



**The By-laws of
VIETNAM VETERANS OF AMERICA
CHAPTER #1084, INC.**

Adopted August 22, 2013

Amended February 27, 2018

Amended July 23, 2019

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BY-LAWS OF VIETNAM VETERANS OF AMERICA

Leo C. Chase, Chapter #1084 Inc.

SECTION I – NAME AND ADDRESS

The principal office of Vietnam Veterans of America, Leo C. Chase, Chapter #1084 Inc., hereinafter referred to, as the “Chapter” shall be located at PO Box 860151, St. Augustine, FL 32086. The location from time to time may be changed at the direction of the Board of Directors.

SECTION II – PURPOSES

The purposes of the Chapter as detailed in its articles of incorporation are:

- To help foster, encourage, and promote the improvement of the condition of the Vietnam-era Veteran.
- To promote physical and cultural improvement, growth and development, self-respect and usefulness of Vietnam-era Veterans and others.
- To eliminate discrimination suffered by Vietnam-era Veterans and to develop channels of communication, which will assist Vietnam-era Veterans to maximize self-realization and enrichment of their lives and enhance life fulfillment.
- To study on a non-partisan basis proposed legislation or rules or regulations introduced in any federal, state, or local legislative or administrative body which may affect social, economic, educational, or physical welfare of the Vietnam-era Veteran or others; and to develop public policy proposals designed to improve the quality of life of the Vietnam-era Veteran and others, especially in the areas of employment, education, training, and health.
- To conduct and publish research, on a non-partisan basis, pertaining to the relationship between Vietnam-era Veterans and the American society, the Vietnam War experience, the roll of the United States in securing peaceful co-existence in the world and other matters which affect the social, economic, education, or physical welfare of the Vietnam-era Veteran.
- To assist disabled and needy military veterans including, but not limited to, Vietnam-era veterans and their dependents, and the widows and orphans of deceased veterans.

SECTION III – MEMBERSHIP

Membership in the Chapter is open to any veteran who served on active duty in the U.S. Military (for other than training purposes) between Feb 28, 1961 – May 7, 1975 (in-country), or between August 4, 1964 – May 7, 1975 for Vietnam-era Veterans

Members shall conform to and comply with these Chapter By-Laws and the National Constitution, By-Laws and rules now or hereinafter in effect. The Chapter may waive their payment of dues in situations deemed appropriate. Members shall file with the Chapter a DD Form 214.

Failure of any member to maintain membership in good standing in the corporation shall automatically result in the termination of said member's membership in the Chapter.

A Chapter member is a VVA member in "Good Standing" with the corporation when he/she is not under disciplinary suspension and has met each of the requirements for membership.

The term "under disciplinary suspension" means the suspension of VVA membership as a sanction imposed by a Disciplinary Hearing Panel (Regional or National) under the VVA Code of Disciplinary Policy & Procedures. The same term also means the temporary suspension of VVA membership for good cause shown in accordance with Section II of the Code after a Statement of Charges has been filed, but before disciplinary proceeding have been completed or resolved under the Code. The mere filing of a Statement of Charges does not automatically mean a member is "under Disciplinary suspension". Any suspension of membership, whether temporary or as a sanction, must comply with the Code.

SECTION IV – MEETINGS OF MEMBERS

A. Regular Meetings- Regular meetings of the Chapter shall be held on such date as shall be determined by the Board of Directors of the Chapter and announced to the individual members at a Chapter meeting or by a notice to the members at least seven (7) days prior to the meeting. The Chapter currently meets on the fourth (4th) Tuesday of each month at 11:30 AM-at the Village Inn, 900 N Ponce de Leon Blvd, St. Augustine, FL 32084. The location from time to time may be changed at the direction of the Board of Directors.

B. Annual Meetings -The Annual Meeting of the Chapter shall be held on the 4th Tuesday of April of each year for the purpose of electing Officers (each for a two-year term); Nominating Committee Chairman (for a one year term); Directors; State Council delegate and alternates (each for a two year term) National Convention delegate(s) (each for one convention occurring in each odd-numbered year); and for the transaction of such other business as may properly come before the meeting. To establish a rotation that does not cause all the officers to be termed-out at the same time, the President and the Treasurer shall be elected for one year at the 2018 annual meeting and the 1st VP, the 2nd VP, and the Secretary shall be elected for two years at the 2018 annual meeting. After 2018, the two-year term shall then apply to all Officer positions.

C. Special Meetings – Special meetings of the members may be called at any time by the President and shall be called by the President or the Secretary at the written request of a majority

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of the Board of Directors or of the members in good standing. The President of the Florida State Council may also call a special meeting.

D. Place of Meetings – All meetings of the members shall be held at the principal offices of Chapter or at such other place as the Board of Directors of the Chapter shall designate in the notice of such meetings.

E. Notice of Meetings – Notice of the annual meeting and special meetings specifying the purpose for which such meeting is called, the date, time, and place it is to be held, shall be delivered either personally, electronically, by public notice, or by mail to each member entitled to vote at such meeting at least ten (10) days before any special meeting and not less than thirty (30) nor more than fifty (50) days before any annual meeting.

F. Quorum – The Chapter shall require the presence of no less than 10% of the total membership entitled to vote for the transaction of any business at a regular meeting. The Chapter shall require the presence of not less than 20% of the total membership entitled to vote for the transaction of any business at the Annual Meeting. (Elections)

G. Vote – Each member shall be entitled to one vote on all business submitted to the membership for a vote. Votes must be cast in person in a manner designated by the Board of Directors. Except as otherwise provided by the National Constitution, the vote of a majority of the members present and entitled to vote on a matter at a meeting at which a quorum for the transaction of any business is present, shall be necessary for the adoption thereof.

SECTION V – BOARD OF DIRECTORS

A. Number, Election, and Term of Office -The number of Board Directors shall not exceed thirteen (13). The elected Officers are members of the Board of Directors. At all times the number of Board of Director members must be an odd number. The Board of Directors shall be composed of the five (5) elected officers (President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer). Their terms of directorship shall be of the same duration with that of the office that they hold. As many as eight (8) at-large directors may be elected from the Chapter Membership. To keep the number of at-large Directors commensurate with our membership totals, the Chapter shall allocate one Director position per 25 members up to 50 members, and one Director per 50 members thereafter. In situations when the Board has an even number of Directors, the Immediate Past President may be counted to make it an odd number; in this instance, the Immediate Past President becomes a voting member of the Board.

The Directors shall be elected from among the individual members in good standing of the Chapter by the vote of the members present, in person, and entitled to vote at the annual meeting of the members, or as herein after provided. Each Director shall hold office for a two (2) year term to ensure that the number of open Board positions shall be determined by the present Board of Directors prior to the next election. A director may succeed himself or herself any number of times.

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The amendments to include the policies, forms, etc., are to remain “physically separate from the By-Laws” (Separate section in the table of contents- not to be included in the By-Laws section).

B. Duties and Powers- The Board of Directors of the Chapter shall be responsible for the control and management of the affairs, property, and interests of the Chapter; for keeping VVA National advised of all activities of the Chapter; for complying with all reporting requirements established by VVA National Constitution, the rules, resolutions, or directives of VVA National or any local, state, or Federal law; and for guiding and administering the Chapter so that the purposes, principles, and goals of VVA National, as set forth in its Certificate of Incorporation, and the rules, resolutions, and directives of VVA National are followed; and for making suggestions and recommending programs.

C. Annual Meetings-The Board of Directors shall meet prior to the annual meeting of the Chapter members; and said meeting shall be the annual meeting of the Board of Directors.

D. Other Meetings - Meeting of the Board of Directors shall be held no less than semi-annually at a time and place to be determined by the Board of Directors, or when called by the President of the Chapter or by one-third of the Directors, at such time and place as may be specified in the notice thereof.

E. Meeting Notice - Notice of any meeting, or change of meeting date, of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or e-mail to each Director of the Chapter. Such notice shall be deemed to be delivered when mailed or delivered or e-mailed. Any Director may waive a notice of any meeting, in the manner hereinafter prescribed. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express and stated purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

F. Quorum and Voting - A quorum of the Board of Directors shall be two-thirds of the whole number of the Board of Directors or that number greater than two-thirds which is closest to two-thirds when the number of Directors is not divisible by three. The act of a majority of the Directors present at any duly constituted meeting at which there is a quorum present shall be the act of the Board of Directors, except as otherwise provided by law; by the VVA National Constitution, or the rules, procedures, or directives of VVA National; or by these By-Laws. No Director shall be deemed present for quorum or voting purposes by communication means such as otherwise would be allowed by Section 617.0820, Florida Statutes; but action may be taken without meeting using written consents as described in Section 617.0821, Florida Statutes.

G. Vacancies - Any vacancy occurring in the Board of Directors or in the position of State Council Delegate due to death, resignation, refusal or inability to serve, shall be filled, for the unexpired portion of the term, by a majority vote of the full number of remaining Directors though less than a quorum. Candidates for any non-officer BOD vacancy shall be appointed by the President, with concurrence of the Board of Directors

H. Absence from Meetings - Any member of the Board of Directors who shall be absent from three consecutive Board meetings without adequate notice and excuse acceptable to the Board shall be deemed to have resigned from the Board.

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All members of the Board of Directors shall be required to take the Oath of Office prior to accepting their responsibilities, and to complete the annual certification of compliance with the Conflict of Interest procedure outlined in Appendix II.

I. AVVA Liaison - After recommendation from the local members of the Associates of Vietnam Veterans of America, Inc. (AVVA), the chapter shall seat a Liaison on the Chapter Board of Directors, who shall serve as a non-voting Special Advisor to the Chapter Board of Directors and shall be entitled to be heard on all matters.

SECTION VI – OFFICERS

A. Officers

The officers of the Chapter shall be a President, 1st Vice-President, 2nd Vice-President, a Secretary, a Treasurer, and such other Officers, as the Board may, from time to time, deem advisable.

B. Election, Term, and Vacancies

The Officers of the Chapter shall be elected by the members at the annual meeting of the year their respective term expires. An Officer may succeed himself or herself any number of times. A vacancy in any office due to death, resignation, refusal or inability to serve, shall be filled for the unexpired term thereof by the Board of Directors, subject to the approval of the members at the next meeting, except that a vacancy in the office of the President shall be filled for the unexpired term thereof as specified in Section 4 of this Article VI. All such officers shall serve until his/her successor is elected and has qualified. All officers will be required to take the Oath of Office prior to accepting their responsibilities.

C. President

The President shall be the chief executive officer of the Chapter and, subject to the direction of the Board of Directors, shall supervise and control all of the business affairs and property of the Chapter and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board and shall appoint all chairpersons of committees, except the Chairperson of the Nominating Committee. The Board of Directors has limited the President's discretionary spending to \$500.00 for goods, supplies, or donations. The Board of Directors shall approve expenditures beyond that limit.

D. Vice-Presidents

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President or, in the event there be more than one (1) Vice-President, the Vice-Presidents (in the order designated) shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board may from time to time prescribe. In the event of the death, removal, or resignation of the President, the 1st Vice-President shall assume the position of President for the remainder of his or her term.

E. Secretary

The Secretary shall record and maintain all the proceedings of the meetings of the Board and of the members in hard copy or electronic format. He or she shall give, or cause to be given, notice of all meetings for which notice is required by the VVA National Constitution or these By-Laws and shall operate under the supervision of, and perform such other duties as may be prescribed by, the Board or the President. In the event of conflict, the Secretary shall act pursuant to the instructions of the Board. The Secretary shall obtain and shall have custody of a corporate seal for the Chapter if required by law. The Secretary or an Assistant Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or such Assistant Secretary. The Board may give general authority to any other Officer to affix the seal of the Chapter and to attest the fixing by his or her signature. The Secretary shall be responsible for the safekeeping of all Forms DD214 or other acceptable proof of military service tendered to him or her by any member

The Assistant Secretary, if there be one, shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

F. Treasurer

The Treasurer shall have charge and custody of all funds and securities of the Chapter and all funds or securities in any way generated, collected, or obtained in connection with Chapter activities; and the Treasurer shall be responsible for such funds and securities and the receipt and disbursement thereof. He or she shall keep full and accurate accounts of receipts and disbursement belonging to the Chapter and shall deposit all moneys and other valuable effects in the name of and to the credit of the Chapter in such depositories as may be designated by the Board. These records of the above financial transactions shall be kept in hardcopy or electronic format.

The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board at its annual meeting, or when the Board, the President, or VVA National so require, in compliance with local, state, and federal regulations. All Chapter accounts must have two (2) signatures on each check written in excess of \$1000.00 unless the expense was previously approved by the Board of Directors.

The Assistant Treasurer, if there be one, shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

G. Immediate Past President

The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Chapter. The Immediate Past President supports the president on an as-needed basis. The term of the Immediate Past President coincides with the term(s) of his successor. The Immediate Past President is a non-voting member of the Board of Directors, except when the count of Directors is an even number. In that case, the Immediate Past President may vote on matters before the Board.

H. Checks and Bond

The President, Vice-Presidents, Treasurer, or any other officer designated by the Board, shall be authorized to sign checks and drafts. The VVA National Board provides an umbrella Fidelity Bond to all Chapters up to \$10,000, which applies to any officer so authorized. If the Chapter Board requires higher coverage for the faithful discharge of the above duties, it shall obtain a Fidelity bond or other surety in such sum and with such surety as the Board may determine, the expense of which shall be a charge to the Chapter. A bond may be dispensed with for any officer upon his or her written request to the VVA National Board of Directors and its consent thereto.

SECTION VII – COMMITTEES

A. Nominating Committee: Nominations

The Nominating Committee shall consist of at least three (3) members, with the Chair elected by the membership at the annual meeting. The elected Chair may recruit up to two other members to serve on the committee. The Committee shall prepare a slate of candidates for all positions of Officers and Directors and submit the list for consideration by the Chapter members at least thirty (30) days prior to the election. Any member at the annual meeting may nominate additional persons.

B. Executive Committee and Committees of Directors

The Board may appoint an Executive Committee consisting of the President, Vice President and Directors and such other committees of Directors as may be required. Such committees shall consist of the President, Vice President and three (3) or more Directors and shall have such powers as the Board shall set forth in the resolutions creating such committees and shall make recommendations to the Board and perform such other services as the Board may require, but they shall not have authority to modify any action taken by the Board.

C. Standing and Other Committees

The President may establish standing committees as defined in the VVA National Constitution, Appendix 2. The members of these committees shall be appointed by the chairperson from members of the Chapter. The committee chair may nominate qualified AVVA members and other qualified non-members to serve as non-voting Special Advisors to the committee.

D. Term

The terms of the committee chairpersons and members of the committees shall be as follows:

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- 1) The members of the Nominating Committee shall serve a one (1) year term of office.
- 2) The members of the Executive Committee and other committees of Directors shall serve for such terms, not to exceed the member's term of office as a Director.
- 3) The members of standing committees and other committees shall serve for a term terminating at the annual meeting of members when the term of the President who appointed the chairperson of the respective committees terminates.
- 4) Any member of any committee may be reelected or reappointed to additional terms, if the individual remains a member in good standing of VVA.
- 5) The Board of Directors, by vote of a majority may remove the chairperson of any committee, including the Nominating Committee, in accordance with provisions of the VVA National Constitution; and the rules, procedures, and directives of VVA National.

SECTION VIII – FINANCE

A. Fundraising:

Subject to the provisions of the VVA National Constitution and the rules, resolutions, and procedures of VVA National, the Chapter shall have the power to raise funds as are necessary to its operation in such manner as the Chapter deems appropriate.

B. Conflict of Interest Policy

In compliance with Florida Statutes 496.4055 regarding Charitable Organizations or Sponsor Board Duties, the Board of Directors of the Vietnam Veterans of America Chapter 1084, adopts the following Conflict of Interest Policy: Transactions between VVA-1084, or Sponsors and another party in which a Director or Officer of this organization or sponsor has a direct or indirect financial interest, is prohibited.

The term “conflict of interest transaction” includes, but is not limited to, the sale, lease, or exchange of property to or from this organization or its sponsors. This also includes the payment of compensation for services provided to or from this organization or its sponsors.

This policy shall require annual certification of compliance by all directors and officers of this organization. A copy of the annual certification as found in Appendix II shall be submitted to the Florida Department of Agriculture and Consumer Services with the annual registration statement required by Florida Statutes 496.405.

Appendix II contains procedures to be followed in any Conflict of Interest investigation.

SECTION IX – ELECTION RESULTS

The Chapter shall submit the election results and a report of committee chairpersons to both the State Council and National Membership Department not later than sixty (60) days after the Chapter elections. Notwithstanding any other provision of the VVA National Constitution or the National Disciplinary Policy, the Charter of any Chapter that fails to file its election report within

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the period specified herein shall be automatically suspended upon written notice of suspension to the appropriate State Council and the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at its last known address.

Such suspension shall continue until (1) the Chapter shall file its election report for the election year which caused the suspension; or (2) the Board of Directors of the Corporation shall relieve the Chapter of the responsibility for the filing of such report for the election year in question; or (3) the Charter of such Chapter shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy.

SECTION X – FISCAL YEAR

The fiscal year of each Chapter shall commence on the first day of March and end on the last day of February, each year.

SECTION XI – SEAL

The Chapter shall provide a corporate seal, if required by law, which shall be in the form of a circle and shall have inserted thereon the name of the Chapter, and the State, and the year of incorporation.

SECTION XII -WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the Articles of Incorporation of VVA National or of the Chapter, or by the VVA National Constitution or the rules and procedures of VVA National, a waiver thereof in writing, signed by the person entitled to such notice, executed at any time, shall be deemed the equivalent of giving such notice.

SECTION XIII – PRECEDENCE

The articles of incorporation and by-laws of the Chapter are subordinate to the VVA National Constitution and shall not be interpreted by the Chapter contrary thereto. Upon adoption of any amendment of the VVA National Constitution, which contradicts any portion of the articles of incorporation of the Chapter or these by-laws, the requirements of the National Constitution shall take precedence. Any provisions of the articles of incorporation or by-laws of the Chapter that are contrary to the National Constitution are null and void, and the Chapter shall promptly remove them from the articles of incorporation or by-laws by amendment; however, provisions of the articles of incorporation or by-laws of the Chapter which are not in conflict with the National Constitution, shall not be affected.

SECTION XIV – RULES OF ORDER

All proceedings of the Chapter shall be governed by Roberts Rules of Order (Newly Revised)

SECTION XV – AMENDMENTS

Proposed amendments of these By-Laws or the Articles of Incorporation shall be approved by the affirmative vote of two-thirds or the individual members of the Chapter present and entitled to vote at a special meeting of the members called for such purpose in accordance with Section IV, Paragraph E, of these By-Laws.

I HEREBY CERTIFY that the foregoing By-Laws of the above-named corporation were duly adopted by members in good standing of the Leo C Chase Jr Chapter 1084 of the Vietnam Veterans of America, at a meeting held for such purpose of the 23rd day of July 2019.

John C Leslie, Jr., President
Vietnam Veterans of America
Leo C Chase Jr Chapter 1084
July 23, 2019

APPENDIX I - OATH OF OFFICE

OATH OF OFFICE

I do solemnly swear (or affirm) that I (state your name), will faithfully execute the office of (state your position), of the Vietnam Veterans of America, Inc., Leo C. Chase Chapter 1084, and will to the best of my ability preserve, protect, and defend the Constitution of the United States of America, and the Constitution of the Vietnam Veterans of America, Inc., the By-Laws of the State of Florida Council and the by-laws of Chapter 1084.

The person offering the Oath shall then face the membership and introduce the newly elected personnel.

Passed by a majority vote and accepted on this date _____

President _____

1st Vice-President _____

2nd Vice-President _____

Treasurer _____

Secretary _____

Board Members:

APPENDIX II – CONFLICT OF INTEREST POLICY AND PROCEDURES

Article I - Purpose

The purpose of the conflict of interest policy is to protect VVA-1084's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of VVA-1084 or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST POLICY ANNUAL CERTIFICATION

Fiscal Year: _____

Vietnam Veterans of America Chapter 1084

P.O. Box 860151

St. Augustine, FL 32086

This will certify that the Vietnam Veterans of America, Chapter 1084 of St. Johns County has adopted a policy regarding conflict of interest transactions and this policy has been certified this year. The policy has been reviewed and is understood by all the directors and officers of the organization as required by Florida Statutes 496.4055.

<u>Position</u>	<u>Name</u>	<u>Signature</u>
President	_____	_____
1st Vice President	_____	_____
2nd Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____
Director 1	_____	_____
Director 2	_____	_____
Director 3	_____	_____
Immediate Past President	_____	_____

