



**2023 National Constitution Committee Preliminary Report to the Delegates
21st National Convention
Orlando, Florida
August 9 – 12, 2023**

As mandated by The Constitution of Vietnam Veterans of America, Article IV, General Provisions, Section 5, Amendments, the national constitution committee has reviewed the eleven proposed amendments received by the submission deadline date (April 1, 2023). The Constitution requires that any proposed amendment be submitted to the constitution committee at least one-hundred-twenty days prior to the commencement of the national convention at which such proposed amendment is to be addressed.

The committee met in Silver Spring MD on April 21st and electronically several times after that meeting 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 “2023 Constitution Committee Preliminary Report to the Delegates”. The report will be forwarded to chapters and state councils and will be available online at vva.org not less than sixty days prior to the commencement of the 21st National Convention or June 9, 2023.

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 eleven proposed constitutional amendments. Nine of the proposed amendments are being reported out of the committee for full discussion and consideration by the delegates. Two proposed amendments are not being 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. We look forward to seeing you in Orlando.

Leslie DeLong, Chair

Barry Rice

Ken Holybee

Beverly Stewart

Grant Coates

Jack Dean

Fred Barks

Shelby Pinkerton

Gerry Corrigan

Mary Miller, AVVA

Kaye Gardner, AVVA

**Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
21st National Convention – August 9 – 12, 2023**

Proposed Constitutional Amendment – 01

Submitted by:

Name: Constitution Committee

Section Affected:

Article 1 National Provisions

Section 3 – Membership, Paragraph A

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

- A Membership in the Corporation is open to any veteran of the military service of the United States of America, who served on active duty during the dates established by federal law for the Vietnam War, paying, in advance, dues set by the national board, and conforming to, and complying with, this Constitution, bylaws, and rules of the Corporation now or hereinafter in effect. The national board shall have the right to set rules for waiver of dues in situations it deems appropriate. Members shall file ~~with their chapter, or~~ with the Corporation, ~~if they are not affiliated with a chapter,~~ a DD Form 214, or other proof of qualification for membership.

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

DD-214's are no longer required to be kept at the chapter level and all DD 214's are filed with the Corporation by the member or by the chapter.

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.
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Proposed Constitutional Amendment – 02

Submitted by:

Name: Dottie Barickman, Charlie Montgomery

Section Affected:

Article 1 National Provisions

Section 4 – National Board, Paragraph B, 3,

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

- 3 **At-Large Directors** - There shall be ten at-large directors, who shall be elected for terms of two years by a plurality of the delegates at the national conventions.
- a To qualify for election, ~~or appointment (in the event of a vacancy as provided in paragraph C of this section),~~ a candidate must have been a member of the Corporation, in good standing, for a continuous period of not less than the twelve months immediately preceding the opening of the national convention at which candidate seeks election; or
 - ~~b in the event of appointment for the purposes of filling a vacancy, not less than twelve months immediately prior to the date of such appointment; and~~
 - ~~eb~~ a candidate must have held an elected position at the national, state, or chapter level, for any continuous period of twelve months prior to the date of the opening of the national convention or the date of appointment.
 - c At-large candidates not elected shall be alternates, ranked by the number of votes received, and who shall fill, in turn, any vacancy occurring in the office of at-large director.**

Related Articles/Sections/Paragraphs Affected:

Article I, Section 4 -National Board, Paragraph C

- C A vacancy on the national board shall arise on the death, resignation, inability, refusal of a director to serve, or a regional director no longer maintaining their physical residence in the region they were elected to represent. The unexcused absence of a director from attendance at two board meetings is deemed as a resignation from the national board. ~~Any~~ **A** vacancy among the at-large members of the national board shall be filled **by an alternate at-large director** ~~for the remaining term thereof by the majority vote of the remaining directors.~~ A vacancy in the position of a regional director shall be filled by the alternate regional director.

**Proposed Change to the
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Proposed Constitutional Amendment – 02 Cont.

Reason for Proposed Change:

This amendment ensures that the member filling a vacancy in the office of at-large-director has been accepted by the election committee and therefore is qualified to fill the position and has addressed the delegates at the biennial convention. Members will know in advance who the alternates are that will fill the vacancies in the at-large director positions.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

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

For Constitution Committee Action Only:

Reported Out: Yes

Recommendation: The Committee reports no opinion.

**Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
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Proposed Constitutional Amendment – 03

Submitted by:

Name: Michael Swift

Section Affected:

Article 1 National Provisions

Section 4, National Board, New paragraph B

Proposed Change: Add a new paragraph B

- B. **The National Board shall have full power and authority to implement the "strategic plan for the future of the VVA, the State Councils, and the Chapters" adopted by the delegates.**

Related Articles/Sections/Paragraphs Affected:

Renumber the paragraphs following.

Reason for Proposed Change:

This amendment gives the National Board of Directors the authority to carry out the "strategic plan for the future of the VVA, the State Councils, and Chapters" after a plan is presented to the delegates and adopted at a biennial convention.

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.

This amendment gives the Board the authority to implement the plan for the future of VVA, the state councils and the chapters **AFTER** the delegates at a biennial convention have adopted it.

**Proposed Change to the
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Proposed Constitutional Amendment – 04

Submitted by:

Name: Constitution Committee

Section Affected:

Article 1 National Provisions

Section 6 – National Conventions, Paragraph C, 1

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

C The delegates, and their voting rights as concerns the business before the convention, shall be as follows:

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

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

It takes fifteen members to start a chapter and that chapter should have the same right to a seat at the convention as any other chapter many of which no longer have twenty-five 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: The Committee reports no opinion

**Proposed Change to the
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Proposed Constitutional Amendment – 05

Submitted by:

Name: Sam Brick for the Conference of State Council Presidents

Section Affected:

Article 1 National Provisions

Section 11, Conference of State Council President's Meetings, Paragraph B

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

B The Corporation shall ensure that the conference has the opportunity to meet, ~~not less than twice per year,~~ **before each regularly scheduled quarterly national board meeting** to share information and to discuss matters of common concern. The conference shall be entitled to issue such opinions and recommendations to the national board as the conference deems desirable or advisable, and the national board shall, at the next regular meeting thereof, address such opinions or recommendations.

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

The Conference of State Council Presidents is a direct link between the membership and its members. Each state has an equal voice through the chair to the National Board. It discusses major items of concern regarding the membership and its continued participation in the Corporation. Especially in this period in which the Corporation is facing dissolution, the methods and effects of proposals and concerns of the individual states are important and deserve consideration. Currently the council presidents attend only three of the four board meetings. They need to be present and heard at all board meetings. Their participation and parochial concerns have considerable value for the entire board, not just through the chair but by their ability to join in board proceedings. Having this change will allow the Corporation to fund the costs of such participation. This extra meeting would cost less than 2.5% of the proposed FY 24 Corporation Budget.

This personal attendance will provide an accurate understanding of the corporate functions and board-related actions with regard to corporate activities related to corporation dissolution and the myriad issues involved such as possible reduction in its At Large members and in possible consolidation of corporate regions. It would provide the National board with unfettered advice regarding member concerns and positions. While meeting at the time the National board does, the state council presidents could debate freely among themselves concerns and mutually beneficial opportunities with one another in state council presidents' conferences scheduled

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Proposed Constitutional Amendment – 05, Cont.

at the same time. This is an invaluable National program that lets our governing board understand what is needed and wanted by our local leaders and members with regard to the improvement of the condition of the Vietnam Veteran, the first stated purpose of the organization in its Constitution.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? No

Has this amendment been endorsed by the Conference of State Council Presidents? Yes

For Constitution Committee Action Only:

Reported Out: Yes

Recommendation: The Committee recommends a no vote.

The Constitution provides for the Conference of State Council Presidents (CSCP) to meet “not less than twice per year.” The CSCP is already meeting during the three times the Board meets in Silver Spring. The CSCP has only to request that the BOD approve funding for a fourth meeting during the biennial convention or leadership conference. No other committee or program is funded through the Constitution and all other committees and programs must request funding through the budget process. The Constitution should not be used to mandate funding.

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Proposed Constitutional Amendment – 06

Submitted by:

Name: Constitution Committee

Section Affected:

Article 2 State Provisions

Section 7 Meetings

Proposed Change: Add a new Paragraph C

C Five voting delegates of the state council shall constitute a quorum for any state council that is unable to obtain a quorum at two consecutive meetings. This quorum will continue until the bylaws are amended to meet the needs of the council.

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

There are state councils that are unable to obtain a quorum because of the council bylaw requirements, and the inability to obtain a quorum prevents amending the bylaws to resolve the issue. This amendment, which supersedes any council bylaw, allows the council to resolve the issue.

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.

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Proposed Constitutional Amendment – 07

Submitted by:

Name: Gary Estermyer

Section Affected:

Article 2 State Provisions

Section 8 – Committees

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

The state council may establish the standing committees defined in Appendix II to this constitution and may establish such special committees as are necessary or proper to the conduct of the business of the state council. **If established by a state council, an Election Committee shall consist of 3 members whose duties shall be to receive nominations up to and including the day of any election, submit a slate of candidates before an election and serve as tellers at the election.** Each of the standing committees shall perform the functions ascribed to it in Appendix II. The president of the state council shall appoint the chair of **all** such committees, who shall then appoint the members of said committees, subject to the approval of the state council. The committee chair may nominate qualified non-members to serve as non-voting special advisors to the committee.

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

The Election Committee is not a standing committee and the VVA constitution is silent on this issue. Robert's Rules of Order, Newly Revised (12th ed.) offers multiple suggestions on this topic, there is no right or wrong opinion. If adopted this language will clarify that the SC president has the authority to appoint this chairman as well as all the other committee chairs, subject to the approval of the SC delegates. If the SC delegates are not in agreement with the appointment, they have the power to disapprove.

Has this amendment been endorsed by a chapter? No

Has this amendment been endorsed by a State Council? Yes Michigan

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.

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Proposed Constitutional Amendment – 08

Submitted by:

Name: Constitution Committee

Section Affected:

Article 3 Chapter Provisions

Section 4 Meetings of Chapters

Proposed Change: Add a new Paragraph H.

H Five voting delegates of the chapter shall constitute a quorum for any chapter that is unable to obtain a quorum at two consecutive meetings. This quorum will continue until the bylaws are amended to meet the needs of the chapter, but not later than the next annual meeting.

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

There are chapters that are unable to obtain a quorum because of the chapter bylaw requirements, and the inability to obtain a quorum prevents amending the bylaws to resolve the issue. This amendment, which supersedes any chapter bylaw, allows the chapter to resolve the issue.

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
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Proposed Constitutional Amendment – 09

Submitted by:

Name: Constitution Committee

Section Affected:

Article 4 General Provisions

Section 3, Electronic Meetings, New Paragraph C

Proposed Change: Add a new paragraph C.

C Subject to any limitations established by rules adopted by the national board, state councils or chapters, members not present in person may be permitted to participate fully in meetings through an internet platform following the requirements listed in paragraphs A and B.

Related Articles/Sections/Paragraphs Affected:

None

Reason for Proposed Change:

To permit members who are not present in person at a meeting to participate fully by internet platform, be recognized in roll call, and vote on all motions brought before the national board, state council, or chapter if not restricted by the bylaws or by a special rule of order.

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.
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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 adopted, this amendment will go into effect when the regional directors elected at the 2023 biennial convention have completed their terms of office.

Submitted by:

Name: Sam Brick

Section Affected:

Article 1 National Provisions
Section 4, Paragraph B, 3

Proposed Change: Strike the entire paragraph.

~~3 **At Large Directors** There shall be ten at-large directors, who shall be elected for terms of two years by a plurality of the delegates at the national conventions.~~

~~a To qualify for election, or appointment (in the event of a vacancy as provided in paragraph C of this section), a candidate must have been a member of the Corporation, in good standing, for a continuous period of not less than the twelve months immediately preceding the opening of the national convention at which candidate seeks election; or~~

~~b in the event of appointment for the purposes of filling a vacancy, not less than twelve months immediately prior to the date of such appointment; and~~

~~c a candidate must have held an elected position at the national, state, or chapter level, for any continuous period of twelve months prior to the date of the opening of the national convention or the date of appointment.~~

Related Articles/Sections/Paragraphs Affected:

Article 1, Section 4, Paragraph B – Strike “~~twenty-four~~” and insert “**fourteen**”

Article 1, Section 4, Paragraph B, 1 – Strike “~~ten at-large directors,~~”

Article 1, Section 4, Paragraph C – Strike “~~Any vacancy among the at large members of the national board shall be filled for the remaining term thereof by the majority vote of the remaining directors.~~”

**Proposed Change to the
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Proposed Constitutional Amendment – NR 01, Cont.

Reason for Proposed Change:

To provide for reducing the number of members on the board of directors and the number of regions throughout the United States. This is needed for a more efficient and cost-effective national board.

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

Reason for not reporting out: The Corporation requires as much input and guidance from the full complement of directors authorized in the Constitution to present as many different perspectives as possible as the Corporation considers the future of VVA, the state councils and the chapters. This proposed amendment will not serve the best interests of the Corporation at this time.

**Proposed Change to the
Constitution of Vietnam Veterans of America, Inc.
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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 adopted, this amendment will go into effect when the regional directors elected at the 2023 biennial convention have completed their terms of office.

Submitted by:

Name: Sam Brick

Section Affected:

Article None

Section Appendix 1

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

The ~~nine (9)~~ **four** regions of the Corporation for purposes of representation on the national board, regional directors shall be defined as follows:

1. ~~Region 1 – Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, and Connecticut~~
2. ~~Region 2 – New York, Pennsylvania, New Jersey, and Delaware~~
3. ~~Region 3 – West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Maryland, and the District of Columbia~~
4. ~~Region 4 – Georgia, Florida, Alabama, Mississippi, the Commonwealth of Puerto Rico, and the Territory of the Virgin Islands of the United States~~
5. ~~Region 5 – Michigan, Ohio, Indiana, and Illinois~~
6. ~~Region 6 – Minnesota, Iowa, Missouri, Kansas, Nebraska, South Dakota, North Dakota, and Wisconsin~~
7. ~~Region 7 – Arkansas, Louisiana, Texas, and Oklahoma~~
8. ~~Region 8 – Montana, Wyoming, Idaho, Oregon, Washington, and Alaska~~
9. ~~Region 9 – Colorado, New Mexico, Arizona, California, Hawaii, Nevada, Utah, the United States Territory of Guam, and the Philippine Islands~~
1. **Region 1 – Maine New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, and Delaware**
2. **Region 2 – Arkansas, Louisiana, Georgia, Florida, Alabama, Mississippi, West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Maryland, the District of Columbia, and the Territory of the Virgin Islands.**
3. **Montana, Wyoming, Michigan, Ohio, Indiana, Illinois, Minnesota, Iowa, Missouri, Kansas, Nebraska, South Dakota, North Dakota, and Wisconsin.**
4. **Oklahoma, Colorado, Idaho, Oregon, Washington, Alaska, Texas, New Mexico, Arizona, California, Hawaii, Nevada, Utah, The United States territory of Guam, and the Philippine Islands.**

**Proposed Change to the
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Proposed Constitutional amendment – NR 02 cont.

Related Articles/Sections/Paragraphs Affected:

Article 1, Section 4, B – Strike “~~twenty-four~~” and insert “nineteen”

Article 1, Section 4, B, 2 – Strike “~~nine~~” and insert “four”

Reason for Proposed Change:

Reason for Proposed Change To provide for reducing the number of members on the board of directors and the number of regions throughout the United States. This is needed for a more efficient and cost-effective national board.

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

Reason for not reporting out: The regions formed by this amendment while mostly equal in population are too large for one director to manage considering the current description of their responsibilities which includes visiting each state council and as many of the chapters in their region as possible.