

# STATE COUNCIL/CHAPTER SECRETARY'S HANDBOOK



By

**VIETNAM VETERANS OF AMERICA, INC  
AND  
VVA CONFERENCE OF STATE COUNCIL PRESIDENTS**

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## **State Council/Chapter Secretary Handbook Introduction**

**This handbook was originally developed for your use by the VVA Conference of State Council Presidents (CSCP). It is based on many years of combined expertise from the CSCP, VVA board members, committee chairs, and respective staff to provide you with as much guidance as is available.**

**The purpose of the handbook is to provide assistance on a variety of issues pertaining to the proper procedures, record keeping and the overall duties as a State Council/Chapter Secretary. Commencing with the administering of the oath, the handbook will systematically walk the new Secretary through each sequence of events from the transfer of the official records from the out going Secretary and concluding with the transition to the new Secretary when the term is completed. This handbook covers numerous key functions such as recording the meeting minutes, maintaining files on official documents, insuring security of delegates/members proof of membership eligibility (DD-214) and providing official correspondence for the organization. The techniques discussed in the handbook are necessary to keep the State Council/Chapter in compliance with The Constitution of Vietnam Veterans of America, insure proper parliamentary procedure and assist the new State Council/Chapter Secretary in becoming an effective officer.**

**Please send any recommendations for changes or improvement to the VVA National Office, Attn: Membership Affairs.**

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# CHAPTER 1: TRANSITION TO/FROM OFFICE

## Transition To Office – Day of Election

**The State Council:** will hold their Annual Meeting in the second calendar quarter of each even numbered year for the purpose of electing the officers defined in the State Council By-Laws. The officers shall serve for a term of two (2) years or until the seat held by such officer shall be deemed vacant pursuant to the Constitution of Vietnam Veterans of America, **Article II: State Provisions, Section 4-Officers, paragraph A.**

**The Chapter:** will hold their Annual Meeting in April of each year for the purpose of electing the officers defined in the Chapter By-Laws. The officers shall serve for a term of one (1) year unless the Chapter, by resolution of the membership taken at least sixty (60) days prior to the election, has determined that all such officers shall serve for a term of two (2) years. See the Constitution of Vietnam Veterans of America, **Article III: Chapter Provisions, Section 6-Officers, paragraph B.**

The delegates of the State Council or the members of the Chapter will determine the date/location of the meeting. After verification of the prescribed credentials for each candidate, the State Council/Chapter Nominating Committee will conduct the elections in accordance with the Constitution of Vietnam Veterans of America, the State Council/Chapter by laws and any delegate approved election procedures.

1. **Administering the Oath of Office:** the Oath of Office may be administered by a member of the Board of Directors of Vietnam Veterans of America (**excluding the AVVA Liaison/Special Advisor**) or the previous State Council/Chapter President or whomever the state council/chapter designates.
2. **Immediate Actions:** the new State Council/Chapter Secretary will assume the position under the New Business session of the meeting agenda. The new Secretary shall complete the recording of the meeting minutes and take possession of all files, records or equipment present at that same meeting.
3. **Transfer of Records and Equipment-To and From Office:** a verbal or written agreement for transfer of State Council/Chapter records and equipment should be mentioned during the New Business session of the meeting agenda, so it will be a matter of record in the meeting minutes. The outgoing officers of the state council/chapter shall make appropriate arrangements for the transfer and/or delivery of all State Council/Chapter records and equipment shall be made within a thirty (30) day period from the date of the election and at the expense of the State Council/Chapter. The equipment to be transferred shall include, but not limited to pager(s), cellular phone(s), computer(s), printer(s), scanner(s), fax machine(s) and file cabinet(s). The archival records as well as current records shall include, but not limited to all corporate documents (charter-articles of incorporation-by laws), meeting minutes, delegate/member DD 214s or other

proof of military service on file and other miscellaneous documents. The delivery of the above items should be in person or by means of the appropriate postal or delivery service. **State Council/Chapter could appoint a committee to assist with the transition or establish a policy on the transfer of said items.**

## CHAPTER 2: ADMINISTRATION

### Duties of Office

An explanation of the State Council/Chapter Secretary's minimum duties is stated in The Constitution of Vietnam Veterans of America, **Article II: State Provisions, Section 5-Duties of Officers, paragraph C and Article III: Chapter Provisions, Section 6-Officers, paragraph E.**

1. **Notice of All Meetings:** the Secretary shall insure that the delegates/members are notified in a timely manner once the date, time and location of the meeting has been established by the State Council/Chapter. All requirements for the notification procedure for meetings are stated in the Constitution of Vietnam Veterans of America, **Article II: State Provisions, Section 6-Meetings, paragraph A & B and Article III: Chapter Provisions, Section 4-Meetings of Chapters, paragraph C, D & E.**
  - a. Annual Meetings: State Council – shall be held in the 2<sup>nd</sup> calendar of each even-numbered year and notice of the meeting shall be made at least twenty (20) calendar days prior to the meeting; Chapter - shall be held in April of each year, unless the Chapter, by resolution of the membership taken at least sixty (60) days prior to the election, has determined that all such officers shall serve for a term of two (2) years and notice made not less than thirty (30) days nor more than fifty (50) days before any annual meeting.
  - b. Regular or General Meetings: State Council – shall meet not less than twice per year and notice of any such regular meeting shall be given to members of the Council at least twenty (20) calendar days prior to the meeting; Chapter - shall be held monthly or bi-monthly and notice made during the previous meeting or by at least ten (10) days prior to the meeting.
  - c. Board of Director or Executive Committee Meetings: State Council – such meetings may be required by the individual Council by-laws; Chapter - shall be held at least four (4) times per year, inclusive of the annual meeting as scheduled and notice made at least five (5) days prior by written notice. NOTE: The authority of the Executive Committee should be delineated in the State Council or Chapter By-Laws.
  - d. Special Meetings: State Council – may be called by the President or by petition of twenty-five (25) percent of the regular delegates to the Council and notice of any special meeting shall be given to each member of the Council at least ten (10) calendar days prior to any such special meeting; Chapter - as deemed necessary by the President or Secretary at the

request of a majority of the Board of Directors/Executive Committee or by the members in good standing and at least ten (10) days before any special meeting.

2. **Recording Meeting Minutes:** the Secretary shall keep a record of the proceedings at each meeting of the State Council/Chapter. The minutes must be “written or printed” in ink, in some cases the minutes may be electronically recorded by the Secretary and he/she will then construct a formal copy for the State Council/Chapter records. The minutes from the previous meeting should be read or copies provided so that the minutes may be corrected before being accepted by the delegates/members in attendance at the meeting.
3. **Election Reporting:** The State Council/Chapter shall submit the election results to the National Membership Department not later than July 15<sup>th</sup> of year in which the elections take place. **The Chapter shall submit the election results to their State Council not later than July 15<sup>th</sup> of year in which the elections take place.** The current election report form should be downloaded from VVA.ORG to ensure the current version is submitted. On the election report form, provide the mailing address for the State Council/Chapter to insure the correct distribution of official correspondence and a primary & secondary contact (president, vice president & etc.) phone numbers for the State Council/Chapter.
4. **Parliamentary Procedure:** It is recommended that the Secretary have a working knowledge of Robert’s Rules of Order, Newly Revised to assist the President. Verification of delegates/members is required to insure that they are in good standing and qualified to vote on State Council/Chapter business matters, plus for voting during the election process. The Secretary should bring to each meeting a copy of the VVA Constitution, State Council/Chapter by laws, current membership roster for delegates/members and copies of the minutes from the previous meetings in case of questions pertaining to past business by the organization. The Secretary shall preside over all meetings in the absence of the presiding officers (president & vice president).

# CHAPTER 3: RECORDING OFFICIAL ACTIONS

## Record Keeping

One of the primary duties of a State Council/Chapter Secretary is recording minutes at all meetings of the State Council/Chapter.

1. **Proper Content of Meeting Minutes:** the Secretary should record the following items in the minutes of each meeting;
  - ✓ Date, time and location of the meeting
  - ✓ Roll call of officers and directors
  - ✓ Approval of Tentative Agenda
  - ✓ Acceptance of Minutes (previous meeting)
  - ✓ Treasurer's Report
  - ✓ Any announcements if direction was given by the BOD or President
  - ✓ Committees reporting
  - ✓ Old Business topics discussed and any motions involved
  - ✓ New Business topics discussed and any motions involved
  - ✓ Sign-in sheet for the delegates/members attending (attached to minutes)
  - ✓ Time meeting was adjourned
  - ✓ Signature of recording secretary
  
2. **Distribution of Minutes & Correspondence:** after producing the meeting minutes, the Secretary will provide copies of the minutes as stated in the VVA Constitution and the State Council/Chapter by laws to delegates/members during the next business session. In some cases, the State Council/Chapter by laws may designate a time frame for delivery of the minutes to the delegates/members prior to the next meeting. The Secretary will construct or produce correspondence for the State Council/Chapter as directed by the President and/or Board of Directors or Executive Committee. The State Council/Chapter may designate that the secretary is to check the mailing address and provide copies of distribution or correspondence to the Board of Directors/Executive Committee or the delegates/members in a timely manner.
  
3. **Reporting to the Secretary of State:** upon formation, VVA incorporates each state council/chapter as a non-profit corporation under the laws of its state. It is important to note that this incorporation is different than the state council/chapter's charter, issued by VVA. Upon incorporation, the state issues or may issue "articles of incorporation" to the state council/chapter. Corporate status provides important legal protection for officers, directors, and members of a state council/chapter. Corporate status also identifies a point of contact (name and official mailing address) for legal purposes. This legal point of contact is called a "registered agent." After this initial incorporation, it is the responsibility of each state council/chapter to maintain its corporate status by filing periodic reports with the state. These are usually filed with the secretary of state. It is

important. for a state council/chapter to keep up its required corporate filings with the state. Failure to do so may be cause for the state to dissolve the state council/chapter corporation, which in turn may jeopardize the state council/chapter's charter. **To find information about corporate filings in your state, look for "Secretary of State" in the state government listings in your telephone directory, or look for "secretary of state," "corporation" or "business entities" in your state government web site.** There are several areas of reporting to the Secretary of State which could effect the State Council/Chapter concerning;

- Articles of Amendment
- Articles of Correction
- Change of Registered Agent and/or Registered Office
- Change of Address of Registered Agent
- Resignation of Registered Agent
- Articles of Dissolution
- Certificate of Authority
- Reinstatement

# CHAPTER 4: CUSTODY & MAINTAINING FILES

## Official Documents

Another duty for the State Council/Chapter Secretary is being the custodian of the official documents or records and maintaining the files of the state council/chapter. Here is a list of documents that the Secretary may have in their possession:

1. **Charter**: document issued by VVA to establish a new state council or chapter.
2. **Articles of Incorporation**: document issued by the Secretary of State to establish the state council/chapter as a non-profit (or not-for-profit) corporation. The content of the articles of incorporation will vary from state to state, but generally they include the corporation's purpose, the name of the registered agent, and provisions for distribution of assets upon dissolution.
3. **Tax Documents**: provided to new state councils and chapters by VVA, these documents are an important record of tax-exempt status. VVA state councils and chapters are exempt from federal income tax under a "group exemption" determination by the Internal Revenue Service.
4. **By Laws**: is the standing set of rules adopted by the State Council/Chapter for its own meetings or affairs. All amendments or changes to the by laws shall be made available to the membership.
5. **Meeting Minutes**: record of the official business conducted during all meetings of the State Council/Chapter.
6. **Proof of Eligibility-DD 214**: provides documented proof of membership eligibility of all delegates/members of the State Council/Chapter. These are "Confidential" documents that contain personal information and must be protected from unauthorized viewing. These documents should be stored in a locked cabinet.
7. **Other Miscellaneous Documents**: any official document that involves the State Council/Chapter participation approved by the delegates/members.
  - Insurance Bonding
  - Employee Contracts
  - Household Goods Solicitation Program
  - VVA Service Officer Reports
  - All Resolutions Adopted
  - Equipment Rental Contracts & Storage Space Contracts
  - Vending Contracts or Agreements
  - Fundraising Contracts (BINGO, Product Sales, etc.)
  - Titles (Property, Vehicles, etc.)
  - VVA Charters (State Council or Chapter)

## Appendix: Forms

### State Council and Chapter Election Report, HGSP Report, and Service Officer Grant Financial Report

VVA Forms, such as the State Council and Chapter Election Report, HGSP Report for State Councils, and Service Officer Grant Financial Report for State Councils, are available to download from the VVA web site at <http://www.vva.org>. These forms may also be obtained by fax and mail by contacting the VVA Membership Department at 1-800-882-1316.

State reporting forms are available from the appropriate state office.

### VVA Constitution and VVA Code of Disciplinary Policy and Procedures

VVA Corporate Documents such as the *VVA Constitution*, *VVA Code of Disciplinary Policy and Procedures*, and current *Resolutions* are available at the VVA web site <http://www.vva.org> or from the VVA Membership Department at 1-800-882-1316.

### Example of Simple Format for Recording Minutes:

VVA State Council/Chapter: \_\_\_\_\_

Date: \_\_\_\_\_ Time (am/pm): \_\_\_\_\_

Location: \_\_\_\_\_

Roll Call: \_\_ President, \_\_ Vice President, \_\_ Secretary, \_\_ Treasurer, or \_\_ Secretary/Treasurer and any other elected officials.

Approval of Tentative Agenda: Motion made by \_\_\_\_\_, seconded by \_\_\_\_\_, pass/fail.

Acceptance of Minutes (date of previous meeting): Motion made by \_\_\_\_\_, seconded by \_\_\_\_\_, pass/fail.

Treasurer's Report: Ending balance as of (date) \$\_\_\_\_\_.

Announcements:

Committee Reports:

Old Business:

New Business:

Meeting Adjourned: (time)

Recording Secretary: \_\_\_\_\_