but in no event later than thirty (30) days after receipt of the proposal.

(E) A member, Chapter, State Council or the Corporation may not, endorse, on behalf of the Chapter, State Council, or the Corporation, any candidate for any elected office or position.

(F) The Corporation and any Chapter or State Council may comment upon and endorse on behalf of said Corporation, Chapter, or State Council any candidate holding or proposed for an appointed position that directly affects veterans affairs; Provided that all such comments and/or endorsements made by Chapters or State Council with respect to Federal appointees must be made in consultation with the appropriate Department Head or Officer of the Corporation.

(G) The Corporation, and any State Council thereof, may not adopt any policy or position with respect to matters involving foreign or domestic affairs unless such issues directly affects veterans affairs, or are issues of domestic concern related to the economic, physical, or emotional well-being of veterans. The Corporation, and any State Council thereof shall not take any action which would imply that any policy or position had been adopted when the same had not been adopted.

(H) Chapters may, after debate and upon the affirmative vote of two-thirds of the individual members present at a duly constituted meeting of the members thereof, adopt positions or policies on other foreign or domestic issues, provided, however, that any such policy or position must be clearly identified as the position of the Chapter adopting such policy or position, and not that of the Corporation, any State Council, or any other Chapter. Neither the Corporation, any State Council, or any Chapter shall take any action which would tend to impair the right of any chapter to adopt any position in accordance with the above provisions.

SECTION 4-RULES OF ORDER

The rules of order at any meeting of the Corporation, a State Council, Chapter, or committee, shall be Robert's Rules of Order, Newly Revised.

SECTION 5-AMENDMENTS

These By-Laws, or provisions hereof, may be altered, amended, or repealed, or new provisions added hereto, by the affirmative vote of two-thirds of the individual members in good standing, present at a regularly scheduled general membership meeting.. Notification of any proposed amendment(s) shall be given to the individual members in good standing, at least twenty (20) days prior to the meeting at which such amendment(s) shall be presented for consideration.

July 12, 1993

AMENDMENTS TO CHAPTER 421 BY-LAWS

AS APPROVED AND VOTED ON JANUARY 05,2009

ARTICLE 5

Board of Directors

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The immediate past President shall automatically be seated on the Board of Directors as an advisor to the incoming Executive Board. In this role the Past President shall not be able to vote on any matters at the Executive Board meeting. He shall sit with the Board of Directors until such time as the Board of Directors deems his services are no longer needed, or until the new President becomes the past president.

ARTICLE 8

2

The Board of Directors shall vote on all expenditures of the Chapter, up to and not to exceed three hundred dollars (\$300.00) at any regular scheduled Executive Board meeting. Any expenditure over three hundred dollars (\$300.00) must be voted on by the individual members at a scheduled general membership meeting, with a majority vote needed to pass.

Above changes voted on and approved by the individual members at the regularly scheduled general membership meeting held January 05, 2009.

INSERT

By-Laws, and the rules, procedures, and directives of the Corporation.

(1) The President of the Chapter shall, after consultation with Chapter Associate members and the approval of the Board of Directors, appoint an Associate Member Liaison, who shall be a non-voting member of the Board of Directors, and who shall serve to advise the President and the Board of Directors as to matters of particular concern to associate members. The expenses for the Associate Liaison, while participating in Chapter sponsored events, ie, State Council meetings, Legislative Conferences, Natinal Conventions, etc., shall be reimbursed as determined by the Board of Directors.

ARTICLE VIII

FINANCE

(1) Subject to the provisions of these By-Laws and the rules, resolutions, and procedures of the Corporation, each Chapter shall have the power to raise funds as are necessary to its operation in such a manner as the Chapter deems appropriate.

(2) The Board of Directors shall vote on any expenditure of the Chapter, up to and inclusive of \$500.00 at a regular scheduled Executive Meeting. Any expenditure over \$500.00 must be voted on by the individual members at a scheduled general membership meeting, with a majority vote needed for passage.

FISCAL YEAR

The fiscal year of each Chapter shall commence on the first (1) day of March and end on the last day of February in each year.

ARTICLE X

SEAL

The Chapter shall provide a corporate seal, if required by law which shall be in the form of a circle and shall have inserted there on the name of the Chapter, and the State and year of incorporation.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to Articles of Incoproation of the Corporation or of the Chapter, or by these By-Laws or the rules and procedures of the Corporation, 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.

AMENDMENTS TO CHAPTER 421 BY-LAWS

AS APPROVED AND VOTED ON NOVEMBER 25, 2007

ARTICLE IV

MEETING OF MEMBERS

Section 7. Voting. Each individual paid up member, in good standing for no less than 90 days, shall be entitled to one (1) vote on all business, including the election of the Chapter Board members and Executive Officers, submitted to the membership for vote. Votes must be cast in person in a manner designated by the Board of Directors. Except as otherwise provided by these By-Laws, the vote of the majority of the individual members present and entitled to vote on a matter at a meeting which a quorum for the transaction of any business is present, shall be necessary for the adoption therefore.

AMENDMENTS TO CHAPTER 421 BY-LAWS

AS APPROVED AND VOTED ON FEBRUARY 22, 2016

ARTICLE VIII

FINANCE

(2) The Board of Directors shall vote on any expenditure of the Chapter, up to and inclusive of \$1,000.00 at a regularly scheduled Executive meeting. Any expenditure over \$1,000.00 must be voted on by the individual members at a scheduled general membership meeting, with a majority vote needed for passage.

AMENDMENTS TO CHAPTER 421 BY-LAWS

AS APPROVED AND VOTED ON OCTOBER 22, 2018

ARTICLE XIII

VETERANS / COMMUNITY FUND

Criteria and Guidelines

1. Funds in the Veterans / Community Fund shall be limited to providing aid and assistance for the following:
 - a. All VVA Chapter 421 members in good standing.
 - b. Staten Island Veterans of the US Military.
 - c. Staten Island Members of the US Military on Active Duty.
 - d. Staten Island Members of the US Military Reserves.
 - e. Staten Island Community Organizations.
 - f. The spouse, children, grandchildren, or step children of any of the above (a-d).
2. Requests for aid or assistance from anyone listed in item #1 must be submitted in writing to the Veterans / Community Fund Vetting Committee.

The Vetting Committee will review the request and make recommendations to the Board of Directors. The Board of Directors may approve or deny the request. An explanation in writing will be provided to the requestor for a request not approved.

3. The source of the monies for approved requests can only be from the Veterans / Community Fund and may not impact the Chapter's General Account.