

1 **Form 3**

2 **SOCIETY ACT**

3 **CONSTITUTION**

4 of the

5 **Vietnam Veterans In Canada**

6 1. The name of the society is the "VIETNAM VETERANS IN CANADA."

7 2. The purposes of the Society are:

8 (a) to maintain an active and aggressive program in Canada and
9 elsewhere to let Vietnam Veterans and their families know that this society
10 exists for our mutual benefit;

11 (b) recognizing that the experiences of combat in Vietnam and
12 Indochina had a profound effect on many combat veterans and their families,
13 and that the months and years following a veterans return from the war were
14 frequently difficult ones, and recognizing that these experiences play a major
15 role in the lives of many of our comrades in arms and their families, and
16 recognizing that these veterans are our brothers and sisters, the society will
17 endeavor to operate a program of assistance and/or referral to deal with Post
18 Traumatic Stress Disorder (PTSD), and/or any other combat related disorder;

19 (c) to help foster, encourage, and promote the improvement of the
20 condition of the Vietnam Veteran and/or his family;

21 (d) to promote physical and cultural improvement, growth and
22 development, self-respect, self-confidence, and usefulness of Vietnam
23 Veterans and/or their families;

24 (e) to eliminate discrimination suffered by Vietnam Veterans and to
25 develop channels of communication which will assist Vietnam Veterans to

35 maximize self-realization and enrichment of their lives and enhance life-
36 fulfillment;

37

38 (f) to study, on a non-partisan basis, proposed legislation, rules, or
39 regulations introduced in any Canadian Federal, Provincial, or Local legislative
40 or administrative body, or United States Federal, State, or Local legislative or
41 administrative body, which may affect the social, economic, educational, or
42 physical welfare of the Vietnam Veteran, his family, or others;

43

44 (g) to develop public policy proposals designed to improve the quality
45 of life of Vietnam Veterans and/or their families, especially in the areas of
46 employment, education, training, and health in Canada, the United States, or
47 wherever Vietnam Veterans reside;

48

49 (h) to conduct and publish research pertaining to the relationship
50 between Vietnam Veterans and the Canadian and American societies, the
51 Vietnam war experience, and other matters which affect the social, economic,
52 educational, or physical welfare of the Vietnam Veteran or his family;

53

54 (i) to participate in the struggle for an accounting of those people
55 listed as Missing In Action or being held as a Prisoner Of War in the Indochina
56 area;

57

58 (j) further recognizing that Post Traumatic Stress Disorder (PTSD),
59 affects many other people in the general population, the society will endeavor
60 to extend our services to the general population as a whole as available
61 resources shall permit. It is well known that survivors of traumatic accidents,
62 peace officers, emergency services personnel, and victims of violent crime,
63 among others, frequently suffer from Post Traumatic Stress Disorder;

64

65 3. This society shall be carried on without purpose of financial gain for its'
66 members, and any profits or other gains to the organization shall be used in
67 promoting its' purposes. This is an unalterable clause.

68

69 4. Upon dissolution of this society, all assets shall be donated to a
70 recognized charitable veteran's organization in Canada after payment of any
71 outstanding debts. This is an unalterable clause.

BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.01 In these bylaws, unless the context otherwise requires;

(a) "directors" means the directors of the Society for the time being;

(b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

(c) "registered address" of a member means his address as recorded in the register of members.

(d) "ordinary resolution" means

(1) a resolution passed in a general meeting of the society by a simple majority of the votes cast in person.

(2) a resolution that has been submitted to the Individual Voting Members and consented to in writing by 75% of the members who would have been entitled to vote on it in person at a general meeting of the society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the society.

(e) "special resolution" means

(1) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the society who, being entitled to do so, vote in person.

(i) of which the notice that the bylaws provide and not being less than 14 days' notice specifying the intention to propose the resolution as a special resolution has been given; or

(ii) if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days' notice has been given;

(2) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the society.

1.02 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws except where inconsistent therewith.

117 1.03 Words importing the singular include the plural and vice versa; and words importing a
118 male person include a female person and a society.
119

120 1.04 This constitution shall be interpreted by the President. Any such interpretation may
121 be over-ruled by a majority vote of the Board of Directors present and voting at any meeting of the
122 Board.
123

124 **ARTICLE 2 OFFICES**

125
126 2.01 The National Headquarters of the Vietnam Veterans In Canada (hereinafter called
127 the "Society") shall be located within the District of Maple Ridge, British Columbia. The Society may
128 have such other offices, either within or without the Province of British Columbia as the Board of
129 Directors may determine or as the affairs of the Society may require from time to time.
130

131 2.02 The Society shall have and continuously maintain in the Province of British Columbia
132 a registered office and a registered agent whose offices is identical with such registered office as
133 required by the Society Act. The address of such offices may be changed from time to time by the
134 board of directors.
135

136 **ARTICLE 3 MEMBERSHIP**

137
138 3.01 The members of the society are the applicants for an incorporation of the society, and
139 those persons who subsequently have become members, in accordance with these bylaws and, in
140 either case, have not ceased to be members. The applicants for incorporation shall be Individual
141 Voting Members as provided for hereinafter.
142

143 3.02 The right to apply for Individual Voting Membership in the Society is extended to any
144 veteran of the military service who served active duty in the Indochina Theater, in any military unit
145 under the control of Military Assistance Command - Vietnam (MACV) or the Defense Attaché Office
146 - (DAO) and who has been awarded the Vietnam Service Medal or the Armed Forces Expeditionary
147 Medal {Vietnam} irrespective of the time of service, paying in advance annual dues and/or other fees
148 set by the Board of Directors, and conforming to, and complying with, the Constitution, these bylaws,
149 and the rules of the Society now or hereinafter in effect.
150

151 3.03 The Board of Directors shall have the right to set rules for waiver of dues or other
152 fees in situations it deems appropriate..
153

154 3.04 Individual Voting Members shall place on file with the Society, a copy of a valid
155 United States Department of Defense Form 214 (DD-214) and/or a copy of a valid United States
156 Department of Defense Form 215 (DD-215), as proof of qualification for membership prior to the
157 membership being accepted or voting rights granted.
158

159 3.05 If an applicant for Individual Voting membership does not have, has lost, or has
160 misplaced proof of service (DD-214 and/or DD-215), a signed affidavit listing dates of service, date
161 of birth, service number, Social Security Number, Unit(s) of overseas service in Southeast Asia, and

162 last unit stateside must be furnished until proof (DD-214 and/or DD-215) can be obtained, prior to
163 participating in any activity sponsored or sanctioned by the Society.

164
165 3.06 Those applicants for Individual Voting Membership who did not serve with the Armed
166 Forces of The United States shall furnish the Australian, New Zealand, Republic of the Philippines,
167 Thailand, or Republic of Korea equivalent of proof of service in the Indochina Area.

168
169 3.07 Applicants for Individual Voting membership from Australia, New Zealand, Republic
170 of the Philippines, Thailand, or Republic of Korea who are not in possession of proof of service in
171 the Indochina Area must furnish the Society with a signed affidavit listing dates of service, date of
172 birth, service number, Social Security Number, Unit of overseas service in Southeast Asia, and last
173 unit served with, prior to participating in any activity sponsored or sanctioned by the Society.

174
175 3.08 All questions on membership issues for the three membership categories (Individual
176 Voting, Family Non-Voting, or Associate Non-Voting) will be decided by the Board of Directors.

177
178 3.09 Under no circumstances shall the Board of Directors grant an Individual Voting
179 membership to a person or group of persons who do not hold the Vietnam Service Medal or the
180 Armed Forces Expeditionary Medal {Vietnam} or the equivalent Vietnam Service Medal(s) issued by
181 Australia, New Zealand, Republic of the Philippines, Thailand or the Republic of Korea..

182
183 3.10 Family Non Voting Membership is extended to the members of the Immediate family
184 of any Individual Voting Member who shall request it, subject to approval of the Board of Directors.
185 Dues paid by an Individual Voting Member shall cause the waiver of any dues for Family Non Voting
186 membership providing the Veteran consents to the granting of such membership.

187
188 3.11 The Board of Directors shall approve all Family Non Voting Memberships, Associate
189 Non Voting Memberships, the dues, entitlements, eligibility requirements, and available services
190 concerning such members.

191
192 3.12 The Society does not grant membership to anyone other than as an Individual,
193 Family, or Associate member. Under no circumstances shall the Board of Directors grant any type
194 of Honourary or Special membership other than the three (3) classes of membership described
195 above.

196
197 3.13 The Board of Directors shall have the authority to restrict from membership,
198 (Individual, Family, or Associate), by a two thirds vote, any person or group of persons when, in their
199 judgment, admission of such person or persons would be inconsistent with or detrimental to the
200 purposes, principles, objectives, or goals of the Society or otherwise. All applicants for membership
201 must be approved by the Board of Directors prior to membership being accepted or voting rights
202 being granted.

203
204 3.14 A person shall cease to be a member of the Society:

205
206 (a) by delivering his resignation in writing to the Chief of Staff of the Society or by mailing
207 or delivering it to the address of the Society;

208

- 209 (b) on his death or in the case of the dissolution of the society;
210
211 (c) on being expelled; or
212
213 (d) on having been a member not in good standing for 12 consecutive months.
214

215 3.15 (1) A member may be expelled only by a special resolution of the members
216 passed at a general meeting only upon the proposal of such a resolution by a two third majority of
217 the Board of Directors then serving.
218

219 (2) The notice of special resolution for expulsion shall be accompanied by a brief
220 statement of the reason or reasons for their proposed expulsion.
221

222 (3) The person who is the subject of the proposed resolution for expulsion shall
223 be given an opportunity to be heard at the general meeting before the special resolution is put to a
224 vote.
225

226 3.16 All members are in good standing except a member who has failed to place on file
227 with the society a copy of their DD-214 and/or DD-215 or Allied equivalent or failed to pay his current
228 annual membership fee or any other subscription or debt due and owing by him to the society and
229 he is not in good standing so long as the debt remains unpaid.
230

231 **ARTICLE 4 MEETINGS OF MEMBERS**

232
233 4.01 General meetings of the Society shall be held at the time and place, in accordance
234 with the Society Act, that the directors decide.
235

236 4.02 Every general meeting, other than an annual general meeting, is an extraordinary
237 general meeting.
238

239 4.03

240
241 (1) Notice of a general meeting shall specify the place, day and hour of the meeting, and,
242 in case of special business, the general nature of that business.
243

244 (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice
245 by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
246

247 4.04 Annual General meetings of the Society are held in two separate parts beginning with
248 the first meeting in November of any calendar year.
249

250 (1) Part One of the Annual General Meeting is reserved for presenting Special Resolutions to
251 the Membership for consideration at Part Two and for putting forth nominations for elected positions
252 of the Board of Directors.
253

254 (2) Part Two of the Annual General Meeting is reserved for Voting on the nominations and
255 Special Resolutions put forth at part one.
256

257 4.05 The first annual general meeting of the Society shall be held at the first meeting in
258 November following the date of Incorporation and after that an annual general meeting shall be held
259 every calendar year in November.
260

261 4.06 Participation in the Annual General Meeting is open to all Individual Voting Members
262 in good standing who have paid their membership dues for the coming year no less than 24 hours
263 prior to the start of the Annual General Meeting.
264

265 4.07 The first order of business at an Annual General Meeting shall be the establishment
266 of a list of those Individual Voting Members entitled to participate in the meeting.
267

268 4.08 Voting by proxy is not permitted.
269
270

271 **ARTICLE 5 PROCEEDINGS AT GENERAL MEETINGS**

272
273 5.01 Special business is:
274

275 (a) all business at an extraordinary general meeting except the adoption of rules of order;
276 and

277 (b) all business transacted at an annual general meeting, except:

278 (i) the adoption of rules of order;

281 (ii) the consideration of the financial statements;

282 (iii) the report of the directors;

283 (iv) the report of the auditor, if any;

284 (v) the election of directors;

285 (vi) the appointment of the auditor, if required; and

286 (vii) the other business that, under these bylaws, ought to be transacted at an
287 annual general meeting, or business which is brought under consideration by the report of the
288 directors issued with the notice convening the meeting.
289

290 5.02
291
292
293
294
295
296
297

298 (1) No business, other than the election of the chairman and the adjournment or
299 termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not
300 present.

301
302 (2) If at any time during a general meeting there ceases to be a quorum present,
303 business then in progress shall be suspended until there is a quorum present or until the meeting is
304 adjourned or terminated.

305
306 (3) A quorum is three (3) Individual Voting Members present or a greater number than
307 the Individual Voting Members may determine at a general meeting.

308
309 5.03 If within sixty (60) minutes of the time appointed for a general meeting a quorum is
310 not present, the meeting if convened on the requisition of Individual Voting Members, who are the
311 only members entitled to requisition same, shall be terminated; but in any other case shall stand
312 adjourned to the same day of the next week at the same time and place and if, at the adjourned
313 meeting, a quorum is not present within sixty (60) minutes from the time appointed for the meeting,
314 the Individual Voting Members present constitute a quorum.

315
316 5.04 The President of the Society, the First Vice President, the Second Vice President, in
317 that order, or in their absence, one of the other directors present, shall preside as chairman of the
318 general meeting.

319
320 5.05 If at a general meeting:
321
322 (a) there is no President, First Vice President, Second Vice President or other director
323 present within sixty (60) minutes after the time appointed for holding the meeting, or

324
325 (b) the President, First Vice President, Second Vice President and all the other directors
326 present are unwilling to act as chairman, the Individual Voting Members shall choose one of their
327 numbers to be chairman.

328
329 5.06

330
331 (1) A general meeting may be adjourned from time to time and from place to place, but
332 no business shall be transacted at an adjourned meeting other than the business left unfinished at
333 the meeting from which the adjournment took place.

334
335 (2) When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned
336 meeting shall be given as in the case of the original meeting.

337
338 (3) Except as provided in this bylaw, it is not necessary to give notice of adjournment or
339 of the business to be transacted at an adjourned meeting.

340
341 5.07

342
343 (1) No resolution proposed at a meeting need be seconded and the chairman of a
344 meeting may move or propose a resolution.

- 345
346 (2) In case of an equality of votes the chairman shall not have a casting or second vote
347 in addition to the vote to which he may be entitled as a member and the proposed resolution shall
348 not pass.
349
350 5.08
351
352 (1) Only Individual Voting Members in good standing are entitled to vote at a general
353 meeting and are entitled to one vote.
354
355 (2) Voting is by show of hands unless the President or a majority of the members of the
356 Board of Directors then serving, has determined that voting be by secret ballot.
357
358 (3) Voting by proxy is not permitted.

359 **ARTICLE 6** **BOARD OF DIRECTORS**

360
361 6.01 Except as otherwise provided by law or in these bylaws, control and management of
362 the Society and its funds and affairs shall be vested in the Board of Directors.

363
364 **6.02 The number of Directors shall be ten (10) plus any Past Presidents not serving**
365 **in another Board position.**

366
367 **6.03 The President, First Vice President, Second Vice President, Chief of Staff,**
368 **Sergeant/Master at Arms, Intelligence Officer, Service Officer, Inspector General, Finance**
369 **Officer, Quartermaster, and all Past Presidents are Directors.**

370
371 **6.04 DELETED - The Individual Voting Members in attendance at the Annual General**
372 **Meeting, held as hereinafter set forth, shall elect, from among the qualified nominees, the**
373 **Directors necessary to fill the remaining two (2) Directorships for a term of two (2) years.**

374
375 6.05 The election of all members of the Board of Directors shall take place at the Annual
376 General Meeting held in even numbered years. Any candidate must receive greater than fifty (50)
377 percent of the votes cast to win election. In the event no candidate receives greater than fifty (50)
378 percent of the votes cast, the two candidates with the most votes will face one another in a run off
379 election held immediately.

380
381 6.06 All members of the Board of Directors of the Society shall hold an Individual Voting
382 Membership.

383
384 **6.07 DELETED -All members of the Board of Directors shall have attended at least**
385 **fifty (50) percent of the regular business meetings held in the most recent complete January**
386 **1st to October 31st period.**

387
388 6.08 The members of the Board of Directors can succeed themselves in the same position
389 at the expiration of their present term of office.

390
391 6.09 Each of the Directors shall be assigned specific responsibilities, or areas of
392 responsibility, by the President.

393
394 6.10 A vacancy on the Board of Directors shall arise on the death, resignation, inability, or
395 refusal of a Director to serve.

396
397 6.11 Any Officer may be suspended by the Board of Directors whenever in its judgment
398 the best interest of the Society would be served thereby. Such suspension shall be by a two thirds
399 vote of the members of the Board of Directors. An Officer may be removed by the Board of
400 Directors only in accordance with the code of procedure promulgated and adopted by the Board of
401 Directors and only in accordance with the code of two thirds majority of the members of the Board of
402 Directors then serving.

403

404 6.12 ~~DELETED - Upon the unauthorized absence of a Director from three (3) board~~
405 ~~meetings during any calendar year, such absence shall constitute an inability to serve and a~~
406 ~~vacancy shall exist.~~

407
408 6.13 ~~DELETED - Upon the absence of a Director from more than fifty (50) percent of~~
409 ~~the regular business meetings held between January 1st and the end of October in any~~
410 ~~calendar year, such absence shall constitute an inability to serve and a vacancy shall exist~~
411 ~~effective November 1st.~~

412
413 6.14 A vacancy in any elected position on the Board of Directors caused by death,
414 resignation, removal, disqualification, or otherwise, shall be filled by the President after consultation
415 with the First Vice President, through an appointment from among the qualified Individual Voting
416 Members in good standing, subject to simply majority approval of the Board of Directors, for the
417 unexpired portion of the term.

418
419 6.15 ~~DELETED - A vacancy in the office of the Past President shall only be filled by~~
420 ~~the appointment of a former President of the Society.~~

421
422 6.16 If any member of the Board of Directors has given up, or been removed from his
423 position on the board, he shall not be eligible to serve in any position on the Board of Directors the
424 next electoral term. If however, the Board of Directors determines that a resignation occurred
425 because of serious health problems, or special or unavoidable circumstances, this clause will not
426 apply.

427
428 6.17 The prohibitions against seeking election, or re-election shall only apply to the two
429 year electoral term immediately following the one in which the Individual Voting Member was elected
430 or appointed to office and subsequently did not complete his term.

431
432 6.18 A quorum of the Board of Directors shall be two-thirds of the number of Directors
433 then in office, or that number greater than two-thirds in the event that said number of Directors
434 holding office is not divisible by three.

435
436 6.19 Except as otherwise provided herein, the affirmative vote of the majority of the board
437 present shall constitute the Act of the Board of Directors.

438
439 6.20 The Board of Directors shall have a regular meeting, quarterly, on a date to be
440 determined by the Board of Directors or fixed by the President from time to time. The Board of
441 Directors shall meet at other times on the call of the President or on the request of a majority of its
442 members.

443
444 6.21 Notice of regular meetings of the Board of Directors shall be given by sending copies
445 thereof in the mail at least thirty (30) days prior to the meeting, addressed to the respective member
446 of the Board. Meetings shall be held at the place designated by the President, unless the Board of
447 Directors at a previous meeting shall authorize another place, or unless a majority of the Board shall,
448 in writing, request another place for the meeting. Notice of special meetings of the Board of

449 Directors, shall be given, in writing, by first class mail, at least fourteen (14) days prior to the date of
450 such a meeting.

451
452 6.22 In the intervals between the meetings of the Board of Directors, the President may
453 refer and submit by regular mail, electronic mail, telegram, fax, or telephone, to the serving members
454 of the Board of Directors, special questions relating to the affairs of management of the Society, or
455 election to fill vacancies, which in the opinion of the President require immediate attention on the
456 part of the board. The results of such referendum shall constitute the act of said Board of Directors
457 and shall be binding upon the Society, its Officers, Directors, agents, committees, and other persons
458 and employees in the same manner as if the vote were taken at a duly constituted meeting. In the
459 event that the President submits a question to the Board of Directors, as set forth above, he shall,
460 within seven (7) days of the said referendum, file with the Chief of Staff an affidavit setting forth the
461 date of contact of the Directors, the question submitted, and the vote of each Director.

462
463 6.23 No director shall be remunerated for being or acting as a director but a director can
464 be reimbursed for all authorized expenses necessarily and reasonably incurred by him while
465 engaged in the affairs of the society.

467 **ARTICLE 7 OFFICERS**

468
469 7.01 The Individual Voting Members at an Annual General Meeting, held in November of
470 every even numbered year, shall elect a President, a First Vice President, a Second Vice President,
471 a Chief of Staff, a Sergeant/Master at Arms, an Intelligence Officer, an Inspector General, a Service
472 Officer, a Finance Officer and a Quartermaster.

473
474 These Officers shall have such powers and authority and shall perform such duties as are
475 prescribed by these bylaws and shall have such other powers and duties as are assigned to them by
476 the Board of Directors. The Officers shall be members of the Board of Directors, with full voting
477 rights thereon, and shall serve for a term of two (2) years or until a successor is elected.

478
479 7.02 There shall be additional Officer(s) known as Past President(s), who shall also be a
480 member(s) of the Board of Directors. Past Presidents of the Society are those Individual Voting
481 Members who have held the office of President, providing they maintain their status as Individual
482 Voting Members.

483
484 7.03 The President of the Society shall automatically assume a position as Past President
485 at the expiration of his term of office, unless he has been re-elected to another term as President or
486 to any other position on the Board.

487
488 ~~7.04 DELETED - In the event a President has been re-elected to another consecutive~~
489 ~~term as President, he may appoint, with the approval of the Board of Directors, another~~
490 ~~member who has previously served as President to serve as Past President~~

491
492 7.05 The President shall be the principal executive officer of the Society, and shall in
493 general, supervise and control all the business and affairs of the Society. He shall preside at all the
494 meetings of the Society and the Board of Directors and shall, for all purposes, be deemed the

495 chairperson thereof. The President may sign, with the Chief of Staff, or other proper Officers of the
496 Society, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors
497 has authorized to be executed, except in cases where the signing and execution thereof shall be
498 expressly delegated by the Board of Directors or these bylaws or by law to some other Officer or
499 agent of the Society; and, in general, he shall perform all duties incident to the office of President
500 and such other duties as may be prescribed from time to time by the Board of Directors, and may
501 assign to other Officers such duties as are not inconsistent with their basic responsibilities.
502

503 7.06 The First Vice President shall, in the absence of the President or his inability or
504 refusal to act, perform the duties of the President, and when so acting, shall have the powers of, and
505 be subject to all the restrictions upon, the President. The First Vice President shall perform such
506 other duties as may be assigned to him by the President or the Board of Directors. The First Vice
507 President shall, upon the death, resignation, or removal of the President, assume the position of the
508 President for the remainder of his term.
509

510 7.07 The Second Vice President shall, in the absence of the First Vice President or his
511 inability or refusal to act, perform the duties of the First Vice President, and when so acting, shall
512 have the powers of, and be subject to all the restrictions upon, the First Vice President. The Second
513 Vice President shall perform such duties as may be assigned to him by the President or the Board of
514 Directors. The Second Vice President shall, upon the death, resignation, or removal of the First
515 Vice President, assume the position of First Vice President for the remainder of his term.
516

517 7.08 The Chief of Staff shall keep the minutes of the meetings of the Board of Directors
518 and of the general and special meetings in one or more books provided for that service; ensure that
519 all notices are given in accordance with these bylaws or required by law; and ensure that the seal of
520 the Society is affixed to all documents, the execution of which has been authorized by the Board of
521 Directors or otherwise in accordance with these bylaws.
522

523 7.09 The Sergeant/Master at Arms, under the direction of the President, shall be
524 responsible for maintaining order at all meetings and events as may be sponsored or sanctioned by
525 the Society.

526 The title of this officer shall be Sergeant At Arms or Master At Arms based on the
527 branch of the military the person was serving with when awarded the Vietnam Service Medal or the
528 Armed Forces Expeditionary Medal (Vietnam).
529

530 7.10 The Intelligence Officer, under the direction of the President, shall be responsible for
531 gathering information of interest to the society and such other duties as may be assigned by the
532 President and/or the Board of Directors.

533 The Intelligence Officer, in consultation with the President, and with the approval of
534 the Board of Directors shall appoint such Deputy Intelligence Officers as may from time to time be
535 needed to full fill the strategic or tactical requirements of the society.
536

537 7.11 The Service Officer shall advise those members of the society who hold current
538 Individual Voting Memberships, and their dependents, in obtaining benefits from the United States
539 Department of Veterans Affairs and related Agencies, and in such other areas that the President or
540 the Board of Directors may from time to time designate as of concern to Vietnam Veterans.
541

542 7.12 The Inspector General shall advise the Board of Directors in matters involving the
543 authenticity of military credentials submitted to the organization by persons applying for Individual
544 Voting Membership or Associate Membership.

545 The Inspector General shall advise the Board of Directors in matters involving the
546 authenticity of military credentials, military histories, or the resumes of persons appearing anywhere
547 in the public domain when an Individual Voting Member calls for an investigation.

548 Further, the Inspector General shall advise the Board of Directors of the condition of
549 members of the society who are ill, housebound or otherwise incapacitated in order to insure that an
550 incapacitated Member's income and assets are being used in his/her best interest.

551 The Inspector General, in consultation with the President, and with the approval of
552 the Board of Directors shall appoint such Deputy Inspector Generals as may from time to time be
553 needed to execute the requirements of the position of Inspector General.

554
555 7.13 The Finance Officer shall give a bond for the faithful discharge of his duties in such
556 sum and with such surety or securities as the Board of Directors shall determine. He shall have
557 charge and custody and be responsible for all funds and securities of the Society from any source
558 whatsoever, and deposit all such moneys in the name of the Society in such banks, depositories, or
559 trust companies as shall be selected by the Board of Directors; and, in general, perform all duties
560 incident to the office of Treasurer and such other duties as may be assigned to him by the President
561 or the Board of Directors.

562
563 7.14 The Quartermaster shall have responsibility for all commercial operations of the
564 Society and such other responsibilities as may be assigned to him or her by the President or the
565 Board of Directors.

566
567 7.15 The Past President(s) shall serve in a general advisory capacity to the present
568 officers of the society. The Past President shall be free to decline any administrative responsibility,
569 with out sanction.

570

571

572 **ARTICLE 8 MANAGEMENT**

573

574 8.01 There may be appointed by the President, with the concurrence of the Board of
575 Directors, Executive Assistants who shall serve at the will of the President. Executive Assistants
576 shall perform such duties as may be assigned to them by the President.

577

578 8.02 The President shall establish, with the approval of the Board of Directors, the
579 following standing committees: Constitution, Funding, Membership Affairs, Public Affairs, and
580 Veterans Services.

581

582 8.03 The Constitution Committee shall serve to advise the Board of Directors as to matters
583 of Interpretation of the provisions of these bylaws, in accordance with guidelines and determinations
584 of the Society.

585

586 8.04 The Funding Committee shall serve to advise the President and the Board of
587 Directors as to matters of fiscal concern. It shall be responsible for planning and executing fund
588 raising projects within guidelines set out by the President and the Board of Directors.
589

590 8.05 The Membership Affairs Committee shall be alert to build the membership of the
591 Society by pointing out the advantages and services available to members and by such other
592 methods as may be authorized by the President and the Board of Directors..
593

594 8.06 The Public Affairs Committee shall act as a liaison between the Society and the news
595 media. It shall publicize in the community the purposes, goals, role, activities, and projects of the
596 Society within guidelines set out by the President and the Board of Directors.
597

598 8.07 The Veterans Services Committee shall have responsibility for implementing and
599 supervising the day to day services called for in Sections 2(b) and 2(j) of the Constitution of the
600 Society, reporting to the Board of Directors in such place and manner as may from time to time be
601 established.
602

603 8.08 The President may establish such subcommittees or special committees as are
604 necessary or desirous to the affairs of the Society.
605

606 8.09 The Chairperson of the committees shall be appointed by the President.
607

608 8.10 The Chairmanship of any standing committee is limited to persons holding an
609 Individual Voting Membership.
610

611 8.11 The Chairperson of the respective committees, in consultation with the President,
612 shall appoint the members thereof.
613

614 8.12 Committees shall serve to advise the President and the Board of Directors as to
615 matters germane to their respective areas of subject-matter jurisdiction and perform such other
616 duties as the President or the Board of Directors shall from time to time assign to them.
617

618 8.13 The Committees shall meet at such times and places as the chair of the Committee
619 or the President or Board of directors shall direct.
620

621 **ARTICLE 9** **FISCAL YEAR**

622
623 9.01 The fiscal year of the Society shall begin on the first day of January and end on the
624 last day of December in each year.
625

626 **ARTICLE 10** **SEAL**

627
628 10.01 The Board of Directors shall provide a common seal, which shall be in the form of a
629 circle and shall have inscribed thereon the name of the Society province and the year of
630 Incorporation, and identify the imprint thereof as the common seal of the Society.
631

632 **ARTICLE 11** **NOTICES TO MEMBERS**

633
634 11.01 A notice may be given to a member, either personally or by electronic mail or by
635 regular mail to him at his registered address.

636
637 11.02 A notice sent by regular mail shall be deemed to have been given on the fifth day
638 following that on which the notice is posted, and in proving that notice has been given it is sufficient
639 to prove the notice was properly addressed and put in a Canadian post office receptacle.

640
641 11.03

642
643 (1) Notice of a general meeting shall be given to every member shown on the Register of
644 Members on the day notice is given.

645
646 (2) No other person is entitled to receive a notice of general meeting.

647
648 **ARTICLE 12** **WAIVER OF NOTICE**

649
650 12.01 Whenever any notice is required to be given pursuant to the provisions of the Society
651 Act, these bylaws, or the rules of procedure adopted by the Board of Directors, a waiver thereof in
652 writing, signed by the person entitled to such notice, executed at any time, shall be deemed the
653 equivalent of the giving of such notice.

654 **ARTICLE 13** **BORROWING**

655
656 13.01 In order to carry out the purposes of the Society the directors may, on behalf of and in
657 the name of the Society, raise or secure the payment or repayment of money in the manner they
658 decide, and, in particular but without limiting the foregoing, by the issue of debentures.

659
660 13.02 No debenture shall be issued without the sanction of a special resolution.

661
662 13.03 The members may by special resolution restrict the borrowing powers of the
663 directors, but a restriction imposed expires at the next annual general meeting.

664
665 **ARTICLE 14** **DETACHMENT FORMATION**

666
667 14.01 Upon petition of five (5) or more individual members in good standing in any
668 Province, the President or his or her designated representative may commence the formation and
669 chartering of a Detachment.

670
671 The President, the Intelligence Officer and the Inspector General, on behalf of the Board of Directors
672 shall make such investigation as they deem appropriate to determine that such members are
673 engaged in activities and are willing to adopt standards, policies, and procedures, consistent with
674 the purposes and functions of the Society as set forth in the constitution and these bylaws, its
675 resolutions and other documents.

676
677 14.02b Upon the completion of such investigation, the President, the Intelligence Officer and
678 the Inspector General shall make a recommendation to the Board of Directors which may authorize
679 the chartering of the petitioning members as a Detachment of the Society.

680
681 14.03 The Board of Directors may require the execution of such other documents by the
682 Detachment as are deemed appropriate.

683
684 14.04 In the event that the President, the Intelligence Officer and the Inspector General
685 decline to recommend the chartering of a Detachment pursuant to this section, the Board of
686 Directors may, upon written appeal by a majority of the petitioning members of the potential
687 Detachment, examine said declination and take such action as it deems necessary and appropriate.

688
689 14.05 The structure of Chartered Detachments shall be determined by the Board of
690 Directors after consultations with all petitioning members of the new Detachment.

691
692 14.06 The responsibility for the initial legal registration of the Detachment will be the Board
693 of Directors. Thereafter, the responsibility will be that of the Detachment
694 Commander.

695
696 14.07 The Members of a Detachment of this Society shall elect from among their numbers
697 a Detachment Commander who shall serve as head of the Detachment and who
698 reports to the President and the Board of Directors.

699

- 700 14.08 The Members of a detachment of this Society shall elect from among their numbers
- 701 an Executive Officer who shall serve as the deputy to the Detachment Commander.
- 702
- 703 14.09 Detachments of the Society will hold their elections during January each year.
- 704
- 705 14.10 A Member of any Detachment of the Vietnam Veterans In Canada is eligible to hold
- 706 any position on the Board of Directors of this Society providing they have personally
- 707 appeared at an Annual General meeting of the Society to announce their candidacy.
- 708
- 709 14.11 A Member of any Detachment of the Vietnam Veterans In Canada is eligible to vote
- 710 in any election of the society providing he/she is personally present at the meeting.
- 711
- 712 14.12 Memberships in any Detachment of the Vietnam Veterans In Canada must conform
- 713 to Section 3 of these bylaws.
- 714
- 715 14.13 All dues are to be remitted directly to the Society.
- 716

ARTICLE 15 RULES OF ORDER

- 718
- 719 15.01 The rules of order at any meeting of the Society, a Detachment, or a Committee, shall
- 720 be Robert's Rules of Order, Newly Revised.
- 721

ARTICLE 16 DISCIPLINE

- 722
- 723
- 724 16.01 The Society may, for good cause shown, on breach of articles of this constitution
- 725 and/or breach of the bylaws, gross neglect, or dishonesty, suspend or revoke the membership of
- 726 any member, or impose such other sanctions as the Board of Directors shall deem appropriate.
- 727
- 728 16.02 The discipline of a member shall be an exclusive responsibility of the Board of
- 729 Directors. Such proceedings shall never be undertaken against any member of the society on
- 730 frivolous grounds.
- 731
- 732 16.03 All charges against a member must be in writing, signed by the accusing party, and
- 733 specifying the provisions of these bylaws or the rule or directive of the Society alleged to have been
- 734 violated.
- 735
- 736 16.03a No Member shall suffer any sanction for his political beliefs.
- 737
- 738 16.04 No member shall suffer any sanction unless he has first been provided the
- 739 opportunity for a fair hearing pursuant to the code of procedure adopted by the Board of Directors of
- 740 the Society.
- 741
- 742 16.05 The President of the Society may, for good cause shown, suspend the membership
- 743 in the Society of any member, or suspend the authority of any member to act in his elected or
- 744 appointed duty, pending a hearing before the Board of Directors. Such suspension shall be

745 immediately reported, in writing, to the Chief of Staff, who shall forward a copy of the report
746 submitted to each member of the Board of Directors of the Society.
747

748 16.06 The Chief of Staff shall also inform the suspended member that he has the right to
749 present evidence to the Board of Directors of the Society, either in writing or in person, at the
750 meeting of the Board of Directors immediately following the suspension, which opportunity shall be
751 allowed, provided however, that the suspended member has requested, in writing, such an
752 opportunity. The notice to the member of his rights pursuant to this subsection shall inform him of
753 the date, time, and place that the Board of Directors will convene to consider the matter, and further
754 advise him that he has the right to submit evidence on his behalf, either at or prior to the meeting,
755 and that he has the right to be represented, either by counsel or any Individual Voting Member of the
756 Society.

757
758 16.07 The Board of Directors may affirm, vacate, or modify the decision of the President
759 and may impose sanctions as it deems appropriate.
760

761 16.08 The decision of the Board of Directors shall be final and non-review able, except as
762 provided by law.
763

764 16.09 The Board of Directors shall adopt a uniform code of procedure to be followed in
765 Disciplinary cases arising under this section, to be known herein as the Disciplinary Review Code.
766 Such code shall provide for adequate protections of the rights of the accused party to a fair hearing,
767 representation by counsel or a member of his choosing, to present evidence on his behalf, and to
768 confront his accusers.
769

770 16.10 In any proceeding pursuant to this section, the General Counsel of the Society may
771 represent the interests of the Society.
772

773 16.11 The President of the Society, may for good cause shown, suspend the Charter of any
774 Detachment, or suspend from office any Officer or Director of a Detachment. The procedural rights
775 applicable to the suspension of a member, as set forth above, shall apply in the event of a
776 suspension pursuant to this subsection.
777

778 **ARTICLE 17**

BYLAWS

779

780 17.01 On being admitted to membership, each member is entitled to and the Society shall
781 give him, free of charge, a copy of the constitution and bylaws of the Society.
782

783 17.02 These bylaws shall not be altered or added to except by special resolution during an
784 Annual General Meeting.
785

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787
788

789 **DATED the 23rd Day of November, 2006**
790 **Vancouver, British Columbia, Canada**

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796



797 **Witness(es)**

Applicants for incorporation

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