

Constitution Committee

Six constitutional amendments were passed by the delegates at the 14th National Convention in Louisville, Kentucky. A brief summary of the changes and their significance follows:

1) Article I, Section 4 – National Board of Directors, B. 1. a.

2007 Constitution

B. The number of the Directors shall be twenty-four (24).

1. The Board of Directors of the Vietnam Veterans of America shall be composed of the four (4) elected officers, ten (10) At-Large Directors, nine (9) Regional Directors, and the Chairperson of the Conference of State Council Presidents.

a. The Chairperson of the Conference of State Council Presidents or designated Conference of State Council Presidents officer, shall only be seated after satisfying the following requirements:

- Must have been a member of the Corporation, in good standing, for a continuous period of not less than the twelve (12) months immediately prior to assuming their position.
- Must have held an elected position at the national, state or chapter level, during any continuous 12-month period prior to the date of assuming their board seat.
- Must supply a valid form DD-214 and any other documentation required by a majority of the Board of Directors.

At the National Convention, held as hereinafter set forth, the delegates thereto shall elect by the greatest number of votes, from among the nominees, the Directors necessary to fill the Directorships for terms of two (2) years.

The 2009 amendment deleted the following: “- Must supply a valid form DD-214 and any other documentation required by a majority of the Board of Directors.”

This section of the Constitution now reads:

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1. The Board of Directors of the Vietnam Veterans of America shall be composed of the four (4) elected officers, ten (10) At-Large Directors, nine (9) Regional Directors, and the Chairperson of the Conference of State Council Presidents.

- a. The Chairperson of the Conference of State Council Presidents or designated Conference of State Council Presidents officer, shall only be seated after satisfying the following requirements:
 - Must have been a member of the Corporation, in good standing, for a continuous period of not less than the twelve (12) months immediately prior to assuming their position.
 - Must have held an elected position at the national, state or chapter level, during any continuous 12-month period prior to the date of assuming their board seat.

At the National Convention, held as hereinafter set forth, the delegates thereto shall elect by the greatest number of votes, from among the nominees, the Directors necessary to fill the Directorships for terms of two (2) years.

Significance: This eliminates the requirement for the Chair of the Conference of State Council Presidents to submit a DD-214 or other documents to the Board of Directors prior to being seated. The credentials of the Chair of the CSCP are established multiple times by the election process at the state level and by the policies and procedures of the CSCP and thus submission of the DD-214 is considered to be redundant.

2) Article I, Section 7 – Committees, A. 4.

2007 Constitution

4. The Resolutions Committee shall report the resolutions to be addressed by the delegates assembled from among those submitted by the Chapters, State Councils, standing committees, membership, or other sources. Provided, however, that any such resolution shall be filed with the Resolution Committee at least one-hundred-twenty (120) days prior to the commencement of the National Convention, at which resolutions are to be addressed. The Resolution Committee shall review proposed resolutions received, and shall, not less than sixty (60) days prior to the commencement of the National Convention, forward to the Chapters and State Councils copies of all proposed resolutions submitted to the Committee pursuant to this section along with the Committee's recommended action with regard to each proposed resolution. Resolutions not reported by the Resolutions Committee may be brought to the floor for debate and action upon the motion of any delegate and concurrence by a majority of the delegates.

The 2009 amendment added the following: “A committee may revise, amend or retire an existing resolution relative to that committee based upon developments regarding that resolution made during the committee hearings at the convention.”

This section of the Constitution now reads:

4. The Resolutions Committee shall report the resolutions to be addressed by the delegates assembled from among those submitted by the Chapters, State Councils, standing committees, membership, or other sources. Provided, however, that any such resolution shall be filed with the Resolution Committee at least one-hundred-twenty (120) days prior to the commencement of the National Convention, at which resolutions are to be addressed. The Resolution Committee shall review proposed resolutions received, and shall, not less than sixty (60) days prior to the commencement of the National Convention, forward to the Chapters and State Councils copies of all proposed resolutions submitted to the Committee pursuant to this section along with the Committee’s recommended action with regard to each proposed resolution. **A committee may revise, amend or retire an existing resolution relative to that committee based upon developments regarding that resolution made during the committee hearings at the convention.** Resolutions not reported by the Resolutions Committee may be brought to the floor for debate and action upon the motion of any delegate and concurrence by a majority of the delegates.

Significance: Prior to reading resolutions at the national convention each committee holds a public hearing where proposed resolutions and other committee issues or information are discussed by the delegates to the convention. This amendment enables committees to respond to events or information reported to them during the hearings which could affect an existing resolution so they can then bring the issue to the convention floor to be addressed by the delegates. This amendment refers ONLY to existing resolutions which were not submitted to the Resolutions Committee for retirement, amendment or revision by the respective committee 120 days prior to the deadline for the current convention. It allows a committee to bring such a

resolution before the delegates ONLY if during Committee hearings the committee receives new information that would indicate retiring, amending or revising the existing resolution.

3) Article II, Section 12 – Reporting

2007 Constitution

The State Council shall submit the election results to the National Membership Department not later than sixty (60) days after the council elections and a list of committee chairpersons within one-hundred-twenty (120) days after the council elections. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any State Council that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the State Council at its last known address.

The 2009 amendment deleted the following: “sixty (60) days after the council elections and a list of committee chairpersons within one-hundred-twenty (120) days after the council elections” and replaced it with “July 15 of the year in which the elections take place.”

This section of the Constitution now reads:

The State Council shall submit the election results to the National Membership Department not later than **July 15 of the year in which the elections take place**. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any State Council that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the State Council at its last known address.

Significance: See Amendment 5 below.

4) Article III, Section 6 – Officers, E

2007 Constitution

- E. The Secretary shall record all the proceedings of the meetings of the Board of Directors, and of the members, in a book kept for that purpose, and shall perform like duties for the Executive Committee when required. He or she shall give or cause to be given, notice of

all meetings for which notice is required by this Constitution, and shall operate under the supervision of and perform such other duties as may be prescribed by the Board of Directors or the President. In the event of a conflict, the Secretary shall act pursuant to the instructions of the Board. The Secretary shall obtain and have custody of a corporate seal for the Chapter if required by law. The Secretary or Assistant Secretary shall have the authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by his or her signature. The Secretary shall be responsible for the safe-keeping of all DD Forms 214 or other acceptable forms of proof of military service tendered to him or her by any member. He or she shall forward to the office of the Corporation a copy of said form for each duly elected officer and director.

The 2009 amendment deleted the last sentence. “He or she shall forward to the office of the Corporation a copy of said form for each duly elected officer and director.”

This section of the Constitution now reads:

- E. The Secretary shall record all the proceedings of the meetings of the Board of Directors, and of the members, in a book kept for that purpose, and shall perform like duties for the Executive Committee when required. He or she shall give or cause to be given, notice of all meetings for which notice is required by this Constitution, and shall operate under the supervision of and perform such other duties as may be prescribed by the Board of Directors or the President. In the event of a conflict, the Secretary shall act pursuant to the instructions of the Board. The Secretary shall obtain and have custody of a corporate seal for the Chapter if required by law. The Secretary or Assistant Secretary shall have the authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the Chapter and to attest the fixing by his or her signature. The Secretary shall be responsible for the safe-keeping of all DD Forms 214 or other acceptable forms of proof of military service tendered to him or her by any member.

Significance: The amendment eliminates the requirement to provide newly elected officer's DD-214's to National and places the some of the responsibility for monitoring the eligibility of members on the Chapter.

5) Article III, Section 9 – Election Results

2007 Constitution

The Chapter shall submit the election results and a report of committee chairpersons to both the State Council and National Membership Department not later than sixty (60) days after the Chapter elections. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any Chapter that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the appropriate State Council and the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at it last known address.

The 2009 amendment deleted “and a report of committee chairpersons”. It also deleted “sixty (60) days after the Chapter elections” which was replaced with the following: “July 15 of the year in which the elections take place”

This section of the Constitution now reads:

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**. Notwithstanding any other provision of this Constitution or the National Disciplinary Policy, the Charter of any Chapter that fails to file its election report within the period specified herein shall be automatically suspended upon written notice of suspension to the appropriate State Council and the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter at it last known address.

Significance: This amendment, along with the amendment to Article II – State Provisions, standardizes the deadline date for submitting election and financial reports which should help to facilitate monitoring by the National office and eliminate confusion and possibly unnecessary Chapter and State Council suspensions. In addition, State Councils and Chapters are no longer required to report the names of committee chairs to National as the Constitution does not require the establishment of these committees.

6) Article IV, Section 1 – Finance, A.

2007 Constitution

- A. Each Chapter and State Council shall conform to all applicable Federal, state, and local laws, and with this Constitution, the rules and directives of the Corporation, as concerns the reporting of any financial activities of the Chapter or State Council. By July 15 of each year, each Chapter shall file an annual financial report with its State Council and with the Corporation in a format to be specified by the Corporation. By July 15 of each year, each State Council shall file a similar annual report with the Corporation. Notwithstanding any other provision of this constitution or the National Disciplinary Policy, the Charter of any Chapter or State Council that fails to file its annual financial report by the date specified herein shall be automatically suspended upon written notice of such suspension sent to the appropriate State Council and to the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter or State Council at its last known address.

The 2009 amendment added the following: “The deadline for filing the State Council or Chapter annual financial report with the Corporation and/or the State Council may be extended 3 months by submitting a copy of the “Application for Extension of Time to File an Exempt Organization Return,” which was filed with the IRS, to the State Council or Corporation by July 15. This extension only applies to State Councils and Chapters who file an IRS 990 form and not the 990-N.”

This section of the Constitution now reads:

- A. Each Chapter and State Council shall conform to all applicable Federal, state, and local laws, and with this Constitution, the rules and directives of the Corporation, as concerns the reporting of any financial activities of the Chapter or State Council. By July 15 of each year, each Chapter shall file an annual financial report with its State Council and with the Corporation in a format to be specified by the Corporation. By July 15 of each year, each State Council shall file a similar annual report with the Corporation. **The deadline for filing the State Council or Chapter annual financial report with the Corporation and/or the State Council may be extended 3 months by submitting a copy of the “Application for Extension of Time to File an Exempt Organization Return,” which was filed with the IRS, to the State Council or Corporation by July 15.** This extension only applies to State Councils and Chapters who file an IRS 990 form and not the 990-N. Notwithstanding any other provision of this constitution or the National Disciplinary Policy, the Charter of any

Chapter or State Council that fails to file its annual financial report by the date specified herein shall be automatically suspended upon written notice of such suspension sent to the appropriate State Council and to the National Board of Directors. In such cases, no charges shall be required under the National Disciplinary Policy for such suspension to be effective. Written notice of such suspension shall be sent to the Chapter or State Council at its last known address.

Significance: This amendment allows the finance department to recognize the automatic 3 month extension the IRS gives Non-Profit organizations filing one of the IRS 990 forms, except the 990-N which must be submitted to the IRS by July 15.