

**BYLAWS**

**OF**

**ASSOCIATES OF**

**VIETNAM VETERANS OF AMERICA, INC.**

(A Nonprofit Corporation)





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**BYLAWS  
OF  
ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.  
(A Nonprofit Corporation)**

**ARTICLE I  
Name**

The name of the corporation is Associates of Vietnam Veterans of America, Inc., (the Corporation”).

**ARTICLE II  
Officers**

*Section 2.01 **Registered Office and Agent.*** The Corporation’s initial registered office is 8605 Cameron Street, Suite 400, Silver Spring, MD 20910, and the name of the initial registered agent having an office at such address is Vietnam Veterans of America, Inc (“VVA”), a foreign corporation that is authorized to transact or conduct affairs in the District of Columbia.

*Section 2.02 **National Headquarters.*** The national headquarters of the Corporation is located at 8719 Colesville Road, Suite 100, Silver Spring, MD 20910-3917, or at such other place as the Board of Directors may designate from time to time.

*Section 2.03 **Other Offices.*** The Corporation may also have officers at such other places, both within and without the District of Columbia, as the Board of Directors may determine from time to time or the affairs of the Corporation may require.

**ARTICLE III  
Purposes**

*Section 3.01. **Purposes.*** The Corporation, which may have State Councils, and Chapters, is organized and will be operated for the following purposes:

- (a) To support the purposes of AVVA, VVA, their families and others;
- (b) To help foster, encourage and promote the improvement of the conditions of all Veterans, their families and others, so that the conditions experienced by Veterans, but especially Vietnam-era Veterans, are not replicated for any other generation of Veterans, their families and others; To promote physical and cultural improvement, growth and development, self-respect, self-confidence and usefulness of all Veterans, their families and others;
- (c) To eliminate discrimination suffered by Veterans, but especially the Vietnam-era Veterans, and to develop channels of communication which will assist all

## ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

Veterans to maximize self-realization and enrichment of their lives and enhance fulfillment;

- (d) To study, on a non-partisan basis, proposed legislation, rules, or regulations introduced in any federal, state, or local legislative or administrative body which may effect the social, economic, educational, or physical welfare of all Veterans, their families or others; and to develop public policy proposals designed to improve their quality of life, education, training and health;
- (e) To conduct and publish research, on a non-partisan basis, pertaining to the relationship between Veterans, but especially Vietnam-era Veterans, and the American society, the Vietnam War Experience, the role of the United States in securing peaceful co-existence for the World Community, and other matters which effect the social, economic, educational, or physical welfare of the Veterans, but especially the Vietnam-era Veterans, their families and others; and
- (f) To assist all disabled and needy Veterans and their dependents, and the widows and children of deceased Veterans.

**Section 3.02 Enabling Clause.** The Corporation may, within the limits of applicable law, do all things necessary or desirable for the attainment of its stated purposes, and for all purposes incident to or resulting from such stated purposes.

**Section 3.03 Tax Status.** It is intended that the Corporation is formed in conjunction with Vietnam Veterans of America, Inc., a war veterans organization which was founded in 1978 and was granted a congressional charter in 1986, and which is exempt from Federal Income tax as an organization described in section 501(c)(19) of the Internal Revenue Code of 1986, as amended ("the Code"). Further, it is intended that as an organization in conjunction with VVA, the Corporation shall also be exempt from Federal income tax as an organization described in section 501(c)(4) of the Code. These Bylaws and the Articles of Incorporation of the Corporation shall be construed accordingly, and all rights, powers and activities of the Corporation shall be limited accordingly.

## ARTICLE IV Policy

**Section 4.01 General.** The Corporation is not organized for profit and shall not engage in any regular business of any kind carried on for a profit.

**Section 4.02 Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

**Section 4.03 Limitation on Activities.** Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Corporation, the Corporation shall not carry

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on any activities not permitted to be carried on by a corporation exempt from Federal Income tax as described in section 501(c)(4) of the Code.

*Section 4.04 **Prohibition of Political Involvement.*** The officers of the Corporation, representative, State Associations, Chapters and Members are prohibited from endorsing any political candidate for any Local, State or Federal office on behalf of the Corporation. Furthermore, the Corporation and its officers and directors, its State Associations and Chapters are prohibited from endorsing any legislation not directly affecting the purposes of the Corporation as specified in the Articles of Incorporation.

*Section 4.05 **Compliance With Licensing Agreement with VVA.*** When AVVA was incorporated, VVA and AVVA entered into a licensing agreement which sets forth the terms and conditions of AVVA's use of VVA's trademarked name and logo. The licensing agreement between VVA and AVVA includes, but is not limited to, certain restrictions on activities set forth in Article IV (General provisions) Section 3 (Restricted Activities) of the VVA Constitution (e.g.) advance written consent from VVA Board of Directors for fundraising activities involving phone solicitations, mailings, etc.

**ARTICLE V**  
**Duration**

The Corporation shall have perpetual existence, but may be dissolved at any time in accordance with applicable law.

**ARTICLE VI**  
**Members**

*Section 6.01 **Membership.*** The Corporation shall have two classes of membership; Regular Members and Other Members. Regular Members shall be entitled to vote, to hold office, be an officer or director of the Corporation, or a state association, and to chair committees of the corporation. Other Members shall have no such rights or privileges.

*Section 6.02 **Eligibility for Membership.*** Regular Membership shall be granted to any persons who are not eligible for membership in VVA, who wish to further the purposes of both VVA and AVVA. Other membership will be limited to those who are eligible for membership in VVA.

*Section 6.03 **Admission.*** Members shall be admitted, or denied admission with just written cause, at the discretion of the Board of Directors in such manner and upon making such application as the Board may from time to time provide.

*Section 6.04 **Termination of Membership.*** Membership shall terminate in any of the following ways; (i) Death of the member;(ii) Voluntary resignation; (iii) By majority vote of the Board of Directors for cause, and in compliance with the AVVA Disciplinary Code, (iv) Failure to pay membership fees and dues as may be fixed by the Board of Directors from time to time; or (v) Failure to conform to, and comply with the

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Bylaws and other rules of the Corporation now or hereinafter in effect, and in concurrence with the AVVA Disciplinary Code in effect at the time of the alleged offence..

*Section 6.05* **Dues.** The National Board of Directors shall determine and establish dues for membership in the Corporation.

*Section 6.06* **Membership Privileges.** Members shall be entitled to such privileges, benefits and publications as may be authorized from time to time by the Board of Directors.

**ARTICLE VII**  
**Board of Directors**

*Section 7.01* **General.** The property, affairs, and business of the Corporation shall be vested in a Board of Directors.

*Section 7.02* **Number of Directors.** The Board of Directors shall consist of no less than ten (10) nor more than sixteen (16).

*Section 7.03* **Election of Directors.** Nine (9) of the members of the Board of Directors of the Corporation shall be members, one from each respective Region, elected as determined by the Policy and Procedure Manual Section 5. The Candidate and the resulting elected Director must reside in the region they represent. The remaining four (4) members of the Board of Directors of the Corporation shall be the President, Vice-President, Secretary and Treasurer of the Corporation elected as determined by the Policy and Procedure Manual Section 5.

*Section 7.04* **Term.** Each member of the Board of Directors shall hold office for a term of two (2) years, and until her or his successor has been elected and qualified, or until her or his death, resignation or removal.

*Section 7.05* **Resignation.** A director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified herein, or, if no time is specified, then upon receipt of the resignation.

*Section 7.06* **Removal.** Any Director of the Corporation may be removed from office for cause and in compliance with the AVVA Disciplinary Code in effect at the time of action, with adequate evidence of justification in writing, at any meeting of the Board of Directors by unanimous vote of the other Directors, or by written consent signed by all of the other Directors and filed with the minutes of the proceedings of the Board of Directors. No Director shall be removed from office based solely on the testimony of one person where no other supporting evidence exists.

*Section 7.07* **Vacancies.** In the event of any vacancy of the Board of Directors through death, resignation, removal or other cause, the remaining members of the Board of Directors shall elect by majority vote a successor member to serve the unexpired term of the former member. If the vacancy is a Regional Director, the Deputy Director shall fulfill the remainder of the term of office, until a regular election is held. If the vacancy occurs in a region where there is no Deputy Regional Director in place, the replacement shall

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come from the same region, and only with the majority approval of the State Representatives/State Presidents of that region.

*Section 7.08 **Regular Meetings.*** The Board of Directors shall have as many regular meetings as deemed necessary by the Board of Directors.

*Section 7.09 **Special Meetings.*** Special meetings of the Board of Directors may be called at any time by the President of the Corporation, or by a majority of the Regular members of the Corporation. Special meetings shall be held at the place and time designated by the President of the Corporation.

*Section 7.10 **Quorum.*** At all meetings of the Board of Directors, two-thirds (2/3) of the number of directors then in office shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present and voting shall be the acts of the Board of Directors.

*Section 7.11 **Notice.*** Notice of regular meetings of the Board of Directors shall be given, in writing, by first-class mail, or by e-mail, at least thirty (30) days prior to the day of the meeting to all members of the Board of Directors. Notice of special meetings of the Board of Directors, specifying the subjects to be considered at such meeting, shall be given, in writing, by first-class mail, or by e-mail, at least fourteen (14) days prior to the day of the meeting, to all members of the Board of Directors.

*Section 7.12 **Non-voting VVA Special Advisor.*** After written recommendation from the Board of Directors of VVA, a separate and distinct corporation not to be confused with AVVA, the AVVA National Board of Directors shall seat a VVA special advisor to serve as a non-voting member to the AVVA Board entitled to be heard on each matter brought before the Board.

*Section 7.13 **Action Without a Meeting.*** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board of Directors, and such written consent is filed with the minutes of proceedings of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

*Section 7.14 **Telephone Conference Call.*** Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

*Section 7.15 **Records and Reports.*** The Board of Directors shall cause to be kept a complete record of all its acts and proceedings at the National AVVA Office.

*Section 7.16 **Waiver of Notice.*** A director may waive any notice required by law of these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the director entitled to such notice, and shall be delivered to the Secretary of the Corporation to be filed with the minutes of the meeting or the Corporate records. A director who attends or participates in a meeting (a) waives objection to the lack of notice of defective notice of the meeting

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unless the director at the beginning of meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice (if such description was required by law, the Articles of Incorporation, or these Bylaws), unless the director objects to considering the matter when it is presented and does not thereafter vote for or dissent to action taken on the particular matter.

**ARTICLE VIII**  
**Officers**

*Section 8.01* **General.** The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer.

*Section 8.02* **Election of Officers.** The officers of the Corporation shall be elected by a vote at a regular meeting of the voting membership delegates. Each officer elected must be a Regular Member of the Corporation in good standing.

*Section 8.03* **Term.** Each officer shall hold office for a term of two (2) years, and until her or his successor has been elected and qualified, or until her or his death, resignation or removal. Election or appointment of an officer shall not, of itself, create contract rights.

*Section 8.04* **Resignation.** An officer may resign at any time by giving written notice to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt thereof.

*Section 8.05* **Removal.** Any Officer of the Corporation may be removed from office for cause, with adequate evidence of justification in writing, at any meeting of the Board of Directors, or by written consent signed by all of the Directors and filed with the minutes of proceedings of the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

*Section 8.06* **Vacancies.** In the event of any vacancy in an officer of the Corporation through death, resignation, removal or other cause, the President of the Corporation shall appoint a successor officer to serve the unexpired term of the former officer. In the event the office of President becomes vacant, the Vice-President shall serve the unexpired term of the President.

(a) **President.** The President shall serve as the chief executive officer of the Corporation and, in general, shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The President shall preside at all meetings of the Board of Directors

(b) **Vice-President.** In the absence of the President or in the event of her or his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from

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time to time prescribe, or as the President may from time to time prescribe subject to the powers and supervision of the Board of Directors.

- (c) **Secretary.** The Secretary shall be responsible for preparing and maintaining custody of minutes of the meetings of the Board of Directors and of any regular meeting in one or more books provided for that purpose, and shall give, or cause to be given, all notices that are required by these Bylaws or applicable law. The Secretary shall have custody of the Corporate seal of the Corporation, if any, and she or he shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by her or his signature.
- (d) **Treasurer.** The Treasurer shall have custody of, and or responsible for, all funds and securities of the Corporation. She or he shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and there valuable property of the Corporation in the name of to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. She or he shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation. The Treasurer shall, if required by the Board of Directors, give such bond and security for the faithful performance of her or his duties as the Board of Directors may require, for which she or shall be reimbursed.

*Section 8.08* **Other Officers and Agents.** The Board of Directors may appoint such other officers and agents as if may deem necessary for conducting the affairs of Corporation and who shall have such authority and perform such duties as may be prescribed by the Board of Directors. Any such other officer or agent may be removed at any time with or without cause by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, and the appointment of such other officer of agent shall not itself create contract rights.

*Section 8.09* **Employees.** The officers of the Corporation may hire such other employees as it may deem necessary for conducting the affairs of the Corporation and who shall have such authority and perform such duties as may be prescribed by the respective officers. Any employee may be removed at any time with or without cause by the appropriate officer or officers of the Corporation. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, and the appointment of the employee shall not itself create contract rights.

*Section 8.10* **Compensation of Officers, Agents and Employees.** The Corporation may pay compensation in a reasonable amount to officers, assistant officers and agents for services rendered. Such amounts are to be fixed by a majority of the entire Board of Directors. The Corporation may pay compensation in reasonable amounts to employees for services rendered, such amounts to be fixed by the Board of Directors or, if the Board of Directors delegates power to any officer or officers, then by such officer or officers.

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*Section 8.11* **Absence, Inability to Act.** In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers and duties of such officer to any other officer, director or person whom it may select.

**ARTICLE IX**  
**State Associations**

*Section 9.01* **Establishment of State Associations.** A State Association of the Corporation may be established for each State in which a corresponding State Council of Chapters of VVA have been established. Each such State Association is required to be incorporated as a nonprofit corporation pursuant to the appropriate provisions of the laws of the State within which it is established. Each State Association shall adopt its own rules and regulations in accordance with the policies and procedures established by the National Board of Directors.

*Section 9.02* **Dissolution of State Association.** Upon dissolution of a State Association, the state rep will be elected ever two years in odd years; and the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the State Association, distribute all of the assets of the state Association, exclusively for charitable or educational purposes to National AVVA, which is tax exempt under section 501(c)(4) of the Code.

*Section 9.03* **Establishment of Council of Presidents/State Representatives.** The Presidents of AVVA State Associations, and State Representatives of non-incorporated states, may establish a Council of State Presidents and State Representatives. The Council may establish its own rules, regulations, and leadership, provided that such rules are in accordance with those of the Corporation.

**ARTICLE X**  
**Chapters**

*Section 10.01* **Establishment of Chapters.** A Chapter of AVVA may be established under National and State Bylaws, once they have complied with the formation rules as listed in the P&P Manual. Each such Chapter is required to be incorporated as a non-profit Corporation pursuant to the appropriate provisions of the laws of the State within which it is established. Each Chapter shall adopt its own rules and regulations as long as they are in accordance with those of the Corporation. Each such Chapter may, or may not, be affiliated with a corresponding VVA Chapter.

**ARTICLE XI**  
**Indemnification**

*Section 11.01* **Rights of Indemnification.** The Corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or

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agent of the Corporation, or is or was serving at the request of the Corporation as a director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of such duty. No payment shall be made under this Article, however, if it would cause the Corporation to lose its tax-exempt status as an organization described in section 501(c)(4)

*Section 11.02* **Insurance.** To the extent permitted by law, the Corporation shall purchase and maintain relevant liability insurance on behalf of any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit to reimburse the same for reasonable expenses incurred for the purchase and maintenance of such insurance.

**ARTICLE XII**  
**Miscellaneous**

*Section 12.01* **Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of March and end on the last day of February in each year.

*Section 12.02* **Corporate Seal.** The Board of Directors of the Corporation shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the state and year of the incorporation, and identify the imprint thereof as the corporate seal of the Corporation.

*Section 12.03* **Dissolution.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable or educational purposes to the federal government, an agency or agencies thereof, or to an organization or organizations exempt from Federal income tax as an organization or organizations described in Section 501(c)(3), Section 501(c)(4), or Section 501(c)(19) of The Code who performs any or all of the purposes of the Corporation. Any of such assets not so distributed by the Board of Directors shall be distributed by the Court in the County in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such organizations exempt from Federal income tax as an organization or organizations described in Section 501(c)(3), Section 501(c)(4), or Section 501(c)(19) of The Code who performs any or all of the purposes of the Corporation.

*Section 12.04* **Severability.** To the extent that any provision(s) of these Bylaws shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law, government regulation or decree, such provision(s) shall be void and of no effect to the extent and only to the extent of such determination, but the remainder of the provisions of these Bylaws shall survive and continue in full force and with full effect.

*Section 12.05* **Effective Date.** These Bylaws shall be effective upon confirmation by the initial Board of Directors of the Corporation.

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*Section 12.06* **Amendment of Bylaws.** Written notification of proposed changes to these bylaws must be given one hundred twenty days (120) days prior to the Associated of Vietnam Veterans of America, Inc.'s Biennial Meeting. These bylaws may only be altered, amended, or new provisions added thereto, by the affirmative vote of two-thirds (2/3) of the delegates present and voting at the Biennial Meeting.

APPENDIX A

The nine (9) Regions of Associates of Vietnam Veterans of America, Inc. for purposes of representation on the National Board of Directors shall be defined as follows:

**REGION 1:** Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut

**REGION 2:** New York, Pennsylvania, New Jersey and Delaware.

**REGION 3:** West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Maryland and the District of Columbia.

**REGION 4:** Georgia, Florida, Alabama, Mississippi and the Commonwealth of Puerto Rico and the Territory of the Virgin Islands of the United States.

**REGION 5:** Michigan, Ohio, Indiana and Illinois.

**REGION 6:** Minnesota, Iowa, Missouri, Kansas, Nebraska, South Dakota, North Dakota and Wisconsin.

**REGION 7:** Arkansas, Louisiana, Texas and Oklahoma.

**REGION 8:** Montana, Wyoming, Idaho, Oregon, Washington and Alaska.

**REGION 9:** Colorado, New Mexico, Arizona, California, Hawaii, Nevada, Utah and the United States Territory of Guam, and the Philippines.

Originally adopted by the Board of Directors on March 25, 1999

Amended in August 2000  
Amended in August 2001  
Amended in August 2004  
Amended in July of 2006  
Amended August 11, 2010