

1 Form 3

2  
3 SOCIETY ACT

4  
5 CONSTITUTION

6 of the

7 Vietnam Veterans In Canada

8  
9 1. The name of the society is the "VIETNAM VETERANS IN CANADA."

10  
11 2. The purposes of the Society are:

12  
13 (a) to maintain an active and aggressive program in Canada and  
14 elsewhere to let Vietnam Veterans and their families know that this society  
15 exists for our mutual benefit;

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

25  
26 (c) to help foster, encourage, and promote the improvement of the  
27 condition of the Vietnam Veteran and/or his family;

28  
29 (d) to promote physical and cultural improvement, growth and  
30 development, self-respect, self-confidence, and usefulness of Vietnam  
31 Veterans and/or their families;

32  
33 (e) to eliminate discrimination suffered by Vietnam Veterans and to  
34 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 (a) all business at an extraordinary general meeting except the adoption of rules of order;  
275 and  
276

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

278 (i) the adoption of rules of order;

279 (ii) the consideration of the financial statements;

280 (iii) the report of the directors;

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

282 (v) the election of directors;

283 (vi) the appointment of the auditor, if required; and  
284  
285

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

291  
292  
293  
294  
295 5.02  
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.~~

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.~~

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.

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.~~

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.

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.

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.

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.

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.

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

## 467 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 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 desirable 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

717 **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

722 **ARTICLE 16** **DISCIPLINE**

- 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  
786  
787  
788

789 **DATED the 23<sup>rd</sup> Day of November, 2006**  
790 **Vancouver, British Columbia, Canada**  
791  
792  
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795  
796



797 Witness(es)  
798  
799

Applicants for incorporation

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802  
803  
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805