

BYLAWS OF THE FORT WOLTERS CHAPTER OF THE VIETNAM HELICOPTER PILOTS ASSOCIATION A TEXAS NONPROFIT CORPORATION

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CHAPTER 1 - NAME

This Association shall be known as the "Fort Wolters Chapter of the Vietnam Helicopter Pilots Association", hereafter referred to as the "Chapter." It is an organization for all helicopter pilots who flew in Southeast Asia during the Vietnam Era, (1961 - 1975). This chapter is independent, and not connected in any manner with the national organization of the same name.

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CHAPTER 2 – ORGANIZATION OBJECTIVES

The Chapter is dedicated to the objectives of the Vietnam Helicopter Pilots Association (VHPA), and to the fulfillment of the following purposes:

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- A. Enhance and accredit the cohesiveness, esprit de corps, and traditions of valor of rotary wing aircrews that flew in Southeast Asia during the Vietnam era.
- B. Seek out, using whatever means available, individuals who piloted rotary wing aircraft in Southeast Asia during the Vietnam Era and inform them of the existence of the Chapter and of VHPA and encourage all eligible individuals to become members.
- C. Promote the role of Fort Wolters in the history of the military, the Vietnam War and VHPA.
- D. Support, as possible, the goals and objectives of the National Viet Nam Museum, located in Mineral Wells, TX.

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CHAPTER 3 - OPERATION

1. The Chapter will operate on a calendar year basis and will maintain its headquarters at Mineral Wells, Texas.
2. The Chapter shall operate as a not-for-profit organization. DO we state we are a 501C?
3. An annual audit will be conducted by either individuals or a recognized agency appointed by the Chapter Executive Council. Results of the audit will be provided to and properly recorded in the minutes of the Executive Council Meeting minutes.

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CHAPTER 4 - MEMBERSHIP

1. Members of the Chapter shall be classified as General, Honorary, and Associate. To be recognized as an active General or Associate member of the Chapter, the member must be in good standing and current in his dues.
2. General membership is open to all helicopter pilots who flew in Southeast Asia during the Vietnam Era, (1961 - 1975).
3. Membership classifications are as follows:
 - a. General membership will be conferred upon an individual eligible for membership who pays a specified amount of dues, annually, as directed by the Chapter Executive Council and approved by the general membership.
 - b. Honorary membership is open to distinguished persons, such as aviation pioneers, guest speakers and aviation dignitaries. In addition, honorary memberships may be granted to those persons who have had a significant impact on helicopter operations, as it existed during the period of conflict in Southeast Asia, and upon the pilots of those aircraft. Honorary memberships must be voted upon and approved by the Chapter Executive Council. Honorary members will not pay dues.
 - c. Associate membership is open to individuals who do not qualify for general or honorary membership. An Associate Member will pay Chapter dues but cannot hold office or vote on Chapter business. Associate members may include, but not be limited to, wives, widows, and children of members or individuals who are friends and supporters of the Chapter.
4. Only eligible members may vote or hold office. Eligible members are defined as General members in good standing (not expelled) and who are current in their Chapter dues.

CHAPTER 5 – EXPULSION FROM MEMBERSHIP

1. Members of any classification, including elected and appointed officials of the Chapter, may be expelled for cause or conduct which is deemed contrary to the best interest of the Chapter by a majority vote of eligible members at a regular Chapter meeting.
2. General and Associate members shall be suspended for nonpayment of annual dues and shall be dropped from the active membership roster. A member suspended for non-payment of dues may be returned to the active membership roster by paying his current year's dues.

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CHAPTER 6 - ORGANIZATION OF THE CHAPTER

1. The officers of the Fort Wolters Chapter shall be as follows:

- a. President.
- b. Vice-President (who shall be President-elect and shall succeed the President).
- c. Three Members at Large.
- d. The Immediate Past President
- e. Secretary
- f. Treasurer

2. The Chapter Executive Council shall consist of:

- a. President. (Who shall become the Immediate Past President upon expiration of his term.)
- b. Vice President.
- c. Three Members at Large.
- d. The Immediate Past President.
- e. Secretary
- f. Treasurer

3. Holding office or other positions of influence and trust shall be limited to eligible members as defined in these Bylaws.

4. Committees

a. The Chapter will have the following standing committees whose duties and responsibilities are outlined in the job descriptions and policy statements approved by the Chapter Executive Council:

- 1. Historical/Museum
- 2. Membership
- 3. Program/Planning
- 4. Paraphernalia
- 6. Advisory Committee

b. Vacancies for the chairmanship of all committees will be filled by appointment by the President.

c. All appointments to a chairmanship of committees are subject to ratification by the Chapter Executive Council.

d. The Advisory Committee shall consist of all **(really?)** previous Chapter Presidents. **(Do we maintain a list, or regularly communicate with them?)**

CHAPTER 7 – ELECTION OF OFFICERS

1. A Vice President and a Junior Member at Large will be elected by a majority vote of those eligible members present and voting at the annual Chapter business meeting in September of each year.

2. A Vice President will be elected to a consecutive three-year term on the Chapter Executive Council. The first year he will be Vice President. The second year he will be President. The third year he will be the Immediate Past President.

3. Members at Large will be elected to a consecutive three-year term on the Chapter Executive Council. The first year he will be the Junior Member at Large. The second year he will be the Midterm Member at Large. The third year he will be the Senior Member at Large.

4. Newly elected officers will assume the duties of their office immediately after the election.

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CHAPTER 8 – VOTING

1. All active members, with the exception of Honorary and Associate members, are eligible to vote.
2. Active members attending a scheduled meeting shall constitute a quorum for the transaction of business at all scheduled meetings of the Chapter.

CHAPTER 9 – MEETINGS

1. Meetings will be held at least once a calendar quarter.
2. Meeting locations may rotate throughout the Chapter area and will be held at a place and time selected by the Chapter Executive Council, normally located within a 150 mile radius of the Dallas/Ft. Worth area.
3. The Chapter Executive Council will announce the date and place of the meetings at each meeting and /_or by written or electronic notification. In addition, the Chapter Newsletter will advise of meeting information. Meeting information will also be available on the Chapter's web site.
4. The Chapter Newsletter may be hard copy and distributed via the postal services, or be available on the chapter web site, available in a commonly available format, such as PDF.

CHAPTER 10 - Responsibility and Authority of the Chapter Executive Council:

1. The Chapter Executive Council shall be the governing body of the Chapter. It shall be responsible for the management of the affairs of the Chapter, including funds, programs and regulations. It shall have authority to approve budgets, authorize expenditures, seek and accept contributions and approve meeting sites and program arrangements.
2. Within the Chapter Executive Council, a majority opinion shall prevail in all matters. In case of a tie, the President's vote will be the determining vote.
3. In addition to business conducted at the quarterly meetings, the Chapter may communicate, as needed, for the purpose of conducting Chapter business. The President or Secretary shall have the authority to initiate conference calls if deemed necessary. [Do we have a conference call capability?]
4. The Chapter Executive Council may delegate authority and functions to the Secretary or specific members of the Chapter.

CHAPTER 11 – DUTIES OF OFFICERS

1. The President shall preside at the business meetings of the Chapter and at all general meetings of the membership. The President is also responsible for attending any meetings / projects as deemed necessary by the VHPA National leadership.
2. The President shall appoint or remove Committee Chairman subject to ratification by the Chapter Executive Council.
3. The duties of the officers shall be those that are customary for such office and such other functions as may be prescribed by the Bylaws of the Chapter, the Chapter Executive Council and written job descriptions. [We are missing the job functions / documentation]

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CHAPTER 12 – SECRETARY

1. The Secretary shall be a member in good standing and shall be elected at the annual Chapter business meeting.
2. The Secretary will be responsible for recording and distributing minutes of each Chapter Executive Council meeting and general meeting. He will maintain, and periodically distribute to the members of the Executive Council, the Chapter membership roster.

CHAPTER 13 – TREASURER

1. The Treasurer will be responsible to sign all checks for debts incurred by the Chapter along with the President of the Chapter (in the President's absence, the Vice President). [Refer to Chapter 3, item 3 for details on the Audit requirements.](#)

CHAPTER 14 – EARLY SUCCESSION TO OFFICE

1. Should the President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Presidency, then the Vice President (President Elect) shall succeed him as President for the remainder of the resigning or incapacitated President's term. At the completion of the resigning or incapacitated President's term, the President shall begin serving the term of the Presidency for which he was initially elected. The position of Vice President shall remain vacant until the next annual election.
2. Should the Vice President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Vice Presidency, the position of Vice President shall remain vacant for the duration of the term of the resigning or incapacitated Vice President. A President and a Vice President shall be elected at the next annual election.
3. Should both the President and Vice President resign or become incapacitated, then the Senior Member at Large shall assume the duties of the Presidency (become Acting President) for the remainder of the term of the President who has just resigned or become incapacitated, but he shall not automatically succeed to the position of President after his term of Acting President has expired. A President and Vice President shall be elected at the next annual election with the new President's one-year term beginning at the close of the annual election. The Immediate Past President shall serve one additional year on the Chapter Executive Council.
4. Should the Senior Member at Large resign, become incapacitated, or become the Acting President, the following shall automatically take place.
 - a. The Midterm Member at Large shall immediately become the Acting Senior Member at Large. He shall remain the Acting Senior Member at Large until he succeeds to the position of Senior Member at Large under the terms to which he was initially elected.
 - b. The Junior Member at Large shall immediately become the Acting Midterm Member at Large. He shall remain the Acting Midterm Member at Large until he succeeds to the position of Midterm Member at Large under the terms to which he was initially elected.
5. Should the Midterm Member at Large resign, become incapacitated, or become the Acting Senior Member at Large, the Junior Member at Large shall immediately become the Acting Midterm Member at Large. He shall remain the Acting Midterm Member at Large until he succeeds to the position of Midterm Member at Large under the terms to which he was initially elected.

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6. Should the Junior Member at Large resign, become incapacitated, or become the Acting Midterm Member at Large, the President or Acting President shall offer the position of Acting Junior Member at Large to previous members of the Chapter Executive Council, subject to appointee's ratification by the Chapter Executive Council. A junior and Midterm Member at Large shall be elected at the next annual scheduled election meeting.
7. Should the Immediate Past President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Immediate Past President, the President or Acting President shall offer the position of Immediate Past President to any qualified previous Chapter Executive Council Member, to be ratified by the Chapter Executive Council.

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CHAPTER 15 - BYLAW AMENDMENTS

The Bylaws may be amended by the following procedures:

1. Proposed amendments will be submitted to the Chapter Executive Council or any Chapter Officer in sufficient time to accomplish Chapter Executive Council review and decision prior to a scheduled meeting.
2. The Chapter Executive Council must approve the proposed amendments.
3. The adoption of the amendments at a scheduled meeting of the Chapter is by a two-thirds majority of the eligible members present and voting at the business session.

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CHAPTER 16- Chapter Dissolution

Since there are no new potential members being created, at some point in the future, the number of members will be insufficient to meet the requirements as set forth in the Chapter's by laws and Constitution. This chapter sets the manner when and how the Chapter will be disbanded. Any of the following conditions will be sufficient to declare the chapter closed.

- Membership is insufficient to properly staff the Council members as specified in the chapter bylaws.
- Active **participating** membership falls below **25** members.
- The Executive Council determines the chapter is no longer viable.

1. Distribution of Chapter assets.

Any remaining monies in the Chapter's accounts will be identified, and donated to the National Viet Nam War Museum, in Mineral Wells, TX. The National VHPA Headquarters will be notified of the Chapter's suspension and dispersal of funds.

2. The IRS will be notified of the chapter's termination, and the chapter's tax exempt status will be revoked.

3. Any data related to the memberships' personal data will be destroyed, and the chapter's web site deleted.

4. These steps are sufficient to terminate operation of the Ft Wolters Chapter of the VHPA.

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CHAPTER 17 – Chapter Support

The Chapter is assisted by a number of non-elected volunteer positions:

1. Web master AND Database manager. This individual maintains the Chapter web site, and keeps the content current.
2. Meeting coordinator. This individual is responsible for obtaining the quarterly meeting space.

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