

STATE COUNCIL/CHAPTER SECRETARY' 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 outgoing 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 – Election

The **State Council** (SC) will hold their Meeting in the second calendar quarter of each even numbered year for the purpose of electing the officers for a two (2) year term. This election of officers shall comply with the provisions of the Constitution of Vietnam Veterans of America, *Article II: State Provisions, Section 4-Officers, paragraph A, (Revised August 2013)*.

The **Chapter** (C) will hold their Annual Meeting in April of each year for the purpose of electing the officers for a term of one (1) year unless the chapter by resolution has determined that all such officers shall serve for a term of two (2) years. This election of officers shall comply with the provisions of the Constitution of Vietnam Veterans of America, *Article III: Chapter Provisions, Section 6-Officers, paragraph B, (Revised August 2013)*.

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 and the chapter will conduct the elections in accordance with the Constitution of Vietnam Veterans of America, the state council/chapter bylaws and any delegate approved election procedures.

- 1. Election Results Announced:** no oath has to be administered for an officer to assume his or her position unless the state council or chapter bylaws say differently.
- 2. Actions:** The new SC/C Secretary will assume the position under New Business session of the meeting agenda unless the bylaws say differently.
- 3. Transfer of Records and Equipment-To and From Office:** The outgoing officers of the State Council/Chapter shall turn over all records and equipment after the election is completed unless the by-laws state otherwise or there is a viable reason for a delay. In that case, a verbal or written agreement for the transfer of State Council/Chapter records and equipment should be noted during the New Business session so that 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 within a timeframe determined by the State Council/Chapter from the date of the election and at the expense of the State Council/Chapter.

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:

A description of the State Council/Chapter Secretary's 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, (Revised August 2013).*

Notice of Meetings:

The Secretary shall ensure 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, (Revised August 2013).*

1. **Regular Meetings:** State Council meetings 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 meetings shall be held on such a date as determined by the Board of Directors and notice made during the previous meeting or by at least ten (10) days prior to the meeting.
2. **Board of Director or Executive Committee Meetings:** State council meetings of the Executive Committee may be required by the individual council by-laws. Chapter board meetings 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 bylaws.
3. **Special Meetings: State Council** special meetings may be called by the president or by petition of twenty-five (25) percent of the regular delegates to the council. Written 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. Notice shall be deemed to have been given upon a first-class mailing to the recipient at the address on file with the council. The President of the Corporation may call a special meeting of the state council when he or she deems such a meeting to be in the best interests of the Corporation. **Chapter** special meetings of the members may be called at any time by the president of the chapter, and shall be called by the president or the secretary at the written request of a majority of the Board of Directors or by the members in good standing. A special meeting may also be called by the President of the Corporation or the President of the State Council of the state in which the chapter is located.

Recording Meeting Minutes:

The secretary shall keep a written or electronic record of the proceedings at each meeting of the state council/chapter. 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.

Election Reporting:

The state council/chapter shall submit the election results to the National Membership Department not later than July 15th of the year in which the elections take place. **The chapter shall submit the election results to their state council not later than July 15th of year in which the elections take place.** Download the most current version of the election report form from vva.org and provide all information requested on the election report.

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:

Verification of delegates/members is required to ensure that they are in good standing and qualified to vote on state council/chapter business.

On Hand at Meetings:

The Secretary shall bring to each meeting a copy of the articles of incorporation, VVA Constitution, state council/chapter bylaws, the special rules of order, Robert's Rules of Order Newly Revised 11th edition, any standing rules passed by the state council/chapter, the 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.

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.

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 reports
- Special Orders*
- Unfinished Business (motions)
- General Orders*
- New Business any motions involved
- Sign-in sheet for the delegates/members attending (attached to minutes)
- Time meeting was adjourned
- Signature of recording secretary and statement of approval

***Special orders** (with a few exceptions) supersede the rules in an adopted parliamentary authority such as Robert's Rules of Order. These rules continue in existence from one meeting to the next.

***General orders** is business pending and undisposed of at the previous adjournment; and then the general orders that were on the calendar for the previous meeting and were not disposed of; and finally, matters postponed to this meeting that have not been disposed of.

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 bylaws to delegates/members during the next business session. In some cases, the state council/chapter bylaws may designate a time frame for delivery of the minutes to the delegates/members prior to the next meeting. The secretary will compose correspondence for the state council/chapter as directed by the president, board of directors or executive committee.

Reporting to the State of Incorporation:

Each state council/chapter will be incorporated as a non-profit corporation under the laws of its state. It is important to note that incorporation is different than the state council/chapter's

charter, issued by VVA. Upon incorporation, the state shall issue “articles of incorporation” or a similar document to the 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.” 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. Failure to file the required forms 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 affect 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 shall have in their possession:

1. **VVA 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. **Bylaws:** The standing set of rules adopted by the state council/chapter for its own meetings or affairs. A current copy of the council or chapter bylaws should be available to the membership at all meetings.
5. **Meeting Minutes:** Record of the official business conducted during all meetings of the State Council/Chapter.
6. **Other Miscellaneous Documents:** Any official document that involves 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:

A. 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.

B. VVA Constitution and VVA National Disciplinary Policy and Procedures

VVA Corporate Documents such as the *VVA Constitution*, *VVA National Disciplinary Policy*, 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.