



**2021 National Constitution Committee Preliminary Report to the Delegates  
20<sup>th</sup> National Convention  
Greensboro, North Carolina  
November 3 – 6, 2021**

As mandated by the *Constitution of Vietnam Veterans of America*, Article IV, General Provisions, Section 5, Amendments, the National Constitution Committee has reviewed the 19 proposed amendments received by the submission deadline date (June 30, 2021). The Constitution requires that any proposed amendment be submitted to the Constitution Committee at least 120 days prior to the commencement of the national convention at which such proposed amendment is to be addressed.

The committee met virtually several times in July 2021 to review the proposed amendments and determine recommended action for each. This document includes copies of all the proposed amendments received, along with the recommended action, and comprises the “2021 Constitution Committee Preliminary Report to the Delegates.” The report will be forwarded to chapters and state councils and will be available online at [vva.org](http://vva.org) not less than sixty days prior to the commencement of the 20<sup>th</sup> National Convention or September 1, 2021.

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

There are 19 proposed constitutional amendments. Ten of the proposed amendments are being reported out of the committee for full discussion and consideration by the delegates. Nine proposed amendments are not reported out of the committee. The proposed amendments reported out of the committee are numbered and presented in the order of their relative position in the Constitution, except for proposed amendment – 01, which will be considered first, because the final vote on this amendment will impact four of the other proposed amendments. We look forward to seeing you in Greensboro.

Leslie DeLong, Chair  
Barry Rice  
Ken Holybee  
Beverly Stewart  
Grant Coates  
Jack Dean

Fred Barks  
Shelby Pinkerton  
Cliff Riley  
Mary Miller, AVVA  
Kaye Gardner, AVVA

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 01

**Amendments 02, 03, 08, 10 are of no effect if this amendment is adopted and will not be considered.**

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 4 General Provisions

Section New Section 3

**Proposed Change:** Add a new section and renumber the sections following

Section 3 – Electronic Meetings

- A Meetings on all levels of the Corporation may be conducted through use of an Internet platform. The platform must include visible displays that:
  - 1 Identify those members participating;
  - 2 Identify those seeking recognition to speak;
  - 3 Show the text of pending motions;
  - 4 Show the result of votes.
  
- B The Internet platform must support anonymous voting. An anonymous vote conducted through the Internet platform shall be deemed a ballot vote, fulfilling the requirement that a vote be conducted by ballot.

**Related Articles/Sections/Paragraphs Affected:**

**Reason for Proposed Change:**

To authorize the use of an Internet platform for meetings at national, regional, state, and chapter levels of the corporation.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.  
20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 02

**If amendment 1 is adopted this amendment will not be considered.**

**If amendment 1 is lost this amendment should be considered.**

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 1 National Provisions

Section 4, Paragraph E

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

E The president of the Corporation shall establish, with the approval of the national board, regularly scheduled quarterly meetings ~~s dates~~ of the national board. The national board may meet **on an internet platform** ~~at other times on~~ **at** the call of the president of the Corporation or ~~on~~ **at** the request of a majority of its members.

If adopted the paragraph will read:

E The president of the Corporation shall establish, with the approval of the national board, regularly scheduled quarterly meetings s of the national board. The national board may meet **on an internet platform at** the call of the president of the Corporation or **at** the request of a majority of its members.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

To authorize the use of an Internet platform for national board meetings.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 03

**If amendment 1 is adopted this amendment this amendment will not be considered.**

**If amendment 1 is lost this amendment should be considered.**

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 1 National Provisions

Section 4, Paragraph F

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

F Notice of regular meetings of the national board shall be given by sending copies thereof in the mail, email, or by other electronic means at least thirty days prior to the day of the meeting, addressed to the respective members of the national board and to each state council president. Meetings shall be held **on an Internet platform or** at the place designated by the president, unless the national board, at a previous meeting, shall authorize another place, or unless a majority of the national board shall, in writing, have requested another place for such meeting. Notice of special meetings of the national board, specifying the subjects to be considered at such meeting, shall be given, in writing, by first-class mail, email, or by other electronic means at least fourteen days prior to the day of such meeting to all members of the national board and to all state council presidents.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

To authorize the use of an Internet platform for national board meetings.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.  
20th National Convention – November 3 – 6, 2021**

**Proposed Constitutional Amendment – 04**

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 1 National Provisions

Section 5, Paragraph F

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

F The secretary shall keep the minutes of the meetings of the national board and of thenational conventions in one or more books provided for that purpose **or in electronic files that are appropriately backed-up**; ensure that all notices are given in accordance with this Constitution or required by law; be custodian of the corporate records and of the seal of the Corporation and ensure that the seal of the Corporation is affixed to all documents, the execution of which has been authorized by the national board, or otherwise in accordance with this Constitution; and, in general, perform all the duties incident to the office of secretary and such other duties as may be assigned to him or her by the president or thenational board. The secretary shall also ensure **the amended National Constitution is available on vva.org and distributed electronically to state councils and chapters** ~~timely reproduction and distribution of the amended National Constitution to each chapter~~ within 60 days of each national convention.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

Minutes and other corporation documents are already being stored electronically with secure back-up, and the amended Constitution is no longer mailed to members in *The VVA Veteran*.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 05

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 1 National Provisions

Section 6, Paragraph A

**Proposed Change:** Strike the number indicated by the ~~strike-through~~ and insert the **bold underlined number**.

A The Corporation shall hold a national biennial convention in odd-numbered years at such times, dates, and places as may be designated by the national board. The national convention shall be the highest authority of the Corporation. Except as otherwise provided in Section 6 **5** of this article, the president shall preside as the chair of the convention.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

Section 6 is incorrect. Section 5, Paragraph E, is correct and refers to the provision that authorizes the vice president to preside in the absence of the president.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 06

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 1 National Provisions

Section 6, paragraph A

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

A The Corporation shall hold a national biennial convention in odd-numbered years, **unless otherwise ordered by the national board**, at such times, dates, and places as may be designated by the national board. The national convention shall be the highest authority of the Corporation. Except as otherwise provided in Section 6 of this article, the president shall preside as the chair of the convention.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

To allow for some flexibility if a situation requires rescheduling a convention. If the words “unless otherwise ordered by the national board” are added to this paragraph, then the date of the convention may be changed in an unusual circumstance but only for that convention in that particular circumstance. RONR (12<sup>th</sup> ed.) 56:33

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 07

**Submitted by:**

Name: Scott DeArman for the Election Committee

**Section Affected:**

Article 1 National Provisions

Section 7, Paragraph A, subparagraph 1 a

**Proposed Change:** Strike the words indicated by the ~~strike through~~.

1 The elections committee shall generally supervise the election process, to include receiving nominations, distributing the names and qualifications of candidates to the delegates, chairing the national convention during the election process, and certifying the results of said elections.

a The elections committee shall set a date, not less than thirty days prior to the commencement of a national convention, by which date all candidates must file with the committee an announcement of their candidacy. ~~Additional candidates may be placed in nomination at the national convention by submission of a written petition naming the candidate and signed by twenty-five percent of the delegates, and by his or her showing compliance with the rules, requirements, and procedures of the elections committee, prior to the close of nominations at the national convention.~~

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

This section was entered into the constitution at the 1st convention in 1983. At that time, we were not wearing computers on our wrist, your cell phone was not a computer (your cell phone was not yet invented; the first one I ever saw was as large as a shoe box). There were no laptops or pads, most people did not even have a desk-top computer, “and’ you could not fax. Delegates were learning about candidates from their statements in *The VVA Veteran*; in the materials sent out by the National office, which were the same as what was in *The VVA Veteran*, and BY word of mouth. If you had a candidate that you knew, that was one person you knew you would or would not vote for. But there are 23 Board Members and 4 Officers. Now, it is relatively easy for you to get information on a candidate.

VVA has been established for 38+ years; the role that the Board and Officers play in VVA is well known; and, as we say in *The VVA Veteran* every other month beginning in January of the convention year: “The committee encourages all those considering running for office in 2021 to



PROPOSED CONSTITUTIONAL AMENDMENT – 07 Continued

think about whether they are willing to take on the responsibilities of an Officer or a Board member and represent the membership of VVA.” We are aging; this organization is and will be changing; being an Officer or Board member takes an exceptionally large commitment.

The Election Committee spent a month trying to figure out how to run an election virtually; one that is accountable to the members, delegates, and candidates. We could not. How do we present candidate forums; how do we prevent the election from being hacked; how do we prevent computers from failing, etc. What we did realize is the benefit of having a slate of candidates prior to convention. This allows delegates to get their Chapter or State Council input about who to vote for; delegates do represent the members.

Finally, as we have been confronted with Covid 19, we have learned the need to change some elements of the Constitution to best serve the business of the organization. The decision to include running from the floor was appropriate for the time. The future of VVA requires a firm commitment to the body of the organization and, above all, to the members.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: *Robert’s Rules of Order, Newly Revised* (12<sup>th</sup> ed.) 46:6 allows nominations from the floor unless the bylaws state otherwise.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 08

**If amendment 1 is adopted this amendment will not be considered.**

**If amendment 1 is lost this amendment should be considered.**

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 2 State Provisions

Section 7 Paragraph A

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

A Regular meetings of the state council shall be held on a schedule and at a location **or on an Internet platform** designated by the state council. Each state council shall meet not less than twice per year, and notice of any such regular meeting shall be given to the members of the state council by the secretary at least twenty calendar days prior to the meeting.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

To authorize the use of an Internet platform for state council meetings.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.  
20th National Convention – November 3 - 6, 2021**

**Proposed Constitutional Amendment – 09**

**Submitted by:**

Name: Milton Omoto

**Section Affected:**

Article 3 Chapter Provisions  
Section 1

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

~~Twenty-five~~ **Fifteen** members in good standing may petition for a charter. Upon receipt of the petition, the Corporation and appropriate state council shall determine if the petitioning members have adopted the standards and policies of the Corporation as set forth in this document and state council bylaws.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

As Vietnam veterans and Vietnam era veterans become older and scarce, and to promote active membership in the VVA, the qualifications to petition for a new chapter must be reduced. There is no doubt about the increased interest from Vietnam and era veterans wanting to be part of VVA, as is evident by the membership count with National continuing to rise, despite the fact we are losing our fellow veterans at a fast rate. Reducing the number of members required to start a new chapter affords an opportunity for members to become active at a chapter level instead of remaining at-large. There are many VVA members and Vietnam veterans and era veterans who live in sparsely populated areas. It is difficult for them to garner the required 25 members to start a chapter. This amendment will enable them to start a chapter with less members. Membership in a VVA chapter affords not only fellowship with other veterans but also provides an important forum for the exchange and dissemination of information pertinent to the Vietnam veteran.

Has this amendment been endorsed by a chapter? Yes, Chapter 1106

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee reports no opinion.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.  
20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – 10

If amendment 1 is adopted this amendment will not be considered.

If amendment 1 is lost this amendment should be considered.

**Submitted by:**

Name: Constitution Committee

**Section Affected:**

Article 3 Chapter Provisions

Section 4, Subparagraph D

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

D All ~~m~~ Meetings of the members shall be held at the principal offices of the chapter, **on an Internet platform**, or at such other place as the chapter board shall designate in the notice of such meeting.

If adopted the paragraph will read:

D **M** Meetings of the members shall be held at the principal offices of the chapter, **on an Internet platform**, or at such other place as the chapter board shall designate in the notice of such meeting.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

To authorize the use of an Internet platform for chapter meetings.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: Yes

Recommendation: The Committee recommends a yes vote.

**PROPOSED CONSTITUTIONAL  
AMENDMENTS NOT REPORTED OUT OF  
THE CONSTITUTION COMMITTEE**

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 – 6, 2021**

Proposed Constitutional Amendment – NR 01

**If the delegates bring this proposed amendment to the convention floor, the following proviso must be adopted before the amendment is considered.**

**Proviso**

**If this amendment is adopted, it is adopted with the proviso that it will take effect when the congressional charter and the certificate of incorporation filed with the state of New York are amended.**

**Submitted by:**

Name: James M. Barnes

**Section Affected:**

Article 1 National Provisions

Section All sections

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

The National headquarters of ~~Vietnam Veterans of America~~ **Vietnam and Other Conflicts Veterans of America**, Inc., hereinafter called the Corporation, shall be located within the District of Columbia metropolitan area.

**Related Articles/Sections/Paragraphs Affected:**

Anywhere Vietnam Veterans of America, Inc. may still be spelled out.

**Reason for Proposed Change:**

Additional members

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: Changing the name of VVA in the constitution will not change the membership. Many other steps have to be taken prior to an actual name change. For example: the VVA Congressional Charter, the Certificate of Incorporation, membership requirements etc.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 – 6, 2021**

Proposed Constitutional Amendment – NR 02

**If the delegates bring this proposed amendment to the convention floor, the following proviso must be adopted before the amendment is considered.**

**Proviso**

**If this amendment is adopted, it is adopted with the proviso that it will take effect when the congressional charter and the certificate of incorporation filed with the state of New York are amended.**

**Submitted by:**

Name: Gerald Kolb

**Section Affected:**

Article 1 National Provisions  
Section 1

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

A The National headquarters of ~~Vietnam Veterans of America~~ **Vietnam Veterans and Other Veterans of America's Wars**, Inc., hereinafter called the Corporation, shall be located within the District of Columbia metropolitan area.

**Related Articles/Sections/Paragraphs Affected:**

To ensure conformity additional editorial changes would need to be made anywhere there is reference to Vietnam Veterans of America or Vietnam-era veterans.

**Reason for Proposed Change:**

Vietnam Veterans were shunned by many in America fifty years when joining veterans' groups. As we are aging, we need to look to the future after we the Vietnam Veteran, have been laid to rest. We must allow any and future veterans equal membership, so that our programs of helping veterans continues in perpetuity.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

PROPOSED AMENDMENT NR -02 CONTINUED

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: Changing the name of VVA in the constitution will not change the membership. Many other steps must be taken prior to an actual name change. For example: the VVA Congressional Charter, the Articles of Incorporation, membership requirements, etc.



**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 – 6, 2021**

Proposed Constitutional Amendment – NR 03

**If the delegates bring this proposed amendment to the convention floor, the following proviso must be adopted before the amendment is considered.**

**Proviso**

**If this amendment is adopted, it is adopted with the proviso that it will take effect when the congressional charter and the certificate of incorporation filed with the state of New York are amended.**

**Submitted by:**

Name: Gerald Kolb

**Section Affected:**

Article 1 National Provisions and all-other articles.

Section All Sections where Vietnam war is referenced

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

~~Vietnam war~~ **America's wars**

**Related Articles/Sections/Paragraphs Affected:**

Anywhere Vietnam war is in the document

**Reason for Proposed Change:**

Needed if name change is adopted.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: : Changing the name of VVA in the Constitution will not change the membership. Many other steps must be taken prior to an actual name change. For example: the VVA Congressional Charter, the Articles of Incorporation, membership requirements, etc.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 – 6, 2021**

Proposed Constitutional Amendment – NR 04

**Submitted by:**

Name: Anthony Cox

**Section Affected:**

Article 1 National Provisions

Section 3, Paragraph A

**Proposed Change:** Insert a new paragraph B and renumber the paragraphs following.

- A Membership in the Corporation is open to any veteran of the military service of the United States of America, who served on active duty during the dates established by federal law for the Vietnam War, paying, in advance, dues set by the national board, and conforming to, and complying with, this Constitution, bylaws, and rules of the Corporation now or hereinafter in effect. The national board shall have the right to set rules for waiver of dues in situations it deems appropriate. Members shall file with their chapter, or with the Corporation, if they are not affiliated with a chapter, a DD Form 214, or other proof of qualification for membership.
- B **Membership is also open to any descendant of a member of the Corporation or the descendant of a deceased Vietnam veteran who was qualified to be a member of the corporation, provided the descendant can provide proof of such relationship, whether natural, adopted or step. Proof is defined as a VVA membership card or DD Form 214 of their ancestor proving eligible service, and a birth certificate or other vital record proving their relationship to the Vietnam veteran.**

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

We are getting old and slower and have no Auxiliary or other type of membership to continue the corporation as we become too old or pass away. If the Corporation is to continue, it must have younger members.

Pursuant to 36 USC §230504(a) "Eligibility—Except as provided in this chapter, eligibility for membership in the corporation and the rights and privileges of members are as provided in the constitution and bylaws of the corporation."

This means that unlike some other veterans' organizations, our Constitution and bylaws

## PROPOSED AMENDMENT – NR 04 CONTINUED

determine membership eligibility, not Congress. We are free to amend our constitution to include our descendants as members.

Regarding Step and Adopted Descendants, there might be some controversy in this, as they are not blood relations. To this, I like to consider that they are our children and grandchildren in our hearts and minds, and if they are patriotic enough to take up this cause, they should be members. They are our chosen descendants, not descendants by chance.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

### **For Constitution Committee Action Only:**

Reported Out: No

Recommendation: This proposed amendment creates the same problem that caused the separation of the Associates from VVA more than 2 decades ago. The IRS code states

**“A veterans’ post or organization must meet the following requirements to be exempt under section 501(c)(19):**

- 1** It must be organized in the United States or any of its possessions
- 2** At least 75 percent of its members must be past or present members of the United States Armed Forces
- 3** At least 97.5 percent of its members must be present or former members of the United States Armed Forces, cadets (including only students in college or university ROTC programs, or at Armed Services academies) or spouses, widows, widowers, ancestors, or lineal descendants of individuals referred to in the first or second bullet.

[Veterans' Organizations | Internal Revenue Service \(irs.gov\)](#)

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.  
20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – NR 05

**Submitted by:**

Name: C. David Guzicki

**Section Affected:**

Article 1 National Provisions  
Section 6, Paragraph C, New subparagraph 4

**Proposed Change:** Add new subparagraph 4

When the organization decides to vote on the recommendations of working group I and working group II, or a possible name change to our organization or any other decisions which affect our membership, ballots will be mailed out to all Corporation members with a stated deadline to return said ballots, or voting will be done by email.

**Related Articles/Sections/Paragraphs Affected:**

Section 6, Paragraph A; Section C, Subparagraph 3

**Reason for Proposed Change:**

The vote to decide the future of our great organization may be the most important decision in the 40-year history of VVA. For this reason, I believe every single member of VVA should have a vote on this very important outcome.

Has this amendment been endorsed by a chapter? Yes, Chapter 1027

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: The committee recommends a no vote.

The working groups have already made their final reports and have been dissolved. Otherwise, this amendment has the potential to paralyze the business of the Corporation by requiring mailed ballots or emailed ballots for “any decision that would affect the membership.” Most decisions made by the National Board affect the membership in one way or another.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – NR 06

**Submitted by:**

Name: Ray Sestak

**Section Affected:**

Article 1 National Provisions

Section 6, New paragraph I

**Proposed Change:** Add new paragraph I.

I In order to legally conduct those matters of corporate business deemed absolutely necessary to ensure the continued lawful and necessary operation and existence of the corporation, the Constitution hereby provides the necessary authority for the VVA National Board of Directors to waive the mandatory attendance of delegates at a national convention, and provides the ability to conduct a secure and lawful virtual delegate “show of hands” coordinated through the individual VVA State Council Presidents on such matters.

Utilizing existing electronic or virtual capabilities, the State Council Presidents, at the direction of the National Board of Directors, would provide guidance to their respective Chapter Delegates on such matters, and would be relied upon to convey any and all results of such a member poll to the National Board of Directors once accomplished. This process would not be utilized as a convenience, but only implemented in circumstances whereby: 1. the ability of the VVA to conduct a National Convention is prohibited by circumstances beyond VVA control; 2. In situations that directly impact the future existence of the VVA, allowing input of the grassroots VVA membership whose delegates may not be able to physically attend a National Convention.

**Related Articles/Sections/Paragraphs Affected:**

Section 6

**Reason for Proposed Change:**

As written, the current Constitution of the Vietnam Veterans of America relies solely on a physical show of hands by Chapter Delegates at a Biannual National Convention in order to adopt or deny constitutional amendments or other matters of concern. Considering the consequences of the impact of the current worldwide Coronavirus pandemic, implementing a convention in a timely and safe manner may not be possible, thereby grid-locking the ability of the organization to conduct matters of great importance to its continued existence.

PROPOSED AMENDMENT – NR 06 CONTINUED

This proposed amendment would provide, in essence, a virtual show of hands in a reliable and certifiable manner throughout the organizational chain of command, from the membership level to the members' Chapter Delegate, to the State Council President, and ultimately, to the National Board of Directors.

Has this amendment been endorsed by a chapter? Yes, Chapter 8

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: The committee recommends a no vote.

The wording is too vague. The delegates at a convention are the highest authority of VVA. This amendment would pass that authority, in part, to state council presidents. State council presidents would "convey" the results of the polls to the National Board where there would be no requirement for the National Board to follow the results of the polls. This would make the business of running VVA impossible.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.  
20th National Convention – November 3 – 6, 2021**

Proposed Constitutional Amendment – NR 07

**Submitted by:**

Name: Sam Brick

**Section Affected:**

Article 1 National Provisions

Section 11, new paragraph C

**Proposed Change:** Add a new paragraph C.

C Notwithstanding *Roberts Rules of Order, Newly Revised*, current edition as indicated in Section 4 of the General Provisions of Article IV or any other Section or provision of this Constitution, electronic meetings may be conducted pursuant to this Subsection.

- 1 For such an electronic meeting, the Chair and two of the Conference officers must determine that an unforeseen event, or application of a Constitutional provision based upon an unforeseen event, or by an action of the Board of Directors or an Officer of the Corporation precludes an in-person meeting.
- 2 Any such electronic meeting authorized by this paragraph shall be conducted through such electronic means as the Conference through its bylaws or as otherwise determined to ensure all state council presidents are notified of the election and the right of each state council president to vote as well as to be a candidate for any Conference position being considered for election.
- 3 At the termination of any electronic vote, the Conference Secretary, or, as the case may be, the Officer administering the vote, shall notify the membership of the results of the vote. Numbers voting for or against any election or proposal shall not be divulged by the election official or persons assisting in the compilation of votes, the only notification being the winning nominee or whether a voted-on proposal is accepted or rejected. The Chair shall insure that an electronic vote by a state council president is that of a properly elected and certified member of the Conference. Electronic votes shall be open for a specified period of not less than five calendar days. Proxy votes are not allowed.
- 4 Electronic meetings authorized under this provision shall be conducted so that attendees may hear or see all statements and comments and may express opinions. Such meetings may be by email, telephonic communications, or any

PROPOSED AMENDMENT – NR 07 CONTINUED

other similar such virtual communication the Conference Board determines appropriate for the circumstance.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

This proposal is to authorize the Conference of State Council Presidents to operate without in person meetings.

During the recent Covid epidemic, an interpretation of meeting requirements precluded some electronic meetings. In the future, unforeseen circumstances could prohibit in person meetings without specific authority for them in the Constitution. This proposal is designed to authorize meetings by other means to conduct operational requirements and for the continued sharing of information and the discussion of matters of concern as authorized in Paragraph B of Section 11, Article I of the Constitution. A current communication among state Council presidents is conducted on an ad hoc basis through an informal internet communications network. This proposal would allow motions for unified opinions and recommendations to be made by the Chair to the Corporation Board, a function of the Conference that is undercut by few Conference Meetings in relation to Corporate Board meetings. Section 11 clearly is intended to have membership input at Board meetings. Section 11 requires the Board to address such opinions and recommendations. It even contemplates that the Board do this at its next meeting, assuming the Conference will provide such opinions and recommendations during the year. This provision would authorize a formalization of meeting of conferees so they can better enunciate the views of our members at Board meetings. It also would engender more participation and discussion among its members with announced board meetings. This provision should not undercut the necessity of in person Conferences during the year. A more formal Conference with input from the National Board and personal interaction among its members who attend the Board meetings in person and are authorized to participate by the current President still is necessary for a full appreciation of our members.

The Conference has bylaws that can formulate policy for the operation of such meetings—the authority to call a meeting, etc.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: The Committee has proposed an amendment that will produce the same result with less restrictions.



**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – NR 08

**Submitted by:**

Name: Sam Brick

**Section Affected:**

Article 2 State Provisions

Section 7, add new paragraph C

**Proposed Change:** Add new paragraph C.

- C In the event a state council president determines it appropriate and the relevant state law relating to not-for-profit meetings, or the relevant state governor determines no in-person or electronic meetings are permissible, a state council meeting may be conducted electronically, or through such scientific technology that provides the opportunity for communication among attendees of an official meeting. Such meetings are hereinafter referred in this Article as electronic meetings.
- 1 Such electronic meetings may conduct any state council business to include the election of officers or other elected officials. In the event an electronic meeting election is proposed, the state council president or state council secretary shall provide through publication in a generally accepted and available manner notice of how to participate, and the rules for the electronic election.
  - 2 Electronic election rules shall include an opportunity for an applicant for an elected position to provide a statement as to reasons for his or her election and an opportunity for any state council delegate to ask a question of the applicant. The election may be conducted through email or other generally accepted communication. Voting may be conducted by means of private electronic communication or through such other technological means that meet the requirements of this subsection. The rules of an electronic election shall include:
    - a Time limits as determined appropriate by the state council board within which members may apply for a position and provide a statement if the applicant desires to do so.
    - b Time limits within which voters in the election may question or provide a question to an applicant and within which the applicant can answer the question.

PROPOSED AMENDMENT – NR 08 CONTINUED

- c The period within which the secretary may provide the statements, questions, and responses to the voters.
- d The time within which the voters may vote.
- e The manner and period within which the secretary may announce the results of the vote.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

This proposal is to rectify the inability of a state council to operate without in person meetings during certain periods of emergency or other specified conditions as determined necessary by the relevant State Council President. It would permit electronic meetings during such periods.

During the recent Covid epidemic, an interpretation of meeting requirements precluded some electronic meetings. In the future, unforeseen circumstances could prohibit in person meetings without specific authority for them in the Constitution. This proposal is designed to authorize meetings by other means to continue operational requirements and continued management of the relevant state council. Such provisions universally are provided other corporate bodies to include not for profits. State laws and other meeting requirements still must be followed. During Covid, most governors utilized such authorities to allow not for profits and other corporate entities to continue operations. A rule of thumb in government is that during emergencies that affect a political body from operating, the Executive is instilled with broadened powers to preserve the integrity of the government. This same theory applies to corporate bodies. There are many state and federal laws that provide such enhanced authorities.

While an absence of in person meetings does not appear to threaten our corporate structure, such a situation occurred during the pandemic specifically with the operation of Article I, Section 11, relating to the Conference of State Council Presidents. Without any specific authority for electronic meetings, the required election for the Conference officers could not be held because in person meetings were too dangerous. Other rules precluded the incumbent from staying in office. President Rowan properly ignored the administrative requirements and directed continued management of the Conference by the incumbent officers. He did this without any specific authority. His action however comported with the notional expansive authority for executives during emergencies.

This proposal would eliminate the necessity for such an action and authorize such electronic meetings. A State Council President would only have authority to make the determination for his or her state council. An example would be a hurricane that prohibits out of the area

PROPOSED AMENDMENT – NR 08 CONTINUED

delegates from participating in important meetings such as an election of officers or authority for state council funding for those in need. If this proposal is agreed to the relevant State Council President could authorize these meetings.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: The Committee has proposed an amendment that will produce the same result with less restrictions.

**Proposed Change to the  
Constitution of Vietnam Veterans of America, Inc.**

**20th National Convention – November 3 - 6, 2021**

Proposed Constitutional Amendment – NR 09

**Submitted by:**

Name: Sam Brick

**Section Affected:**

Article 3 Chapter Provisions

Section 4, add new paragraph H

**Proposed Change:** Add a new paragraph H.

H In the event a state council president or an officer of the Corporation determines it appropriate for all chapters in the state and the relevant state law relating to not-for-profit meetings or the relevant state governor determines not in person or electronic meetings are permissible, a chapter meeting may be conducted electronically, or through such scientific technology that provides the opportunity for communication among attendees of an official meeting. Such meetings are hereinafter referred in this Article as electronic meetings.

- 1 Such electronic meetings may conduct any chapter business to include the election of officers or other elected officials. In the event an electronic meeting election is proposed, the chapter president or chapter secretary shall provide, through publication in a generally accepted and available manner notice of how to participate and the rules for the election.
- 2 Electronic election rules shall include an opportunity for an applicant for an elected position to provide a statement as to the reasons for his or her election and an opportunity for any chapter member to ask a question of the applicant. The election may be conducted through email or other generally accepted communication. Voting may be conducted by means of private electronic communication or through such other technological means that meet the requirements of this subsection. The rules of an electronic election shall include:
  - a Time limits as determined appropriate by the chapter board within which members may apply for a position and provide a statement if the applicant desires to do so.
  - b Time limits within which voters in the election may question or provide a question for an applicant and within which the applicant can answer that question.

PROPOSED AMENDMENT – NR 09 CONTINUED

- c The period within which the chapter secretary or election official may provide the statements, questions, and responses to the voters.
- d The time within which the voters may vote.
- e The manner and period within which the chapter secretary or chapter president may announce the results of the vote.

**Related Articles/Sections/Paragraphs Affected:**

None

**Reason for Proposed Change:**

This proposal is to rectify the inability of a chapter to operate without in-person meetings during certain periods of emergency or other specified conditions, as determined necessary by the relevant State Council President or an officer of the Corporation. It would permit electronic meetings.

During the recent Covid epidemic, an interpretation of meeting requirements precluded some electronic meetings. In the future, unforeseen circumstances could prohibit in-person meetings without specific authority for them in the Constitution. This proposal is designed to authorize meetings by other means to continue operational requirements and continued management of the relevant chapter or chapters. Such provisions universally are provided other corporate bodies to include not for profits. State laws and other meeting requirements still must be followed. During Covid, most governors utilized such authorities to allow not for profits and other corporate entities to continue operations. A rule of thumb in government is that during emergencies that affect a political body from operating, the Executive is instilled with broadened powers to preserve the integrity of the government. This same theory applies to corporate bodies. There are many state and federal laws that provide such enhanced authorities.

While an absence of in-person meetings does not appear to threaten our corporate structure, such a situation occurred during the pandemic, specifically with the operation of Article I, Section 11, relating to the Conference of State Council Presidents. Without any specific authority for electronic meetings, an election for the Conference officers could not be held because in-person meetings were too dangerous. Other rules precluded the incumbent from staying in office. President Rowan properly ignored the administrative requirements and directed continued management of the Conference by the incumbent officers. He did this without any specific authority. His action however comported with the notional expansive authority for executives during emergencies.

This proposal would eliminate the necessity for such an action and authorize such electronic meetings. Note this could be limited to just one chapter. An example would be a hurricane

PROPOSED AMENDMENT – NR 09 CONTINUED

that prohibits out-of-the-area members from participating in important meetings such as an election of officers or authority for the Chapter funding for those in need. If this proposal is agreed to the relevant State Council President or Corporation officer could authorize these meetings.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a state council? No

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

**For Constitution Committee Action Only:**

Reported Out: No

Recommendation: The Committee has proposed an amendment that will produce the same result with less restrictions.