

VVA Board of Directors' Policies Reference Guide



July 19, 2016

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At Large Membership Policy 08/10/10

The VVA Membership Affairs Committee has concerns that there is currently no written guideline or policy pertaining to at large members which would clarify procedure for the VVA Membership Department staff to properly record the membership in the VVA database.

The relevant parts of the VVA Constitution state: **Article I National Provisions, Section 3 – Membership, paragraph B and Article I, Section 6 – National Conventions, Paragraph C, item number 2:**

B. The Board of Directors shall have the authority to designate classes of members, and the dues, entitlements, eligibility requirements, and available services concerning such members, and shall have the authority to restrict from membership a person or group of persons when, in their judgment, admission of such person or persons would be inconsistent with, or detrimental to, the purposes, principles, objectives, or goals of the Corporation or otherwise.

2) "Each State Council President shall be entitled to one (1) vote at the National Convention. In addition, each State Council shall be entitled to one (1) vote for each full block of one-hundred (100) members of Vietnam Veterans of America, *who are either not affiliated with a Chapter or who are members of a Chapter whose membership is less than twenty-five (25) as set forth above.*"

Background: the committee has not previously recommended to the VVA National Board of Directors that a defined policy be in place to guide the VVA Membership Department staff in dealing with at large membership. Developing such a policy includes: 1) defining the opportunities available to new or current VVA At Large members; 2) inclusion for delegate representation; 3) dues rebates; 4) transfer of membership; and 5) disaffiliation upon chapter charter revocation.

The VVA Membership Affairs Committee recommends that the VVA National Board of Directors approve the VVA At Large Membership Policy:

Opportunities Available to New or Current VVA At Large Members:

Any new VVA member who requests to be in an At Large status will be offered the opportunity to be affiliated with any Chapter/State of his/her choosing by letter from VVA National.

Current At Large members shall remain at their present status in the VVA database unless they request a transfer which is covered under "Transfer To or From Chapter" section of this policy.

Delegate Representation: an At Large member will be credited to a state roster of his/her choice and this is for proper representation at VVA conventions.

Dues Rebates: an At Large member will be credited to a state roster of his/her choice and this allows a dues rebate to be sent to the State Council.

Transfer To or From Chapter: all At Large members whether new or current VVA members must submit signed membership transfer form before the transfer will be recorded in the VVA database. The only exception would be no member transfers prior to VVA Convention as per approved policy.

Disaffiliation Upon Chapter or State Council Charter Revocation: upon Chapter charter revocation, a former chapter member will be offered to affiliate with another chapter/State of his/her choice or if no choice is made, the member will be recorded as At Large status in the State of the chapter revocation.

Upon State Council charter revocation, an At Large member will be credited to a state roster **or affiliate with the chapter** of his/her choice. This allows a dues rebate to be sent to a State Council **or a chapter** per **the current** VVA BOD approved policy (**Dues and Rebates**) and proper representation at VVA conventions by a state council as per the VVA Constitution.

Bequeathed Funds Policy Approved October 11, 2013

Background

VVA is frequently the recipient of wills and bequests of varying amounts of money, mostly nominal in nature. However, within the last couple of years, VVA has received two large bequests, one for almost a half million dollars and another approximating \$100,000. In the past, bequests that were not designated for specific purposes would have been considered additional donations, and “operating funds”. However, the VVA Board of Directors felt that additional consideration should take place when receiving bequests. Thus, Motion 5 of the August 13, 2013 VVA National Board of Directors Meeting directed “the Finance Committee to develop a policy for the distribution of funds or property bequeathed to VVA”. This policy is in response to that motion.

Implementation

Upon receipt of bequests which are not designated for a specific purpose, the funds will be deposited in the VVA Operational Funding (general funds) bank account. When the next of kin is known, an acknowledgement, signed by the VVA President, will be sent. The funds will be credited to a specific accounting account number and be able to be accounted for at any time. Bequests of \$25,000 or greater will be reported to the Finance Committee Chair upon receipt and a total report of bequests received during the year will be provided to the Finance Committee along with other revenue reports.

If unbudgeted funds are needed during the VVA fiscal year, the VVA Finance Committee will determine whether this need can be funded by bequests received during

the current fiscal year. Expenditures that are ongoing or recurrent beyond the current fiscal year will not be funded by one time bequests. Bequest revenue received during the fiscal year will be reflected in the final fiscal year reports as revenue received for the fiscal year and will not be carried forward beyond the year received.

Bequeathed funds which are not designated for a specific purpose will not be carried as a separate “fund” and will not be carried over from year to year.

Bequests designated for specific purposes will be managed in accordance with the VVA policy on the Use of Restricted Donations.

BOARD CONFIDENTIALITY POLICY

(August 2005)
(Amended April 2016)

This policy is designed to address the need to keep certain items, considered by the Board of Directors, as well as the report out of such items, confidential so that the best interests of Vietnam Veterans of America, Inc. will be protected. The intent of this policy is that most items should be unrestricted so that the outcome of the Board’s deliberations will be as visible as possible to the membership. The need for confidentiality may arise from many different circumstances, such as:

- ❖ Confidential attorney-client communications, which are privileged because in order to get the best advice, clients must be able to be completely candid with their legal counsel;
- ❖ Personnel and disciplinary matters, where an individual’s privacy rights are involved. Also, the corporation may risk a defamation suit if negative information about a person is publicized and turns out to be false;
- ❖ Board Executive Session meetings.

On the other hand, in a membership organization accountable to its membership, openness is an important value. For instance, members will have more trust in their elected leaders if they are able to hear about and understand the decisions made by those in leadership.

In other situations, where rumors or misinformation may be circulating within the organization, it may be necessary for the Directors, to write and speak openly in order to set the record straight.

Legal Principles

A confidentiality policy must be based on the following legal principles:

1. Directors, Officers, employees, agents and members of the corporation, authorized by the Board of Directors to receive information, have fiduciary duties of care and loyalty, to protect the best interests of the corporation. These duties arise when they enter into a fiduciary relationship with the corporation, and may even continue after the relationship has ended.
2. Part of the fiduciary duty of care is the duty to protect the confidences of the corporation. After a person ceases to be a Director, Officer, employee, agent or members of the corporation authorized by the Board of Directors to receive the information, he or she may possess information received while in a capacity of a fiduciary. If the person uses or reveals such information in a manner damaging to the corporation, the corporation may take legal action.
3. The decision as to when and to whom confidential information, received in a fiduciary relationship with a corporation, is disclosed to others belongs to the corporation, not the individual. Only those Officers, Directors, employees, agents, or members of the corporation authorized by the Board of Directors to disclose confidential information may do so.
4. Corporate Law does not require that meetings of a nonprofit corporation Board of Directors be open to the public or even to voting members of the corporation. Board material properly classified as confidential may be withheld from the public and from members.

Procedures

Considering these principles, the following procedures shall be used to protect the confidences of the Board of Directors of Vietnam Veterans of America Inc.:

1. Each document, including electronic messages, provided to Officers, Directors, employees, agents, or members of the Corporation, in connection with Board business (an “item”) shall be classified under one of these two categories:

- a. Confidential

Items classified as “Confidential” shall be labeled as such and shall not be photocopied for, shown to, or discussed with anyone except members of the Board of Directors and/or those employees, agents, or members of the corporation authorized by the Board of Directors to receive the information.

Examples include materials containing attorney-client communications, personnel and disciplinary matters, background/position/problem documents, draft policies, draft procedures, and other reports, plans, budgets, and commentaries

prepared for Committee and Board deliberations, Board of Directors Executive Session minutes.

b. Non-Confidential

Items which are not labeled as “Confidential” will be considered “Non-Confidential”. Such items have no limitation on distribution or discussion. Officers, Directors, employees, agents and members of the corporation must use good judgment and discretion when handling such information, keeping the best interest of the organization uppermost.

Examples include Board approved policies and procedures (though they may have been classified as “Confidential” at an earlier stage), Board Meeting minutes (except executive sessions). Some matters contained in Board minutes might remain “Confidential”.

2. When items are prepared for distribution by Vietnam Veterans of America Inc. staff, the Staff Department Director shall tentatively classify each item. In some instances, a particular page or attachment may be classified differently from the rest of the item.
3. An item may be classified as “Confidential” until a specific time, after which the item becomes “Non-Confidential” and may be openly discussed. All those receiving such an item in confidence shall observe the restriction until the prescribed time.
4. If someone receiving “Confidential” information believes it would serve the best interests of the corporation to disclose the matter to, or discuss it with, someone outside of the restricted group, he or she may request approval from the Board of Directors to do so.
5. After consultation with the Staff Department Director, the President may change the tentative classification on an item. The Board of Directors may change a classification made by the Staff Department Director or the President. In all cases, the Board has the ultimate responsibility for establishing the level of confidentiality to be maintained, observing the requirements of applicable law.
6. The distribution of Board agendas and materials, Committee agendas and materials and the minutes (with attachments) of Board and Committee meetings are “Non-Confidential”, except for those items classified as “Confidential”.
7. At Board of Director’s meetings which are open to members of the corporation, any mention of “Confidential” items shall be made in a manner which does not compromise the confidentiality of those items.

8. In addition to a “Confidential” classification, an item or a portion of an item may be marked “Confidential Attorney-Client Privilege” where the material contains or reflects a matter communicated between the corporation and legal counsel in confidence. Disclosing such matters to others may result in a waiver of privilege, causing the corporation to lose the protection of the privilege in the event of litigation.
9. Any breach of the confidentiality policy set forth shall be immediately reported to the President.
10. The Board minutes and other corporate records of Vietnam Veterans of America Inc. open to inspection by VVA membership under Corporate Law shall be limited to “Non-Confidential” materials, and only those “ Confidential” materials that the Board of Directors determines may be inspected for a purpose reasonably related to such person’s interests as a member.
11. Any violation of this policy by any Director, Officer, employee, agent, or member of this organization shall subject the violator to removal from elected position, suspension or revocation of membership, or employment, or other action as may be appropriate under the National Disciplinary Policy.

ATTACHMENT TO VVA CONFIDENTIALITY POLICY



Vietnam Veterans of America Confidentiality Agreement

As the result of being a Director, Officer, Committee or Task Force Chair, or member or special advisor, employee, or agent of Vietnam Veterans of America, Inc. (VVA), or other person authorized by VVA to VVA matters, including confidential information, I understand that I either have had or may have access to confidential VVA matters, including confidential information, records, documents, computer files, or e-mails properly designated confidential in the subject line.

By my signature below, I acknowledge that I have received, read, and understood a copy of the document entitled “Vietnam Veterans of America Confidentiality Policy.”

Therefore, I agree to hold all confidential VVA information, records, documents, computer files, e-mails and all knowledge of confidential VVA matters in strictest confidence in compliance with the policy and the law. I further agree not to disclose any confidential VVA information, records, documents, computer files, or e-mails properly designated confidential in the subject line, or knowledge of confidential VVA matters to

any persons not authorized by VVA to receive it until there has been public disclosure or unless the information becomes a matter of public or common knowledge. I will not use, appropriate, reproduce, or disclose any such information to any third party unless required by law or authorized to do so by VVA.

I acknowledge that any breach of confidentiality by me may result in consequences including, but not limited to, disciplinary action accordance with the VVA National Disciplinary Policy or the VVA Personnel Policy.

Name (Print)

Signature

Date

Vietnam Veterans of America

BOARD OF DIRECTORS MEETING POLICIES

(Amended Motion # 21 April 2016)

The below motions set forth policy for meetings of the National Board of Directors.

1. Agenda to be a structured format.
2. That the draft minutes of each Board meeting be distributed to the Board Members within a reasonable time following the conclusion of each meeting not to exceed 30 days. (June 1990 BOD Motion 5)
3. That a standard agenda item be a report from the Chairman of the Council of Council Presidents or his/her designated representative and that the minutes of the meeting of State Council Presidents be posted to the VVA web site. (September 1990 BOD Motion 39, Amended Motion April 2016)
4. That in all facets of VVA, under no circumstances, will any form of sexual harassment be tolerated, whether serious or in jest. Any such action will be subject to action under the National Disciplinary Policy. (September 1992 BOD Motion 36, Amended Motion April 2016)
5. To begin board meetings on Fridays at 9 AM and ending on Saturday evening. (January 1996 BOD Motion 53, Amended Motion April 2016)
6. Substance abuse (under the influence of intoxicants, illegal drugs or any un-prescribed controlled substances) will not be tolerated at the business session

during board meetings or committee meetings. The defined times were from the beginning of the board meeting business session or committee meeting until they adjourn. (October 1997 BOD, Amended Motion April 2016)

7. If particular attire is deemed advisable by the President for a specific occasion, then advance notice should be given to the BOD. This policy applies to the Board of Directors, Task Force and Committee Chairs. (August 1999 BOD Motion 3, Amended Motion April 2016)
8. That the national office of Vietnam Veterans of America has a portable first-aid kit which is to be present and available at all board meetings, national conferences and conventions. A written log and signed check list of the contents will be kept with the kit. The log will be checked by the Director of Personnel and Administrative Services on a monthly basis and after all board meetings, conferences and conventions for designated level of contents and expiration dates. Replacements will be ordered immediately. (January 26, 2002 BOD Motion 37, Amended Motion April 2016)
9. That members of the VVA National Board of Directors be allowed to ask questions regarding the report being given, regardless if the reporter of the committee has run out of official time allocated or not. (January 2005 BOD Motion 11)
10. That the National Secretary following a national board of directors meeting send out in appropriate format, prior to each Board of Directors meeting, an interim synopsis progress report of all motions passed, to include action required, responsible party and date to be completed. All motions will be considered incomplete until the Secretary receives the documentation from the responsible party. (January 2005 BOD Motion)
11. That board packets (to include the meeting agenda) be available at the VVA Office (Reception desk) for all board members and committee chairs. (April 23, 2005 BOD Motion 35, Amended Motion April 2016)

BUDGET OVERSIGHT POLICY

(Approved Motion #9, 4-21-01)

(Amended Motion #7, October 6, 2012)

(Amended Motion #7, Consent Calendar, 1-9-2015)

BACKGROUND

Concerns about cost overruns in the past have led the VVA National Finance Committee, with the approval of the VVA Board of Directors, to create a Budget Oversight Sub-Committee, which is responsible for monitoring, and, when necessary, taking action concerning actual or potential cost overruns or other financial anomalies revealed in the Budget to Actual reports for the Cost Centers.

In 2008, the VVA Board of Directors directed that all consultant monthly reports would be reviewed by the Finance Committee's Budget Oversight Sub-Committee and reported out as part of the Finance Committee's quarterly report to the Board of Directors. The Board of Directors further directed that consultants who do not submit monthly reports to the Finance Committee's Budget Oversight Sub-Committee will have their payments suspended until the reports have been submitted.

BUDGET OVERSIGHT SUB-COMMITTEE STRUCTURE

The Budget Oversight Sub-Committee is a sub-committee of the Finance Committee; will consist of three voting persons, the VVA Treasurer and two members of the Finance Committee; and will have the VVA Chief Financial Officer (CFO) as a non-voting ex-officio member.

BUDGET to ACTUAL REPORT

The Budget to Actual report will be the primary financial report used in this oversight process. The Budget to Actual Report is a financial report comparing the actual expenses of a Cost Center with its budget as of any point in time but usually at end of month period. This report consists of the approved budget, expenditures to date; by line item description, and two percentages:

- * percentage of the fiscal year to date (i.e. # of months divided by 12);
and
- * the actual expenses to date compared to the total budget (i.e. \$x spent divided by \$y allocated in the budget for the year).

In a perfect world, these two percentages would be equal. For example, in the sixth month (50% of the fiscal year) a Cost Center would be expected to have expended 50% of its yearly budget. Less than 50% would be under-budget and more than 50% would be over-budget. However, many cost centers expenses, especially those of Directors, do not occur on a regular basis of 1/12th of budget per month and thus timing must be taken into consideration when analyzing a Budget to Actual Report.

PROCEDURE

On a monthly basis, the Budget Oversight Sub-Committee will be provided with the Budget to Actual reports for all Cost Centers. Each Cost Center Manager will also receive a copy of their report.

The Sub-Committee will review the Budget to Actual report for each cost center to determine if there is a cost overrun or other anomaly. The Budget Oversight Process will be implemented when total Cost Center expenditures are more than 1% over-budget in any given reporting period. The Budget Oversight Process will also be implemented when the current rate of expenditures plus future obligations (salaries/benefits and contractual obligations) place the Cost Center at risk of exceeding the approved budget.

When the Sub-Committee members have each completed their reviews, they will confer and produce an Oversight Report. This Report will then be forwarded to the Finance Committee Chair, the CFO, and the Director, Finance for their review and input. If appropriate, the Oversight Report will be revised based on the input provided by the CFO and Director, Finance.

The Sub-Committee may:

- a. Accept the Budget to Actual report for the Cost Center and take no action.
- b. Alert the Cost Center manager via copy of the monthly Sub-Committee report when expenditures exceed the year-to-date expected percentage. If the excess expenditure(s) are not likely to affect overall budget compliance by the end of the fiscal year (e.g., a large one-time expenditure which was specified in the Cost Center budget request) no action is needed. The Cost Center Manager should continue to monitor future Cost Center expenditures to ensure the center's costs remain within budget.
- c. Suspend or curtail all or part of the spending authorization of the Cost Center (other than critical expenses such as payroll, rent, etc.) pending development of an acceptable Corrective Action Plan (CAP).

The final Oversight Report will be distributed to the Finance Committee, the President, and to the appropriate Cost Center Manager(s) when a cost overrun or other anomaly has been noted. This report:

- a) documents that the Sub-Committee has performed due diligence in performing its assigned reviews, and
- b) provides explanations, when known, for significant differences from the expected year-to-date percentage, and
- c) alerts the Finance Committee, the President and Cost Center Managers to unbudgeted expenses and potential budget overages if spending continues at the current rate.

Any action taken by the Budget Oversight Sub-committee may be appealed to the full VVA Finance Committee at its next meeting.

CORRECTIVE ACTION PLAN (CAP)

A Corrective Action Plan or CAP is simply a written explanation submitted to the CFO and the Finance Committee by the Cost Center manager detailing what action the manager will take through the remainder of the fiscal year to bring the Cost Center

spending in line with the approved budget, i.e., how expenses will be curtailed. The CAP may also include a request for additional funds. Such requests MUST specify:

- 1) the reasons for excess expenditures to date, and
- 2) why expenditures cannot be modified to remain within the authorized budget, and
- 3) how much additional funding is being requested, and
- 4) how any additional funds will be used.

Absence of the above required information will automatically deem the CAP unsatisfactory and further expenditure of funds may be restricted or suspended until a satisfactory CAP has been presented.

NOTE: a request for additional funds via a CAP does not mean that additional funding has been approved. Any request for additional funding must go to the VVA BoD for approval or disapproval.

RESPONSIBILITY OF COST CENTER MANAGERS

Only Cost Center Managers may authorize expenditures to be charged to their accounts. Should there be disagreement between Cost Center Managers as to what Cost Center should be charged; the VVA Treasurer shall determine what Cost Center should be charged. There shall be no appeal on this decision.

Cost Center Managers are responsible for monitoring their expenditures on a monthly basis and are expected to reconcile their records with those of the Budget to Actual Report produced by the Finance Committee. While the CFO and Director, Finance regularly review all Cost Centers, the ultimate responsibility for your Cost Center lies with you, the Cost Center Manager.

Any reconciliation of your Cost Center expenditures must occur in the month following the month that the expenditures were first posted. The VVA Accounting function should not be expected to go back several months to address any questions a Cost Center manager may have and is hereby directed to not go back any more than one month to respond to questions.

Appendix: SAMPLE NOTIFICATION OF SUSPENSION OR CURTAILMENT OF SPENDING AUTHORIZATION

As you will see from the attached Budget to Actual report for XXXXX, your Cost Center has significantly exceeded expected year-to-date expenditures. *[Note if this Cost Center has previously been notified of excess expenditures.]*

Therefore, your spending authority is hereby suspended for all expenditures other than *[specify critical expenses such as payroll, required expenses to attend BOD meetings, etc]* until such time as you have submitted a Corrective Action Plan and it has been deemed acceptable by the Finance Committee.

Please provide a written Corrective Action Plan to the Chair, VVA Finance Committee and the VVA CFO no later than close of business XXXXX.

This action taken by the Budget Oversight Subcommittee may be appealed to the full VVA Finance Committee at its next meeting.

We trust you understand that we do not take this action lightly and ask your cooperation in this process since we all share in maintaining the fiscal integrity of Vietnam Veterans of America.

CASH - RESERVE FUND POLICY

(Approved Motion #9, April 29, 2000)
(Amended – Motion # 29 Consent Calendar Item #3 – 10-11-14)

BACKGROUND

Motion 18 of the January 21 and 22, 2000 Vietnam Veterans of America (VVA) Board of Directors (BOD) meeting approved the VVA FY '01 budget. Within that budget was the establishment of a VVA Cash – Reserve Fund. It should be noted that this Cash – Reserve Fund is in **addition** to the Household Goods Donation Program (HGDP) Cash – Reserve Fund. The following procedures apply to the VVA Cash – Reserve Fund only.

PURPOSE

The VVA Cash – Reserve Fund is intended to be a fund equal to a minimum of 180 days' worth of VVA operating cash expenditures. This fund is intended to provide a cash security blanket to cover unexpected and unbudgeted items such as upgrading of the computer system at the national office, special and unique time-limited projects, unforeseen shortfall in annual revenue, etc.

This fund will be a separate fund, not part of any other cash equivalent, and carried separately on the Statement of Financial Position. Responsibility of this fund will fall under the Finance Committee and the Investment sub – committee, with ultimate responsibility in the hands of the VVA Board of Directors.

FUNDING

This fund was initially funded through the VVA budget process and will continue to be funded through the annual budget process. During the annual budget process, when excess proposed funding is available, the Cash Reserve Fund will be budgeted not to

exceed 2% of projected cash revenue. Funds budgeted for the Cash Reserve Fund will be transferred to the Cash Reserve Fund in the following fiscal year after ensuring that excess funds remain available to be transferred.

Earnings generated on this fund will remain with the fund and will not be considered as part of Revenue during the budget process. This fund will comply with the VVA Investment policy and guidelines.

USE

This fund is to be used only in unique circumstances and use of the fund must be approved by a majority vote of the VVA Board of Directors.

ADDITIONAL FUNDS

Funds in addition to those budgeted through this directive may be deposited at any time with the approval of the VVA BOD.

VVA Chapter Charter Revocation Membership Policy

(Approved 10/10/09)

(Amended Motion # 22 - 4/21/12)

The purpose of this VVA Membership policy is to provide and establish a consistent process by which State Councils may address the possible revocation of a Chapter Charter and this policy must be in the best interest of the VVA members involved: 1) A Chapter is placed in a suspended status by the National Corporation for failure to submit an annual Chapter financial report and a annual or biannual Chapter election report; 2) A Chapter has become inactive; and 3) A Chapter has decided to voluntarily dissolve.

A. Chapters Suspended for Failure to Submit Required Reports to the VVA

Financial Report: A Chapter is placed in a suspended status by the National Corporation for failure to submit an annual Chapter financial report by **July 15 of each year** with its State Council and with the VVA Membership Department as required in **Article IV, Section 1.A of the VVA Constitution**.

Election Report: A Chapter is placed in a suspended status by the National Corporation for failure to submit an annual or biannual Chapter election report. The Chapter shall submit the election results to both the State Council and National Membership Department not later than July 15 of the year in which the elections take place as required in **Article III, Section 9 of the VVA Constitution**. Chapter elections are to be held in April, chapters have the option of electing officers for 1-year or 2-year terms and the chapters may choose to stagger terms of office for continuity purposes.

1. When a Chapter does not file an election or financial report by the deadline, the National Corporation will notify the Chapter of this suspension and inform them that charges will be filed to revoke the Chapter's charter under provisions of VVA Code of Disciplinary Policy & Procedures (the Code) if the delinquent reports are not filed with its State Council and the VVA Membership Department. The appropriate State Council President and Regional Director will receive copies of this notice.
2. While suspended, a Chapter may continue to use the VVA name and logo and continue to receive unsolicited tax-deductible contributions. The Chapter may not engage in fund-raising activities, regardless of contractual arrangements; receive revenues generated by VVA, to include member dues rebates or Household Goods Solicitation Program funds; send delegates to the National Convention; or send delegates to State Council Conventions. (VVA Code of Disciplinary Policy and Procedure, Section II.B.) State Council bylaws may also restrict suspended Chapters from participating in certain State Council activities.

While suspended under the provisions of this policy, Chapters may conduct Chapter business only for the purposes of calling meetings for disbursing funds previously raised in VVA's name to pay Chapter obligations unless specifically exempt from this restriction by the National Board of Directors. Such exemptions shall not be granted when suspensions are due to filing of charges or imposition of sanctions under the VVA Code of Disciplinary Policy & Procedures. When such exemptions are granted by the National Board of Directors, Chapters may hold business and informational meetings, hold elections, and otherwise engage in organized Chapter activities.

3. Within seven (7) days of notification by the National Corporation that a Chapter has been suspended, the State Council is responsible for contacting the Chapter Officers/Board of Directors for the purpose of determining the reason the report(s) was not filed as required, and to assist the Chapter in meeting any delinquent reporting requirements.
4. If the State Council believes circumstances justify it, he/she may petition the National Board of Directors to relieve the Chapter of the responsibility for filing the report(s) in question for a period not to exceed three (3) months.
5. If the State Council determines that the Chapter has become inactive (no longer holds meetings, is unable to establish a quorum to conduct business, the terms of elected officers have expired, etc.), he/she will initiate the procedures in Section B of this policy.
6. If the Chapter fails to provide the delinquent report(s) after being suspended, the State Council and the Regional Director will be notified by the VVA Membership Department, and the State Council will file charges under the provisions of VVA Code of Disciplinary Policy and Procedure in Section 1.C.7.d. which addresses the process to be used.

The charge would be GROSS NEGLIGENCE under the Code:

- a. The chapter failed to comply with the duty to submit annual financial report or election report.
- b. The charge(s) are sustained by the evidence consisting of a copy of the VVA Membership Department notice of non-compliance and suspension which has been verified to be true and accurate and any correspondence between the State Council and the Chapter (including e-mails).

7. If the State Council fails to act within thirty (30) days of the deadline specified in this policy, the Regional Director will file the charges against the Chapter. If the Regional Director fails to act, the National Secretary will file the charges against the Chapter.

B. Chapters that have become inactive

If the State Council determines that a Chapter has become inactive (no longer holds meetings, unable to establish a quorum to conduct business, the terms of elected officers have expired, etc.), the State Council will:

1. Send a letter to all members of the Chapter calling a special meeting to determine if the membership of the Chapter wishes to continue as a Chapter or decide to dissolve. In accordance with the VVA Constitution, Article III, Section 4.E, notice to the members will be at least ten (10) days prior to the meeting date.
2. If the Chapter members decide to reactivate the Chapter, the State Council will assist the Chapter in meeting any delinquent reporting requirements (VVA; State, Commonwealth, or Territory, hereafter referred to as "State"; or "Federal"), and in completing any other activities required to resume functioning as a Chapter. This assistance may involve assigning a duly elected or appointed member of the State Council as a temporary mentor, obtaining Chapter records and/or Chapter property from previous Chapter officers, or other assistance warranted by the situation.
3. If the Chapter members decide to disband, the State Council will initiate the procedures in Sections D and E of this policy to dissolve the Chapter, to revoke the Chapter's VVA Charter, and to dissolve the Chapter's incorporation within the State.

C. Chapters That Decide to Voluntarily Dissolve

1. A Chapter may initiate voluntary dissolution by a majority vote of members at any regular, annual, or special meeting where a quorum is present.

Although not required by the VVA Constitution, if the decision is to be made at a regularly scheduled meeting, the Chapter Board of Directors should consider sending a notice at least ten (10) days of advance of the meeting to inform all members that such action is being considered and will be voted on.

If the decision is to be made at an annual or special meeting, notice of the meeting, specifying the purposes for which such meeting is called, the date, time, and place it is to be held, shall be delivered either personally or by mail to each member entitled to vote at such meeting, at least ten (10) days before any special meeting, and not less than thirty (30) days nor more than fifty (50) days before any annual meeting.

If after proper notification has been made by the Chapter for a regularly scheduled, annual or special meeting to discuss voluntarily dissolving the Chapter and the actual meeting fails to obtain a quorum, the Chapter will inform the State Council immediately of the problem.

2. The Chapter will notify the State Council by letter of the action determined by the Chapter or the fact the meeting failed to obtain a quorum and additional documentation may be requested by the State Council to determine inactive status of the chapter.
3. If the Chapter has voted to dissolve or the State Council has determined the Chapter to be inactive, the State Council will assist the Chapter officers in following the procedures in Sections D and E of this policy to dissolve the Chapter, to revoke the Chapter's VVA Charter, and to dissolve the Chapter's incorporation within the State.

D. Revocation of a VVA Chapter Charter

The National Corporation can revoke only a Chapter's VVA Charter. Because each Chapter is an independently incorporated entity, un-incorporation is under the purview of State laws and regulations. Chapters voluntarily dissolving and State Councils needing to dissolve inactive Chapters or Chapters whose Charter has been revoked must consult with the State office which issues incorporations, and any other State offices which govern non-profit organizations or charitable fund-raising.

The following applies to all Chapters being dissolved, whether as a result of disciplinary action, voluntary action by the Chapter, or when a Chapter is determined by the State Council to be inactive.

1. Revocation of VVA Chapter Charter

- a. Article IV, Section 1, paragraph A of the VVA Constitution allows the revocation of a Chapter Charter upon filing of the charges under the National Disciplinary Policy for failure to file required election or financial reports. In accordance with this provision, the Chair of the National Disciplinary Committee will take action immediately upon receiving charges to determine if the charges are justified under the VVA Constitution and the "Code". See Section 1.C.7.d. of the VVA Code of Disciplinary Policy and Procedure for procedure.

- b. When a Chapter has decided to voluntarily dissolve, the State Council will forward the notification from the Chapter to the VVA National Secretary requesting revocation of the Chapter's Charter.
- c. When a Chapter is determined to be inactive, the State Council will request in writing that the VVA National Secretary revoke the Chapter's Charter. The letter of request should include the circumstances (period of time during which no meetings have been held, date of expiration of the terms of the last elected officers, etc.) and efforts the State Council has made to contact the Chapter, and whether Chapter property/records/etc. were located and secured.
- d. The VVA National Secretary will notify the State Council and the VVA National Membership Director of the revocation. The National Membership Director will include all documentation in the Chapter file and annotate the file and the database to indicate the date of Charter revocation.
- e. The State Council will notify all Chapter members of their status as VVA members, that the Chapter has been dissolved, and that all members will revert to at-large status unless they wish to transfer to another Chapter.

E. Dissolution of a Chapter

The dissolution of a Chapter should contain several areas of importance that must be taken under consideration in order to prepare for Chapter Charter revocation and the State Council will address these issues prior to revocation: 1) any state law/regulation pertaining to Chapter dissolution; 2) notification to the Federal Internal Revenue Service and notification to the VVA Finance Department of Chapter dissolution; 3) the actual disposition of Chapter assets and records; and 4) disposition of Chapter financial accounts.

1. Chapter Dissolution With the State

As State laws vary, the State office which incorporated the Chapter must be contacted to determine what steps must be taken. If the Chapter is voluntarily dissolving, the Chapter officers should complete this process. If the Chapter is inactive or non-functional, the State Council is responsible for completing the process.

a. Answers to the following questions should be obtained:

- What is the process to un-incorporate?
- What forms/ documents must be filed?
- Are there fees?
- Does state law/regulation dictate disposition of property/assets and records?

- Does the State dictate a process that must be followed (e.g., if monetary assets must be donated to a charitable organization, does state law/regulation dictate how that charity is chosen?)
- For Chapters numbered 1 through 799, could the assets be donated to the parent organization (i.e., the State Council or VVA National)?
- What final reports (annual report, tax returns, etc) need to be filed?

2. Chapter Dissolution With the Federal Internal Revenue Service

- File final return. Forms 990/990E-Z/990PF include a Termination box in the header area on page 1 which should be selected to indicate the organization is ceasing to exist. Form 990 and Form 990-EZ filers must also attach Schedule N, *Liquidation, Termination, Dissolution or Significant Disposition of Assets*. See www.irs.gov; search “termination of an exempt organization”
- Notify the IRS so that it will no longer expect the chapter to file annual returns. To do this, send a letter to:

EO Determinations

Internal Revenue Service
 Exempt Organizations Determinations
 P.O. Box 2508
 Cincinnati, OH 45201

The following items must be submitted with the request:

- 1) A list of the last set of officers or trustees and their daytime telephone numbers
- 2) One of the following:
 - a) Articles of Dissolution filed with state officials
 - b) Minutes of the meeting where the vote was taken to dissolve (signed and dated by an officer)
- c. The VVA Finance Department will be notified so that the Chapter will not be included on the annual list sent to the IRS of which Chapters and State Councils are covered by VVA’s group exemption letter.

3. Disposition of Chapter Assets and Records

- For Chapters numbered 800 and above, the Articles of Incorporation contain verbiage stating that upon dissolution all assets are distributed among the State Council.

Any such distribution of Chapter assets will be determined by the State Council and/or members and this decision should be recorded in the State Council meeting minutes.

- b. For Chapters numbered 1 through 799, disposition of Chapter assets is by State law/regulation. If not specified by State law/regulation, Chapter assets and records will revert to the State Council.
- c. Disposition of assets should be documented in the Chapter records.
- d. Disposition of Chapter records is up to the State Council unless otherwise prescribed by State law or regulation.

4. Disposition of Chapter Financial Accounts

To determine disposition of Chapter financial accounts for Chapters numbered 1 through 799 and Chapters numbered 800 and above, the State Council will initiate the procedures in Section E of this policy.

- a. All financial assets remaining after paying expenses associated with dissolution (e.g., fees to un-incorporate, legal or accountant fees if incurred) of the Chapter is by State law/regulation.
- b. When all obligations have been settled, all financial accounts must be closed and the final statements included in the Chapter financial records.

Example Letter

_____, 20XX

(name) Chair, National Disciplinary Committee

8719 Colesville Rd., Suite 100

Silver Spring, MD 20910

Re: Charges of Gross Neglect Under the VVA Code Against a Suspended VVA Chapter to Revoke the Chapter's Charter Pursuant to [Article IV, Section 1.A. if financial report or Article III, Section 9 if election report or both] of the VVA Constitution Vietnam Veterans of America (VVA) Chapter ____, last known to be located in [**Town, City, State**], was suspended____(date)_____for failing to file the [annual financial report(s) required by Article IV, Section 1.A. of the VVA Constitution, the election report required by Article III, Section 9, or both]. I have determined either: (1) that this Chapter is no longer functioning as a VVA Chapter or (2) that, if this Chapter is still active as a VVA Chapter, and does not intend to file the missing annual report(s) to allow the suspension can be lifted.

Consequently, in my capacity as the _____(state)_____ VVA State Council President [or the VVA Regional Director for Region____] , I am filing charges of Gross Neglect against suspended VVA Chapter____ to revoke the Chapter's Charter in accordance with Article IV, Section 1.A. of the VVA Constitution, and with Section I.C.7. of the VVA Code of Disciplinary Policy & Procedures. The Statement of Charges is attached along with written evidence from VVA that this Chapter was suspended for failing to file required reports for the year indicated. A summary of the actions the State Council has taken to resolve this issue and the factors that led to my determination that the Chapter is no longer functioning or that the Chapter does not intend to file the missing reports is also attached.

I understand: (1) that the charges will be processed by the National Disciplinary Committee which is responsible for determining whether the charges comply with the Code and are deemed filed; (2) that Article IV, Section 1.A. of the VVA Constitution authorizes VVA to revoke the Charter of such a Chapter "upon the filing of charges", which means no disciplinary hearing is necessary; and (3) that the actual revocation of the Charter will be done by VVA, not the National Disciplinary Committee.

Sincerely,

[State Council President] or [Regional Director]

cc: Regional Director [or State Council President if Regional Director sends letter]

National Secretary

COMPUTER SYSTEM BACKUP POLICY

(Approved Motion #9, 3-23-02)
(Amended Motion # 22 April 2016)

BACKGROUND

The VVA computer system consists Personal Computers (desk top PC's) and printers in an Ethernet network system. There are seven system file servers providing data storage for documents, email, database and accounting data, network security and other network services.

PURPOSE

A tremendous amount of information, vital to the operation of VVA, is input daily to the VVA computer system. This information includes membership information, donor information, the VVA accounting system, administrative information such as Board of Director names and phone numbers, etc. It is extremely important that this information is

accurate, updated and accessible at all times. To ensure that important information is not lost, the following policy will be implemented.

IMPLEMENTATION

On a daily basis, Monday through Saturday, the VVA computer system automatically backs itself up. This process begins at approximately 7:00 pm and lasts approximately four hours. Should someone be working during these hours, the work done by that individual will not be backed up until the following evening. In addition, any files left open by a user will not be backed up until the file is closed in time for the next backup cycle. To ensure a proper backup of all files, users should log out of their computers properly at the end of each work day.

All system backups are saved on high-capacity removable, portable USB hard disks. A set of 5 weekly backup disks are used in rotation. All disks kept on-site are stored in a fire resistant box in the Server room. A member of the IT staff exchanges the backup disk every Friday morning with the disk with the oldest data. The off-site disk from the previous week is returned to the office and placed in the fire box. The most recently removed disk is taken off-site until the following week. Off-site will be the staff member's home and is considered an acceptable location.

The backup system logs and reports are monitored regularly by the IT contractor to assure proper and successful on-going operation.

Conflict of Interest (Board) Policy

(July 24, 2003)

(August 9, 2005)

(Amended Motion # 23 April 2016)

Purpose and Rationale

One of the hallmarks of good governance of a nonprofit corporation is the existence of formal policy on actual or potential conflicts of interest that may directly or indirectly influence organizational decision-making. Broad examples of when a conflict of interest may arise include the following:

- When a board member, committee or task force chair, or officer able to influence a decision, whether by vote or persuasion, may (a) gain some personal or professional advantage from the outcome of the decision or (b) gain some advantage for an organization or interest with which the person or a member of his or her family is directly involved; or
- When a board member, committee or task force chair, or officer accepts a gift or gratuity from a vendor or contractor and then participates in a decision concerning the vendor or contractor; or

- When a board member, committee or task force chair, or officer uses his or her access to corporate information to advance his or her personal or professional interests in a manner that conflicts with the corporation's interests.

The mere existence of a conflict of interest is neither inherently illegal nor necessarily a reflection on integrity of the director or officer. In a situation involving corporate decision-making, it is the manner in which the director, committee or task force chair, or officer and the board deals with a disclosed conflict that determines the propriety of a transaction. Since board members, committee and task force chairs, and officers owe the corporation a duty of loyalty, actual or potential conflicts of interest are best addressed by prior disclosure and abstention from decision-making in the area in which a conflict exists.

VVA Policy on Conflicts of Interest and Disclosure

1. A VVA board member, committee or task force chair, or officer must be sensitive to any interest he or she may have in a decision to be made by the board of directors and, as far as possible, recognize and disclose such interest prior to the discussion or presentation of the matter to the board.
2. To facilitate VVA board members' and, committee and task force chairs' and officers' recognition of any actual or potential conflicts of interest or breaches of the duty of loyalty, each VVA board member, committee or task force chair, and officer shall biennially no later than the date of the first Board of Directors meeting following a National Convention complete, sign, and submit to the National Office to the attention of the President the attached disclosure form. Individuals must also submit an updated form if a real or potential conflict of interest arises after signing the form.
3. When a director, committee or task force chair, or officer has a conflict of interest about a transaction or matter being considered by the board of directors, the director, committee or task force chair, or officer should disclose the conflict to the board before the board of directors takes action on the matter.
4. Board members, committee or task force chairs, or officers who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the corporation and the other person or organization.
5. Upon disclosure of the conflict of interest and abstention from discussion or decision-making, the board of directors should render a disinterested decision on the transaction or matter.
6. In any situation involving disclosure of a conflict of interest and abstention from discussion or decision-making, the minutes of the board meeting shall record the disclosure of a conflict of interest and the abstention from discussion or decision-making on the transaction or matter.

7. If a board member, committee or task force chair, or officer fails to disclose a conflict of interest or otherwise breaches his or her duty of loyalty to the corporation, the board of directors may take such disciplinary action as is appropriate under the VVA National Disciplinary Policy.

Biennial Conflict of Interest Disclosure Report for National Officers and Board of Directors or others that may be deemed appropriate by the VVA National President/CEO.

1. Name: _____

2. Home Address: _____

3. Name of Employer: _____

4. Address of Employer: _____

5. Is Employer a VVA Vendor or VVA Contractor? _____Yes _____No

6. Business and professional activities in which you or an immediate family member have had an interest (including a financial interest) as owner, officer, board member, partner, employee, or other beneficiary position as of the date this form is signed.

Name of Business or Professional Organizations With Which You Are Associated or In Which You Have an Interest	Nature of Business or Professional Organization	Position Held and Person Who Holds Position

<u>Name of Business or Professional</u> Organizations With Which You Are Associated or In Which You Have an Interest	Nature of Business or Professional Organization	Position Held and Person Who Holds Position

7. Are any of these business or professional organizations a VVA vendor, or VVA contractor? _____ Yes _____ No

8. Are any of these business or professional organizations engaged in activities that might conflict with VVA’s mission, programs, or interest? _____ Yes _____ No

Affirmation

I have read the VVA Policy on Conflicts of Interest dated July 24, 2003. I understand its provisions and I hereby affirm that, during the period covered by this report, I have not, to the best of my knowledge and belief, been in a position of possible conflict of interest, except as indicated below:

I. Employment

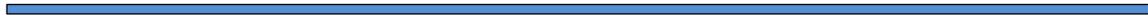
Describe real or potential conflicts of interest, if any:

II. Business and Professional Interests

Describe real or potential conflicts of interest, if any:

Date: _____

Signature: _____



Conflicts of Interest (Staff) Policy
(Approved August 23, 2005)

Purpose and Rationale

One of the hallmarks of good governance of a nonprofit corporation is the existence of formal policy on actual or potential conflicts of interest that may directly or indirectly influence organizational decision-making. Broad examples of when a conflict of interest may arise include the following:

- When a senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer able to influence a decision, whether by vote or persuasion, may (a) gain some personal or professional advantage from the outcome of the decision or (b) gain some advantage for an organization or interest with which the person or a member of his or her family is directly involved; or
- When a senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer accepts a gift or gratuity from a vendor or contractor and then participates in a decision concerning the vendor or contractor; or
- When a senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer uses his or her access to corporate information to advance his or her personal or professional interests in a manner that conflicts with the corporation’s interests.

The mere existence of a conflict of interest is neither inherently illegal nor necessarily a reflection on integrity of the staff member. In a situation involving corporate decision-making, it is the manner in which the senior staff, executive director, chief financial

officer, contractors, general counsel or others that may be deemed appropriate by the executive officer deals with a disclosed conflict that determines the propriety of a transaction. Since senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer owe the corporation a duty of loyalty, actual or potential conflicts of interest are best addressed by prior disclosure and abstention from decision-making in the area in which a conflict exists.

VVA Policy on Conflicts of Interest and Disclosure

1. A senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer must be sensitive to any interest he or she may have in a decision to be made by the board of directors and, as far as possible, recognize and disclose such interest prior to the discussion or presentation of the matter to the board.
2. To facilitate VVA senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer recognition of any actual or potential conflicts of interest or breaches of the duty of loyalty, each VVA senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer shall biennially complete, sign, and submit to the National Office to the attention of the President the attached disclosure form.
3. When a senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer has a conflict of interest about a transaction or matter being considered by the board of directors, the senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer disclose the conflict to the board before the board of directors takes action on the matter.
4. Senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer who have an actual or potential conflict of interest should not participate in discussions on matters affecting transactions between the corporation and the other person or organization.
5. Upon disclosure of the conflict of interest and abstention from discussion or decision-making, the senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer should render a disinterested decision on the transaction or matter.
6. In any situation involving disclosure of a conflict of interest and abstention from discussion or decision-making, the minutes of the board meeting shall record the disclosure of a conflict of interest and the abstention from discussion or decision-making on the transaction or matter.

7. If a senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer fails to disclose a conflict of interest or otherwise breaches his or her duty of loyalty to the corporation, appropriate disciplinary action may be taken, including termination of employment.

Annual Conflict of Interest Disclosure Report for senior staff, executive director, chief financial officer, contractors, general counsel or others that may be deemed appropriate by the executive officer.

1. Name: _____

2. Home Address: _____

3. Name of Employer: _____

4. Address of Employer: _____

5. Is Employer a VVA Vendor or VVA Contractor? _____ Yes _____ No

6. Business and professional activities in which you or an immediate family member have had an interest (including a financial interest) as owner, officer, board member, partner, employee, or other beneficiary position as of August 2003.

Name of Business or Professional Organizations With Which You Are Associated or In Which You Have an Interest	Nature of Business or Professional Organization	Position Held and Person Who Holds Position

<u>Name of Business or Professional Organizations With Which You Are Associated or In Which You Have an Interest</u>	<u>Nature of Business or Professional Organization</u>	<u>Position Held and Person Who Holds Position</u>

7. Are any of these business or professional organizations a VVA vendor, or VVA contractor? _____ Yes _____ No

8. Are any of these business or professional organizations engaged in activities that might conflict with VVA’s mission, programs, or interest? _____ Yes
No

Affirmation

I have read the VVA Policy on Conflicts of Interest dated July 24, 2003. I understand its provisions and I hereby affirm that, during the period covered by this report, I have not, to the best of my knowledge and belief, been in a position of possible conflict of interest, except as indicated below:

I. Employment

Describe real or potential conflicts of interest, if any:

II. Business and Professional Interests

Describe real or potential conflicts of interest, if any:

Date: _____

Signature: _____

CONTRACTING POLICY
(Approved Motion # 5, April 22, 2006)
(Amended Motion 13, April 21, 2012)

I. Introduction and Purpose.

The purpose of this policy is to establish guidelines and procedures for the approval, management and administration of contracts (defined as any agreements whereby VVA commits funds for the exchange of services, Memos of Understanding (MOU), Memos of Agreement, etc.). For purposes of this policy, all of the aforementioned will be referred to as “contracts”. This policy is necessary because contracts may be the source of substantial economic obligations for VVA; contracts need to be monitored; and contracts need to be enforced if goods or services are not being provided in accordance with contractual terms.

Contracts/agreements that do not require funding by VVA (e.g., Household Goods Donation Program, Car Donation Program, etc.) are excluded from this policy.

II. Contracting Policy.

A. Contracts may be executed only after necessary funding has been identified and approved by the VVA Board of Directors through the annual budget process or other Board action.

B. Renewals of existing contracts will be reviewed by the General Counsel when requested by the President or Treasurer/Compliance Officer. No new contracts may be signed without review by the General Counsel. The General Counsel will provide a written statement verifying the review and specifying any concerns about the contract.

C. Both the President and the Treasurer/Compliance Officer must provide written approval before any contract, including renewals of existing agreements, can be executed.

III. General Guidelines:

A. If the President determines that a contract is necessary but funding has not been identified and approved, the President will consult with the Finance Committee to determine if funds are available for the contract. If the Finance Committee determines that funds for the contract are available, the issue will then be brought to the VVA Board of Directors for approval of funding after review by the General Counsel has been completed.

B. All proposed contracts for new services will be provided to the VVA Board of Directors for review prior to any vote on funding.

C. Contracts, including routine administrative/maintenance contracts for such items as telephone maintenance; copy machine maintenance; accounting software support; delivery service, VVA Veteran writers; etc. are to be reviewed by the Compliance Officer prior to renewal or if the vendor changes.

D. Existing contracts without end dates will be reviewed by the Compliance Officer at least annually on or near the anniversary date.

IV. Staff - Duties and Responsibilities.

A. Contracting Officer

1. The Chief Financial Officer is designated as the Contracting Officer for VVA. The Contracting Officer is directly responsible to the President and to the Treasurer/Compliance Officer to assure that this policy is followed.
2. The Contracting Officer:
 - a. Prepares proposed contracts for approval.
 - b. Manages the contract approval process and ensures that the General Counsel reviews proposed contracts
 - c. Must receive the written consent of the President and Treasurer before proceeding with any contract execution activity.
 - d. Signs and executes contracts for VVA, when authorized by the President and Treasurer/Compliance Officer. The President may also sign and execute contracts for VVA after receiving written concurrence from the Treasurer.
 - e. Maintains and secures the original copy, with all signatures, of all contracts; maintains and updates a list of all contracts; and periodically provides the list of contracts to the President, the Treasurer/Compliance Officer, office staff as appropriate, the Finance Committee, the General Counsel, and the VVA Board of Directors.
 - f. Maintains current, accurate records/notebooks of all contracts and related documents including the approval of funding and annual

expenses.

- g. Coordinates with the Compliance Officer to facilitate review of all active contracts at least annually.
- h. Manages the Request For Proposal (RFP) process for VVA when the Board of Directors decides that use of a RFP is appropriate.

B. The National Secretary will ensure all current contracts are posted to the VVA Board discussion site.

C. *Cost Center Manager Responsible for Managing the Contract*

- 1. Acts as the Contracting Officer's Technical Representative (COTR) and provides oversight of the vendor delivering the service.
- 2. Establishes a schedule and reporting format for monitoring performance criteria and standards as contained in the contract, the vendor's compliance with the contract, and expenditures for the contract. Notifies the VVA Compliance Officer of any issues that arise regarding compliance with the contract.
- 3. Maintains the contract records and, when appropriate, works with the Contracting Officer to establish adequate supporting schedules which will be kept in the financial records of VVA. These schedules must track with each and every entry in the financial records and be auditable by independent auditors.

V. *Requests for Proposals or Requests for Capability to Respond.*

A. VVA may periodically want to conduct new work, or to change a vendor, or to seek information from the field as to capabilities and costs of various vendors to provide goods and services to VVA. When appropriate, this may be accomplished through a Request for Proposal (RFP) or a Request for Capability to Respond.

B. The General Counsel must review any proposed RFP before it is sent to potential contractors.

C. Request for Proposals (RFP).

The Contracting Officer establishes a format to seek proposals from various vendors to provide goods and services. If time permits, it may be appropriate to advertise the existence of the RFP process in *The VVA Veteran* and to invite interested firms or individuals to compete through the RFP process. An RFP from VVA to a vendor will include:

1. A cover letter to a prospective vendor seeking their Response to Proposal.
2. A Statement of Work to be performed, usually written by the VVA Department or VVA Committee seeking the proposal and approved by the Contracting Officer. When appropriate, the Statement of Work should address tasks, deliverables, and deadlines.
3. A statement that proposals are to be written in the following format:
 - a. Cover letter. This transmits the proposal to VVA.
 - b. Annex A: Technical Proposal. This is the technical response to the Statement of Work.
 - c. Annex B: Corporate Qualifications or Capability of Vendor. This describes the vendor's capabilities, resumes, other clients, any "sales pitch" which vendor wishes to use.
 - d. Annex C: Price Proposal. This describes all the costs associated with the anticipated contract.
4. Proposals are evaluated by an approval team consisting of the VVA Contracting Officer, the VVA Department Director or Committee Chair involved, and one other management level person designated by the President. Proposals will be evaluated using a criteria mutually agreed upon. One of the criteria will be compliance with the letter mailed as the RFP. The Department or Committee accepting a specific proposal will do so in writing to the Contracting Officer. This letter, and the evaluation ratings of all proposals will become part of the permanent record of the final approved contract. The Contracting Officer will prepare a proposed contract that includes tasks, deliverables, and deadlines.
5. Contract approval will be conducted in accordance with the above policy.

D. Request for Capabilities

The Contracting Officer establishes a format to seek information from various vendors as to their capability to provide goods and services to VVA at some future time. At this time, a complete Statement of Work may not be clear to the VVA Department or Committee and there may be no intention to conduct a formal Request for Proposal process in the future. A Request for Capability to Respond only establishes a file from which further Requests for Proposals may begin.

A Request for Capability to Respond will include a discussion of the work to be performed, a request for resumes and client list, and other information deemed appropriate at the time.

CORPORATE PRINTING POLICY

(April 2011)
(Amended January 2013)
(Amended January 2016)

DEFINITIONS

Photocopying: Work that is done on any of the machines located within the national office whether it is duplication of existing documents or the production of new documents from electronic files sent to the machine.

Printing: Work that necessitates the use of an outside vendor to produce the quality and quantity desired for the particular project. Such projects may be the production of the VVA Annual Report, VVA's Agent Orange Self-Help Guide, or other documents that require a more professional appearance.

BUDGETING

All VVA Cost Center managers that anticipate the need for photocopying or printing within a given VVA Fiscal Year must include a budget amount on the appropriate budget line with the necessary justification when submitting the proposed Cost Center budget for the upcoming budget year.

When budgeting for **photocopying** you need only budget for the number of copies you anticipate in black/white or color.

When budgeting for **printing** you must include and specify the cost of design, authorship, formatting, delivery, material, the number of copies to be produced, sales tax, etc. Once the bids have been received, the cost center manager will determine the best vendor based on cost, quality, and delivery time. Cost Center managers must have documentation available to support their requested amounts for printing.

Beginning in Fiscal Year 2014, all lease expenses for the photocopying machines will be charged as an expense to the "owning" departments.

INTERNAL COSTS

Costs will be calculated annually and provided to cost center managers with budget preparation information.

Information Technology will maintain a spreadsheet for each photocopying machine in the national office. Each spreadsheet will provide the name of the individual

responsible for the photocopies (by Department), the number of black & white and/or color copies made, the cost per copy, and the total cost for each person in the department, and the department's total cost for the copies. Each month, IT will provide a copy of the spreadsheet to all cost centers.

Each month, using the spreadsheet provided by the IT Department, the Finance Department will assign photocopying and printing costs to each cost center.

APPROVALS

Photocopying: a Cost Center's budget line for photocopying is approved by the National Board of Directors as a part of the annual budget. If/when the Cost Center Manager anticipates that photocopying expenses will exceed the approved budgeted amount, and such additional photocopying expenses cannot be absorbed within the overall cost center budget, the cost center manager must submit a fully justified request to the Finance Committee for approval for either additional funds or approval to overspend the approved budget.

Printing: a Cost Center's budget line for printing is approved by the National Board of Directors as a part of the annual budget.

REQUESTS FROM STATE COUNCILS AND CHAPTERS

All requests from State Councils and Chapters for printed/photocopied materials will be directed to the Communications Department. Whenever a request is received from a State Council or Chapter, it must be explained that VVA requires a minimum of a ten day turn-around period to produce and ship the requested materials.

VVA will **NOT** maintain stock supplies of materials which are photocopied in-house. All requests for bulk photocopying, whether from State Councils, Chapters, National Committees, or VVA National Departments will be managed on a "just-in-time" basis.

Stock supplies of materials printed by outside vendors will be stored in locked cabinets either within the Communications Department or within the VVA National Department whose budget pays for the production of the materials. The Communications Department will coordinate with the producing department or committee regarding stock levels. All requests for printing must originate from the Cost Center Manager whose Department budget will be charged.

A log will be created and maintained by the Communications Department of all requests noting the requestor, the date the request was made, the date the materials are needed, the title/s of the materials requested, the quantity of the materials requested, and the date the materials are actually shipped. Additionally, the Communications Department will provide a monthly report to the Finance Committee and to each

Department or Committee which produces printed and/or photocopied materials for distribution specifying the number of each document provided during the previous month and a summary of the entities requesting documents provided to each. Data on Chapter requests should include the Chapter's number and its state/jurisdiction.

All materials requested by, and sent to, State Councils and Chapters shall be at no cost to the requestor.

SHIPPING

The shipment of materials to State Councils and Chapters should always be done at the lowest cost possible. All shipping costs will be charged to the Communications Department which will provide a monthly report to the Finance Committee detailing the costs by method of shipping; e.g. USPS, UPS, FedEx, etc.

CREDIT CARD POLICY

(Approved 10-7-11, Motion # 28 Consent Calendar #8)

BACKGROUND

The Vietnam Veterans of American has authorized VVA credit cards to be used by VVA officers as well as selected staff, generally managers. Card recipients are those personnel whose duties are expected to take them on the road frequently or who are expected to have ready credit available in the performance of their duties and have been approved by the VVA President. Holders of VVA credit cards have special responsibilities to assure cards are used for VVA business, only. At no time may a cardholder use a VVA credit card for non-VVA business or personal use.

IMPLEMENTATION

On a monthly basis, the VVA Accounting Department receives credit card bills for the past month. The Accounting Department will pay these bills in accordance with normal invoice processing, thus eliminating the possibility of "late charges". At the same time two processes take place. A copy of the credit card bill is sent to all cardholders for expense identification and reconciliation AND an Account Receivable is established in the Accounting System to ensure that all card holders have responded with their credit card expense report.

CREDIT CARD EXPENSE REPORT

Credit card holders are to fill out the standard VVA Expense Reimbursement form attaching the copy of their credit card bill along with receipts for all purchases, identifying all purchases and indicating either verbally or numerically which accounts in their respective Cost Center should be charged for the various expenses. The Expense Reimbursement form must be used exclusively for the monthly credit card bill with no other reimbursements included on the form and must be turned in within **ten (10) days** of receiving the bill.

It is herein emphasized that there must be receipts attached for all charges and all charges must be identified as to purpose.

DELIQUENCY of SUBMISSION of the CREDIT CARD EXPENSE REPORT

The VVA Accounting Department will advise the VVA Treasurer, through VVA's President and Chief Financial Officer, on a monthly basis as to whether all cardholders have submitted their credit card expense reports. Failure to submit a timely report will result in a warning for the first occasion; revocation for three months of the offending individuals credit card privileges for a second occasion; and permanent revocation for a third failure.

I have read and understand my responsibilities as a VVA Credit Card holder.

Print Name _____ Date _____

Signature _____ Date _____

DECEASED MEMBER PROTOCOL POLICY
(Approved Motion # 5, April 21, 2007)
(Amended – Motion # 29 Consent Calendar Item # 7 – 10-11-14)

BACKGROUND

It is becoming painfully obvious that our VVA members are reaching the fall of their lives as daily we are notified of a member's passing. While it would be wonderful if all the VVA officers and Board of Director members could attend the various wakes and funerals of all the deceased, the VVA budget and prudent fiscal responsibility preclude attendance by so many. It has become time to put a policy in place to address this issue.

It is very difficult to address such an issue without some form of discrimination OR the perception of discrimination. Having said that, this policy is to address the passing of current and former VVA National Officers, National Board of Director members and State Council Presidents.

IMPLEMENTATION

Upon approval of this protocol the following procedures will take effect:

Upon notification of the death of (a) a current or past National Officer, (b) a current or past National Board member, or (c) a current or past State Council President, the VVA President may designate one person to attend the services at VVA expense.

No other person will attend at VVA expense. Should individuals other than the President's designee choose to attend the services, they may do so at their own expense.

Flowers or donations on behalf of the deceased will not exceed \$250 to be paid from the President's Cost Center, Miscellaneous expense line.

E-Rules of Order Policy National Board of Directors

(Amended Motion # 10 - 8-5-14)

1. The secretary shall notify members of the Board by e-mail OB@vva.org that the president submitted a specific question to the Board for consideration.
2. Members shall check their e-mail frequently for further posts.
3. Members shall conduct business in Eastern Standard Time (EST).
4. Members shall notify the secretary by e-mail or phone if they are not available to participate in the consideration of the question.
5. The secretary shall post the question on the Board's Electronic Debate Site (BEDS).
6. The secretary shall notify the members by e-mail using the "delivery receipt requested option" that the question is posted on the BEDS and consideration of the question can begin; the secretary shall include instructions on accessing BEDS in the notice.
7. Members shall acknowledge the "delivery receipt requested" by logging in on BEDS, and shall await instructions from the secretary.
8. Members shall notify the secretary or other officer, by phone or e-mail, if there is a problem on BEDS.
9. Members shall consider the question for **24** hours.
10. At the end of the **24**-hour period, the secretary shall post notice on BEDS and by e-mail that consideration of the question is closed.
11. The secretary shall notify the members by e-mail that the polls are open and shall provide instructions on the voting procedure.
12. Designated VVA staff shall conduct the voting procedure.
13. The polls shall remain open for **48** hours or longer if less than 16 votes have been cast.
14. After the polls are closed, the secretary shall e-mail the result of the vote and issue any additional instructions.
15. After the Board has finally disposed of the question, the designated VVA staff shall close BEDS and delete the text.
16. The secretary shall notify the Board and council presidents of the question considered and the result of the vote.

17. The secretary shall place the question considered and the result of the vote in the minutes of the next regularly scheduled Board meeting.

ETHICS POLICY

Approved by Board of Directors' motion # 13 on April 21, 2007

It is the policy of Vietnam Veterans of America that its board members, committee and task force chairs, and committee and task force members uphold the highest standards of ethical, professional behavior. To that end, these board members, committee and task force chairs, and committee and task force members shall dedicate themselves to carrying out the mission of this organization and shall:

- Act in such a manner as to uphold and enhance personal and professional honor and the integrity of Vietnam Veterans of America.
 - Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age, or national origin when engaged in the business of Vietnam Veterans of America.
 - Respect the structure and responsibilities of the board of directors, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board of directors.
 - Recognize and exercise only whatever discretionary authority assigned to your position under the law to carry out the mission of the organization.
 - Demonstrate the highest standards of personal integrity, truthfulness, and honesty in all Vietnam Veterans of America related activities in order to inspire confidence and trust in such activities.
-

FINANCE COMMITTEE POLICY

Approved Motion # 25 November 15, 2003

Amended October 9-10, 2009

Amended Motion #25, January 14, 2012

Amended Motion #8, October 6, 2012

Amended Motion #17, April 20, 2013

Amended Motion # 37, October 11, 2013

PURPOSE

The VVA Finance Committee shall provide oversight of the financial activities of the Corporation, the State, or Chapter and shall recommend policies on financial matters to include, but not limited to, assisting and consulting with the Treasurer on all financial

planning, budgeting, reporting and other related matters. (Appendix II to the VVA Constitution – paragraph I.)

The Finance Committee shall serve to advise the President and the Board of Directors as to financial matters and to perform such other duties as the President and Board of Directors shall from time to time assign to it. (VVA Constitution, Article 1, Section 7 – Committees, para B.)

The duties of the Finance Committee, as defined above, do NOT include oversight of the national staff, personnel policy matters, staff evaluations, etc. These functions fall under the duties of the VVA President who “...shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business and affairs of the Corporation.” (VVA Constitution, Article 1, Section 5 - Officers, para D.)

While it is agreed that the Finance Committee shall advise and recommend policies relative to financial matters that may affect the other VVA committees, this “advice and recommendation” does not extend to policy issues, which are “germane to (the committee) their areas of subject matter jurisdiction.”

To recap the above, the VVA Finance Committee shall provide oversight of the financial activities of the Corporation; shall recommend policies on financial matters; and shall serve to advise the President and the Board of Directors. The committee shall not direct activities or set policies.

FORMATION

The VVA President with the approval of the Board of Directors appoints the Chair of the Finance Committee. The Chair, in turn, shall appoint members to the committee, again with the approval of the Board of Directors. Members are normally appointed “ANC” (at no cost) to national and will not be reimbursed for their meeting expenses. The only exception to ANC is the annual two-day budget meeting when all appropriate expenses are reimbursed.

STRUCTURE

The Finance Committee generally operates as a “body of the whole”. However, within the committee are several sub-committees. The sub-committees currently within the Finance Committee are:

Budget Oversight Sub-Committee (Approved Motion #9 – 4-21-01)
Investment Sub-Committee (Approved Motion #7 – 6-17-00)

For further information on these sub-committees, consult the VVA policies for these sub-committees.

IMPLEMENTATION

The Finance Committee regularly meets on the evening preceding the VVA Board of Director meetings. In addition, the committee meets “on call” as necessary.

In addition to the above, the annual budget meeting is by far the longest if not most important meeting of the committee. This is a two-day meeting, generally held in the month preceding the VVA Board of Directors meeting in which the annual budget will be proposed for acceptance. See the Financial Manual for a more detailed explanation of the VVA budget process.

The goal of the annual budget meeting is to review budget submissions from Cost Center (CC) managers, analyze budget expense justifications and to present a proposed budget that is fiscally responsible and allows for accomplishing the goals and objectives of VVA. To this end, if the Finance Committee feels that the proposed budget of a Cost Center, along with all Cost Centers, exceeds available funds, the Finance Committee will make reductions to achieve those goals. When time and circumstances permit, the Finance Committee may return the CC’s budget back to the CC manager directing that a specific dollar amount of expenses be reduced. If directed to make reductions, the CC Manager will return his/her recommendations for the new budget allocations to the Finance Committee and the CFO of within 5 days.

Final cuts as recommended by the Finance Committee will be incorporated into the proposed budget for presentation to the Board of Directors for their approval.

Once the annual VVA budget is approved, budget managers do not need additional approval to expend their funds as allocated among accounts. Funds will no longer be moved from among accounts during the fiscal year.

Household Goods Solicitation Program (HGSP) Advisory Committee February 2001

1 Rationale. The thrift store operators who contract with VVA to purchase used household goods have indicated a need for a consistent interface between VVA and the buyers in the Household Goods Solicitation Program (HGSP). To respond to this need, VVA has decided to create a HGSP Advisory Committee to accomplish the purposes described below. VVA's HGSP has endured some difficult times, but the effectiveness and performance of the program have now been stabilized through sound management; the development of an operating reserve for the HGSP; and senior and established VVA leadership that understand and is sensitive to how the HGSP operates. Since VVA is structured so that 100% of its national leadership faces election every two years, it is in VVA's interest to insure that the HGSP continues to have available to it the benefit of knowledgeable VVA representatives that understand and are sensitive to how the HGSP operates.

2 Purposes. The purposes of the HGSP Advisory Committee are (1) to provide

continuity in oversight of the operation of the HGSP, which is VVA's largest source of revenue; (2) to serve as an interface between the thrift store contractors and VVA; and (3) to provide guidance on the transfer of HGSP revenues to VVA after payment of HGSP operating expenses.

3. **Composition.** The HGSP Advisory Committee shall be composed of no less than three and no more than four members. The initial HGSP Advisory Committee, which shall come into existence effective March 1, 2001, shall consist of the current President of VVA and the current Vice President of VVA plus at least one additional VVA officer or director selected by them. The term of the additional VVA officer or

director shall expire when the VVA National Convention (from July 31-August 5, 2001) convenes. The new VVA President elected at the VVA National Convention shall become a member of the Committee.

If the new VVA President is someone other than the current President or the current Vice-President, then the three-member committee may, if it so chooses, select one additional VVA officer or director to serve on the committee.

If, however, the new VVA President is either the current President or the current Vice-President, then the new President and the remaining member of the Committee may select another VVA officer or director serve as the third member of the Committee. The three-member committee may then, if it so chooses, select one additional VVA officer or director to serve on the committee.

If a vacancy occurs on the Committee, the remaining members of the Committee may fill the vacancy with a VVA officer or director.

4. **Subsequent Succession.** After each following VVA National Convention, the incoming VVA President shall become a member of the Committee and the outgoing VVA President who was not reelected shall leave the Committee unless **the Committee decides that the outgoing VVA President who was not reelected shall fill the tow in seat on the Committee even it this me ilspiacing a member of the Committee.** If a vacancy occurs on the Committee, the remaining members of the Committee may fill the vacant position with a VVA officer or director.

5. **Meetings.** The Committee shall meet no less than once per year and no more than four times per year. Other than the annual HGSP fiscal performance meeting, the dates and locations of such meetings shall be scheduled in conjunction with VVA National Board meetings.

6. **Staff Relationships.** The VVA Business Manager for the HGSP shall be governed by the VVA Personnel Policies; shall report to the HGSP Advisory Committee; and shall also keep VVA fully informed of HGSP progress and performance. On an annual basis, the HGSP Advisory Committee shall review the operation of the HGSP and shall provide VVA with recommendations concerning the

performance evaluation of the VVA Business Manager and the VVA Business Manager's annual salary review.

7. Payment of Expenses. The travel, lodging, and per diem expenses of Committee members for HGSP Advisory Committee business are a HGSP operating expense, not a VVA budget expense. Committee members shall be advanced or reimbursed their reasonable travel, lodging, and per diem expenses in accordance with VVA policies governing travel, lodging, and per diem expenses. All such travel, lodging,

and per diem expenses shall be reported on the same basis as other HGSP expenses. Since members of the VVA National Board of Directors and members of VVA Committees do not receive compensation from VVA for attending VVA board meetings, members of the HGSP Committee will not receive compensation for attending Committee meetings.

VVA INVESTMENT POLICY

(Approved Motion #7, 6-17-00)

(Amended Motion #6, 4-23-05)

(Amended Motion #4, 4-17-10)

BACKGROUND

At the Vietnam Veterans of America (VVA) Board of Directors meeting in December 1992, the then VVA Board of Directors approved an Investment Policy for the investment of VVA funds. This policy involved a three-phase approach to investing VVA funds. The three-phased policy was in fact completed, sometime ago. It became quickly apparent to the current sub-committee that the investment policy was in need of updating to present day thinking.

PURPOSE

Recognizing changes have occurred over the years updates to the policy have become necessary to accommodate current investment thinking. The policy provides the operational procedure establishing guidelines for the investment of VVA funds. These invested funds include but are not limited to the "Cash - Life Membership", "Investments or General Fund", and "Cash-Reserve Fund". It should be noted these funds do not include the operational funds of VVA, nor do they include HGDP funds. This articulates VVA's investment goals, policy, plan, and establishes an oversight Investment sub-Committee of the Finance Committee.

GOALS

The goals of VVA's investment policy are as follows:

1. To invest VVA's non-working and reserve funds.
2. Maintain the security of funds by diversifying investment.
3. Maintain the security of funds invested.
4. Provide for the growth of funds through investment policy.

INVESTMENT SUB-COMMITTEE

The Investment Sub-Committee was established within the Finance Committee to oversee VVA's investments. The Investment sub - committee is required to report to the VVA Board of Directors through the Chair of the Finance Committee. The Chair of the Finance Committee, the Chair of the Investment Sub-Committee and the National Treasurer of VVA work closely with the Chief Financial Officer of VVA in recommending and authorizing implementation of investment policy. The Investment Sub -Committee is free to seek the advice of outside sources such as VVA's auditor, banker, investment broker or any other professionals deemed appropriate.

The Investment Sub-Committee conducts the operational planning and implementation of the VVA investment policy.

OPERATIONAL PLAN

This operational plan was designed to implement an investment policy. The Investment Sub-Committee will provide order and control to the investment of VVA funds.

A. Implementation -- Preservation of Capital

The investment concentrates on the three functional Cash Reserve Funds as stated under Purpose. Investing those funds in treasuries and agencies. In the case of the Cash-Life Membership Fund liquid assets are retained in order to pay life member dues to affiliates as long as possible.

B. Maintain Security of Funds by Diversification

The policy assumes VVA's success in investment strategy and portfolio management. Portfolio diversification for greater return. Portfolio diversification provides a factor of safety of a good investment strategy.

C. Maturing the Portfolio – Growth with Risk Management

VVA is willing to undertake a posture of growth in its portfolio by adding sensible risk for a greater return on investment. Position the portfolio for continued growth with increased risk management tools, and continued oversight.

D. Asset Allocation Strategy:

1. Asset Allocation of the portfolio should be consistent with the strategy established in items A, B, C, above.
2. Fifty percent target portfolio allocation to bonds, Fifty percent target allocation to stocks (Plus or minus ten (10) percent in either category). VVA's Financial Advisor will identify appropriate stock and bond investment for the portfolio as well as overall percentage allocations to these investments to promote investment risk management at all times. Allocations ranging from a zero percent minimum to the target allocations referenced herein are authorized.
3. Periodic review of performance will be expected at least once a quarter. Further review as may be deemed necessary according to market conditions. Departure from these investment parameters for risk management purposes must be approved in concert by the National Treasurer of VVA, Chief Financial Officer of VVA and the Chair of the Investment Sub-Committee.

Applications of these policies begin with the approval of the National Board of Directors and remain in effect until or unless the policy is amended or rescinded by said board.

IMPLEMENTATION of these POLICIES

- A. The VVA Financial Advisor will be appointed every two (2) years by the VVA Treasurer; with approval by a vote of the Finance Committee beginning in 2010.
- B. Selection of Portfolio -- With the advice of VVA's Financial Advisor, the portfolio was selected and in place.
- C. Portfolio Management. The Chief Financial Officer and National Treasurer of VVA will interact with Financial Advisor on a regular basis. They will prepare, and present to the Investment Sub-Committee periodic reports on the status of the portfolio. The Chair of the Investment Sub-Committee may at his or her discretion request status reports of the portfolio at any time deemed necessary. The Investment Sub-Committee in turn through the Finance Committee Chair make periodic reports to the National Board of Directors.

DISCRETION of the USE of VVA FUNDS

The overall investment fund, the earnings from those funds and the resultant decision of how those funds are to be used remain with and are intended to be at the discretion of the VVA's National Board of Directors.

Vietnam Veterans of America Media Policy and Guidelines

(Approved January 2016)

Overview

Vietnam Veterans of America, Inc., is an established and highly respected Veterans Service Organization. The news media is frequently interested in VVA. We have a responsibility to be open and responsive to their information requests because the media are among the many ways perceptions of are formed of VVA and the work we do in the communities we serve.

Purpose

This policy exists to assure that information provided to the national media by the disclosed by Vietnam Veterans of America, Inc., is timely, accurate, comprehensive, authoritative and relevant. Adherence to this policy is intended to provide an effective and efficient framework to facilitate the timely dissemination of information.

Scope

This media policy applies to VVA National leadership and staff. This policy covers all external news media, including broadcast, electronic, and print.

Designation of Media Contact

The VVA Communications Department is designated as the initial media contact. The President of Vietnam Veterans of America, Inc., is the organization's chief spokesperson. The National President may designate an individual to be a spokesperson on a particular issue due to their knowledge, experience, and expertise. The VVA Communications Director will work with that designated spokesperson to prepare for the media interview. Preparation may include developing talking points as well as counseling, training, and practicing for the interview.

When Contacted by a Member of the Media

When taking a call from the media, the same courtesy and professionalism in which we approach our members should be displayed toward the media. Please act quickly when approached by the media to ensure that the reporter's deadline is met.

What to Say: "Vietnam Veterans of America's policy is to refer all media inquiries to the VVA Communications Department. You can reach the Communications Director at 301-585-4000, Ext. 146."

VVA Membership Policy on Honorary Life Membership

Replaces VVA Membership Policy on Honorary Life Membership 8/10/10

Amended Motion # 7 Consent Calendar, item # 3, 1/9/15

Amended 7/19/16

Pursuant to Article I, Section 3 – Membership, paragraph B. of the VVA Constitution, the VVA National Board of Directors hereby designates Honorary Life Membership (HLM) as a class of membership within the Corporation. This membership policy describes the criteria for consideration, eligibility requirements, dues, entitlements, and

available services pertaining to HLM membership.

An Honorary Life Membership may be requested from the following:

1. A VVA National Officer, National Board Member, the Conference of State Council Presidents, a State Council, or a Chapter for an individual not otherwise eligible for VVA membership.
2. A VVA State Council for a DoD-designated MIA veteran who resided in said state or by a Chapter for a DoD-designated MIA veteran who resided in the Chapter’s community or areas served.

Criteria for Consideration:

- An individual who has provided support through the public or social media (radio, TV, Internet, newspaper) on veteran issues and other veteran-related endeavors undertaken by the National organization, State Council, or Chapter.
- An individual who is elected or appointed governmental duties (national, state, or local) that allow him/her the opportunity to encourage/support veteran-related legislature that improves or impacts the lives of VVA members, their families, or all veterans.
- An individual who by their own monetary stature has continually provided “financial or pro bono” support to VVA National, State Council, or Chapter that has assisted us with our mission to provide service to veterans and families.
- An individual who has been instrumental in providing veterans with support and/or services that improves or beneficially impacts the lives of veterans.

Type:	Requested by:	Dues/Rebates	Entitlements:	Services:	Database/Roster:
Individual	National Officer, CSCP, State Council, Chapter	Dues waived; no dues rebate	No office; no vote. Not counted for delegate representation	No Veteran magazine; no member services	HLM entry; not listed on roster
DoD Designated MIA	State Council, Chapter	Dues waived; no dues rebate	No office; no vote. Not counted for delegate representation	No Veteran magazine; no member services	HLM entry; listed on roster

The National Officers shall review each nominee and recommend granting or denying HLM membership to the Board of Directors. The Board of Directors shall have the final decision and vote.

The VVA Membership Department shall maintain a listing of Honorary Life Memberships which shall be available upon request by State Councils or Chapters. Honorary Life Members may speak at any VVA meeting or event at the discretion of the State Council President or Chapter President.

Since the policy waives dues for a current or future DoD-designated MIA veteran, the State Council or Chapter requesting a new Honorary Life Membership for such a MIA veteran would not need to show that it had previously paid IND dues for the MIA veteran.

IND dues that were previously paid for such a member are not eligible for a refund.

The National BOD will consider request for HLM only at regularly scheduled BOD meeting in Jan, April, Jul/Aug, and Oct., if received 30 days in advance of scheduled meeting. If not received within 30-day timeframe, the HLM application will be considered at the next scheduled BOD meeting.

VVA Membership Policy to Release Dues Rebates Accumulation of Revoked or Failed VVA Chapters
(Approved 04/12/08)

The VVA Membership Policy on VVA Chapters that are Suspended, but Active or Suspended, but Failed was approved by the VVA National Board of Directors on November 15, 2006. The 2006 policy pertains to troubled VVA chapters that are: (1) suspended for two or more years, but active or (2) suspended for two or more years, but failed. The usual reason for the suspension was failure to file the mandatory annual financial report. Once the VVA Chapters were identified by the VVA State Councils (or sometimes a Regional Director) as failed chapters, then the next step involved filing charges against the suspended, but failed chapter so that the Chapter's charter was revoked under Article IV, Section 1.A. of the VVA Constitution.

Article IV, Section 1.A. of the VVA Constitution requires that a chapter be suspended when it does not file an annual financial report. That same section provides three ways that such a suspension can be ended: "such suspension shall continue until (1) the Chapter or State Council shall file its financial report for the year which caused the suspension; or (2) the Board of Directors of the Corporation shall relieve the Chapter or State Council of the responsibility for the filing of such report for the year in question; or (3) the Charter of such Chapter or State Council shall be thereafter revoked upon the filing of charges under the National Disciplinary Policy."

To facilitate this process, the VVA Disciplinary Code was amended so that the National Disciplinary Committee would have exclusive jurisdiction over such charter revocation cases. To simplify matters and ensure consistency in such cases, the National Secretary files the charges and the National Disciplinary Committee determines whether the charges comply with the Code, but the National Disciplinary Committee does not revoke the charter. If the charges comply with the Code, the National Disciplinary Committee notifies the chapter at its last known address and the National Secretary that the charges are deemed filed and the National Disciplinary Committee takes no further action on

those charges. At the April 2008 National Board meeting, the National Secretary will report that the charges against ten suspended and failed chapters have been deemed filed by the National Disciplinary Committee and will request that the National Board revoke the charter of the ten suspended and failed chapters that have not filed annual financial reports for two or more years.

State Councils have encountered problems recovering chapter funds (treasury) or chapter property (records, flags, equipment, etc.) from failed chapters. Furthermore, failed chapters that didn't file VVA financial reports for two or more years are unlikely to have paid state fees for filing corporate reports or maintaining corporate status. The consequence, if it has not already happened, will eventually be loss of corporate status for those chapters who have their charter revoked.

VVA Chapters that have been suspended by VVA do not receive membership dues rebates until the suspension has been resolved, but in the case of chapters who have failed and had their charter revoked, the dues rebates accumulation has been retained by VVA and the membership of the failed chapters has been transferred to other chapters or at large status as desired by the members of the failed chapter. There are VVA Chapters who notify VVA National or their State Council that they are voluntarily closing the doors on operation as a chapter. Again, there may be dues rebates accumulation which has not been paid to the chapter and these dues rebates have been retained by VVA. Consequently, the VVA Membership Affairs Committee recommends the following VVA membership policy to the VVA National Board of Directors:

1) Whenever VVA has retained and accumulated dues rebates for a chapter suspended for failing to file an annual financial or election report and whenever VVA has subsequently revoked that same chapter's VVA charter, then VVA's Chief Financial Officer (CFO) shall, within ninety (90) days of VVA revoking the chapter's VVA charter, pay to the state council in which the chapter was located, the entire amount of the dues rebate VVA retained during the period the chapter was suspended. When making such a payment to a state council, the CFO shall provide the state council with a document identifying: (a) the chapter that was suspended; (b) the date the chapter was suspended; (c) the date the chapter's charter was revoked; (d) the dates and amounts of dues rebates retained for the suspended chapter; and (e) the total amount of retained dues rebates being paid the state council.

2) Whenever a chapter notifies VVA National that the chapter is voluntarily ceasing to operate as a chapter and whenever VVA retains and accumulates dues rebates for such a chapter, then VVA's Chief Financial Officer (CFO) shall, within sixty (60) days of the date the chapter ceased to operate as a VVA chapter, pay to the state council in which the chapter was located, the entire amount of the dues rebate VVA retained after the chapter ceased to operate as a VVA chapter. When making such a payment to a state council, the CFO shall provide the state council with a document identifying: (a) the chapter that provided VVA with notice that it was ceasing to operate as a chapter; (b) the date the chapter ceased to operate as a chapter; (c) the dates and amounts of dues rebates retained

for the chapter; and (d) the total amount of retained dues rebates being paid the state council.

3) On a quarterly basis, the CFO shall report to the National Board of Director, with a copy to the Chair of the Conference of State Council Presidents, (a) the state council(s) to which payments of dues rebates for suspended/revoked chapters were made and, if applicable, for voluntarily-ceased-to-operate chapters for which payments were made during the quarter; (b) the amount(s) of dues rebates paid to the state council for each such chapter; and (c) the total amount(s) of dues rebates paid to each effected state council for chapter(s) during the quarter.

4) Effective date of policy: 1) this policy applies to all dues rebates VVA retained for suspended/revoked chapters since the original date of suspension; and 2) for voluntarily-ceased-to-operate chapters from the date of approval of this policy.

Membership Policy for Members Who Previously Joined Under the Old Date System

Approved as Motion 19, Membership Eligibility Policy, November 10, 2000

Amended by Motion 10, October 7, 2006

In the 1990's the Internal Revenue Service (IRS) questioned whether VVA's membership policies pertaining to associate members and VVA's membership eligibility dates (January 1, 1959 to May 7, 1975) at the time (prior to 1999) were causing a problem with VVA meeting the membership composition requirements for being a tax-exempt war veterans organization under Section 501 (c)(19).

A simplified statement of the Section 501 (c)(19) rules would say: (1) 97.5% of our members have to be war veterans or present or former members of the United States Armed Forces or certain family members of these veterans (this allows 2.5% headroom for exceptions to the rules) and (2) 75% of our members have to be war veterans, having served during a legislatively defined period of conflicts such as the Vietnam War.

The questions raised by the IRS led to the formation of AVVA in 1999 and the transfer of all associate members to this corporation, which became the new membership home for associates. In addition, VVA amended the membership eligibility provision in the VVA Constitution so that it would be consistent with federal law and VVA could be sure of maintaining compliance with 501 (c)(19) rules for veterans organizations. At the VVA National Convention on August 14, 1999, the VVA Constitution was amended to read in **Article I National Provisions, Section 3-Membership, paragraph 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,...**

This amendment effectively made the membership eligibility dates the dates established by federal law for the Vietnam War. Those dates currently are: (1) February 28, 1961 to

May 7, 1975, for in-country service and (2) August 5, 1964 to May 7, 1975, for service anywhere.

Given the August 14, 1999 amendment to the membership eligibility dates in the VVA Constitution, the VVA Board of Directors passed Motion # 19 on November 11, 2000: "To accept the Membership Eligibility Policy for VVA." Motion # 19 did not say what the "Membership Eligibility Policy" was, but two related documents discussed it: (1) part of the report of the November 9, 2000 meeting of the Membership Committee and (2) a more detailed November 10, 2000 memorandum from the Chair of the Membership Committee to VVA Chapters and State Councils.

Although the November 9, 2000 Membership Committee report indicated that current VVA members who met the previous membership eligibility dates would remain active members, it also said questions had arisen about membership eligibility, but it did not identify or address those questions. The November 10, 2000 memorandum did, but what it says is not in Motion # 19 or in the Membership Committee report.

The rationale for the change in these dates was all membership applicants are "war veterans" under the 501 (c)(19) rule, so that VVA does not have to monitor the 75% rule or any other percentage rule, thus all members of VVA are veterans. The wide understanding is that VVA exempted those members who joined under the old date system as long as the memberships remained continuously active after 1999 and VVA members used the term "grandfathered" to describe this exemption.

To update and clarify our policy so that it is consistent with these developments and is stated in one policy document, the VVA Membership Affairs Committee recommends the following VVA membership policy for the limited number of members who previously joined under the old date system as an amendment to Motion # 19 to the VVA National Board of Directors:

(1) An "individual" member who joined under the old date system (January 1, 1959 to May 7, 1975), but is not a life member, would remain in good standing as long as his or her membership was never allowed to lapse. If it lapsed, he or she would be required to satisfy the current membership eligibility criteria in force (the dates established by federal law for the Vietnam War: (1) February 28, 1961 to May 7, 1975, for in-country service and (2) August 5, 1964 to May 7, 1975, for service anywhere).

(2) A "life" member who joined under the old date system (January 1, 1959 to May 7, 1975) should be viewed as satisfying our membership criteria.

(3) Since the number of members who previously joined under the old date system is small, the 2.5% rule under Section 501 (c)(19) allows VVA to have the flexibility to Permit such membership and still be a tax-exempt war veterans organization under Section 501 (c)(19).

(4) These members (annual or life) who joined under the old date system and never allowed membership to lapse have eligibility to be a delegate to a VVA convention and, if otherwise eligible, to be elected director or officer at the chapter, state council, or national level.

Upgrading Active Membership to Life Membership Policy

Approved 7/19/16

- A. Membership in Vietnam Veterans of America is currently \$20 for one-year, \$50 for three years, and \$100 for a life membership.
 - B. Should the member wish to upgrade their active membership to life-member status the following guidelines must be followed:
 - 1. The remaining \$80 of a one-year active membership must be paid within sixty (60) days of the initial payment; and
 - 2. The remaining \$50 of a three-year active membership must be paid within sixty (60) days of the initial payment.
 - C. After the sixty-day grace period, members wishing to upgrade an active membership must pay the full payment of \$100.
-

OFFICERS SALARY AND BENEFITS POLICY

(Approved Motion # 7, April 24, 2004)

(Amended Motion # 7, October 6, 2007)

(Amended – Motion # 29 Consent Calendar Item # 6 – 10-11-14)

BACKGROUND

Vietnam Veterans of America (VVA) is committed to the objective of having executive officers (President, Vice President, Secretary and Treasurer) who are as highly qualified as possible to serve in their respective positions. VVA recognizes that the financial income and resources of a VVA member should not, in effect, determine whether or not the member could afford to seek executive office. Accordingly, VVA intends to attract the best and brightest to run for executive officer positions and thus establishes this compensation and benefits policy. The compensation and benefits approved for the executive officers will be treated as a fixed cost of the Corporation akin to rent, telephone and other fixed expenses.

COMPENSATION OF EXECUTIVE OFFICERS

VVA executive officers are deemed to be elected officials of the organization, **NOT** employees.

Officers' salaries may be adjusted during any fiscal year to the extent that all VVA employees' compensation is actually adjusted. Salaries will be carried in the individual officer Cost Center budgets (Salary line).

Procedurally, compensation will be paid through VVA' s payroll system with taxes and other required deductions being withheld. The income will be treated as "W-2" income and each officer shall receive a W-2 at the end of each calendar year for which he/she received compensation.

BENEFITS FOR EXECUTIVE OFFICERS

Officers shall be provided a VVA credit card to assist them in the performance of their duties. Administratively, they shall follow the VVA finance department policies regarding the proper use of their VVA credit cards. On the date an officer ceases to hold any executive officer position, the officer's credit card privileges shall be terminated.

VVA may purchase office equipment to assist officers in the performance of their duties when approved through the annual budget process.

Officers shall **NOT** be eligible for any employee benefit other than participation in the VVA 401 K Plan.

TRANSITION COMPENSATION

For several reasons, there may and will be changes in the VVA officer positions, resignations, illness, failure to win reelection are just a few. While all officer positions are important, it is extremely important to have continuity and transition with the President position. To that end VVA hereby establishes a two-month transition period between changes in the President position. During this transition period the outgoing President will be paid compensation (transition compensation) in accordance with the then current budgeted President position. There will be NO transition compensation for the remaining officer positions.

Orderly Transition Policy

(Amended 2007)

(Amended Motion # 24 April 2016)

1. GENERAL

a. Purpose. The National Board of Directors adopts this plan to assure an orderly transition of responsibilities from outgoing officers, directors, committee & task force chairs, and other national appointees, to incoming officials following the elections held at each national convention. This will include changes in office holders due to disciplinary action, resignation or death.

b. Period of Transition.

(1) For elected officers and directors, the period of transition is defined as the time between the declaration of final election results by the Elections Committee at the national convention and 30 days following the national convention or other election process. For appointed officials, the period of transition is defined as the 30 days following the approval of their appointment by the

National Board of Directors.

- (2) Newly elected officers and directors assume full responsibility for their duties immediately upon the declaration of final election results by the Elections Committee at the national convention or other election process. Appointed officials assume the responsibilities of their office upon approval of their appointment by the National Board of Directors.

2. **TRANSFER OF OFFICERS, DIRECTORS, AND CHAIRS RESPONSIBILITIES**

- a. **Records.** Outgoing officers, directors, committee & task force chairs, and other national appointees are responsible for briefing their successors and transferring to them all VVA records and documents within 30 days of their successor's election appointment.
- b. **Actions.** Outgoing officers, directors, committee & task force chairs, and other national appointees are responsible for briefing their successors orally or in writing on all actions and unfinished business involved in the proper execution of their respective offices. Incoming officials will follow through on all such actions and unfinished business.
- c. **Information.** Outgoing officers, directors, committee & task force chairs, and other national appointees will remain available during the transition period to provide information, concerning ongoing actions and projects in the area of interest of their previous office, to their successors.

3. **REPORTS**

- a. **Outgoing** officers, directors, committee & task force chairs, and other national appointees are responsible for submitting a report in writing to the National Secretary for distribution by the end of the transition period. The report should include a statement of goals and objectives, specific information concerning the achievement of those goals and objectives, and details of ongoing and incomplete actions, projects, and programs. It should also include positive recommendation for their successors.

4. **TRANSITION FUNDING**

- a. **Outgoing** President shall continue to be paid for two months following the national convention, provided that he/she complete the requirements of this transition policy.
- b. **Outgoing** officers, directors and committee chairs' responsibilities during this period are limited solely to the transfer of their offices to their successors.
- c. **Outgoing** officers, directors and committee chairs will receive reimbursement only for the transfer of materials and information to their successors, subsequent to the national convention at which their

successors assume office. Funding is not provided for travel after return home from the national convention, or for any purpose other than authorized herein, without specific prior approval.

- d. **Outgoing** officers, directors and committee chairs must file expense vouchers not later than 30 days after the national convention at which they leave office, for reimbursement of all official expenses incurred during their tenure in office. Expense vouchers filed after that date will not be honored.

5. **IMPLEMENTATION AND LONGEVITY.** This policy amends the Transition Policy dated 2007 and will remain in effect until amended or rescinded.

POLICY & PROCEDURES FOR VVA MEDALS

(Approved 10/11/2014)

CRITERIA

The VVA Commendation Medal is the Corporation's highest award; it is awarded for outstanding, exemplary service to veterans, and the community. The purpose of the award is to recognize those members of VVA and AVVA who have demonstrated a sincere commitment to ideals, mission, and goals of the Corporation through their work.

PROCESS

Upon nomination of a Chapter President, State Council President, or their Executive Board, any member of the National Board of Directors, the VVA Awards Committee may authorize the awarding of the Medal.

The nominee submitted must include a detailed narrative describing the reasons and circumstances why said submission should be considered. The attached form is the only form recognized for each recommendation.

Except for the parties submitting an individual for recognition, the committee members and the staff liaison will be the only individuals in possession of the information, including the name submitted. Prior to the actual award ceremony, only the committee and the President of the Corporation will know the identity of the award recipient. The presentation of the VVA Commendation Medal will be made at a convenient time and place, preferably among the recipients' peers. Under no circumstances will the Corporation authorize any travel, lodging, or per diem expenses for an individual to attend the meeting the Medal is to be awarded.

PROCEDURE

Upon receipt of the nomination for the medal, the Awards Committee shall meet

and discuss its merit. The committee has 2 options:

1. Approve award of the Medal
2. Disapprove award of the medal

If the nomination is disapproved, a nomination for the Achievement medal can be submitted for the same person.

The awards committee's decision is final, and they do not bring their decision to the Public Affairs committee for approval. The committee does not have to justify its final decision.

ETIQUETTE

The VVA Commendation Medal shall be worn around the neck, on the provided ribbon. The Medal shall be worn by recipient only. Recipients are encouraged to wear their medal, at appropriate VVA functions.

**Vietnam Veterans of America, Inc.
Policy on Providing Information to Members
Concerning Proposed Research Involving Human
Subjects
4-20-13**

I. Purpose of This Policy

From time to time, Vietnam Veterans of America, Inc. (VVA) has been approached by various researchers interested in the possibility of having some of VVA's members participate as research subjects in a research project that must comply with federal regulations, 45 CFR Part 46 (2012).

The purpose of this policy is: (1) to designate and authorize an individual within VVA to be responsible for responding when VVA is approached about VVA or VVA members being involved with human subjects research and (2) to authorize and approve a uniform procedure for requesting information from the researcher about the research so that VVA can provide appropriate information to VVA members.

II. Responsibility For Implementing This Policy

The Executive Director of VVA's Veterans Health Council (Director) is responsible for implementing this policy.

III. Procedures for Implementing This Policy

A. Whenever VVA receives a request from a researcher concerning VVA or VVA member involvement with human subjects research, the request shall be referred to the Director. In the event the position is vacant or the Director ceases to function in this capacity, the request shall be referred to VVA legal counsel and the VVA National Secretary.

B. The Director shall ask the researcher to provide the following information:

1. A statement whether the research is required to comply with 45 CFR Part 46 (2012) and, if not, why not, as well as a copy of any official determination that compliance is not required and a copy of any other document concerning the research that is within the possession or control of the researcher and that the Director desires to review.

2. If the research is required to comply with the CFR, a copy of any determination by the researcher's IRB or a federal agency as to whether the research, or

any aspect of it, complies with the regulations, as well as a copy of each document on which the determination is based.

3. A copy of any other document that is referenced in documents provided by the researcher, that is within the possession or control of the researcher, and that the Director desires to review.

4. A copy of any other pertinent document of which the Director is aware and that is within the possession or control of the researcher and that the Director desires to review.

C. Based on review of the documents provided by the researcher, the Director may prepare a proposed communication by any appropriate means to VVA members reporting to them information stated in the documents, in each case identifying the document that is the source of the information. The Director shall present the proposed communication, and a copy of each document that is the source of information therein, to the VVA Board of Directors at its next regularly scheduled meeting or, if the President so determines, before the next meeting. If the Board approves the proposed communication, the Director shall send it by the means approved by the Board.

D. The Director shall inform the researcher whether VVA will communicate with its members regarding the research and provide the researcher a copy of the text of any communication approved by the Board—without disclosing to the researcher any VVA member's name or other identifying information.

E. The Director shall maintain complete and accurate records of all requests for VVA involvement with proposed human subjects research and all related documents obtained or prepared by the Director or the Board. If the incumbent Director ceases to function in that capacity, s/he shall promptly transmit to the successor Director or to the VVA National Secretary all of the records.

IV. Preconditions for Implementation

A. The procedures stated in Section III will not be implemented unless (1) the VVA National Secretary seeks an opinion from the Department of Health and Human Services on whether VVA's activities in accordance with this policy are covered by, and require VVA's compliance with, 45 CFR Part 46 (2012); and (2) the Secretary either receives a written reply stating that the activities are not so covered or receives no reply.

B. If the Secretary receives no reply, then after 120 days from the day the Secretary seeks the opinion the procedures stated in Section III may be implemented only if the researcher obtains and provides to the Secretary a written determination from the appropriate federal agency either stating that 45 CFR Part 46 (2012) does not apply to the research or approving an arrangement under which the researcher is obligated to meet all regulatory requirements and VVA is authorized to rely entirely on that obligation and is required to take no action itself to meet the regulatory requirements.

V. Effective Date of Policy

The effective date of this policy shall be the date it was adopted by the VVA Board of Directors.

Form for Human Subjects Research Involving VVA Members

From time to time, Vietnam Veterans of America, Inc. (VVA) has been approached by various researchers interested in the possibility of having some of VVA's members participate as research subjects in a research project that must comply with federal regulations, 45 CFR Part 46 (2012). The purpose of this form is to provide a uniform procedure for requesting information from the researcher(s) about the research so that VVA can provide appropriate information to VVA members.

Please provide the following documents/information to Thomas J. Berger, Ph.D., Executive Director of the Veterans Health Council at Vietnam Veterans of America, Inc. (VVA):

1. A statement whether the research is required to comply with 45 CFR Part 46 (2012) and, if not, why not, as well as a copy of any official determination that compliance is not required and a copy of any other document concerning the research that is within the possession or control of the researcher and that the Director desires to review.
2. If the research is required to comply with the CFR referenced above, a copy of any determination by the researcher's IRB or a federal agency as to whether the research, or any aspect of it, complies with the regulations, as well as a copy of each document on which the determination is based.
3. A copy of the research proposal and other appropriate documents that are referenced in the proposal provided by the researcher and that are within the possession or control of the researcher, and that the Director desires to review such as consent forms, surveys and/or questionnaires.
4. A copy of any other pertinent documents of which the Executive Director is aware and that is within the possession or control of the researcher and that the Executive Director desires to review.

Following receipt of such documents/information, the Director shall review the proposed research request and supporting documents/information. The Director, in a timely manner, shall decide whether VVA will communicate with its members regarding the research and shall inform the researcher(s) of this decision. The Director will provide the researcher(s) a copy of the text of any communication that VVA will send to its members, without disclosing to the researcher(s) any VVA member's name or other identifying information.

Requesting Opinions or Advice from VVA General Counsel
Approved Motion # 8 April 20, 2013

Background:

At the present time, General Counsel fees for opinions or advice are paid from the professional fees account under the Operating Expenses cost center. However, the cost center manager is not consulted before legal advice or opinions are requested. This policy is being instituted in order to provide financial control over legal fees.

Policy:

1. Before legal advice is sought on any contract, policy, memoranda of understanding or other document, or any other matter requiring approval by the Board of Directors, a draft will be circulated to the Board of Directors (BOD) for input. All major questions raised by the BOD regarding the direction VVA wishes to take will be resolved prior to submitting anything to legal counsel.
2. The Chief Financial Officer will submit proposed contracts and MOUs as required by the contracting policy.
3. All other requests for legal advice must be authorized in advance by the National President.
4. Anyone who fails to obtain advance authorization from the President will be responsible for payment of all legal fees incurred as a result of their request.

SPECIAL EVENTS COORDINATOR POLICY

(Approved Motion #8, 3-23-02)
(Amended Motion # 25 April 2016)

BACKGROUND

Vietnam Veterans of America has long used, either as an employee or a consultant, the services of a Special Events Coordinator/Meetings Planner (Events Coordinator) whose primary functions have focused on the regular VVA Board of Director meetings, the biennial Leadership Conference and the National Convention. Over time it has become obvious that this individual is knowledgeable in the details and workings of hospitality and event services and that this individual has built up an inventory of cities and venues that would accommodate functions other than those referred to above such as Service Representative Training, Conference of State Council Presidents meetings and perhaps VVA Regional meetings as well. In addition, VVA has experienced situations where the non-use of this expertise has cost the organization money in penalties and overcharges.

PURPOSE

The purpose of this policy is to take advantage of the skill and expertise of the VVA Events Coordinator and to reduce this directive to policy format.

IMPLEMENTATION

The VVA Events Coordinator shall herewith be responsible for oversight, planning, negotiations for contract, assistance and production of all functions/events, which will be paid for by VVA (National, this does not include state council funded events) such as the Board of Director meetings, National Conventions, and Leadership Conferences.

This planning includes:

- * Recommending cities and venue for event for selection/approval by the National Board of Directors.
- * Determining VVA guaranteed block of hotel sleeping rooms.
- * Arranging contract for meeting/exhibit space.
- * Procuring Audio/Visual equipment.
- * Planning and determining banquet or food functions.
- * Arranging contract for musical entertainment.
- * Overseeing concert/sound reinforcement and production.

In addition to the preceding events, the Events Coordinator will assist in planning meetings and sites for the Conference of State Council Presidents meetings, Service Representative Training, Seminars and Symposiums. This “assistance” includes only the above areas and does not include the event agenda, training or any other such areas unless agreed to ahead of time.

Regional and State Council meetings present a special situation in planning. It is acknowledged that many directors and State Council presidents frequently have personal relationships with hotels in their areas, have been dealing with these hotels for several years and they have specific agendas for these meetings. Nothing in this policy is intended to detract or take away from these relationships. However, Regional and State Council meeting coordinators are encouraged to use the expertise of the VVA Events Coordinator to review contracts before signing with particular emphasis of “guarantees”. This review will be accomplished expeditiously.

NOTE: VVA Officers and Board of Director members, as elected officials of VVA, may NOT sign contracts for Regional or State Council meetings which in any way obligate the national organization.

Finally, by direction of the VVA President, the Events Coordinator may be directed to assist in functions not herein referred to but events to be funded by VVA.

TRAVEL POLICY

(Approved January 21/22, 2006)

(Amended Motion #14, April 27, 2007)

(Amended Motion #6, October 6, 2007)

(Amended Motion # 2, January 10, 2009)

(Amended Motion # 38, October 11, 2013)

BACKGROUND

A very significant percentage of each VVA budget consists of travel-related expenditures. It is imperative that such expenses be as cost effective as possible. Additionally, it is incumbent upon all Cost Center managers to make every effort to ensure that their travel expenses are kept within the parameters of their approved budget lines.

PURPOSE

The establishment of the VVA Travel Policy is to provide a mechanism for an established set of rules and procedures for travel-related expenditures. Over time the VVA Board of Directors has passed many motions and directives relating to travel; these have been incorporated within this policy. This policy applies to all personnel traveling on VVA funds.

EXCEPTIONS

Once the VVA budget has been approved by the VVA Board of Directors, usually in April, travel funding within the various Cost Centers has also been approved and does not need further approval with the exception of the following:

- * All international travel funded by VVA must be approved by the Board of Directors in advance and the trip participants must be identified and approved.
- * If a Cost Center manager is responsible for more than one Cost Center, the manager is prohibited from expending the resources of one Cost Center for the purpose of fulfilling the responsibilities of another Cost Center
- * Prior to committing to committee and task force discretionary travel (Travel & Related Expenses on your B2A Report), the committee or task force must approve the travel in question.
- * For all VVA functions for which there is a "Master List" of individuals to be paid for by VVA, **reimbursement of hotel expenses will** not exceed one half of room cost of the VVA designated hotel should someone choose to move to another hotel for their own convenience.
- * **There will be NO EXCEPTIONS to this policy** unless prior written approval is provided by a majority of the VVA Officers.

IMPLEMENTATION

A. Transportation

1. Travel on official VVA business will be reimbursed at the prevailing IRS rate for travel by privately owned vehicle and at the economy airfare rate **ONLY** for travel by air. In no case will ground travel by privately owned vehicle be reimbursed at more than economy airfare.

2. Airfare travel must be scheduled no later than 21 days in advance of departure. This is to ensure that VVA obtains the best rates for airfare travel. Airfare travel with less than 21 days advance notice must be approved by the Chief Financial Officer or National President.

3. Individuals not adhering to this policy will be responsible for making and paying for their own travel reservations (this will not be charged to the normal VVA travel account) and will be reimbursed to the extent that they would have been had they made their travel reservations prior to the twenty one day cut off.

4. Airline reservations may be made through VVA's travel agent Let's Travel (800 659-4441). Travelers may make their own travel arrangements but will not be reimbursed in excess of what the fare would have been through Let's Travel.

5. When renting an automobile, decline all insurance coverage which the rental company offers. VVA pays insurance under arrangements with our insurance carrier.

B. Lodging

1. Room reservations must be made at least thirty (30) days in advance of VVA-supported functions, e.g., BOD meetings, National Convention, Leadership Conference. (The 30 day cutoff dates are determined by the first day of the block of rooms covered in the contract and will be determined by the VVA Meeting Planner in advance. What day of the week you arrive has no bearing on the 30 day cutoff date.) When making your 30 day advance room reservation for a VVA supported function:

a. You **MUST** use the VVA E-reservation form available on the VVA web site.

b. VVA will pay 50% of the room rate and tax; the options available to you are:

* Agree to pay 50% of the total room cost and have no roommate, **OR**

* You may select a roommate that is funded by VVA, **OR**

* Accept a roommate assigned by the VVA Meeting Planner, **OR**

* Choose to room with someone who is not funded by VVA. If the non-VVA funded person does not show up you will be responsible for that person's share of the room rate and must pay it.

2. If you do not make room reservations at least thirty (30) day advance in advance, you will be responsible for arranging for a room directly with the hotel and you will be responsible for paying the entire bill. You will be reimbursed 50% of "VVA's negotiated rate" only and you will be responsible for the balance of any higher rate.

3. A person that does not check in on the arrival date booked is considered a “no-show”. VVA is then charged Room and Tax for one night. By hotel policy, the remaining days reserved are automatically cancelled. The individual is then responsible for paying VVA back for the “no-show” date and for making new arrangements for any rooms needed. (same conditions as above apply)

C. Other Authorized Expenses

1. VVA will reimburse expenses for ground transportation to and from airports and baggage checking fees.

2. Per diem will be paid to help defray meals and incidental expenses while on official VVA travel at the rate established by the Board of Directors.

D. Unauthorized Expenses

1. VVA will not reimburse for airline seat upgrades such as economy plus, etc. In addition, VVA will not pay for additional bags fees (over 1), overweight bags fees, oversized bags fees, ticket change fees and seat selection fees.

2. The VVA Chief Financial Officer is hereby directed to bill individuals for or to deduct from any reimbursement charges incurred in changing airline reservations, “no show” on hotel room reservations, any of the above charges, etc.

E. Reimbursement

1. Reimbursement of authorized expenses must be requested by submitting the proper form within thirty (30) working days after completion of the travel. If an expense voucher is submitted more than 30 working days after the expenses are incurred, it will only be paid if approved by the Finance Chair.

2. Receipts are required for:

- a. Air travel not arranged through Let’s Travel.
- b. Lodging not billed to a VVA Master Account
- c. Baggage checking fees
- d. Automobile rentals

3. Receipts are not required for per diem reimbursement.

F. Expense Advances.

You may receive an advance for official VVA travel by completing the proper form (Advance / Reimbursement Form) and submitting it to the Finance Department. To allow adequate time for processing, expense advance requests must be received in the Finance Department seven working days prior to commencement of travel.

G. ADDITIONAL CRITERIA

1. If a Cost Center Manager, or an authorized alternate, incurs travel expenses while performing duties within another Cost Center's area of responsibility, the expense shall be charged to the Cost Center in whose area of responsibility it falls, provided that if it is chargeable to another Cost Center, the manager of that Cost Center must approve the expenditure before it is incurred.

2. The expenditure, use, or obligation of VVA budgeted funds by incumbent VVA officers, board members and committee/task force chairs for the purpose, in whole or in part of running for, campaigning for, or otherwise seeking an elected position within VVA is prohibited.

a. This prohibition includes, but is not limited to travel charged to a VVA Cost Center during **any** fiscal year with particular emphasis on travel to Regional and State Conferences.

b. This prohibition further eliminates any and all pro rata of expenses between VVA business and political. The two may not be combined in one trip.

c. Honoraria paid to VVA officers, board members or staff as a result of representing VVA or as a result of using VVA funds to travel are the property of VVA, Inc. and should be turned in to the Finance Department as soon as paid. Honorees will receive an IRS Form 1099 in January or February of the following year. The Chief Financial Officer will provide advice to honorees as to how to make adjustments to personal income tax returns when asked.

Use of Restricted Revenue/ Designated Revenue (RR/DR)

(Approved – Consent Calendar – 10-11-14 - #9)
(Amended Motion #15 - 10-17-15)

Background

A. **Restricted revenue** (RR) is a donation made to VVA or to a specific VVA Cost Center, or solicited on behalf of a specific Cost Center, or directed for a particular purpose within a specific Cost Center. In other words, a donations or donations made to/for a specific Cost Center or purpose, as determined by the donor.

VVA Cost Center managers have been and are regularly encouraged to solicit donations to provide additional support for their Cost Centers. Donations to VVA or to a specific Cost Center may be general donations which can be used for any purpose within that Cost Center or may be donations received for specific projects or uses within a specific Cost Center. When use of the money is specified by the donor, the Cost Center Manager must comply with the instructions of the donor. Therefore, it is essential that when Cost Center managers solicit or know that VVA is going to receive a donation

designated for a specific purpose/project, they must inform the Finance Department via the VVA CFO in writing (e-mail acceptable) of the donor's name and expected amount if known. Any donations which are not identified in writing by the donor as restricted to a specific purpose/project will be considered general donations to the Cost Center.

B. **Designated revenue (DR)** is revenue given to or earned by VVA which the VVA Board of Directors has determined should be allocated to a specific Cost Center or specific purpose/project. Past examples of designated revenue are receipt of royalties from the 2010 Membership Directory wherein the board allocated a portion to the VVA Membership Committee; another example would be the Ruth Mathews Fund bequest wherein, again by direction of the VVA Board of Directors, a portion was allocated to the A/O Committee.

Policy

Cost Center managers who wish to use RR/DR funds must notify the VVA Finance Department (CFO or Director of Accounting) in writing (e-mail acceptable) when RR/DR funds are to be used for expenditures. This notification may take place through the annual VVA budget process or at any time during the fiscal year.

Cost Center Managers must confirm that sufficient funds are available to cover the anticipated expense, either through the Cost Center budget or RR/DR funds.

RR funds may not be used to supplement operational expenses ordinarily funded by the VVA National operating budget such as National Office staff salaries or similar budgeted expenses. Travel by National Office staff may be funded by RR funds only when such travel is approved by the VVA President or, in the case of foreign travel, the VVA Board of Directors.

Unspent DR funds will carry over to the following years, identified as Carry Over Revenue on the Cost Center report, and remain available for following years until completely expended. However, as the VVA BOD may ‘designate’ the purpose for which funds may be spent, they may also “undesignate” these funds as well and may choose to utilize unspent carryover DR for any purpose when needed to balance the budget.

Unspent RR funds will carry over to following years, identified as Carry Over Revenue on the Cost Center report, and remain available until completely expended. The BOD may also choose to utilize RR when needed to balance the budget of the cost center to which it was donated as long as the ultimate expenditure complies with the donor’s directive.

Veterans Initiative Program Confidentiality and Sensitivity Policy

January 2006
Amended January 2016

Motion #20 – That it shall be the policy of Vietnam Veterans of America, Inc. that information that comes to the attention of the Veterans Initiative Program through its effort to account for all Prisoners of War and Missing in Action unaccounted for in Vietnam, Laos, Cambodia, Thailand and the surrounding areas shall be considered confidential. Veterans Initiative Program members, the President of Vietnam Veterans of

America or designee, Vietnam Veterans of America POW/MIA Chair, affected families, and appropriate government agencies as defined by the Veterans Initiative Program shall be the exclusive viewers of any confidential reports pertaining to this stated information. This information, with no exception, may be released only by any of the above stated members, as individuals, team members, or titled positions, and only if written permission is on file with Vietnam Veterans of America, Inc. from a representative of the service member's family.

The content of this document is revised as needed due to revisions or retirement of policies.