

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: March 31, 2025

Name: Pat Furno

State/Chapter: Wisconsin State Representative

Email/Phone: cpapfavva@wi.rr.com 920-474-4017

Article #: III Section #(s): 3.02 c. Other Article(s) Affected: NO

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 3.02 **Membership.** The Corporation shall have three (3) classes of members: Regular Members, Incarcerated Members, and Dual Members.

- c. Dual Members shall have the right to vote and chair committees at the chapter level. They are eligible to server as voting members on state and national committees. They are ineligible to hold any elected office; they are ineligible to serve as an alternate delegate at the state or national level.

Section 3.02 **Membership.** The Corporation shall have three (3) classes of members: Regular Members, Incarcerated Members, and Dual Members.

- c. Dual Members shall have the right to vote and chair committees at the chapter level. They are eligible to serve as voting members on ~~state and national committees~~ **all levels of the organization.** They are ineligible to hold any elected office; they are ineligible to serve as an alternate delegate at the state or national level.

Section 3.02 **Membership.** The Corporation shall have three (3) classes of members: Regular Members, Incarcerated Members, and Dual Members.

- c. Dual Members shall have the right to vote and chair committees at the chapter level. They are eligible to serve as voting members on all levels of the organization. They are ineligible to hold any elected office; they are ineligible to serve as an alternate delegate at the state or national level.

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

There is no justifiable reason for Dual Members not being allowed to vote on all levels of the organization. If People are concerned that they will “take over AVVA” the fact that they cannot hold elected office should allay those fears. Additionally, there are not enough of these members to make any sort of difference to a vote on any level. AVVA was formed to help and support these veterans, and it is like a slap in the face that we urge them to join our organization and then not allow them to have a vote.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

Dual members cannot serve as delegates or alternates at State and National, therefore this amendment is contradictory as written and is not acceptable. The Bylaws Committee recommends a no vote on this amendment.

Recommend Passage as written: (“X” in appropriate box)

NO: ☒

YES: ☐

Recommend Passage with the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: III Section #(s): 3.03 Other Article(s) Affected: None

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

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 3.03 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~~ **members of** VVA.

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 members of VVA.

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

Language needed more clarity.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written.

Recommend Passage as written:

("X" in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: February 5, 2025

Name: Joanna Henshaw

State/Chapter: Nevada

Email/Phone: avvajoanna@gmail.com

Article #: III Section #(s): 3.03 Other Article(s) Affected: _____

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

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 3.03 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. **Incarcerated membership shall be granted to veterans who are ineligible for membership in VVA and who are detained in legal detention facilities.** Dual membership shall be limited to those who are eligible for membership in VVA.

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. Incarcerated membership shall be granted to veterans who are ineligible for membership in VVA and who are detained in legal detention facilities. Dual membership shall be limited to those who are eligible for membership in VVA.

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

Regular and Dual members are defined, but Incarcerated members are not. These members need to be defined so that there are no issues about who can join with that status. It is the opinion of many AVVA members that only persons who are veterans of other eras than Vietnam should be given the privilege of membership in AVVA while still in custody, particularly when there are dues reductions. People are incarcerated for a reason, and it should not necessarily be rewarded, however veterans who have served this country should, perhaps, be recognized in case it may have a positive effect on their future choices. There is no valid reason to reward just any incarcerated person with a membership with reduced dues in AVVA. Having been a veteran, however, may be justifiable.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

AVVA membership is open to everyone, therefore incarcerated membership should not be limited to just veterans. The Bylaws Committee recommends a no vote on this amendment.

Recommend Passage as written: ("X" in appropriate box)

NO: ☒

YES: ☐

Recommend Passage with the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: III Section #(s): 3.07.a.b,.d Other Article(s) Affected: None

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 3.07 Voting.</p> <p>a. All elections shall be by ballot and cast by persons present and entitled to vote. A majority vote declares the candidate elected. If there is an office where no candidate attains a majority vote, then that office remains unfilled, and balloting is repeated until a majority vote declares an elected candidate.</p> <p>b. If only one person is nominated for an office, a ballot vote is not required to be taken, and the chair declares that the nominee is elected by acclamation.</p> <p>c. There will be no absentee ballots permitted in elections at any level.</p> <p>d. Election Committee members do not have to resign their position on the Election Committee if they run for any national office. However, such Election Committee Members cannot be present in any location where ballots are held, collected, or counted.</p>	<p>Section 3.07 Voting.</p> <p>a. All <u>E</u>lections shall be by ballot and cast by persons present and entitled to vote. A majority vote declares the candidate elected. If there is an office where no candidate attains a majority vote, then that office remains unfilled, and balloting is repeated until a majority vote declares an elected candidate.</p> <p>b. If only one person is nominated for an office <u>at the state or chapter level</u>, a ballot vote is not required to be taken, and the <u>election</u> chair declares that the nominee is elected by acclamation.</p> <p>c. There will be no absentee ballots permitted in elections at any level.</p> <p>d. <u>Members of the</u> Election Committee members do not have to resign their <u>respective</u> committee positions if they run for any national office. However, such Election Committee Members cannot be present in any location where ballots are held, collected, or counted.</p>	<p>Section 3.07 Voting.</p> <p>a. Elections shall be by ballot and cast by persons present and entitled to vote. A majority vote declares the candidate elected. If there is an office where no candidate attains a majority vote, then that office remains unfilled, and balloting is repeated until a majority vote declares an elected candidate.</p> <p>b. If only one person is nominated for an office at the state or chapter level, a ballot vote is not required to be taken, and the election chair declares that the nominee is elected by acclamation.</p> <p>c. There will be no absentee ballots permitted in elections at any level.</p> <p>d. Members of the Election Committee do not have to resign their respective committee positions if they run for any office. However, such Election Committee members cannot be present in any location where ballots are held, collected, or counted.</p>

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

3.07.b is changed to clarify that election by acclamation is valid only at the state and chapter levels. Other changes include language upgrades in subsections 3.07.a & 3.07.d. Subsection 3.07.d was also changed to expand Election Committee exemptions from running for a national office to running for an office at any level.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: (“X” in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: 3/31/23

Name: Pat Furno

State/Chapter: Wisconsin State Representative

Email/Phone: cpapfavva@wi.rr.com 920-474-4017

Article #: III Section #(s): 3.07 c. Other Article(s) Affected:

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 3.07 Voting</p> <p>c. There will be no absentee ballots permitted in elections at any level.</p>	<p>Section 3.07 Voting</p> <p>c. There will be no absentee ballots permitted in elections at any level. <u>Proxy voting will be allowed to ensure adequate state and chapter representation.</u></p>	<p>Section 3.07 Voting</p> <p>c. Proxy voting will be allowed on state and national elections to ensure adequate state and chapter representation.</p>

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

Proxy votes allow all members to have a say in what happens in the organization. If they are unable to attend a state or national meeting where election and Bylaw changes are taking place. The elected delegates should be allowed to appoint an alternate delegate that may not be a member of their own chapter, but resides in the same state. The alternate delegate should cast votes as directed by the chapter members that they are representing. (Whenever possible. Making this change should increase representation of chapters at National Conventions thereby giving their membership greater say in the policies and direction of the organization.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

Bylaws Committee does not support – additional verbiage superfluous

RONR (12th ed.) 45:70 Proxy Voting – A proxy voting is not permitted in ordinary deliberative assemblies unless the laws of the state in which the society is incorporated require it, or the charter or bylaws of the organization provide for it. Ordinarily it should neither be allowed nor required, because proxy voting is incompatible with the essential characteristics of a deliberative assemble in which membership is individual, personal, and nontransferable.

Recommend Passage as written:

(“X” in appropriate box)

NO: ☒

YES: ☐

Recommend Passage with the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: February 5, 2025

Name: Joanna Henshaw

State/Chapter: Nevada

Email/Phone: avvajoanna@gmail.com

Article #: III Section #(s): 3.07 a - e Other Article(s) Affected: _____

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 3.07 Voting.</p> <p>a. All elections shall be by ballot, and cast by persons present and entitled to vote. A majority vote declares the candidate elected. If there is an office where no candidate attains a majority vote, then that office remains unfilled, and balloting is repeated until a majority vote declares an elected candidate.</p> <p>b. If only one person is nominated for an office, a ballot vote is not required to be taken, and the chair declares that the nominee is elected by acclamation.</p> <p>c. There will be no absentee ballots permitted in elections at any level.</p> <p>d. Election Committee members do not have to resign their position on the Election Committee if they run for any national office. However, such Election Committee members cannot be present in any location where ballots are held, collected, or counted.</p>	<p>Section 3.07 Voting.</p> <p>a. All elections shall be by ballot, and cast by persons present and entitled to vote. A majority vote <u>of those eligible, registered, and present</u> declares the candidate elected. If there is an office where no candidate attains a majority vote, then that office remains unfilled, and balloting is repeated until a majority vote declares an elected candidate.</p> <p>b. If only one person is nominated for an <u>qualified candidate has submitted a Candidate Registration and Biography for any individual</u> office, a ballot vote is not required to be taken, and the <u>election</u> chair <u>will</u> declares that the nominee <u>candidate</u> is elected by acclamation.</p> <p>c. There will be no absentee <u>or proxy</u> ballots permitted in elections at any level, <u>nor will any representative of one chapter vote on behalf of another chapter, or one state vote on behalf of another state.</u></p> <p>d. <u>In the event of a tie vote a second, and if necessary, a third vote will</u></p>	<p>Section 3.07 Voting.</p> <p>a. All elections shall be by ballot, cast by persons present and entitled to vote. A majority vote of those eligible, registered, and present declares the candidate elected.</p> <p>b. If only one qualified candidate has submitted a Candidate Registration and Biography for any individual office, a ballot vote is not required, and the election chair will declare the candidate elected by acclamation.</p> <p>c. There will be no absentee or proxy ballots permitted in elections at any level, nor will any representative of one chapter vote on behalf of another chapter, or one state vote on behalf of another state.</p> <p>d. In the event of a tie vote a second, and if necessary, a third vote will be taken. If after a third vote a tie remains, the office will be filled in accordance with A) the bylaws</p>

be taken. If after a third vote a tie remains, the office will be filled in accordance with A) the bylaws of the incorporated chapter or state or B) the elections policy of the national organization in that order.

- e. Election Committee members do not have to resign their position on the Election Committee if they run for any national office. However, such Election Committee members cannot be present in any location where ballots are held, collected, or counted, **and must recuse themselves from participation in the process for the election in which they, themselves, are running.**

of the incorporated chapter or state or B) the elections policy of the national organization in the order.

- e. Election Committee members do not have to resign their position on the Election Committee if they run for any national office. However, such Election Committee members cannot be present in any location where ballots are held, collected, or counted, and must recuse themselves from participation in the process for the election in which they, themselves, are running.

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

3.07a: The current language is confusing and is in conflict with itself. It also implies behaviors which are, in fact, not legal. You cannot reasonably expect to be able to hold people in a place and force them to stay there until they change their votes. You also cannot hold a position vacant and re-ballot repeatedly for it at the same time. In this portion of the section, you need only say that you will have to use ballots and that you will have to have a majority to declare a winner.

3.07b: First, we do not have nominees; the ***candidates*** choose to run. The use of the word “nominee” is incorrect. It should state that a ***qualified candidate*** is the person to whom we refer here. The language has been simplified a bit to be very clear what happens when there is only one interested person.

3.07c: Language has been added to exclude proxy voting as well as absentee voting. They are two distinctly different kinds of voting, and neither should be allowed if absentee is not going to be allowed. Also, people from other chapters or other states should not be allowed to vote for a state or chapter that they do not belong to. It should be up to a chapter or state to participate enough to be able to represent themselves.

3.07d: this language is added to clarify what happens if there is ever a tie vote for an individual office at any level. The reason that it refers back to state bylaws and the policy is that these documents can be re-worded if it is needed to clarify or update the process **when** it is needed, without waiting two years and experiencing problems in the election year. In addition, these documents are the more appropriate ones for this process. It allows the varies levels to use a reasonable process that works for their level and circumstances.

3.07e: re-numbered due to adding ‘d’, and a statement added to show that when an election committee member is running for an office there will be not even the ***appearance*** of impropriety, which is every bit as important as actual impropriety.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

- a. Added words **eligible, registered, and present** (okay but, superfluous – Bylaws Committee suggest no change no need to add words)
- Removal of words “if there is an office where no candidate attains a majority vote, then that office remains unfilled, and balloting is repeated until a majority vote declares an elected candidate.” **Bylaws Committee suggests do not remove words no change-complies with RRO 46:32 how to handle a tie. RONR (12th ed.) 46:32 If any office remains unfilled after the first ballot, the balloting is repeated for that office as many times as necessary to obtain the majority vote for a single candidate. When repeated balloting for an office is necessary, individuals are never removed from candidacy on the next ballot unless they voluntarily withdraw, which they are not obligated to do so.**
- b. Removal of the word “nominee” - **Bylaws committee does not support – a member can self-nominate, therefore the word “nominee is not incorrect.” The submission and validation process are defined in the elections policies for the organization and need not be so defined in the bylaws.**
- c. There will be no absentee or proxy ballots permitted in elections at any level, nor will any representative of one chapter vote on behalf of another chapter, or one state vote on behalf of another state.- **Bylaws committee does not support-additional verbiage superfluous**
- d. Adding the words in the event of a tie a second, and if necessary , a third vote will be taken. If after a third vote a tie remains, the office will be filled in accordance with A) the bylaws of the incorporated chapter or state B) the elections policy of the national organization in that order **Bylaws does not support - does not comply with RONR (12th ed.) 46:32 – see above.**
- e. Adding words – and must recuse themselves from participation in the process for the election in which they, themselves are running. **Bylaws Committee does not support – in recusing themselves from participating in the election process, they would effectively be denied their right to vote - RONR (12th ed.) 46:12 Members of the nominating committee are not barred from becoming nominees for office themselves. To make such a requirement would mean, first, that service on the nominating committee carried a penalty by depriving its members of one of their privileges; and second, that appointment or election to nominating committee could be used to prevent a member from becoming a nominee.**

Recommend Passage as written:

(“X” in appropriate box) NO: ☒

YES: ☐

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: IV Section #(s): 4.04 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

SECTION 4.04 Term of Office and Office Holding Limitations.

Each regional director and deputy regional director shall hold office for a term of two years. Should there be an unavoidable event that by itself forces an election to be postponed, the current directors and deputies shall remain in office until their successors are elected. The term of office begins at the adjournment of the meeting at which they are elected. No regional director or deputy regional director 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 4.04 Term of Office and Office Holding Limitations.

Each regional director and deputy regional director shall hold office for a term of two years. Should there be an unavoidable event that by itself forces an election to be postponed, the current directors and deputies shall remain in office until their successors are elected. The term of office begins at the adjournment of the meeting at which they are elected. ~~No regional director or deputy regional director 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 4.04 Term of Office.

Each regional director and deputy regional director shall hold office for a term of two years. Should there be an unavoidable event that by itself forces an election to be postponed, the current directors and deputies shall remain in office until their successors are elected. The term of office begins at the adjournment of the meeting at which they are elected. No member shall hold more than one national office at a time.

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

The current needs of the business make term limits impractical.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written.

Recommend Passage as written:

(“X” in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: IV Section #(s): 4.05 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 4.05 Removal.

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

Section 4.05 Removal.

Any regional director, **or deputy regional director,** of the Corporation may be recommended for removal from office in compliance with the Corporation's Disciplinary Code.

Section 4.05 Removal.

Any regional director, or deputy regional director, of the Corporation may be recommended for removal from office in compliance with the Corporation's Disciplinary Code.

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

As with regional director, deputy regional director is an elected office. As such, removing an individual from the office must follow the same procedure that is used to remove a regional director. Adding 'deputy regional director' ensures that such process is followed.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: IV Section #(s): 4.06 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 4.06 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 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~~ ***may*** appoint a replacement from the same region, with the majority approval of the state representatives and state presidents of that region.

Section 4.06 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 may appoint a replacement from the same region, with the majority approval of the state representatives and state presidents of that region.

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

Finding a qualified replacement within a specific region is not always possible. In such cases, it may be more practical to leave the office vacant rather than to appoint an unqualified individual.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written.

Recommend Passage as written: (“X” in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: February 5, 2025

Name: Joanna Henshaw

State/Chapter: Nevada

Email/Phone: avvajoanna@gmail.com

Article #: IV Section #(s): 4.06 Other Article(s) Affected: _____

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

<p><i>Section 4.06 Vacancies.</i></p> <p>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.</p>	<p><i>Section 4.06 Vacancies.</i></p> <p>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 <u>the delegates from that region seated at the previous convention shall hold an election to fill the position for the remainder of the current term</u></p>	<p><i>Section 4.06 Vacancies.</i></p> <p>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 delegates from that region seated at the previous convention shall hold an election to fill the position for the remainder of the current term</p>
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JUSTIFICATION FOR CHANGE: (To be filled in by submitting party).

Replacing a regional director, which is an elected position, should be done by the delegates who were involved in the original election, even when it is just to fill the remainder of a current term. This can easily be done by online meeting, email voting or other simple method. These are the people who are normally charged with this selection, and it should not be left up to the national board, none of whom have any real stake in the matter. It would not be difficult and does not need to create delays or problems. A short addition to section 5 of the policy can define the process. This would be less likely to leave a region unrepresented for long periods of time.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

This will add another level of complexity to the procedure, therefore the Bylaws committee recommends a no vote on this amendment.

Recommend Passage as written: ("X" in appropriate box) NO: ☒ YES: ☐

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: IV Section #(s): 4.07 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 4.07 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.

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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 at the discretion of the president. Special meetings shall also be called by written request of five members of the board.

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

Revised language necessary to establish that the president may call a meeting at their discretion.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: February 5, 2025

Name: Joanna Henshaw

State/Chapter: Nevada

Email/Phone: avvajoanna@gmail.com

Article #: IV Section #(s): 4.09 Other Article(s) Affected:

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 4.09 Notice.</p> <p>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.</p>	<p>Section 4.09 Notice.</p> <p>Notice of special meetings, specifying the subjects to be considered at such meeting, shall be given in writing, by first-class mail, <u>phone call</u>, or by e-mail <u>to all members of the board of directors</u>, at least fourteen (14) days <u>as far in advance of</u> prior to the day of the meeting <u>as may be possible</u>, to all members of the board of directors</p>	<p>Section 4.09 Notice.</p> <p>Notice of special meetings, specifying the subjects to be considered at such meeting, shall be given in writing, by first-class mail, phone call, or by e-mail to all members of the board of directors, as far in advance of the day of the meeting as may be possible.</p>

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

It is entirely possible that a problem may arise which would require a solution in a shorter time than two weeks+. If something needs a resolution ASAP, then special meetings should be allowed in as short a time as reality requires. It is not difficult in these times to contact the members of the board and get an online meeting set up. This will improve the efficiency of the national board. It still allows for a longer timeframe for planning if wanted.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: February 5, 2025

Name: Joanna Henshaw

State/Chapter: Nevada

Email/Phone: avvajoanna@gmail.com

Article #: IV Section #(s): 4.11 Other Article(s) Affected: _____

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 4.11 Electronic Meetings.

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

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Section 4.11 Electronic Meetings.

Members of the board of directors may participate in meetings of the board using electronic communications equipment. All persons participating in the meeting must be able to hear each other simultaneously. Participation in a meeting by such means shall constitute presence in person at the meeting. Where a quorum exists, such meetings shall be considered official, and minutes shall be recorded unless the meeting is specifically declared unofficial at the onset.

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

This clarifies that when electronic meetings include a valid quorum they are also official meetings (unless purposely declared otherwise) and can be properly recorded for the membership's ability to know what business has been discussed, and what decisions have been made. A reason to declare a meeting as unofficial could be such things as convention planning, or similar subjects which do not include decisions or information needed by the members.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The added words are substantiated in Roberts Rules of Order, therefore the Bylaws Committee recommends this amendment as written.

Recommend Passage as written: ("X" in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: V Section #(s): 5.03 Other Article(s) Affected: N/A

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 5.03 Term of Office and Office Holding Limitations.</p> <p>Each officer shall serve for a term of two (2) years. Should there be an unavoidable event that by itself forces an election to be postponed, the current officers shall remain in office until their successors are elected. 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.</p>	<p>Section 5.03 Term of Office and Office Holding Limitations.</p> <p>Each officer shall serve for a term of two (2) years. Should there be an unavoidable event that by itself forces an election to be postponed, the current officers shall remain in office until their successors are elected. 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.</p>	<p>Section 5.03 Term of Office.</p> <p>Each officer shall serve for a term of two (2) years. Should there be an unavoidable event that by itself forces an election to be postponed, the current officers shall remain in office until their successors are elected. The term of office begins at the adjournment of the meeting at which they are elected. No member shall hold more than one national office at a time.</p>

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

The current needs of the business make term limits impractical.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: February 5, 2025

Name: Joanna Henshaw

State/Chapter: Nevada

Email/Phone: avvajoanna@gmail.com

Article #: VI Section #(s): 6.01 a.-b. Other Article(s) Affected:

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 6.01 Annual Meetings and National Events</p> <p>a. National Convention: A national convention will be held 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 of national significance that may come before the membership. A quorum for the business session of national conventions will be a majority of the delegates of record registered at and attending the convention.</p> <p>b. Annual Membership Meetings shall be held each year, in conjunction with the AVVA convention or the VVA Leadership an Education Conference</p>	<p>Section 6.01 Annual Meetings and National Events</p> <p>a. National Convention: A national convention will be held <u>every two years</u> 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 of national significance that may come before the membership. A quorum for the business session of national conventions will be a majority <u>three-fourths</u> of the <u>whole number of</u> delegates of record <u>present at the convention venue and</u> registered <u>to vote.</u> at and attending the convention.</p> <p>b. Annual Membership Meetings shall be held each year, in conjunction with the AVVA convention or the VVA Leadership an Education Conference <u>at a time and place determined by the AVVA National Board of Directors</u></p>	<p>Section 6.01 Annual Meetings and National Events</p> <p>a. National Convention: A national convention will be held every two 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 of national significance that may come before the membership. A quorum for the business session of national conventions will be three-fourths of the whole number of delegates of record present at the convention venue and registered to vote.</p> <p>b. Annual Membership Meetings shall be held each year, in conjunction with the AVVA convention or at a time and place determined by the AVVA National Board of Directors.</p>

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

6.01a: Current language refers to the quorum as “a majority” which is only 51% of all voters. This is not in line with the bylaws requirement that it takes 2/3 of the voters to amend the bylaws at all. “The voters” would be defined as all those in the building who are registered as delegates. Therefore, you must have at least a 3/4 majority of those registered and present at the convention venue to hold the convention at all, and for a decent chance at a 2/3 vote for or against any amendment.

Consider the possibility of having 100 people who came and registered to vote, but only 51 show up on the convention floor to participate. Then with current language it would only take 34 votes to change a bylaw. 34 is not even half of those who attended, and the reality is that 100 people is not a good representation of the membership as it is. The very least we can do is require that the same 3/4 of those who attended must actually participate. When the membership sends their representatives to a convention, they should be able to expect that they will participate in all the important activities. In truth, everyone who has shown up and registers to vote should be mandated to attend the convention and election, barring valid illness or emergency.

6.01b: Changing this language sets us up for a future in which we are unlikely to continue holding Leadership Conferences. Annual meetings are required by our incorporation, therefore we need to be free to hold them when needed, even if there is no other event to tie them to.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

- a. Bylaws Committee recommends passage with the following change: Keep the words “every two (2) years - majority at and attending the convention.

Strike the proposed text changes “three-fourths of the whole number of delegates of record present at the convention venue and registered to vote.”

Existing text complies with RONR (12th ed.) 1:7 When a decision is to be based on more than a majority, the requirement most commonly specified is a *two-thirds vote*—that is, the expressed approval of at least two thirds of those present and voting. Under certain circumstances, whatever the vote required, there may be an additional requirement of previous notice, which means that notice of the proposed to be brought up—at least briefly describing its substance—must be announced at the preceding meeting or must be included in the “call” of the meeting at which it is to be considered (see also 10:44-51). The call of a meeting is a written notice of its time and place that is sent to all members of the organization a reasonable time in advance. Other bases for decision which find use in certain cases are defined in 44, such as majority of the entire membership—that is, more than half of all the members.

- b. Bylaws Committee accepts the word change – at a time and place determined by the AVVA National Board of Directors.

Recommend Passage as written: (“X” in appropriate box) NO: ☐ YES: ☒ If change accepted

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: VII Section #(s): 7.01 Other Article(s) Affected: _____

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

Changes language to reflect the present tense rather than future tense.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: VII Section #(s): 7.03 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 7.03 At-Large Representative.	Section 7.03 At-Large Representative.	Section 7.03 At-Large Representative.
<p>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. he 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. 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.</p>	<p>Each state with At-Large Members may elect a representative to speak for them. This election process will be is conducted by ballot through the postal service, or through verifiable emails the Internet 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 process will be is complete, and the volunteer will be considered elected without a ballot by acclamation . 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 is overseen by the National Board of Directors. 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.</p>	<p>Each state with At-Large Members may elect a representative to speak for them. This election process is conducted through the postal service, or through the Internet for those members who have furnished a valid email address to the national membership department. If only one candidate volunteers, the process is complete, and the volunteer will be considered elected by acclamation. 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 is overseen by the National Board of Directors. 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.</p>

Revised April 2025

F-BYL- 03.01

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

Language revised for clarity.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written.

Recommend Passage as written: ("X" in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: VII Section #(s): 7.04 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

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 7.04 Delegate of Record.

Each state ~~will be~~ **is** allowed one voting delegate to represent the state at the national meetings of the Corporation. The delegate for each state shall be the **elected** 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 7.04 Delegate of Record.

Each state is allowed one voting delegate to represent the state at the national meetings of the Corporation. The delegate for each state shall be the elected 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.

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

Language revised for clarity.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: (“X” in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: VIII Section #(s): 8.01 Other Article(s) Affected: N/A

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
<p>Section 8.01 Establishment of Chapters.</p> <p>Any group of members, whether incorporated or not, will be considered a chapter. Unincorporated chapters must be associated with a VVA chapter</p>	<p>Section 8.01 Establishment of Chapters.</p> <p>Any group of members, whether incorporated or not, will be <i>is</i> considered a chapter. Unincorporated chapters must be associated with a VVA chapter</p>	<p>Section 8.01 Establishment of Chapters.</p> <p>Any group of members, whether incorporated or not, is considered a chapter. Unincorporated chapters must be associated with a VVA chapter</p>

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

Changes language to reflect the present tense rather than future tense.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: VIII Section 8.02 Other Article(s) N/A
#(s): 8.02 Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

Section 8.02 Unincorporated Chapters.

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.

Section 8.02 Unincorporated Chapters.

The members associated with a VVA chapter, and unincorporated, ~~will be~~ **are** considered **to be** 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~~ **is** overseen by the National Board of Directors.

Section 8.02 Unincorporated Chapters.

The members associated with a VVA chapter, and unincorporated, are considered to be 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 is overseen by the National Board of Directors.

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

Changes language to reflect the present tense rather than future tense.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: January 10, 2025

Name: Bylaws Committee

State/Chapter: N/A

Email/Phone: Icejean51@twc.com/ (502) 2667-8095

Article #: VIII Section #(s): 8.04 Other Article(s) Affected: N/A

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

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 them. The delegate, and/or alternate, to the national convention must be registered with the National Elections Committee and be registered for the convention.

Section 8.04 Delegate of Record.

Each chapter ~~will be~~ is 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 them. The delegate, and/or alternate, to the national convention must be registered with the National Elections Committee and be registered for the convention.

Section 8.04 Delegate of Record.

Each chapter is 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 them. The delegate, and/or alternate, to the national convention must be registered with the National Elections Committee and be registered for the convention.

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

Changes language to reflect present tense rather than future.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends this amendment as written

Recommend Passage as written: ("X" in appropriate box)

NO: ☐

YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: 3/31/23

Name: Pat Furno

State/Chapter: Wisconsin State Representative

Email/Phone: cpapfavva@wi.rr.com 920-474-4017

Article #: VIII Section #(s): 8.04 Other Article(s) Affected: _____

CURRENT LANGUAGE

PROPOSED REVISIONS

REVISED BYLAW

<p>Section 8.04 Delegate of Record.</p> <p>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 them. The delegate, and/or alternate, to the national convention must be registered with the National Elections Committee and be registered for the convention.</p>	<p>Section 8.04 Delegate of Record.</p> <p>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 <u>state</u> as the delegate who appoints them. The delegate, and/or alternate, to the national convention must be registered with the National Elections Committee and be registered for the convention.</p>	<p>Section 8.04 Delegate of Record.</p> <p>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 state as the delegate who appoints them. The delegate, and/or alternate, to the national convention must be registered with the National Elections Committee and be registered for the convention.</p>
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JUSTIFICATION FOR CHANGE: (To be filled in by submitting party).

Proxy votes allow all members to have a say in what happens in the organization. If they are unable to attend a state or national meeting where election and Bylaw changes are taking place. The elected delegates should be allowed to appoint an alternate delegate that may not be a member of their own chapter, but resides in the same state. The alternate delegate should cast votes as directed by the chapter members that they are representing. (Whenever possible. Making this change should increase representation of chapters at National Conventions thereby giving their membership greater say in the policies and direction of the organization.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee does not approve this amendment as written. Cannot use proxies—the member who is voting must be from the same chapter as their vote is non-transferable.

RONR (12th ed.) 45:2 One Person, One Vote. It is a fundamental principle of parliamentary law that each person who is a member of a deliberative assembly is entitled to one—and only one—vote. This is true even if a person is elected or appointed to more than one position, each of which would entitle the holder to a vote. For example, in a convention, a person selected as delegate by more than one constituent body may cast only one vote. An individual member's right to vote may not be transferred to another person (for example by the use to proxies).

Recommend Passage as written: ("X" in appropriate box) NO: ☒ YES: ☐

Recommend Passage with the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

Date: March 19, 2025

Name: Exec Bd/Bylaws Committee

State/Chapter:

Email/Phone: bcmiller79@gmail.com

Article #: XI (New) Section #(s): _____ Other Article(s) Affected: N/A

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
NONE (NEW)	<p>ARTICLE XI – DISSOLUTION</p> <p><u><i>The AVVA at the local, state, or national levels shall comply with the Dissolution Articles of Cooperation as outlined in the Code of District of Columbia Title 29 Chapter 3. Irrespective if the dissolution is requested on a volunteer or judicial basis a Special Meeting will be called after a dissolution plan has been developed and communicated to all members.</i></u></p> <p><u><i>Upon dissolution, and after the Corporation's remaining assets and all indebtedness have been paid, any remainder items shall be distributed to a §501(c)3 organization as proposed in the dissolution plan and approved by a majority vote of the membership present and voting.</i></u></p> <p><u><i>Upon the dissolution of the corporation, all liabilities of the corporation shall first be paid of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall, determine, which are organized and operated exclusively for such purpose.</i></u></p>	<p>ARTICLE XI – DISSOLUTION</p> <p>The AVVA at the local, state, or national levels shall comply with the Dissolution Articles of Cooperation as outlined in the Code of District of Columbia Title 29 Chapter 3. Irrespective if the dissolution is requested on a volunteer or judicial basis a Special Meeting will be called after a dissolution plan has been developed and communicated to all members.</p> <p>Upon dissolution, and after the Corporation's remaining assets and all indebtedness have been paid, any remainder items shall be distributed to a §501(c)3 organization as proposed in the dissolution plan and approved by a majority vote of the membership present and voting.</p> <p>Upon the dissolution of the corporation, all liabilities of the corporation shall first be paid of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said Court shall, determine, which are organized and operated exclusively for such purpose.</p>

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

A dissolution directive should be in place for every non-profit organization

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee recommends the passage of this amendment as written.

Recommend Passage as written: (“X” in appropriate box) NO: ☐ YES: ☒

Recommend Passage With the Following Changes in Language:

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

REQUEST FOR AMENDMENT – BYLAWS

(See instructions – page One)

Date: 5-13-2024

Name: Linda Yates

State/Chapter: TN 1004

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Article #: IX (NEW) Section #(s): Other Article(s) Affected:

CURRENT LANGUAGE	PROPOSED REVISIONS	REVISED BYLAW
NONE (NEW)	<p><u>ARTICLE XI – DISSOLUTION</u></p> <p><u>The Corporation shall comply with all rules and regulations of the District of Columbia relating to dissolution.</u></p> <p><u>A notice of a Special Meeting to consider dissolution shall include a dissolution plan and be communicated to all members. The motion for the voluntary dissolution of the Corporation shall be proposed by the Board of Directors and approved by a majority of the members.</u></p> <p><u>Upon dissolution, the Corporation's remaining assets, after all indebtedness has been paid, shall be distributed to a §501(c)(3) organization as proposed in the dissolution plan, and approved by a majority of the members.</u></p>	<p><u>ARTICLE XI – DISSOLUTION</u></p> <p>The Corporation shall comply with all rules and regulations of the District of Columbia relating to dissolution.</p> <p>A notice of a Special Meeting to consider dissolution shall include a dissolution plan and be communicated to all members. The motion for the voluntary dissolution of the Corporation shall be proposed by the Board of Directors and approved by a majority of the members.</p> <p>Upon dissolution, the Corporation's remaining assets, after all indebtedness has been paid, shall be distributed to a §501(c)(3) organization as proposed in the dissolution plan, and approved by a majority of the members.</p>

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

A dissolution clause is generally included in an organization’s bylaws. This is an important addition to our bylaws.

BYLAWS COMMITTEE USE ONLY:

COMMITTEE COMMENTS/RECOMMENDATIONS:

The Bylaws Committee does not recommend the passage of this amendment because the parliamentarian has researched the subject and has the correct wording, which was presented prior to this amendment

Recommend Passage as written: (“X” in appropriate box) NO: ☒ YES: ☐

Recommend Passage With the Following Changes in Language: