

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR CHANGE – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: III Section #(s): 3.01 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 3.01 Membership Corporation.*  
The Corporation is a membership corporation as prescribed by the Articles of Incorporation and the District of Columbia “Nonprofit Corporation Act of 2010.”

***Proposed: to remove reference to a particular year.***

*Section 3.01 Membership Corporation.*  
The Corporation is a membership corporation as prescribed by the Articles of Incorporation and the District of Columbia Nonprofit Corporation Act.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

The DC code is, from time to time, updated or revised. We are incorporated under that act regardless of what year it is written or revised. We should not make a reference to any one year.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage With the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 3/12/19

Name: Rick Talford

State/Chapter: Chapter 5 - WI

Email/Phone: nancyrekowski@hotmail.com

Article #: III Section #(s): 3.05 Other Article(s) Affected: P&P Section 7.I.C

**CURRENT LANGUAGE**

**Section 3.05 DUES:** The National Board of Directors shall determine dues for membership in the corporation.

**PROPOSED REVISIONS**

**Section 3.05 DUES:** The National Board of Directors shall determine dues for membership in the corporation. ***The "Anniversary" month (January) of each year shall be considered a membership drive month, with reduced fees for lifetime memberships. Members under the age of 59 shall be offered memberships at the rate of \$100.00. Those over the age of 60 shall be offered a membership at the rate of \$50.00.***

**REVISED BYLAW**

**Section 3.05 DUES:** The National Board of Directors shall determine dues for membership in the corporation. The "Anniversary" month (January) of each year shall be considered a membership drive month, with reduced fees for lifetime memberships. Members under the age of 59 shall be offered memberships at the rate of \$100.00. Those over the age of 60 shall be offered a membership at the rate of \$50.00.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

As a means to increase membership.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

The specific dollar amount of dues is not set in the bylaws, it is set in the policy. This addition would require a request to change the P&P.

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage With the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR CHANGE – BYLAWS

**(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)**

Date: 3/7/19

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: III Section #(s): 3.07 Other Article(s) Affected: P&P sec 5

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 3.07 Voting.*

- a. All elections shall be by ballot.
- b. There will be no proxy votes or voting agreements allowed in elections at any level.

*Section 3.07 Elections.*

- a. All elections shall be by ballot.
- b. There will be no ~~proxy votes or voting agreements~~ **absentee ballots** allowed in elections at any level.

***c. \* In the event of a tie vote, for any office at any level, a second vote will be taken. If after the second vote a tie remains, the office will be filled by name draw, in accordance with the National Policy and Procedure.***

(\* If adopted, details of the tie breaking process will be inserted into the policy, section 5, in the appropriate subsection)

***d. Election Committee members, including the chair, must resign their position on the Election Committee if they run for any position at any level.***

*Section 3.07 Elections.*

- a. All elections shall be by ballot.
- b. There will be no absentee ballots allowed in elections at any level.
- c. In the event of a tie vote, for any office at any level, a second vote will be taken. If after the second vote a tie remains, the office will be filled by name draw, in accordance with the National Policy and Procedure.
- d. Election Committee members, including the chair, must resign their position on the Election Committee if they run for any position at any level.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

The section title of 'voting' is not appropriate. "Elections" more specifically covers the content of this section. The word "Proxy" is defined as: "a person authorized to represent or act on behalf of another, especially in voting". It could be successfully argued that this statement disallows the use of an alternate delegate. It should be revised to clarify the actual intent of this statement, which is to say that we do not allow any forms of absentee voting. The situation with At-Large elections is not absentee voting, it is a process which uses mail in voting as the "polling place" due to logistics. Sub-section (c) is being added to clarify and add congruency to the voting process, throughout the organization, when a tie occurs in any election, and to take out any suggestion of impropriety in this situation. Adding subsection (d) speaks to possible ethical issues or perceived improprieties if a member remains on the Election Committee while running for a position. An election chair is only required at the national level. An election chair is optional at other levels of the organization, and it is acceptable for a state or chapter to assign someone to oversee the election, such as a VVA member or another uninvolved person. Where there is only one voting person who is self-nominating, there is no need for an election chair.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: IV Section #(s): 4.10 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 4.10 Electronic Meetings.* Members of the board of directors may participate in a meeting of the board by means of a telephone conference call or similar communications equipment. All persons participating in the meeting shall be able hear each other simultaneously. Participation in a meeting by such means shall constitute presence in person at the meeting.

*Section 4.10 Electronic Meetings.* Members of the board of directors may participate in a meeting of the board ~~by means of a telephone conference call or similar~~ **using electronic** communications equipment. All persons participating in the meeting ~~shall~~ **must** be able hear each other simultaneously. Participation in a meeting by such means shall constitute presence in person at the meeting.

*Section 4.10 Electronic Meetings.* Members of the board of directors may participate in a meeting of the board using electronic communications equipment. All persons participating in the meeting must be able hear each other simultaneously. Participation in a meeting by such means shall constitute presence in person at the meeting.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

We must update our language to refer to the kinds of communications systems which are available now. This language is from a time when a conference call was among the only means by which several people could communicate together without being in the same room. In recent years we have successfully held many types of meetings that include whole boards of directors, by use of online programs and software that is now available. This will allow for the use of any equipment that is or becomes available.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**



ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

**(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)**

Date: 2/21/19

Name: Bylaw Committee

State/Chapter: \_\_\_\_\_

Email/Phone: nancyrekowski@hotmail.com

Article #: V Section #(s): 5.01 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

|   |  |   |
|---|--|---|
| <p><i>Section 5.01 Officers and Duties.</i> The officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.</p> <p>a. The president of the Corporation shall serve as the chief executive officer and shall supervise the affairs of the Corporation. The president shall serve as an ex-officio member of all committees except disciplinary and elections.</p> <p>b. The treasurer shall have oversight of the funds and securities of the Corporation. Whenever required by the board of directors, she/he shall render a statement of accounts, and at reasonable times exhibit the books and accounts to any officer or director of the Corporation. The treasurer, if required by the board, shall be bonded at the expense of the Corporation. The records shall be kept on a fiscal year of March 1 to the last day of February.</p> | <p><i>Section 5.01 Officers and Duties.</i> The officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer. These officers shall perform the duties <del>prescribed by these bylaws and by the parliamentary authority</del> <b><i>in the Policy and Procedure Manual</i></b> adopted by the Corporation.</p> <p><b><i>Delete <u>a</u> and <u>b</u></i></b></p> | <p><i>Section 5.01 Officers and Duties.</i> The officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer. These officers shall perform the duties described in the Policy and Procedure Manual adopted by the Corporation.</p> |
|---|--|---|

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

The current language leads one to believe that the president and treasurer have only the few duties listed here, and it does not speak to the vice-president or secretary at all. There is a detailed list of all duties of all 4 officers in the Policy and Procedure manual, which is what the organization actually uses for our expectations of these officers. The bylaw language should reflect the actual source for the duties of the officers, and it should not list partial duties at all, as it might cause a conflict of what we are able to expect from them.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage With the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

**(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)**

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: V Section #(s): 5.05 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 5.05 Vacancies.* In the event of a vacancy of any officer other than the president, the remaining members of the board of directors shall elect, by majority vote, a successor member to serve the unexpired term.

*Section 5.05 Vacancies.* In the event of a vacancy ***in the office of president, the vice-president shall assume the position of president for the remainder of his or her unexpired term. In the event of a vacancy in any other officer other than the president,*** the remaining members of the board of directors shall elect, by majority vote, a successor ~~member~~ to serve ***the remainder of that officer's*** unexpired term.

*Section 5.05 Vacancies.* In the event of a vacancy in the office of president, the vice-president shall assume the position of president for the remainder of his or her unexpired term. In the event of a vacancy in any other office, the remaining members of the board of directors shall elect, by majority vote, a successor to serve the remainder of that officer's unexpired term.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

We have never really made clear what will happen in the event of a vacancy in the office of president. We have, in the past, relied on the fact that Robert's Rules would cover this, or that people would simply assume the ascension of the vice-president. We should make this clear in our own bylaws. Also, there could be confusion created by the current last sentence. This change clarifies the intent.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage With the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

**(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)**

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VI Section #(s): 6.02 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 6.02 **Special meetings.*** Only the board of directors may call a special meeting of the delegates of record. Notification of the meeting date, time and reason for the meeting will be given no less than sixty (60) days beforehand, by any means that assures notification.

Delete this section number.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

Special meetings of the board are covered under section 4.06 – Board of Directors. There is no scenario under which the board would be calling a special meeting of the delegates of record. That would require acquiring a venue, and costs for travel, ect. But if the occasion did arise, it is already spoken to.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VII Section #(s): 7.01 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

|   |   |   |
|---|---|---|
| <p><i>Section 7.01 Unincorporated State Associates.</i> The members within a state or legal U.S. territory will be considered an AVVA unincorporated state organization. Elected chapter representatives or presidents, and the at-large representative may elect a state representative. The state associates are governed by the Bylaws of the Corporation.</p> | <p><i>Section 7.01 Unincorporated State Associates.</i> The members within a state or legal U.S. territory will be considered an AVVA unincorporated state organization. Elected chapter representatives or presidents, and the at-large representative <b><i>or their appointed alternates,</i></b> may elect a state representative. The state associates are governed by the Bylaws of the Corporation. <b><i>The regional director shall oversee the state, or in absence of a regional director, the state shall be overseen by the National Board of Directors.</i></b></p> | <p><i>Section 7.01 Unincorporated State Associates.</i> The members within a state or legal U.S. territory will be considered an AVVA unincorporated state organization. Elected chapter representatives or presidents, and the at-large representative or their appointed alternates, may elect a state representative. The state associates are governed by the Bylaws of the Corporation. The regional director shall oversee the state, or in absence of a regional director, the state shall be overseen by the National Board of Directors.</p> |
|---|---|---|

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

We must address the possibility of the appointment of alternates at the state association level elections. Additionally, there is a statement under chapters regarding to whom they report. This issue should be addressed at all levels for the sake of clarity.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**



ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/19

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VII Section #(s): 7.02 Other Article(s) Affected: \_\_\_\_\_

| CURRENT LANGUAGE  | PROPOSED REVISIONS   | REVISED BYLAW   |
|---|--|---|
| <p><i>Section 7.02 Incorporated State Associations.</i> A state association may be established in all states or legal U.S. territories. Every state association is required to be incorporated as a nonprofit 501(c)(4) corporation. Each state association shall adopt its own rules and regulations in accordance with the Bylaws established by the Corporation. Incorporated states must meet annual financial requirements to retain their charter. Elected chapter representatives, presidents, and the at-large representative, or their appointed alternates, shall elect state officers.</p> | <p><i>Section 7.02 Incorporated State Associations.</i> A state association may be established in all states or legal U.S. territories. Every state association is required to be incorporated as a nonprofit 501(c)(3) corporation. Each state association shall adopt its own rules and regulations in accordance with the <b><i>bylaws</i></b> established by the Corporation. Incorporated states must meet annual financial requirements <b><i>as set forth in the Policy and Procedure Manual,</i></b> to retain their charter. <del>Elected chapter representatives, presidents, and the at-large representative, or their appointed alternates, shall elect state officers</del> <b><i>Election of state officers shall follow the edicts in the adopted State Bylaws and the National Policy and Procedure Manual. The regional director shall oversee the state, or in absence of a regional director, the state shall be overseen by the National Board of Directors.</i></b></p> | <p><i>Section 7.02 Incorporated State Associations.</i> A state association may be established in all states or legal U.S. territories. Every state association is required to be incorporated as a nonprofit 501(c)(3) corporation. Each state association shall adopt its own rules and regulations in accordance with the bylaws established by the Corporation. Incorporated states must meet annual financial requirements as set forth in the Policy and Procedure Manual, to retain their charter. Election of state officers shall follow the edicts in the adopted State Bylaws and the National Policy and Procedure Manual. The regional director shall oversee the state, or in absence of a regional director, the state shall be overseen by the National Board of Directors.</p> |

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

We now need to refer to 501 C3 incorporations rather than C4. Additionally, the deleted sentence contains a statement that excludes state officers. The state bylaws list the current officers as voting members of the association, as they have for several years. There is no need for the national Bylaws to render details of how a state election is held. The policy and procedure manual appropriately contains such details, as do the bylaws for incorporated states. Additionally, the bylaws should clarify where the annual financial requirement can be found. The bylaws already state who the chapters are overseen by, and therefore each level should be specified for clarity.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage With the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES WILL BE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VII Section #(s): 7.03 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

|  |   |   |
|--|---|---|
| <p><i>Section 7.03 At-Large Representative.</i> Each state with At-Large Members may elect a representative to speak for them. This election process will be conducted by ballot through the postal service. If only one candidate volunteers for this election, an exception to the Bylaws requiring ballots for all elections will be made. The election process will be considered complete, and the volunteer will be considered elected without a ballot.</p> | <p><i>Section 7.03 At-Large Representative.</i> Each state with At-Large Members may elect a representative to speak for them. This election process will be conducted by ballot through the postal service, <b><i>or through verifiable emails for those members who have furnished a valid email address to the national membership department.</i></b> If only one candidate volunteers for this election, an exception to the <b><i>bylaws</i></b> requiring ballots for all elections will be made. The election process will be considered complete, and the volunteer will be considered elected without a ballot. <b><i>The state shall oversee the at-large representative, or in absence of a state president or representative, the at-large representative shall be overseen by the regional director. In the absence of any officials at both the state and regional level, the at-large representative will be overseen by the National Board of Directors.</i></b></p> | <p><i>Section 7.03 At-Large Representative.</i> Each state with At-Large Members may elect a representative to speak for them. This election process will be conducted by ballot through the postal service, or through verifiable emails for those members who have furnished a valid email address to the national membership department. If only one candidate volunteers for this election, an exception to the bylaws requiring ballots for all elections will be made. The election process will be considered complete, and the volunteer will be considered elected without a ballot. The state shall oversee the at-large representative, or in absence of a state president or representative, the at-large representative shall be overseen by the regional director. In the absence of any officials at both the state and regional level, the at-large representative will be overseen by the National Board of Directors.</p> |
|--|---|---|

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

States do not always have a budget. The mailing of all steps of the at-large election process can become expensive, as stamps alone are about .50 cents each. If a state rep or president can put together an email list of as many as possible of their at-large members, then send out a preliminary email in order to verify those addresses, they should be able to use this as part of the process, and only send physical letters and documents out to those with no usable email address. The email itself would be created as a sample for the state reps and presidents to use because it would involve some special instructions, allowing for the ballots to be valid. But this can easily be provided on the website. We need to begin using 21<sup>st</sup> century communications, so that our processes can be more efficient. As in the other levels, clarification regarding organizational structure has been added.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:** NO:  YES:

**Recommend Passage with the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES WILL BE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VII Section #(s): 7.05 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

|  |   |  |
|--|---|--|
| <p><i>Section 7.05</i> <b>Establishment of Council of State Presidents/State Representatives.</b> The presidents of state associations, and state representatives of unincorporated states, may establish a council of state presidents and state representatives. The council may establish its own rules, regulations, and leadership, provided that such rules are in accordance with those of the Corporation.</p> | <p><i>Section 7.05</i> <b>Establishment of a State Leadership Council of State Presidents/State Representatives.</b> The presidents of state associations, and state representatives of unincorporated states, may establish a <b>State Leadership Council</b> council of state presidents and state representatives. The council may establish its own rules, regulations, and leadership, provided that such rules are in accordance with those of the Corporation.</p> | <p><i>Section 7.05</i> <b>Establishment of a State Leadership Council.</b> The presidents of state associations, and state representatives of unincorporated states, may establish a State Leadership Council. The council may establish its own rules, regulations, and leadership, provided that such rules are in accordance with those of the Corporation.</p> |
|--|---|--|

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

The use of the term “Council of State Presidents and State Representatives” is a long name, and was fashioned as a mirror to the term used by VVA at the time of its inception. This name is cumbersome, and It would serve us better if it were named in a manner that better reflects its purpose.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VIII Section #(s): 8.02 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 8.02 Unincorporated Chapter Associates.* The members associated with a VVA chapter and unincorporated will be considered an AVVA unincorporated chapter. The chapter associates are governed by the Bylaws of the Corporation and the bylaws of their respective incorporated state.

*Section 8.02 Unincorporated Chapter ~~Associates~~ Members.* The members associated with a VVA chapter, and unincorporated, will be considered an AVVA unincorporated chapter. ***The state shall oversee*** the chapter ~~associates are governed by the Bylaws of the Corporation and the bylaws of their respective incorporated state.~~ ***members; in the absence of a state president or representative, the chapter members shall be overseen by the regional director; in the absence of both state and regional officials, the chapter will be overseen by the National Board of Directors.***

*Section 8.02 Unincorporated Chapter Members.* The members associated with a VVA chapter, and unincorporated, will be considered an AVVA unincorporated chapter. The state shall oversee the chapter members; in the absence of a state president or representative, the chapter members shall be overseen by the regional director; in the absence of both state and regional officials, the chapter will be overseen by the National Board of Directors.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

The use of the word “associates” when referring to our membership is outdated and has been replaced in many other areas of our corporate documents already. There are two commas that need to be added, grammatically before and after the words “and unincorporated”. Clarification needs to be added regarding who oversees and assists the chapter members in the organizational structure.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**



ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

***(CHANGES ARE SHOWN IN BOLD-ITALIC TEXT)***

Date: 11/15/18

Name: BYLAWS COMMITTEE

State/Chapter: N/A

Email/Phone: nancyrekowski@hotmail.com

Article #: VIII Section #(s): 8.03 Other Article(s) Affected: \_\_\_\_\_

**CURRENT LANGUAGE**

**PROPOSED REVISIONS**

**REVISED BYLAW**

*Section 8.03 Incorporated Chapters.* An incorporated chapter may be established under national bylaws, once they have complied with the formation rules. Each such chapter is required to be incorporated as a nonprofit 501(c)(4) corporation. Each chapter shall adopt its own rules and regulations as long as they are in accordance with those of the Corporation. Incorporated chapters must meet annual financial requirements to retain their charter. Incorporated chapters report to incorporated states. If an incorporated chapter does not reside in an incorporated state, the chapter reports to the Corporation.

*Section 8.03 Incorporated Chapters.* An incorporated chapter may be established under national Bylaws, once they have complied with the formation rules. Each such chapter is required to be incorporated as a nonprofit 501(c)(3) corporation. Each chapter shall adopt its own rules and regulations as long as they are in accordance with those of the Corporation. Incorporated chapters must meet annual financial requirements ***as set forth in the Policy and Procedure Manual*** to retain their charter. Incorporated chapters report to ***their*** incorporated states. If an incorporated chapter does not reside in an incorporated state, the chapter ~~reports to the Corporation~~ ***is overseen by the regional director. If there is no regional director in place, the chapter is overseen by the National Board of Directors.***

*Section 8.03 Incorporated Chapters.*

An incorporated chapter may be established under national Bylaws, once they have complied with the formation rules. Each such chapter is required to be incorporated as a nonprofit 501(c)(3) corporation. Each chapter shall adopt its own rules and regulations as long as they are in accordance with those of the Corporation. Incorporated chapters must meet annual financial requirements as set forth in the Policy and Procedure Manual to retain their charter. Incorporated chapters report to their incorporated states. If an incorporated chapter does not reside in an incorporated state, the chapter reports to the Corporation is overseen by the regional director. If there is no regional director in place, the chapter is overseen by the National Board of Directors.

**JUSTIFICATION FOR CHANGE:** (To be filled in by submitting party).

1. The national organization is now a 501 C3, and therefore newly incorporated chapters must also be C3.
2. A regional director should be given the opportunity to resolve problems or provide leadership to the incorporated chapters in their region. The regional level of this organization should not be summarily rejected in the chain of command. The current statement in this article prompts the organizational chart, which skips over regional directors, in favor of the BOD level of the corporation, which is, in fact, a higher level (as a body) than the individual regional director.

**BYLAWS COMMITTEE USE ONLY:**

**COMMITTEE COMMENTS / RECOMMENDATIONS:**

**Recommend Passage as written:**

NO:

YES:

**Recommend Passage with the Following Amended Language:**