2019 National Constitution Committee Preliminary Report to the Delegates
19th National Convention
Spokane, Washington
July 16 – 20, 2019

As mandated by The Constitution of Vietnam Veterans of America, Article IV, General Provisions, Section 5, Amendments, the national constitution committee has reviewed the thirteen proposed amendments received by the submission deadline date (March 17, 2019). The Constitution requires that any proposed amendment be submitted to the constitution committee at least one-hundred-twenty days prior to the commencement of the national convention at which such proposed amendment is to be addressed.

The committee met in Silver Spring, MD April 12, 2019 to review the proposed amendments and determine recommended actions for each. This document includes copies of all the proposed amendments received along with the recommended action and comprises the “2019 Constitution Committee Preliminary Report to the Delegates”. The report will be forwarded to chapters and state councils and will be available online at vva.org not less than sixty days prior to the commencement of the 19th National Convention or May 17, 2019.

The Preliminary Report to the Delegates is subject to change after the proposed amendments are fully discussed by the delegates during the hearing process at the convention. Following the hearing, the committee will review all comments and may revise this report and the committee’s recommendations accordingly. All chapters and state councils are invited to have representatives at the Constitution Committee Hearing to present the thoughts and opinions of their members to the committee and others in attendance.

There are thirteen proposed constitutional amendments. Ten of the proposed amendments are being reported out of the committee for full discussion and consideration by the delegates. Three proposed amendments are not reported out of the committee. The proposed amendments reported out of the committee are numbered and presented in the order of their relative position in the Constitution.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 01

Submitted by:
Name: Constitution Committee

Section Affected:
Article 1 National Provisions
Section 3, paragraph A

Proposed Change: Strike the word indicated by the strike through.

A Membership in the Corporation is open to any veteran of the military service of the United States of America, who served on active duty during the dates established by federal law for the Vietnam War, paying in advance annual dues set by the national board, and conforming to, and complying with, this Constitution, bylaws, and rules of the Corporation now or hereinafter in effect.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
Annual dues have been eliminated in favor of life memberships.

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The committee recommends approval.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 02

Submitted by:
Name: Constitution Committee

Section Affected:
Article 1 National Provisions
Section 4 paragraph J

Proposed Change: Strike out paragraph J and insert a new paragraph J.

J After written recommendation from the board of directors of the Associates of Vietnam Veterans of America, Inc. (AVVA), a separate and distinct corporation not to be confused with Vietnam Veterans of America, Inc., the national board shall seat an AVVA liaison to serve as a non-voting special advisor to the national board entitled to be heard on each matter brought before the national board.

J The national board shall seat the national president of the Associates of Vietnam Veterans of America, Inc. (AVVA) on the national board to serve as a non-voting special advisor entitled to be heard on each matter brought before the national board.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
AVVA no longer uses the term liaison and no written recommendation from the AVVA board of directors is required.

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The committee recommends approval.
Submitted by:  
Name: Wilbur Cockrum  

Section Affected:  
Article 1 National Provisions  
Section 6, paragraph C 1  

Proposed Change: Strike the words indicated by the strike through and insert the bold underlined words.  

1 Each chapter shall be entitled to no more than two members entitled to vote, one vote for its first twenty-five members. A chapter that has fifty members shall be entitled to a second vote at the Convention. For each full block of fifty members thereafter, the chapter shall be entitled to one additional vote. In the event that a chapter shall have less than twenty-five members, the chapter shall receive no vote, but the members thereof shall be included in the number of non-affiliated members for representation by the state council, as set forth below. Chapter delegates to the convention must be selected from the chapter membership or from the membership of the state in which the chapter is located.  

If adopted the paragraph will read:  

1 Each chapter shall be entitled to no more than two members entitled to vote. In the event that a chapter shall have less than twenty-five members, the chapter shall receive no vote, but the members thereof shall be included in the number of non-affiliated members for representation by the state council, as set forth below. Chapter delegates to the convention must be selected from the chapter membership or from the membership of the state in which the chapter is located.  

Related Articles/Sections/Paragraphs Affected:  
None  

Reason for Proposed Change:  
Major cost reduction for National, States and Chapters. Less confusion on how to determine the number of voters.  

Has this amendment been endorsed by a chapter? Yes  
Chapter 945 Alabama  
Has this amendment been endorsed by a State Council? No  
Has this amendment been endorsed by the Conference of State Council Presidents? No  

For Constitution Committee Action Only:  
Reported Out: Yes  
Recommendation: The committee recommends a NO vote.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 04

Submitted by:
Name: Working Group 1

Section Affected:
Article 1 National Provisions
Section New Section 12

Proposed Change: Insert a new section 12 Dissolution.

SECTION 12 - DISSOLUTION

The last date for membership eligibility was May 7, 1975, and the average age of the membership is increasing. As a result, at some point in the future the Corporation will legally dissolve, either as a final involuntary action, or as a planned action associated with the transfer of assets to one or more other organizations. To successfully conduct dissolution of the Corporation well planned and timely actions will be required by the VVA National Board of Directors.

A The national board, including the officers, shall actively manage the legal dissolution of the Corporation to include adopting, updating, and implementing a strategic plan for dissolution, and to take all actions necessary to accomplish the orderly dissolution of the Corporation.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
Currently the VVA Constitution is silent regarding legal dissolution of the Corporation. The purpose of this amendment is to assign responsibility to the VVA National Board of Directors, including the National Officers, to prepare for the eventual dissolution of the VVA National Corporation in a manner that will preserve the legacy of the Corporation and distribute assets to worthy organizations. Without well planned and timely actions by the VVA National Board of Directors, default dissolution actions will be determined by the State of New York without input from the VVA National Corporation.

In accordance with ARTICLE I, SECTION 3 of the VVA Constitution membership in the Corporation is open to any veteran of the military service of the United States of America who served on active duty during the dates established by federal law for the Vietnam War. The last date for membership eligibility was May 7, 1975, and as a result the membership is aging, and in 2018 the average age of VVA members was 72 years old. At some point in the not too distant future members will not be able to physically perform the tasks necessary to effectively manage the activities necessary to continue operation of the Corporation.
Proposed Constitutional Amendment – 04 (Continued)

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The Committee reports no opinion on this proposed amendment.
Proposed Change to the Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 05

Submitted by:
Name: Working Group 1

Section Affected:
Article 1 National Provisions
Section New section 12

Proposed Change: Insert the bold underlined words.

B The Corporation shall be legally dissolved on or about December 31, 2028

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
The VVA National Board of Directors motion in April 2017 that established Working Group I tasked Working Group I with determining “a time certain in the future” for the VVA National Corporation to “transition” (dissolve), and to communicate that time to the general membership for approval at a convention. This proposed amendment to the VVA Constitution completes that task.

Currently the VVA Constitution is silent regarding legal dissolution of the Corporation. The purpose of this amendment is to assign responsibility to the VVA National Board of Directors, including the National Officers, to prepare for the eventual dissolution of the VVA National Corporation in a manner that will preserve the legacy of the Corporation and distribute assets to worthy organizations. Without well planned and timely actions by the VVA National Board of Directors, default dissolution actions will be determined by the State of New York without input from the VVA National Corporation.

In accordance with ARTICLE I, SECTION 3 of the VVA Constitution membership in the Corporation is open to any veteran of the military service of the United States of America who served on active duty during the dates established by federal law for the Vietnam War. The last date for membership eligibility was May 7, 1975, and as a result the membership is aging, and in 2018 the average age of VVA members was 72 years old. At some point in the not too distant future members will not be able to physically perform the tasks necessary to effectively manage the activities necessary to continue operation of the Corporation.

Working Group I has observed over the course of the past two years that VVA members have become more aware of the toll that the aging process is already taking upon the ability of some members to continue activities on behalf of VVA with the same intensity as in years past. This increase in awareness at all levels is appropriate, and it points to the reality that many members are already starting to reduce their level of involvement in the VVA, generally due to health issues and decreases in individual energy levels.
Proposed Constitutional Amendment – 05 (Continued)

The date proposed by Working Group I represents the working group's collective opinion that ten years from now operation of the VVA National Corporation at its current level will no longer be sustainable. The VVA National Corporation needs to acknowledge these facts and take affirmative control of its future in a manner that will lead to a timely and orderly end.

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The Committee reports no opinion on this proposed amendment.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 06

Submitted by:
Name: Wilbur Cockrum

Section Affected:
Article 2 State Provisions
Section 3, paragraph A 1

Proposed Change: Insert the bold underlined words.
1 The number of delegates, two per chapter, a system of alternate delegates, and the voting procedures of the delegates shall be established by the respective state councils, provided, however, that such rules must be uniform in fact and application, must be in compliance with this Constitution, are subject to review and modification by the national board, if the national board, in its judgement, deems a modification necessary or desirable. Any officer who is not an elected chapter delegate may be authorized voting privilege on the state council if prescribed by the state council bylaws.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
Provides equal representation for each chapter. Currently, one or two large chapters control all activities of a State Council. Establishment of a standard for all State Councils.

Has this amendment been endorsed by a chapter? Yes
Chapter 945 Alabama

Has this amendment been endorsed by a State Council? No

Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The committee recommends a NO vote.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 07

Submitted by:
Name: Steve MacKey

Section Affected:
Article 3 Chapter Provisions
Section 5, paragraph K

Proposed Change: Strike the words indicated by the strike through and insert the **bold underlined** word.

K The chapter should **shall** seat the elected AVVA representative or the elected AVVA chapter president on the chapter board, who shall serve as a non-voting special advisor entitled to be heard on all matters to the chapter board on matters of particular concern to AVVA members.

If adopted the paragraph will read:
K The chapter **shall** seat the elected AVVA representative or the elected AVVA chapter president on the chapter board, who shall serve as a non-voting special advisor entitled to be heard on all matters.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
To bring the Chapter Provisions in line with the National and State Provisions of the National Constitution.

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The committee reports no opinion on this proposed amendment.
Proposed Change to the Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 08

Submitted by:
Name: Constitution Committee

Section Affected:
Article 3 Chapter Provisions
Section 6, paragraph A

Proposed Change: Insert the bold underlined words.

A The officers of a chapter shall be the president, one or more vice presidents, a secretary, a treasurer, or any one of the following combined positions: secretary-treasurer, vice-president-secretary or vice-president-treasurer, and such other officers as the chapter board may, from time to time, deem advisable and as allowed by state law.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
Chapters are starting to have trouble finding members to step up and fill officer positions. If approved, and as long as there is no conflict with state law, this amendment will allow chapters more flexibility.

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The Committee reports no opinion on this proposed amendment.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – 09

Submitted by:
Name: Constitution Committee

Section Affected:
Article 4 General Provisions
Section 2, new paragraph B

Proposed Change: Insert the **bold underlined words**.

SECTION 2 – DISCIPLINE
A There is a National Disciplinary Policy to be followed in the event charges are filed against any member, state council, or chapter. Said policy shall provide for adequate protection of the rights of the accused party to a fair hearing, representation by counsel of his, her, or its choosing, to appeal an adverse determination before appropriate committees of the Corporation, or otherwise to present evidence on his, her, or its behalf, and to confront his, her, or its accusers. The National Disciplinary Policy and may be amended by the national board, provided however, that any such amendment by the national board before taking effect must be ratified by a majority vote of the Conference of State Council Presidents.

B Retaliation against any member, who, in good faith, files disciplinary charges; testifies or participates in disciplinary hearings; or reports actual or perceived violations of VVA policy or unlawful acts is strictly forbidden.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
To ensure all members of VVA are treated with respect regardless of disagreements.

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes

Recommendation: The committee reports no opinion on this amendment.
Proposed Change to the Constitution of Vietnam Veterans of America, Inc.  
19th National Convention – July 16 – 20, 2019 

Proposed Constitutional Amendment – 10

Submitted by:
Name: Samuel Brick

Section Affected:
Article 4 General Provisions
Section 3, new paragraph J

Proposed Change: Insert a paragraph J.

J Notwithstanding other provisions of this or any other Article of the National Constitution, its Appendices, or Resolutions, other than as delineated below, the Corporation, its national board, national officers, and/or anyone acting at their direction, or on their behalf shall not conduct, plan and/or direct any activities regarding the disposal or transfer of Corporation assets in a dissolution or proposed dissolution of the Corporation other than as indicated below. For purposes of this subsection corporate assets shall include Corporation funds, funds under the control of the Corporation or its foundations, and Corporation intellectual property to include the provision of information regarding the history of the Corporation and its beginnings, personal property, or any other thing of value. In order to facilitate the ultimate dissolution of the Corporation, its corporate body shall:

1 Encourage regional bodies as delineated in the first section of Appendix I to reform into new regional nonprofit corporations under such geographic regions as they determine appropriate. Such newly-formed regional bodies could vary from Appendix 1 descriptions under Section 4 B 2 if the National Board and Conference of State Council Presidents in consultation with the regions concerned determine it appropriate. The newly-formed regional bodies for Corporation funding and assistance must state as their corporate purpose the protection of the legacy of Vietnam veterans and the assistance and care of Vietnam veterans and their spouses. After the Regional bodies determine it appropriate, these bodies could assist or help other veterans.

2 Fund such regional corporations as formed pursuant to Paragraph 1 and encourage state chapters and councils to join in funding regional plans. The Corporation also shall assist such regional corporations in obtaining funding through donations or corporate financial programs so that the regional corporations achieve an ultimate honorable and meaningful dissolution that memorializes the Vietnam-era veterans’ history and provides help and comfort to Vietnam-era veterans and their spouses.

3 Plan and present to the Corporation membership for adoption at the first Membership Convention after the adoption of this provision a reformed corporate structure with the purpose of working with the newly-formed regional bodies, state councils, and chartered chapters in order to facilitate the ultimate
Proposed Constitutional Amendment – 10 (Continued)

Corporation dissolution as specified by its Articles of Incorporation. Such plan shall consider for efficiency and cost savings the elimination of At-Large directors of the National Board and the progressive reduction of corporate committees, corporation travel expenses, and the size of corporation paid staff.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
Section XI of the Corporation’s Articles of Incorporation state that the Corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it from qualifying and continuing to qualify as an exempt corporation under 501(c)(19) or 170(c)(3) of the IRS. It further states the Corporation shall not engage directly or indirectly in any activity which would cause the loss of such qualification. IRS 170(c)(3) relates to organizations that have a 90% membership of “war veterans”. It also includes as war veterans Korean and Vietnam-era war veterans but does not include combat veterans such as veterans of recent armed conflicts in the Middle East and Afghanistan.

The very youngest veterans of the Vietnam Era may live for 30 more years but only 15-20 years with the capacity to run our organization. During this time we want a corporation born of us to maintain our legacy and provide assistance to veterans to the greatest extent possible. When finally, unable to function as a viable corporation, we want to be able to pass our assets and legacy to an organization that we know will support our accomplishments, activities, and legacy in perpetuity.

Our motto that never again will one generation of veterans abandon another works both ways. We do help other veterans but, as it was when we returned from the jungles, it is a rare occasion when we find the comfort we need in our dotage from other veterans. The VVA is a corporation with ties through geographic regions to state council corporations and chapters, each being stand-alone corporations in their own right. It ties itself to these corporate bodies through an IRS umbrella for non-profit status, membership management, and with promised benefits. Donations made to the VVA are with expectations that they will benefit Vietnam-era veterans. There is no prohibition from the Corporation assisting groups of Veterans in areas of employment, education, training, outreach, and counseling. This amendment provides a step so that the newly-formed corporate regions in the down-sizing and dissolution of the Corporation can act to protect the legacy of the Vietnam Veteran as we know it, provide for assistance and comfort for Vietnam Veterans and their spouses in their later years, and finally after we are gone to aid and comfort other veterans. This would leave the closing down of our corporate body to all our members to include the state councils and chapters rather than just a corporate board.

Has this amendment been endorsed by a chapter? Yes
Chapters 303, 644, 828, 925, 960, 1049
Proposed Constitutional Amendment – 10 (Continued)

Has this amendment been endorsed by a State Council? Yes
South Carolina
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: Yes
Recommendation: The Committee reports no opinion on this proposed amendment.
Proposed Change to the Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – NR-1

Submitted by:
Name: Harold Lewis

Section Affected:
Article 1 National Provisions
Section 3, A (submission stated section 2 in error)

Proposed Change: Strike the words indicated by the strike through and insert the bold underlined words.
A Membership in the Corporation is open to any veteran of the military service of the United States of America, who served on active duty from February 28, 1961 until May 7, 1975 during the dates established by federal law for the Vietnam War, paying in advance annual dues set by the national board, and conforming to, and complying with, this Constitution, bylaws, and rules of the Corporation now or hereinafter in effect. The national board shall have the right to set rules for waiver of dues in situations it deems appropriate. Members shall file with their chapter, or with the Corporation, if they are not affiliated with a chapter, a DD Form 214, or other proof of qualification for membership.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
Expand membership recognition of their Vietnam era service do you understand the U.S. military was in Vietnam as early as 1955

Has this amendment been endorsed by a chapter? No
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No

For Constitution Committee Action Only:
Reported Out: No
Recommendation:
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – NR-2

Submitted by:
Name: Jackie Ray Roller

Section Affected:
Article 1 National Provisions
Section 3 paragraph A

Proposed Change: Strike the words indicated by the strike through and insert the bold underlined words.
A Membership in the Corporation is open to any veteran of the military service of the United States of America, who served on active duty during World War I, World War II, Korean War, Vietnam War, Iraqi War and Afghanistan War the dates established by federal law for the Vietnam War, paying in advance annual dues set by the national board, and conforming to, and complying with, this Constitution, bylaws, and rules of the Corporation now or hereinafter in effect. The national board shall have the right to set rules for waiver of dues in situations it deems appropriate. Members shall file with their chapter, or with the Corporation, if they are not affiliated with a chapter, a DD Form 214, or other proof of qualification for membership.

Related Articles/Sections/Paragraphs Affected:
I am a state prisoner without a copy of the VVA Constitution, but I request the VVA take judicial notice of it’s own Constitution, articles, sections, paragraphs applicable to those affected for a vote.

Reason for Proposed Change:
So the VVA can transition into a full V.S.O. for all veterans of past and future wars to expand our voice in congress, the VA and courts.

Has this amendment been endorsed by a chapter? Choose an item.
Has this amendment been endorsed by a State Council? Choose an item.
Has this amendment been endorsed by the Conference of State Council Presidents? Choose an item.

For Constitution Committee Action Only:
Reported Out: No
Recommendation: Click here to enter text.
Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
19th National Convention – July 16 – 20, 2019

Proposed Constitutional Amendment – NR-3

Submitted by:
Name: Mark Brandon

Section Affected:
Article 1 National Provisions
Section 6, paragraph C 3

Proposed Change: Strike the words indicated by the strike through and insert the bold underlined words.

3 The votes described herein shall may be cast in person, by one each of the delegates selected by the chapters or the state councils. Proxy voting shall not be permitted at the national convention.

If adopted the paragraph will read:
3 The votes described herein may be cast in person, by one delegate selected by the chapters or the state councils.

Related Articles/Sections/Paragraphs Affected:
None

Reason for Proposed Change:
The travel, lodging, and meal costs for these conventions are expensive burdens for chapters to bear. Granted, there is no requirement that the chapters reimburse delegates for their expenses, but many delegates would not be able to attend without financial assistance from their chapters. Additionally, VVA members are growing older, and travel itself can present another hardship.

When our chapter holds fundraisers, we tell the public that the funds are used to support needy veterans and veteran programs in our community. Having to explain to the public why maybe 25% - 30% of the chapter's budget has been allocated to national conventions is uncomfortable to say the least.

One delegate could cast all the votes in accordance with a chapter's wishes, and the chapter could then reallocate most of the logistic expenses outlined above to local programs. That delegate can also report back to his chapter on the key topics discussed at such conventions.

Nothing in this change would preclude multiple delegates from a chapter from attending and voting at a convention if they so choose.

Has this amendment been endorsed by a chapter? Yes
Chapter 649 Ohio
Has this amendment been endorsed by a State Council? No
Has this amendment been endorsed by the Conference of State Council Presidents? No
Proposed Constitutional Amendment – NR-3 (Continued)

For Constitution Committee Action Only:

Reported Out: **No**

Recommendation: [Click here to enter text.]