

Vietnam Veterans of America Captain Bill Robinson Chapter
BYLAWS

Article I: Name

The name of this organization shall be Vietnam Veterans of America Captain Bill Robinson Chapter. Going forward the corporation will be referred to as "ORGANIZATION."

Article II: Mission

- a. The mission of this ORGANIZATION is to support Vietnam Veterans and to support following generations of veterans and active-duty servicemen and servicewomen.
- b. The ORGANIZATION will foster, encourage, and promote the improvement of the condition of Vietnam Veterans.
- c. The ORGANIZATION and policy will be to improve growth and development, self-respect, self-confidence and usefulness of Vietnam Veterans and others, as well as, to assist disabled and needy veterans, including, but not limited to, the Vietnam Veterans and their dependents, and the widows, widowers, and children of deceased Vietnam Veterans.
- d. And the ORGANIZATION will support the next generation of America's veterans and serve our communities.

Article III: Corporation Offices

The ORGANIZATION shall designate a registered office in accordance with the Nonprofit Corporation Act of the State of Tennessee. The principal office of the ORGANIZATION shall be in Knoxville, Tennessee.

Article IV: Membership

- a. The membership shall be open to the public.
- b. Members of the ORGANIZATION are considered the general membership.
- c. Members of the Captain Bill Robinson Vietnam Veterans of America Chapter 1078 are automatically members of the ORGANIZATION.
- d. New members must submit the proper paperwork and \$25.00 as a onetime fee. All members once accepted will be lifetime members and have all the rights for voting and holding office.

Article V: Authority

- a. The authority will be fully vested in the Board of Directors. The Board of Directors shall be responsible for the control and management of the affairs, property, and interest of the ORGANIZATION and for keeping members advised of all activities of the ORGANIZATION.
- b. The Board of Directors will comply with all reporting requirements established by these Bylaws, the rules, resolutions or directives of the ORGANIZATION, and any local, state or federal laws.
- c. The Board of Directors shall be responsible for guiding and administering the ORGANIZATION so that the purposes, principles, and goals of the ORGANIZATION, as set forth within the rules, resolutions, and directives of the ORGANIZATION, are followed and for making suggestions and recommending programs.
- d. This authority is subject to the limitations of the Corporate Charter, these Bylaws, and the Tennessee Nonprofit Corporation Act.

Article VI: Officers and Board of Directors

a. The membership of the Board of Directors of the ORGANIZATION, inclusive of its officers, as set forth below, shall consist of no less than 4 and no more than 15; and the exact number shall be determined by the Board of Directors, subject to the approval of the members of the ORGANIZATION. Additionally, as set forth below, the Immediate Past President shall become an ex-officio, voting member of the Board of Directors. Accordingly, the Board of Directors shall consist of a minimum of the elected officers plus any directors elected by and from the ORGANIZATION membership.

b. The officers of the ORGANIZATION shall be the following: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Assistant Treasurer. The Assistant Treasurer will be a non-voting member of the Board of Directors. Said officers shall be elected by the ORGANIZATION membership at the annual meeting. Each such officer shall also be a member of the Board of Directors, and their terms of directorship shall be for the period to which they were elected.

The President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Assistant Treasurer will serve two-year terms and shall be elected biennially beginning 2026.

These officers shall exercise the powers and duties of the Board of Directors when the board is not in session and in an emergency. An individual can serve as an officer for more than one term and can hold more than one office at a time, but the same individual cannot concurrently hold the offices of President and Secretary.

c. When a new President is elected, the prior President shall become the Immediate Past President and will automatically become an ex-officio voting member of the Board of Directors. He or she shall serve in such capacity until a subsequent Immediate Past President qualifies.

d. Members of the Board of Directors shall be elected at the annual

meeting of the ORGANIZATION. To enable staggering of the terms during which directors serve, directors to be elected shall be divided into three classes: Class A, Class B, and Class C. During the first elections, occurring in 2026, one third of the directors, in Class A, shall be elected, each to serve a (3) year term. In 2027 one third of the directors, in Class B, shall be elected, each to serve a (3) year term and in 2028 one third of the directors, in Class C, shall be elected to serve a (3) year term.

e. Quorum for the Board of Directors will be with a majority of the members of the board.

f. The Board of Directors will meet prior to the regular meetings of the ORGANIZATION as provided in Article VIII C. Also, in case there is a need to meet by electronic means, then that method of meeting is acceptable as well. A meeting schedule will be set at the beginning of the year by the President with approval of the Board of Directors. The Board of Directors may also vote via electronic means, such as email, as deemed necessary by the President.

g. Special meetings of the ORGANIZATION may be called by the President or by petitions of the Board of Directors or of the membership. Written notice of any special meeting shall be given to each member of the ORGANIZATION at least ten (10) days before such special meeting. Such notice may be by U.S. Mail, email, or any other commonly accepted form of written communication. Such written notice shall be delivered to each member in good standing based on the contact information the ORGANIZATION has on file for the member. Such contact information may be the same that existed while he or she was a member of Captain Bill Robinson Vietnam Veterans of America Chapter 1078. It shall be each individual member's responsibility to confirm that the ORGANIZATION has the latest contact information on file for the member.

h. If there are vacancies in elected positions in the Board of Directors or in elected offices, other than that of President, due to death,

resignation, refusal, or inability to serve, individuals filling such vacancies shall be appointed by the President for the remaining terms of the particular directors or officers for which said vacancies have occurred and such appointments shall then be confirmed at a special meeting or at the next regular meeting of the ORGANIZATION. If the President is unable to make such appointments, the Board of Directors shall make such appointments for the remaining terms thereof of the particular directors or officers for which said vacancies have occurred and such appointments shall then be confirmed at a special meeting or at the next regular meeting of the ORGANIZATION.

i. Removal shall be without prejudice to any contract rights of the person so removed, but election of an officer or director shall not, of itself, create contract rights. Any officer or director may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the Board of Directors present and voting at a duly called meeting. The vacancy shall be filled in accordance with the provisions of these Bylaws for vacancies. Unexcused absence of a director from four (4) meetings of the Board of Directors in a twelve (12) month period shall result in a mandatory review by the Board of Directors. A decision for removal of an officer or director by the Board of Directors shall be conveyed in writing to the officer or director.

Article VII: Duties of Officers of the ORGANIZATION

a. The officers of the ORGANIZATION shall be elected by the members at the annual meeting of the members.

b. All such officers so elected shall hold office for a term of two years as specified in the ORGANIZATION Bylaws. Each officer shall hold office until his or her successor is elected and has qualified. An officer may succeed himself or herself any number of times.

c. The President shall be the chief executive officer of the ORGANIZATION and shall, subject to the direction of the

ORGANIZATION Board of Directors, supervise and control all of the business affairs and property of the ORGANIZATION, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the ORGANIZATION and of the Board of Directors, and shall appoint all chairs of special event programs. The President will appoint the Chaplain for the ORGANIZATION.

d. In the absence of the ORGANIZATION President, or in the event of his or her inability or refusal to act, the 1st Vice President 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 1st Vice President also shall perform such other duties as the Board of Directors may from time to time prescribe. In the event of the death, removal, or resignation of the President, the 1st Vice President shall assume the position of the President for the remainder of that President's term. In such case, another Vice President shall, at a special election of the ORGANIZATION, be elected for the remaining term of the term of the Vice President who assumed the position of President.

e. The Secretary shall record all the proceedings of the meetings of the ORGANIZATION in a book kept for that purpose and shall perform like duties for Board of Directors meetings. He or she shall give or cause to be given, notice of all meetings for which notice is required by these Bylaws, and shall operate under the supervision of and perform such other duties as may be prescribed by the ORGANIZATION Board of Directors or the President. In the event of a conflict, the Secretary shall act pursuant to the instructions of the Board of Directors. The Secretary shall obtain and have custody of a corporate seal for the ORGANIZATION, if required by law. The Secretary shall have the authority to affix the corporate seal to any instrument requiring it, and when so affixed, it may be attested by the signature of the Secretary. The Board of Directors 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.

f. The Treasurer shall have charge and custody of all funds and securities of ORGANIZATION and all funds and securities in any way generated, collected, or obtained in connection with ORGANIZATION activities; and the Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof.

1. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the ORGANIZATION and shall deposit all moneys and other valuable effects in the name of, and to the credit of, the ORGANIZATION in such depositories as may be designated by the Board of Directors.

2. The Treasurer shall disburse the funds of the ORGANIZATION as may be ordered by the ORGANIZATION Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the ORGANIZATION board at its annual meeting, or when Board of Directors, the President, (or the ORGANIZATION) so require, an accounting of all transactions, as Treasurer, and of the financial condition of the ORGANIZATION, in compliance with local, state, and federal regulations.

3. The Treasurer will be responsible to file all legal documents for the State of Tennessee and the IRS such as Form 990.

4. The Treasurer, Assistant Treasurer and other members so designated by the Board of Directors shall be authorized to sign checks and drafts. Second signature authority is required for all distribution over \$500.

Article VIII: General Membership

a. The general membership of the ORGANIZATION will meet per the schedule as set by the Board of Directors. The general membership will confirm the activities of the Board of Directors. The Board of Directors may bring specific issues to the general membership for

approval.

b. The general membership of the ORGANIZATION will elect the President, the 1st Vice President, the 2nd Vice President, the Secretary, the Treasurer, Assistant Treasurer, and the members of the Board of Directors at the annual meeting.

c. Regular meetings of the ORGANIZATION may be held on the second (2nd) Tuesday of every month at a time and location so designated by the Board of Directors.

d. The annual meeting of the ORGANIZATION will be held in April of each year. Elections for officers and the Board of Directors will be at this annual meeting. In 2025, the year of inception of the ORGANIZATION, the annual meeting may be held at a later period in the year

e. A quorum for voting will consist of the majority of the ORGANIZATION members present and in good standing or a minimum of fifteen (15) such ORGANIZATION members present.

f. Special meetings of the ORGANIZATION may be called by the President, or by petition of Board of Directors, or by members in good standing. Written notice of any special meeting shall be given to each member of the ORGANIZATION at least ten (10) days before such special meeting. Such notice may be by U.S. Mail, email, or any other commonly accepted form of written communication. Such written notice shall be delivered to each member in good standing based on the contact information the ORGANIZATION has on file for the member. Such contact information may be the same that existed while he or she was a member of Captain Bill Robinson Vietnam Veterans of America Chapter 1078. It shall be each individual member's responsibility to confirm that the ORGANIZATION has the latest contact information on file for the member. The President may call a special meeting when deemed necessary when such meeting to be in the best interests of the ORGANIZATION.

g. Honorary members of the Captain Bill Robinson Vietnam Veterans

of America Chapter 1078 are grandfathered into the ORGANIZATION.

Article IX: Committees

- a. The President shall appoint a chairman of the nominating committee consisting of no less than three and no more than five members. The chairman of the committee will select the other members. The committee will be formed at least 2 months prior to the annual election. If there is a special election, the committee may be formed as early as possible to identify candidates.
- b. The President may set up special committees as deemed appropriate. These committees will have specific requirements as outlined by the President or the Board of Directors. The President will name the chair, who then may or may not add members to the committee.
- c. The chair of a committee is authorized a petty fund of up to \$100 for the purpose of handling miscellaneous expenditures in the execution of the committee's business.
- d. The terms of these committees and their duties will be determined at the time each is established.
- e. The President is an ex-officio member of all committees except the nominating committee.

Article X: Amendments to the Bylaws

The Bylaws may be amended at any general ORGANIZATION membership meeting by a vote of two-thirds of the total vote cast by regular ORGANIZATION members present in good standing. Amendments to the Bylaws shall be submitted to the ORGANIZATION Board of Directors one meeting prior to the reading of such amendments and will not be voted on until the following

ORGANIZATION meeting.

Article XI: Quorum for Voting/General Business

A quorum for voting or general business would consist of the majority of ORGANIZATION members present in good standing. For voting, a quorum may consist of as few as fifteen (15) ORGANIZATOIN members present and in good standing.

Article XII: Records of the ORGANIZATION

The ORGANIZATION shall keep minutes of all proceedings and a record of accounts. An annual report shall be prepared at the close of the fiscal year which shall include a statement summarizing revenues and disbursements. The record will be kept for a minimum of seven (7) years.

Article XIII: Non-Profit Operation

The fiscal year shall be the normal calendar year of January 1 through December 31. The ORGANIZATION will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the ORGANIZATION will be distributed to its directors or officers. No director or officer of the ORGANIZATION may have any vested right, interest, or privilege in or to the assets, property, functions, or activities of the ORGANIZATION.

Article XIV: Dissolution

In the event of the dissolution of the Vietnam Veterans of America Captain Bill Robinson Chapter, no funds shall inure to the benefit individual members. After all bills are paid, all assets shall be disbursed on one or more of the exempt purposes under Section

501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended with emphasis on a veteran support organization. This article is not amendable.

Article XV: Parliamentary Authority

Rules contained in the current edition of “Robert’s Rules of Order Newly Revised” (Latest Edition) shall govern all proceedings of the Board of Directors, the ORGANIZATION general meetings, and all committees in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Board of Directors may adopt.

These Bylaws of the Vietnam Veterans of America Captain Bill Robinson Chapter have been adopted as ratified below.

Revised _____ Date

ORGANIZATION Secretary

ORGANIZATION President
