



May 14, 2019

Delbert Marohl, District Commander  
District 5, Department of Pacific Areas, VFW  
Romyen Village 186/115 Udon-Loei Rd.  
Udonthani 41000 Thailand

Re: Proposed Amended Bylaws

Dear Comrade Marohl:

Receipt is acknowledged of the proposed revised Bylaws for District No. 5, Department of Pacific Areas, VFW submitted through channels for the review of the Commander-in-Chief in accordance with Section 402 of the Manual of Procedure.

These documents have been designated amended Bylaws to reflect their replacement of previously reviewed Bylaws.

A review of the proposed amended Bylaws discloses that they were in substantial compliance with the Congressional Charter, Bylaws, Manual of Procedure, Ritual, and laws and usages of the Veterans of Foreign Wars of the United States; however have been modified for compliance. To preclude any misunderstanding of the additions and/or deletions, an informal document has been attached.

A copy of the reviewed amended Bylaws, with the corrections noted thereon, has been retained for our files, another forwarded to your Department Headquarters, and two sets herewith returned.

Sincerely,

David E. Prohaska, Director  
Administrative Operations

DEP: cl

Enc: Revised Bylaws (2)

NATIONAL HEADQUARTERS

WASHINGTON OFFICE



# VFW

VETERANS OF FOREIGN WARS



Kevin Jones  
Adjutant General  
VFW National Headquarters  
406 West 34<sup>th</sup> Street  
Kansas City, MO 6411

24 April 2019

Subject: Proposed District V (Thailand/Cambodia/Australia) By-Laws, Department of Pacific Areas, Veterans of Foreign Wars of the United States

Comrade Jones,

The subject By-Laws were received at Department of Pacific Areas for review, on 21 April 2019. Pursuant with Section 402 of the National By-Laws and Manual of Procedures these By-Laws have been reviewed by Department and enclosure (1) hereto and certify that there is no conflict in the proposed District V By-Laws with Department By-Laws.

The enclosed District V By-Laws are submitted for consideration, review, and approval by the Commander-in-Chief.

Yours in Comradeship,

Michael R. Verville  
Department Commander

By:

Gerald F. Chaplin  
Department Adjutant

Enclosure: (1) By-Laws District V (Thailand/Cambodia/Australia)

Copy to: National Director, Administrative Operations  
Department Adjutant and Judge Advocate  
Commander, District V (Thailand/Cambodia/Australia)

VETERANS OF FOREIGN WARS

APR 24 2019

Administrative Operations-GM

# NATIONAL BYLAWS/MANUAL OF PROCEDURE CONFLICT

## DISTRICT 5 PACIFIC AREAS

### **Article VI Section 603, Article XX Section 2002**

Add “and voting”

*Reason: A member may abstain their vote and decline to vote either for or against a motion or proposal.*

### **Article VIII Section 801**

Replace “held not less than thirty (30) days prior to the District Convention” with “in April”

*Reason: To conform to Section 222 of the Manual of Procedure.*

### **Article IX Section 904**

Replace “posted National membership statistics on the last day of the month prior to the convening of the convention” with “members in in good standing as of March 31<sup>st</sup>”

*Reason: To conform to Section 222 of the Manual of Procedure.*



Revision: 05-2016

Amended: 05-2018

Amended: 04-2019

## **District V Bylaws Department of Pacific Areas Veterans of Foreign Wars of the United States**

### **ARTICLE I**

#### **NAME, JURISDICTION AND HEADQUARTERS**

**Section 101 - Name:** By virtue of charter granted, this subdivision of the Department of Pacific Areas (hereinafter, Department), Veterans of Foreign Wars of the United States (hereinafter, VFW) shall be known as District V (hereinafter, District).

**Section 102 - Jurisdiction:** Pursuant to Department Bylaws the jurisdiction of this District shall include all of Thailand, Cambodia, Australia and other areas that may be assigned by the Department.

**Section 103 - Headquarters:** The Headquarters of this District shall be assumed located at the Post of the District Commander. All other District officers, elected and appointed, shall conduct District business from their respective locations within the jurisdiction of the District.

### **ARTICLE II**

#### **PURPOSE**

**Section 201 - Purpose:** The purpose of this District shall be as set forth in Section 230102 of the Congressional Charter of the VFW.

### **ARTICLE III**

#### **SUBORDINATION**

**Section 301 - Subordination:** The supreme power of this association is vested in the National Convention and this District shall be at all times governed by the Congressional Charter and Bylaws of the Veterans of Foreign Wars of the United States, the Bylaws of the Department, orders issued by authority of the National Convention, National Council of Administration, the Commander-in-Chief, the Department Convention, Department Council of Administration and the Department Commander. For purposes of this Article and Section, Resolutions adopted by the National Convention are held to be lawful order.

### **ARTICLE IV**

#### **GOVERNANCE and COMPOSITION**

**Section 401 - Governance:** Pursuant with the provisions of the National Bylaws, **Section 404** this District shall be **governed by** the District Convention.

**Section 402 - Composition:** The District Convention and District meetings shall consist of:

1. The Commander-in-Chief and Past Commanders-in-Chief who are members in good standing in a Post in the District.
2. The National Council of Administration member who is in good standing in a Post in the District.
3. The Department Commander and Past Department Commanders who are members in good standing in a Post in the District
4. The District Commander, all Past District Commanders who are members in good standing in a Post in the District, all elected officers of the District and Adjutant.
5. All Post Commanders throughout the District. In the absence of the Post Commander, the Post Senior Vice Commander, or in their absence the Post Junior Vice Commander may function as a member of the Convention or meetings.
6. Delegates elected by Posts.

## **ARTICLE V** **CONVENTION**

**Section 501 - Annual Convention:** The District shall hold an annual District Convention for the purpose of electing District officers and for the transaction of business within its jurisdiction. Such a Convention to be held not less than ten (10) days nor more than seventy-five (75) days prior to the convening of the Department Convention.

## **ARTICLE VI** **REGULAR, SPECIAL MEETINGS, PURPOSE, ATTENDEES AND QUORUM**

**Section 601 - Regular Meetings:** In addition to the annual convention, the District shall conduct three (3) additional meetings, such meetings shall be held during the months of August, November and February of each year. Meeting location shall be rotated between the Posts and finalized at the convention. Approved meeting schedule shall be included in the District General Order No. 1.

**Section 602 - Purpose:** The purpose of said meetings is to coordinate the activities of the Posts within the jurisdiction of the District for promoting schools of instructions for Post officers and membership, discuss problems affecting the welfare of members and other matters as may be appropriate to the purpose of the VFW.

**Section 603 - Special Meetings:** The District Commander shall call a special meeting upon vote of a majority of the district members present *and voting* at a Convention or regular meeting; or upon receipt of a signed written requested of a majority of the Posts in the District; or the date upon which the District Commander determines that a special meeting may be necessary.

In the event a special meeting is called, the District Adjutant shall give notice, in writing, to Post Commanders of Posts within the District and District Officers of the time and place of any special meeting and of the business to be transacted, such notice to be given in such manner as to reasonably reach each Post Commander, District Officer and Department Commander at least forty-eight (48) hours in advance of the time set for the meeting.

No business shall be transacted at any special meeting except that for which the meeting was called.

**Section 604 - Attendees:** Any member, not a member of the District Convention, may attend said Convention, however, they shall have no voice in business discussions unless requested by the Commander, and shall have no voting privileges. Those on official business shall be recognized by the Commander for the conduct of business. Members may be allowed to participate in meetings via electronic attendance, provided the technology used allows all participating members to communicate with each other simultaneously.

**Section 605 - Quorum:** The minimum number of delegates required to constitute a quorum for the transaction of business at a regular meeting, special meeting or District Convention shall be not less than one (1) delegate each from fifty (50) percent of Posts in the District.

## **ARTICLE VII**

### **DISTRICT DUES, ADMISSION FEES AND ARREAGES**

**Section 701 - District Dues:** District dues shall be assessed to and payable by each Post based on the number of members in good standing as of the last day of the month preceding the District Convention. The amount of said dues will be set and approved annually along with the Annual District Budget.

**Section 702 - Arrearages, Deficiencies and Omissions:** Any Post in arrears for financial obligations to include fees, dues, poppy purchases, failing to hold a Post Quartermaster bond, failing to submit a properly completed Post Trustee Report of Audit, Post Election Report for the ensuing year, or other obligations shall be deprived of representation at the District Meetings and District Convention. Such representation shall be promptly restored upon correction of such discrepancy.

## **ARTICLE VIII**

### **DELEGATES and DELEGATE LETTER**

**Section 801 - Delegates:** Delegates and alternates to the District Convention and regular meetings shall be elected as prescribed in the National Bylaws and Manual of Procedure, Section 222 and outlined herein. Post delegates and alternates to the District Convention and regular meetings shall be elected at a regular meeting of the Post held *in April* with one delegate and one (1) alternate for each thirty (30) members or fraction thereof in good standing in the Post at the time of the election.

**Section 802 - Delegate Letter:** Immediately following the election of Post delegates the Post Commander shall prepare and forward a signed letter listing the names of elected Post delegates and alternates to the District Adjutant not later than thirty (30) days prior to the convening of the Convention. Said report shall be used to determine delegate strength for the Convention and meetings during the ensuing year. Delegates and alternates of each Post shall serve as delegates throughout the year provided they remain a member in good standing in their respective Post.

If the elected Post Delegate is an annual member, the letter must also include that member's dues expiration date.

## **ARTICLE IX**

### **VOTING**

**Section 901 - Vote:** Each member of a District Convention or District meeting are those persons defined in Section 402 herein, except delegates elected by the Posts, present at a District Convention or meeting shall be entitled to one vote, and an individual possessing more than one qualification for membership in the District Convention or meeting shall have no more than one vote.

**Section 902 - One Vote:** Prior to any voting, those individuals possessing more than one qualification for membership in the District Convention or meeting shall inform the Credentials Committee for which position they will be casting their vote.

**Section 903 - Delegate Votes:** The delegate or delegates of a Post present at a District Convention or meeting shall be entitled to vote the full delegate strength to which the Post is entitled. Should there be a division among the delegates representing the Post, each delegate present shall cast their pro rata share of the total voting strength of the Post. For the purpose of this section, a Post Commander shall be considered a delegate.

**Section 904 - Credentials Committee Responsibilities:** As the first item of business and prior to any voting at the Convention, the Credentials Committee shall review and present for approval by the Governing Body validation of Post delegate letters, membership statistics, and other necessary source documents to establish Post eligibility and the precise number of votes authorized to be cast.

The District Quartermaster shall verify the delegate strength of each Post based on *members in good standing as of March 31<sup>st</sup>*. Such data shall be used to determine delegate strength for meetings during the ensuing year.

**Section 905 – Deadlocked Election Results:** In the event of a tie election result, the Adjutant will determine the winner by toss of a coin.

## **ARTICLE X**

### **ELIGIBILITY to OFFICE and RESTRICTIONS**

**Section 1001 - Eligibility:** Any member in a Post in the District shall be eligible to any office in the District; provided, no member shall hold two (2) elected District offices at the same time, but may hold one (1) elected and one (1) or more appointed offices. District officers, elected or appointed, shall be eligible to hold office in a higher or lower body, and such offices may be held concurrently.

**Section 1002 - Restriction:**

- a) An officer or committee member whose membership is not in good standing by reason of failure to pay current dues by their membership anniversary date shall forfeit their eligibility to hold any office during the administrative year.
- b) District Commander shall be ineligible to simultaneously hold an elected Department office pursuant to the National Bylaws, Section 515.

## **ARTICLE XI**

### **DISTRICT OFFICERS**

**Section 1101 - Elected:** The elected officers of this District shall be the Commander, Senior Vice Commander, Junior Vice Commander, Quartermaster, Chaplain and three (3) Trustees.

**Section 1102 - Appointed:** The Commander shall at least appoint an Adjutant, Service Officer, and Inspector(s). The District Commander may appoint a Chief of Staff, Judge Advocate, Surgeon, and other officers as deemed appropriate to properly conduct the affairs of the District. The District Commander retains the authority to remove any appointed officer.

**Section 1103 - Proof of Eligibility:** District officers elected and appointed, shall submit proof of eligibility to the District Adjutant and shall not be installed or assume the duties of their office until such proof of eligibility has been submitted and properly reviewed. Such proof of eligibility shall be open to and reviewed by the District Commander, Adjutant and Quartermaster prior to installation to office.

**Section 1104 - Vacancy of Office:** In the event an elected or appointed officer fails to submit proof of eligibility within thirty (30) days of election or appointment, any right of the officer to hold office shall be forfeited and the office declared vacant.

## **ARTICLE XII**

### **NOMINATION, ELECTION, INSTALLATION, and TERM OF OFFICE**

**Section 1201 - Officers:** The District Officers shall be nominated, elected and installed at the Convention in the manner prescribed in the National Bylaws and Manual of Procedure, Section 417.

**Section 1202 - Nominations and Elections:** Initial nominations for District Officers will be held at the February regular meeting and remain open until properly closed at the Convention. Any nominee that is unable to attend the Convention shall have notified the District Adjutant in writing, their consent to accept nomination for a specific office. The District Adjutant will make available such letters prior to the opening of nominations at the Convention.

**Section 1203 - Installation:** The Installation of District Officers shall be conducted by a member in good standing who holds or has held an office equal to or higher than District Commander. The District Commander-elect shall select the Installing officer. District officers shall take their officers obligation before adjournment of the meeting at which elected.

**Section 1204 - Term of Office:** The District Commander and all officers shall take office upon confirmation of the election and installation of the Department Commander at the Department Convention District officers shall continue to hold their office for the period for which elected. Officers or committee members must remain a member in good standing. Failure to do so will deprive them of their right to hold office and the office shall be declared vacant.

### **ARTICLE XIII** **OFFICERS DUTIES AND OBLIGATIONS**

**Section 1301 - Duties and Obligations:** District Officers, elected and appointed, shall have such duties and obligations as prescribed in the National Manual of Procedure, Section 418.

**Section 1302 - Adjutant Duties:** The Adjutant in addition to those duties listed in the National Manual of Procedure, Section 418, shall send within fifteen (15) days a copy of the minutes for the District Convention and meetings to District Officers, Post Commanders and the District Webmaster.

### **ARTICLE XIV** **PAST OFFICERS**

**Section 1401 - Past Officers:** A Past Officer is one who has been elected and installed, appointed or succeeds to a vacancy in a District office and (1) has served to the end of their term; (2) died before the expiration of their term; (3) ceased to hold office by reason of a consolidation of units; or (4) resigned to enter active military service or, while in active military service, resigns office due to receipt of permanent change of station orders.

### **ARTICLE XV** **VACANCIES AND REMOVAL OF ELECTIVE OFFICERS**

**Section 1501 - Vacancies and Removal:** The District shall remove elected officers and fill vacancies in accordance with the National Bylaws and Manual of Procedure, Section 420.

### **ARTICLE XVI** **COMMITTEES**

**Section 1601 - Committees:** The following committees will be established with additional appointments as might be deemed necessary and appropriate by the District Commander:

- a) Bylaws/Resolutions Committee: Chaired by the Judge Advocate with additional members appointed by the District Commander.
- b) Credential Committee: Chaired by the District Adjutant with the Quartermaster and Judge Advocate as members of the committee.
- c) Budget Committee: Chaired by the Quartermaster with the Senior Vice Commander, Junior Vice Commander, (immediate) Past District Commander and Adjutant as members of the committee.

### **ARTICLE XVII** **POST REPORTS**

**Section 1701 - Post Reports:** Each Post in the District shall provide to the District Adjutant a copy of the following reports and amendments thereof:

- a) Post Delegate Letter
- b) Post Election Report
- c) Post General Order No. 1

**Section 1702 - Meeting Report:** Post Commanders shall render a verbal report at the District Convention and meetings. Such report shall relate membership statistics, significant events, and a quarterly summary of community activities. A written copy shall be provided to the Adjutant. If a Post is not attending the Convention or a meeting, then a written report may be submitted electronically to the Adjutant in advance of the event.

**Section 1703 - Community Service Report:** Post Commanders are responsible to ensure that monthly Community Service Reporting (CSR) is made via the Department Website.

## **ARTICLE XVIII** **RULES OF ORDER**

**Section 1801 - Rules of Order:** Rules of Order governing the conduct of business during meetings shall be in accordance with the provisions of the National Manual of Procedure, Sections 1001, 1003 and 1005.

**Section 1802 - Bylaws Committee:** The Bylaws committee will prepare handouts of the Rules of Order for conducting the Convention and regular meetings pursuant with the National Manual of Procedure, Section 1001 and Robert's Rules of Order as necessary. Said document will be reviewed annually by the Bylaws Committee, adopted by 2/3 majority vote at the Convention or regular meeting and posted on the District Website.

**Section 1803 - Committee Reports:** All committee reports will be typed and a copy of such report provided to the District Adjutant for incorporation into the minutes.

**Section 1804 - Robert's Rules of Order:** In all District procedures not provided by the Congressional Charter, National Bylaws and Manual of Procedures or these Bylaws, Robert's Rules of Order shall be the authority.

## **ARTICLE XIX** **MISCELLANEOUS**

**Section 1901 - Solicitation of Funds:** This District may solicit funds or contributions or otherwise engage in fundraising activities and projects by prior vote of the District Convention or at a regular meeting by agreeing to such solicitation, activity and projects and in accordance with the National Bylaws and Manual of Procedure, Section 414.

**Section 1902 - River Kwai Memorial:** District will commit the necessary funds to support and maintain the memorial plaque placed at the River Kwai Bridge in memory of the 668 US military men who were held as prisoners of war and forced to work on the "Death Railway".

**Section 1903 - Military Order of the Cootie:** The District recognizes the Military Order of the Cootie as a subsidiary unit of the VFW and as such the Grand of Pacific Areas Council of Administration Member for District V (Thailand, Cambodia and Australia) Cootie may present a report of Cootie activities at the Convention and regular meetings.

**Section 1904 - Administrative Communications:** All District officers elected and appointed are required to provide the District Adjutant with a valid means of contact (phone number and/or email address) immediately after Installation. Officers shall keep the Adjutant updated with any changes as may occur.

**Section 1905 - Electronic Communications:** Electronic communication, email or facsimile, is considered an official method of communications within the District. However, caution must be used to ensure there is no conflict with National Bylaws and Manual of Procedure which require written communication be delivered via registered or certified mail.

**Section 1906 - Bylaw Distribution:** Approved Bylaws shall be posted on the District website and any request for a hard copy should be directed to the District Adjutant.

**Section 1907 - Expenditure of Funds:** Expenditure of District funds not budgeted or over the approved budget require the approval of the governing body. To receive payment, bills must be submitted to the District Quartermaster within ninety (90) days. Any bill that is not submitted within the allotted time will not be honoured. Receipts for such expenses shall be provided to the District Quartermaster.

**ARTICLE XX**  
**APPROVAL, AMENDMENTS AND CONFLICT**

**Section 2001 - Approval:** These Bylaws or amendments thereto shall become effective immediately upon review by the Department Commander and the Commander-in-Chief of the VFW.

**Section 2002 - Amendments:** These Bylaws may only be amended or altered at the District Convention by a two-thirds (2/3) vote of the members present *and voting* at a meeting thereof; provided that such amendments have been forwarded through proper channels and written notice thereof, together with a copy of the proposed amendment(s) being given to the District Commander and Adjutant for proper notice to all Posts and District Officers at least forty five (45) days prior to the convening of the District Convention. All amendments shall be forwarded through channels and reviewed by the Department Commander and the Commander-in-Chief before becoming effective.

**Section 2003 - Conflict:** Wherever these Bylaws or subsequent amendments may be found to be in conflict with the present or any future Department or National Bylaws the latter shall prevail and be binding on this District as though written herein.

**These Bylaws were adopted, subject to the review of the Department Commander and the Commander-in-Chief of the Veterans of Foreign Wars of the United States on this, 20<sup>th</sup> day of April 2019, at the District Convention convened in Chiang Mai, Country of Thailand, District V Thailand, Cambodia and Australia, Department of Pacific Areas, Veterans of Foreign Wars of the United States.**



By Order of:

Delbert N. Marohl  
Commander  
District V

Official:

Michael H. Cooperman  
Adjutant  
District V



REVIEWED **MAY 14 2019**  
FOR THE COMMANDER-IN-CHIEF

KIM A. DE SHANO  
ASSISTANT ADJUTANT GENERAL  
BY DAVID E. PROHASKA, DIRECTOR  
ADMINISTRATIVE OPERATIONS