

By-Laws of the Vietnamese American Armed Forces Association (Hội Quân Nhân Mỹ Gốc Việt)

=====

Vietnamese American Armed Forces Association

Article I - Declaration

These By-Laws shall govern the Vietnamese American Armed Forces Association (VAAFA), also known in Vietnamese as Hội Quân Nhân Mỹ Gốc Việt, a NOT-FOR-PROFIT association.

Article II - Definitions

The following terms used in these By-Laws shall have the meaning set forth below.

1. The term "Armed Forces" means the five of the Uniformed Services: United States Army (USA), United States Marine Corps (USMC), United States Navy (USN), United States Air Force (USAF), and United States Coast Guard (USCG). Reserve component of the United States Armed Forces are all members of the military. The National Guard is a reserve military force composed of state National Guard militia units, which operate under Title 32 and under state authority. (10 United States Code § 101(a)(4), 101(a)(5)) .
2. The term "Uniformed Services" means the Armed Forces, the Commissioned Corps of the Public Health Service (PHSCC), and the Commissioned Corps of the National Oceanic and Atmospheric Administration (NOAA) Corps. The seven Uniformed Services are, in order of precedence by ceremonial formation: USA, USMC, USN, USAF, USCG, PHSCC, and NOAA (Title 10, 14, 33, and 42 United States Code).
3. The term "VAAFA" is the acronym for the Vietnamese American Armed Forces Association.
4. The term "HQNMGV" is the acronym for Hội Quân Nhân Mỹ Gốc Việt in Vietnamese.
5. The term "Active Duty" means full time duty in the active Armed Forces of the United States. (10 United States Code § 101(b)(1))
6. The term "National Guard" means the Army National Guard and the Air National Guard. (10 United States Code § 101(c)(1))
7. The term "Active Guard and Reserve" means a member of a reserve component who is on active duty pursuant to 10 United States Code § 12301 (d), or if a member of the Army National Guard or Air National Guard, is on full-time National Guard duty pursuant to 32 United States Code § 502 (f), and who is performing Active Guard and Reserve duty.

Article III – Name and Seal

1. The name of the association shall be the Vietnamese American Armed Forces Association (VAAFA), also known in Vietnamese as Hội Quân Nhân Mỹ Gốc Việt.
2. The association's motto shall be: "For Our Country, For Our Military Brothers & Sisters, For Our Families"
3. The association shall have a seal in the following form:
 - a. The seal shall have an upright circular shape.
 - b. At the center of the seal is the VAAFA logo in an upright pentagon shape.
 - c. At the center of the pentagon is a picture of a standing eagle with both its wings raised up on a yellow background.

- d. The eagle's head is turned to the front and its feet are holding an American flag.
- e. Above the eagle is the Association's name in English and its abbreviation right below it.
- f. Under the eagle is the Association's name in Vietnamese with no abbreviation.
- g. The five sides of the pentagon bear the names of the five branches of the United States Armed Forces: USA, USMC, USN, USAF, and USCG .
- h. Under the logo is the year of “2008”, the year in which the Association was established.
- i. Surrounding the logo is the Association’s motto “For Our Country, For Our Military Brothers & Sisters, For Our Families”
- j. In the next outer circle are the Association’s Core Values of Excellence, Integrity, Patriotism, Pride, Support, which are separated by five stars.
- k. The out most circle will contain the Association’s name in English and Vietnamese in a circular pattern separated by two diamonds.

Article IV – Purpose: Mission, Vision & Core Values

1. Mission

- a. To share our military experiences with the Vietnamese American community in order to highlight the pride and benefits of serving in the United States Uniformed Services. - "For Our Country"
- b. To provide professional development, mentorship, esprit de corps, and networking for current and former Vietnamese American service members in the United States Uniformed Services. - "For Our Military Brothers & Sisters"
- c. To provide support to members and their families when they are in need, at home and on the front lines. - "For Our Families"

2. Vision

- a. To recognize the honorable military service and contributions by Vietnamese Americans in the United States Uniformed Services.
- b. To raise awareness within the Vietnamese American community of the sacrifices of those who made the ultimate sacrifice to preserve our way of life.
- c. To serve as an example of integrity, professionalism, patriotism, cultural pride, and service to the Vietnamese-American community

3. Core Values

- a. EXCELLENCE - We are committed to achieving the highest standards in all performance and personal conduct.
- b. INTEGRITY - We are dedicated to possessing the highest personal and professional moral standards.
- c. PATRIOTISM -We are proud to exhibit a strong sense of support and devotion to defending our Nation and national security.
- d. PRIDE - We cherish and honor our Vietnamese heritage and appreciate the opportunity to serve in the United States Uniformed Services. We want to share the value of military service with the community and future generations.
- e. SUPPORT- We care for each other and our families at home and on the front lines. We will not forget those who have given their lives in defense of our Nation.

Article V – Board of Directors

1. Roles and Responsibilities: the Board of Directors is the decision maker and provides oversight for association. All decisions from the Board of Directors must meet 2/3 majority of its members.
 - a. Once elected, the Board of Directors will nominate and elect the VAAFA Chairperson at the VAAFA Conference.
 - b. Provide corporate oversight for the association and Executive Committee.
 - c. Establish VAAFA Mission, Vision, and Values.
 - d. Provide policy, goal, resource development, evaluation, and decision making to the association and Executive Committee.
 - e. The Board of Directors cannot alter the By-Laws.
2. Member of the Board of Directors
 - a. The Chairperson of the association is the Chairperson of the Board of Directors. However, the Chairperson does not cast vote in the Board of Directors internal voting. Only in case of tie-breaker!
 - b. VAAFA co-founders (lifetime member of the Boards) "Tom Nguyen & Chris Phan"
 - c. One former Chairperson (nominated/elected).
 - d. Two former Executive Committee members (nominated/elected).
 - e. One Senior Enlisted Advisor (VAAFA E-8 to E-9 members, nominated/elected).
 - f. One Senior Commissioned Officer Advisor (VAAFA senior officer at the level of CW4/O-5 or above, nominated/elected).
 - g. One Active VAAFA member (nominated/elected).
3. Election, Meeting, and Voting of the Board of Directors
 - a. Members of the Board of Directors will be elected for a term of 2 years at the VAAFA conference or until their successor are elected.
 - b. Current members of the Board of Directors are eligible for reelection.
 - c. Voting for the Board of Directors will be conducted in accordance with the rules as set forth in the By-Laws.
 - d. 50% of the members of the Board of Directors shall constitute a quorum for a vote.
 - e. Each director shall have one vote and such voting may not be done by proxy.
 - f. Participate in all VAAFA meetings and conferences.
4. Eligibility
 - a. Any VAAFA members
 - b. Be nominated by a member of the Board of Directors.
 - c. Concurred by the majority of the VAAFA members at the VAAFA Conference.
 - d. Members will not be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a member from receiving any compensation from the association with the approval from the Board of Directors.
5. Removal from the Board of Directors
 - a. A director may be removed, with a 2/3 vote from the Board of Directors, when sufficient cause exist for such removal warrant.
 - b. Only members of the Board of Directors can request for such vote.

Article VI – Chairperson

1. Duties and Responsibilities
 - a. Conduct essential day to day business of the association. He/She shall be the presiding officer and shall administer all business of the association as provided for the By-Laws.
 - b. Serves as the Chairperson of the Board of Directors.

- c. Serves as the Executive Director of the Executive Committee and hence the Executive Director of VAAFA.
 - d. Sees all books, reports and certificates required by law are properly kept or filed.
 - e. Appoints members of the Executive Committee within one month of selection by the elected Board of Directors at the VAAFA conference.
 - f. Oversees the conduct of all selected member of the Executive Committee.
 - g. Appoints other committees (temporary or permanent) to support the mission of the association.
 - h. Presides at all meetings, conferences, elections, or special meetings unless a delegate has been appointed.
 - i. Provides a tie-breaker vote within the Board of Directors.
2. Eligibility
- a. At a minimum, have been a VAAFA member for twelve months unless specifically waived by the VAAFA Board of Directors.
 - b. Nominated by a member of the Board of Directors.
 - c. Voted by 2/3 of the elected Board of Directors.
3. Terms
- a. Chairperson will serve for a term of 2 years or until a successor is elected.
 - b. Chairperson will not be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a member from receiving any compensation from the association with the approval from the Board of Directors.

Article VII – Executive Committee

The Executive Committee carries out the plans of the Board of Directors. It conducts the operations for the association.

1. Executive Director
- a. Appoints members to the Executive Committee.
 - b. Administers all business of the association as provided for by the By-Laws.
 - c. Presides at all meetings unless a delegate has been appointed.
 - d. Serves as the linking pin to the Board of Directors
2. Deputy Directors
- a. The Deputy Executive Director
 - i. Serves as the Acting Chairperson when the Chairperson is no longer able to perform his/her duties. Acting Chairperson shall all the rights, privileges, and powers as if he/she had been the duly elected Chairperson.
 - ii. Serves as the record keeper for all VAAFA meetings and conferences.
 - iii. Helps to direct, coordinate and facilitate all issues between members of the Executive Committee.
 - b. The Deputy Director for Membership
 - i. Maintains and manages the VAAFA membership roster.
 - ii. Proposes, plans and promotes membership drive/recruitment activities every six months.
 - iii. Prepares monthly welcome message to be posted in VAAFA website.
 - iv. Serves as the VAAFA point of contact on membership eligibility and requirements
 - v. Reviews, verifies, and approves all membership application.
 - vi. Provides monthly status update on membership to the Chairperson, Board of Directors, and the Executive Committee.

- c. The Deputy Director for Public Affairs
 - i. Serves as the newspaper & media liaison for the association.
 - ii. Serves as the point of contact for the Association's public affairs.
 - iii. Prepares and drafts VAAFA Media Advisory or Press Release to newspaper & media agencies.
 - iv. Coordinates with other members of the Executive Committee to ensure media coverage of association events and activities.
 - v. Maintains and keeps the minutes and administrative records of the association in appropriate book.
 - vi. Prepares and solicits inputs from all VAAFA leaders and members for the VAAFA quarterly newsletter.
 - vii. Works with outside agencies to ensure that VAAFA members who are Veterans are aware and fully utilize the benefits available to them.
- d. The Deputy Director for Operations
 - i. Serves as the lead on all planning aspects of the VAAFA Conference.
 - ii. Plans, organizes, and sets of all VAAFA sponsored events.
 - iii. Plans, maintains, schedules & executes the association annual activities Calendar.
 - iv. Maintains and administers the VAAFA Fallen Heroes Scholarship program.
 - v. Generates policies/procedures for conducting ceremonies.
- e. The Deputy Director for Finance/Treasurer
 - i. Manages and maintains full custody of all funding belonging to the association.
 - ii. Deposits and issues checks for the association.
 - iii. Maintains and updates financial record for the association.
 - iv. Provides monthly report of all VAAFA accounts to Chairperson, Board of Directors, and the Executive Committee.
 - v. Maintains and tracks all expenses/deposits from Fundraising Banquet/Event and VAAFA Conference.
 - vi. Prepares and files annual IRS and State of California financial reports, or if there is a need for VAAFA to hire a tax accountant, he/she will work with the selected tax accountant for this purpose.
- f. The Deputy Director for Logistics
 - i. Plans, coordinates, and assists on the logistic preparation in support of the VAAFA Fundraising banquet and the VAAFA Conference.
 - ii. Maintains, records, and manages all VAAFA supplies and fundraising items.
 - iii. Serves as the lead on the VAAFA Care Package Program in support of the Vietnamese-American deployed services member.
- g. The Deputy Director for Information Technology
 - i. Serves as the information & technology manager for the association.
 - ii. Maintains and manages VAAFA website and social media accounts.
 - iii. Organizes and sets all VAAFA teleconference meetings.
 - iv. Posts the VAAFA quarterly newsletter.
- h. The Deputy Director for Enlisted Affairs
 - i. Oversees enlisted mentorship, career development, and counseling.
 - ii. Advises activity to encourage Vietnamese American enlisted personnel participation of VAAFA events.
 - iii. Recognizes VAAFA Non Commissioned Officers and junior enlisted personnel outstanding achievements at the VAAFA Conference

Regional VAAFA Representative (East, Central, West)

- iv. Organizes and promotes local activities to raise awareness of VAAFA mission and goals/objectives.
 - v. Serves as the VAAFA spoke person at local/regional events
 - i. Uniformed Services Representative (USA, USMC, USN, USAF, USCG, PHSCC, and NOAA Corps)
 - i. Oversees your own service mentorship, career development, and counseling.
 - ii. Recommends activity to encourage participation of Vietnamese-American who are attending at the Military Academies and University ROTC programs.
 - iii. Recognizes your own service Outstanding Junior Commissioned Officer (O-1 to O-3) at the VAAFA Conference.
3. Terms
- a. Participates in all VAAFA events annually
 - b. Serve until next election of the new Chairperson
 - c. No limit on the term as long as he/she be re-nominated by the Chairperson
 - d. Members will not be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a member from receiving any compensation from the association with the approval from the Board of Directors
 - e. Executive Committee members may be entitled to reimbursements for travel expenses directly incurred as a result of VAAFA-related duties, as long as it was announced prior to the event by the Executive Director.
 - f. Can be members of the Board of Directors.
 - g. If a member commits any act that would cause a membership revoked, then his/her status to the committee will also be removed.
 - h. If a member cannot be contacted or does not remain in communication with the committee for three or more consecutive months and does not submit a voluntary letter of resignation or leave of absence letter then his/her status to the committee will be removed.

Article VIII – Membership

1. Eligibility: Membership in this association shall be open to all Vietnamese American who are Active Duty, Reserve Component, National Guard, Retirees, and honorable separated members of the United States Uniformed Services.
2. Revocation of Membership
 - a. Membership in VAAFA is a privilege and an honor. Due to the respect and authority that is often given to those in "uniform", VAAFA members are to act in accordance with United States Law, the Uniform Code of Military Justice (UCMJ), their individual service component policies, and the VAAFA Code of Conduct.
 - b. Violations of any of the following will result in immediate revocation of membership, if the facts have been substantiated:
 - i. State or Federal felony conviction.
 - ii. Willful wearing or claiming award, devices, and medals not earned.
 - iii. Willful wearing or claiming rank/rate above actual rank/rate.
 - iv. Willful submission of fraudulent membership application.
 - v. Grave violation of the Code of Conduct as proscribed by this By-Laws may result in the lost of membership.
 - vi. If a member is suspected or accused of an act that is unbecoming of a personnel of the United States Uniformed Services which brings discredit to the United States, VAAFA, or the Vietnamese American Community, the

Executive Committee will investigate and rule on membership status.
Removal shall be conducted by the Board of Directors.

3. Duties and Responsibilities
 - a. Uphold the codes of conduct
 - b. Vote for members of the Board of Directors at bi-annual conferences
 - c. Promote camaraderie among the uniformed members

Article IX – Codes of Conduct

1. Members will maintain a high level of personal and professional ethics and conduct.
2. Members will maintain a certain degree of military discipline and bearing in dealings with other members.
3. Members will not engage in fraternization.
4. Members will not utilize their membership in VAAFA for personal, political, or financial gain.
5. Members who are Military Recruiters will ensure that any "potential or prospect recruit" who is referred by VAAFA members is taken care of in the best interest of the potential or prospect recruit and above any "goal" or "quota" commitments.
6. VAAFA is an independent not-for-profit organization. VAAFA does not execute, nor formally represent the interests or directives of the United States government. Official VAAFA actions and communication occur only through consent of its membership, and their appointed representatives on the Board of Directors.
7. Gift acceptance - members shall not accept any gift, when representing VAAFA or on behalf of VAAFA, of value more than \$50 without the approval of the Board of Directors. If disapproved by the Board of Directors, the gift shall be returned as soon as possible.

Article X – Meeting

1. Board of Directors meeting shall be conducted as necessary to approve plans or issues nominated by the Executive Committee. The Chairperson shall conduct the meeting in accordance to the rules of the By-Laws.
2. Executive Committee Meeting will at a minimum conduct a bi-monthly (every two months) teleconference call, on the second Thursday of the scheduled month, or when direct by the Executive Director for the conduct of association business
 - a. The Executive Director of the association is the facilitator of all VAAFA meetings, unless he/she has delegated the responsibility to another member.
 - b. The Deputy Executive Director or another person designated by the Executive Director will act as recorder of VAAFA meeting.
 - i. Order of Business
 1. Roll Call.
 2. Opening remarks by the Executive Director.
 3. Old and Unfinished Business/Issue
 4. Reports of the Officers
 5. Report of the Regional Leads
 6. Reports of the Board of Directors
 7. New Business/Issue
 8. Closing remarks by the Executive Director
 9. Adjournment and schedule of next meeting

3. VAAFA Conference
 - a. The VAAFA conference shall be held in the Summer/Fall of the even year. All VAAFA members and their spouses/families are invited to attend the conference.
 - b. The planning and scheduling of the VAAFA Conference will be planned by the Chairperson, Executive Committee and Board of Directors at their leadership meeting, ten to twelve months prior to the actual date of the VAAFA conference in order for members to plan leave and travel.
 - c. The bi-annual VAAFA conference location, time, and date will be announced to all members using the VAAFA website, Facebook, and email no later than six months out from the event date.
4. VAAFA Leadership Conference
 - a. The VAAFA Leadership conference shall be held in the Summer/Fall of the odd year. All members of the VAAFA Board of Directors and the Executive Committee are highly encouraged to attend this conference.
 - b. The primary purposes of this meeting are to plan for the VAAFA Conference and VAAFA Fundraising Banquet.
5. VAAFA Fundraising Banquet
 - a. The VAAFA Fundraising Banquet when practicable shall be held at a date and location as identified by the Executive Committee, and approve by the Board of Directors.
 - b. In year of the VAAFA Conference is to be scheduled, the Fundraising Banquet will be planned as the closeout formal function of the conference.
6. Special Meetings
 - a. A special meeting of the association may be called by the Chairperson, when he/she deems it necessary for the best interest of the organization. Notice of such meeting shall be emailed out to all members at their email address as it appears in the membership roll book at least seven (7) days before the schedule date set for such a special meeting.
 - b. At the request of 50% of the members of the Board of Directors or 50% of the members of the Executive Committee, the Chairperson shall call a special meeting within seven (7) days of receipt of the written request.
 - c. Due to the diverse locales and duty requirements of VAAFA members, when a special meeting is called either by the Chairperson, 50% of the Board of Directors, or 50% of the members of the Executive Committee, teleconference or other multimedia means can be utilized as a meeting medium.
 - d. No other business but that specified in the notice may be transacted at the special meeting without the unanimous consent of all present at such meeting.

Article XI - Amendments & Ratification of By-Laws

1. Amendments to the By-Laws.
 - a. Any members in good standing can propose an amendment to the By-Laws to the Executive Committee
 - b. Any members of the Executive Committee can nominate the proposed amendment to the Executive Committee for a vote. Member of the Executive Committee cannot nominate his/her own proposed amendment to the Executive Committee.
 - c. Once voted by the Executive Committee, with a quorum of 50% of the Executive Committee, if passed the proposed amendment shall be forwarded to the Board of Directors for a vote.

- d. Once voted by the Board of Directors, with a quorum of 50% of the Board of Directors, if passed, the amendment shall be on the ballot for ratification at the next VAAFA conference to be voted by members.
 - e. The Chairperson shall present the draft copy for all members to vote at the VAAFA conference.
2. Ratification of By-Laws.
- a. Amendments to the By-Laws shall be ratified if no more than 1/3 of the total VAAFA membership "Objects" or places a "Negative" vote. All non-responses after a two week period will be counted as an "Affirmative" vote.
 - b. Upon completion of review and draft of new By-Laws with any amendments or alterations, the Deputy Executive Director shall provide to the Chairperson and Board of Directors a draft copy of the By-Laws during the VAAFA Conference or at another time as required.

Article XII - Voting

1. Requirements. Only VAAFA members may vote at VAAFA conference for Board of Directors Elections, and Ratifications of amendments to the By-Laws.
2. Voting requirements at the VAAFA Conference, Special Meeting.
 - a. Quorum: due to the diverse locales and duty requirements of VAAFA members, the presence of 50% of the Board of Directors, 50% of the Executive Committee, and a minimum of seven active VAAFA members, shall constitute a quorum and shall be necessary to conduct the business of the association.
 - b. For election at the VAAFA conference, the Chairperson will assign and select members of the Executive Committee to organize and manage voting ballots six month out of the conference date.
 - c. Candidate for the Board of Directors must be announced no later than three months prior to the conference date.
3. Board of Directors Elections
 - a. Executive Committee will send out election ballots to all VAAFA members no later than one month prior to the conference date.
 - i. Election ballots will not contain any place on the ballot that might indicate the person who cast the ballot.
 - ii. A majority vote of 51% of the total voting participating ballots shall elect member of the Board of Directors.
 - b. The Deputy Executive Director or a person designated by the Executive Director in the absence of the Deputy Executive Director shall keep a historic record of vote tallies.

This By-Laws has been ratified on this date 8th of August 2013
 Signed by: //Ross Nguyen//, LTC, USA-ret., Chairperson