

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

BYLAWS

(A Nonprofit Corporation)

Article I Name

The name of the corporation is Associates of Vietnam Veterans of America, Inc., as prescribed by the Articles of Incorporation, hereinafter referred to as “the Corporation”.

Article II Purposes

The purposes of the Corporation are those stated in the Articles of Incorporation.

Article III Members

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.”

Section 3.02 Membership. The Corporation shall have two classes of members: Regular Members and Dual Members.

- a. Regular Members shall be entitled to vote, to hold office as a national officer, regional director, state officer, state representative, chapter officer or chapter representative, and to chair committees of the Corporation.
- b. Dual Members shall have no such rights.

Section 3.03 Eligibility for Membership. Regular membership shall be granted to any persons who are ineligible for membership in Vietnam Veterans of America, Inc. (VVA) and who wish to further the purposes of both VVA and the Corporation. Dual membership shall be limited to those who are eligible for membership in VVA.

Section 3.04 Admission. Persons shall be admitted for membership upon submitting an application and dues to the Corporation.

Section 3.05 Dues. The national board of directors shall determine dues for membership in the Corporation.

Section 3.06 Termination of Membership. Membership shall terminate in any of the following ways:

- a. Death;
- b. Voluntary resignation;
- c. By majority vote of the board of directors in compliance with the Corporation’s disciplinary code;

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- d. Failure to pay membership dues;
- e. Failure to conform to, and comply with the Bylaws and other rules of the Corporation.

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.

Article IV Board of Directors

Section 4.01 General. The board shall have full power and authority over the affairs of the Corporation between the annual meetings. The officers of the Corporation and the regional directors shall constitute the board of directors.

Section 4.02 Election of Directors. Each region of the Corporation may elect a director to represent them on the board of directors. The candidate must be a regular member in good standing, and actively participate in a state within the region they want to represent. Each regional director shall be elected by ballot at the national convention by the voting delegates, in the odd numbered years. Each director shall hold office for a term of two years. No director shall be eligible to serve more than five (5) consecutive terms in the same office.

Section 4.03 Election of Deputy Directors. Each region of the Corporation may elect a deputy regional director to represent them on the board of directors, in the absence of the regional director. The candidate must be a regular member in good standing, and actively participate in a state within the region they want to represent. Each deputy regional director shall be elected by ballot at the national convention by the voting delegates, in the odd numbered years. Each deputy regional director shall hold office for a term of two years. No deputy director shall be eligible to serve more than five (5) consecutive terms in the same office.

Section 4.04 Removal. Any director of the Corporation may be recommended for removal from office in compliance with the Corporation's Disciplinary Code.

Section 4.05 Vacancies. In the event of any vacancy of a regional director, the deputy regional director shall fulfill the remainder of the term of office until a regular election is held. If the vacancy occurs in a region where there is no deputy regional director in place, the board will appoint a replacement from the same region, with the majority approval of the state representatives and state presidents of that region.

Section 4.06 Meetings. Unless otherwise ordered by the board, meetings shall be held no less than two times a year as determined by the president. Special meetings may be called by the president. Special meetings shall be called upon written request of five members of the Board.

Section 4.07 Quorum. At all meetings of the board of directors, two-thirds of the number of directors shall constitute a quorum.

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Section 4.08 Notice. Notice of special meetings, specifying the subjects to be considered at such meeting, shall be given in writing, by first-class mail, or by e-mail, at least fourteen (14) days prior to the day of the meeting to all members of the board of directors.

Section 4.09 Non-voting VVA Special Advisor. After recommendation from the president of VVA, a separate and distinct corporation not to be confused with the Corporation, the board of directors shall seat a VVA special advisor to serve as a non-voting member to the Corporation board, entitled to be heard on each matter brought before the board.

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.

Article V Officers

Section 5.01 Officers and Duties. 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.

- 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.
- 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.

Section 5.02 Election of Officers. The officers of the Corporation shall be elected by ballot at the national convention by the voting delegates in the odd numbered years. Each officer elected must be a Regular Member of the Corporation in good standing.

Section 5.03 Term of Office and Office Holding Limitations. Each officer shall serve for a term of two years. The term of office begins at the adjournment of the meeting at which they are elected. No officer shall be eligible to serve more than five (5) consecutive terms in the same office. No member shall hold more than one national office at a time.

Section 5.04 Removal from Office. Any officer of the Corporation may be recommended for removal from office in compliance with the Corporation's disciplinary code.

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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.

Article VI Meetings

Section 6.01 Annual Meetings.

- a. National Convention: An annual meeting shall be held in the third quarter of the calendar year of odd numbered years at a time and location determined by the board, and shall be for the purpose of electing officers and directors, and for any other business that may come before the membership. A quorum for national meetings will be a majority of the delegates of record registered at the meeting.
- b. Leadership and Educational Conference: An annual meeting shall be held in the third quarter of the calendar year of even numbered years at a time and location determined by the board, and shall be for educational and training purposes.

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.

Article VII States

Section 7.01 Unincorporated State Associates. 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.

Section 7.02 Incorporated State Associations. 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.

Section 7.03 At-Large Representative. 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

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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 at-large representative, or their appointed alternate, has one vote at state level meetings and is a delegate of record to the national convention. The delegate and/or the appointed alternate to the national convention must be registered with the National Election Committee and be registered for the convention.

Section 7.04 Delegate of Record. Each state will be allowed one voting delegate to represent the state at the national meetings of the Corporation. The delegate for each state shall be the representative, president, or their appointed alternate. The delegate and/or appointed alternate to the national convention must be registered with the National Election Committee and be registered for the convention.

Section 7.05 Establishment of Council of State Presidents/State Representatives. 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.

Article VIII Chapters

Section 8.01 Establishment of Chapters. Any group of members, whether incorporated or not, will be considered a chapter. Unincorporated chapters must be associated with a VVA chapter. Incorporated chapters may be associated with a corresponding VVA chapter, or unassociated.

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 8.03 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 8.04 Delegate of Record. Each chapter will be allowed one voting delegate, elected to represent the chapter at the national convention of the Corporation and at state level meetings. The delegate for each chapter shall be the representative, president, or their appointed alternate. The alternate must be a member of the same chapter as the delegate who appoints

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them. The delegate, and/or alternate, to the national convention must be registered with the national election committee and be registered for the convention.

**Article IX
Parliamentary Authority**

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

**Article X
Amendment of Bylaws**

Written notification of proposed amendments to these Bylaws must be given to the Bylaws Committee one hundred twenty (120) days prior to the Corporation's national convention. The bylaws committee shall submit the amendments to the membership not less than ninety (90) days prior to the national convention. These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the delegates present and voting at the national convention.

APPENDIX A

The nine (9) regions of the Corporation, for purposes of representation on the national board of directors, shall be defined as follows:

REGION 1: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, and Connecticut.

REGION 2: New York, Pennsylvania, New Jersey, and Delaware.

REGION 3: West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Maryland, and the District of Columbia.

REGION 4: Georgia, Florida, Alabama, Mississippi, the Commonwealth of Puerto Rico, and the Territory of the Virgin Islands of the United States.

REGION 5: Michigan, Ohio, Indiana, and Illinois.

REGION 6: Minnesota, Iowa, Missouri, Kansas, Nebraska, South Dakota, North Dakota, and Wisconsin.

REGION 7: Arkansas, Louisiana, Texas, and Oklahoma.

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REGION 8: Montana, Wyoming, Idaho, Oregon, Washington, and Alaska.

REGION 9: Colorado, New Mexico, Arizona, California, Hawaii, Nevada, Utah, the United States Territory of Guam, and the Philippines.

Originally adopted by the board of directors on March 25, 1999

Last Amended August 10, 2017