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P&P MANUAL SECTION 2

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I. INCORPORATED SUBSIDIARIES: *State Associations*

A. STEPS TO FOLLOW FOR STATE INCORPORATION

1. When a majority of the members of a state decide to incorporate, the state representative or person designated by the members to represent them, will notify the incorporation chair. The incorporation chair will notify the regional director and the national president of the request.
 - a. If for any reason, either the regional director or the national president is not of the opinion that the state is prepared to incorporate, they will state so in writing to the national incorporation chair.
 - b. The Incorporation Committee will investigate the evidence submitted to them, and render a decision.
 - c. If determined that the state should reconsider incorporation, the committee will offer constructive feedback and steps to improve their circumstances before an incorporation process will begin.
 - d. Any state that is denied incorporation has the right to appeal, using the Appeals Process, subsection IV below.
2. A state must have a minimum of fifty (50) Regular Members to form an AVVA State Association.
3. The national incorporation chair will verify that the requesting state meets the minimal membership requirements. After verification, the incorporation petition will be made available to the state representative.
4. Regular Members signing the petition must be eighteen (18) years of age or older. The person acquiring the signatures **must** verify ages since this is a legal document.
5. Members signing the petition must have been a *Regular Member* in good standing for at least three (3) months.

B. SIGNATURE REQUIREMENTS

1. States with fifty (50) to one hundred (100) Regular Members require a simple majority. (e.g. a state with 60 Regular Members requires thirty-one [31] signatures.)
2. States with one hundred-one (101) or more Regular Members require **only** fifty (50) signatures.

C. TIMELINES AND MAILINGS



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1. The incorporating state has a six (6) month deadline from the date of the first signature on the petition, to return the signed petitions to the national incorporation chair. The petitions must be postmarked by the deadline date.
2. The signed petition is to be mailed by the state representative via certified, return receipt requested, to the national incorporation chair. The chair will verify that those who signed the petition are current members.
3. Signatures on the petition must be representative of the statewide membership. A minimum of fifty-one percent (51%) of the AVVA chapters and/or members working alongside of VVA chapters must be represented on the petition.
4. After verification of signatures, the bylaws template and the State Start-up Kit will be sent to the state representative. The Start-up Kit will contain a Check-off list and all instructions and documents needed for the completion of the incorporation process.

D. ELECTIONS

1. The election of state officers will be held in accordance with the National Policies and Procedures Manual in place.
2. The officers will be: president, vice-president, secretary and treasurer or secretary-treasurer. Officers will serve until the next regular election cycle.
3. After the election of officers, the AVVA state president must oversee proceeding with the next steps of incorporation.

E. FINALIZING INCORPORATION

1. The state will have ninety (90) days from the date of the receipt of the downloaded start-up kit to complete the process and return the documents, via certified mail, to the address provided. Requests for extensions of time will be reviewed by the Incorporation Committee on a case by case basis. Extensions are neither usual nor guaranteed.
2. The national incorporation chair will have thirty (30) days to review the submitted documents for accuracy, completeness, and verification of timeframes of completion, and mail to the national president for signature.
3. The national president will then overnight the packet to the VVA National Office.
4. All AVVA members must follow the National Policy and Procedure Manual, however once the incorporation process is completed, the State Association may develop additional policy that is specific to their needs. Any additional policy must not conflict with national policy.



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5. The National P&P Committee will review any additional policy added by a state to insure that there is no conflict with the National Policy and Procedure Manual.
6. The national president, the incorporation chair, or the regional director will notify the interim state president of incorporation.
7. **After** receiving notice of incorporation, the incorporating state will apply for a Federal Employer Identification Number.
8. The national organization will notify the IRS of the state's addition to the Tax Group Exemption after the incorporation is successfully completed.
9. All state officers have duties and responsibilities to the AVVA national organization. These duties and responsibilities are outlined in the National Policy and Procedure Manual, section 1.XI and 1.XII.
10. The incorporated state will be added to the National Crime Insurance policy.
11. The incorporated state may request sales tax exemption from their home state.
12. The state Charter shall be presented by the regional director, or if no regional director is seated, a member of the board of directors chosen by the national president.

F. COSTS

1. The cost of incorporating will vary from state to state.
2. It is strongly suggested that prospective state associations use an Attorney licensed to practice law in your state.
3. All costs of incorporation will be the responsibility of the incorporating state.

G. DISSOLVING AN AVVA STATE ASSOCIATION

1. An AVVA State Association may be dissolved for any of the following reasons:
 - a. Failure to schedule elections in the required time frame of each even numbered year, according to existing policy.
 - b. Failure to file election reports, according to existing policy, within thirty (30) days.
 - c. Failure to file correct and completed financial reports by July 15th.
 - d. Violation of the AVVA Disciplinary Code.



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- e. Any act that violates the memorandum of understanding between AVVA and VVA, or any prohibited activity that jeopardizes the AVVA tax-exempt status.
2. All assets of a failed or dissolved AVVA State Association will become the property of AVVA national.
3. Corporate law in the state of incorporation will be followed if different from above.

II. INCORPORATED SUBSIDIARIES: *Chapter Incorporation*

A. STEPS TO FOLLOW FOR CHAPTER INCORPORATION

1. Members of the Associates of Vietnam Veterans of America, Inc. who are currently associated with or unassociated with an established VVA chapter may petition for Chapter Incorporation. Unassociated chapters must follow sub-section three (III) for independent chapters.
 - a. AVVA members who are incarcerated may not incorporate unless the prison in which they are housed has specifically approved, in writing, all steps in the process.
2. When a majority of the members of a chapter decide to incorporate, the chapter representative or person who is designated by the members to represent them, will notify the incorporation chair. The incorporation chair will notify the state representative or president, the regional director, and the national president of the request.
3. The group must have a minimum of ten (10) Regular Members, over the age of eighteen (18). (This total excludes AVVA members who hold dual membership.)
4. Chapters of AVVA are subject to all AVVA governing documents, available on the AVVA website www.avva.org.

B. PROCEDURE

1. The currently elected chapter representative or person designated by the membership will download, from the AVVA web site (under membership/forms), the Petition to Incorporate packet, which includes the Instructions for Filing a Petition (F-Inc02.04), and the Age Verification Form (F-Inc02.05).
2. The incorporating chapter will have sixty (60) days from the date of the first signature for completion.



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3. The completed petition will be mailed to the address supplied in the Instructions for Filing a Petition, using Certified Mail, return receipt requested.
4. After verification from the regional director and state president or state representative, the national incorporation chair will send instructions for downloading the Start-Up Kit from the AVVA website to the elected chapter representative or designated person within thirty (30) days. The Startup Kit will contain a check-off list, and all instructions and documents needed for completion of the incorporation process. The Start-up Kit must be downloaded within five (5) days of receipt of instructions.
 - a. If for any reason either the regional director, or state president or representative, does not feel the chapter is prepared to incorporate they will state so in writing to the national incorporation chair.
 - b. The Incorporation Committee will investigate the evidence submitted to them, and render a decision.
 - c. If determined that the chapter should reconsider incorporation, the committee will offer constructive feedback and steps to improve their circumstances before an incorporation process will begin.
 - d. Any chapter that is denied the incorporation process may choose the Appeal Process, subsection IV below.
5. The Incorporating Chapter will have ninety (90) days from receipt of the downloaded Start-up Kit to complete the process and return, via Certified Mail, to address provided. Any request for extensions of time will be reviewed by the Incorporation Committee on a case by case basis. Extensions are neither usual nor guaranteed.

C. PREREQUISITES

1. AVVA members signing the petition must:
 - a. Be a member in good standing for a minimum of three (3) months.
 - b. Be a Regular (voting) Member of AVVA.
 - c. Be at least eighteen (18) years of age.

D. ELECTIONS

1. Upon downloading the Start-up Kit, elections for chapter officers will be held in accordance with the National Policies and Procedures Manual in place.
2. The officers will be: president, vice-president, secretary and treasurer or secretary-treasurer. Interim officers serve until the next scheduled election cycle in accordance with the National Policy and Procedure Manual, Elections Section.



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3. After the election of officers, the AVVA chapter president must oversee proceeding with the next steps of incorporation.

E. FINALIZING INCORPORATION

1. The completed Start-Up Kit will be returned by certified mail return receipt requested to the National Incorporation Committee, at the address provided.
2. The AVVA incorporation chair will be given thirty (30) days from receipt to review all documents and request a Charter to be presented by the regional director, or if no regional director is seated, the state president or representative shall present the chapter charter. If there is no state president or representative, the national president shall appoint a person to present the chapter charter.
3. The national incorporation chair will inform the newly formed chapter of the outcome.

F. COSTS

1. The cost of incorporating will vary from state to state.
2. It is strongly suggested that prospective chapters use an Attorney licensed to practice law in your state.
3. All costs of incorporation will be the responsibility of the incorporating chapter.

G. DISSOLVING AN AVVA CHAPTER

1. An AVVA chapter may be dissolved for any of the following reasons:
 - a. Failure to schedule elections in the required time frame of each even numbered year, and file election reports according to existing policy.
 - b. Failure to file election reports, according to existing policy, within thirty (30) days.
 - c. Failure to file correct and completed financial reports by July 15th.
 - d. Violation of the AVVA Disciplinary Code.
 - e. Any act that violates the memorandum of understanding between AVVA and VVA, or any prohibited activity that jeopardizes the AVVA tax-exempt status.
 - f. Failure to maintain a minimum of ten (10) members, for a period of twelve consecutive months.
2. All assets of a failed or dissolved AVVA chapter located in a state where AVVA is incorporated will become the property of the AVVA Incorporated State Association.



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3. All assets of a failed or dissolved AVVA chapter located in a state where AVVA is not incorporated will become the property of AVVA national.
4. Corporate Law in the state of incorporation will be followed if different from above.

III. INCORPORATED SUBSIDIARIES: *Independent Chapter Incorporation*

The independent AVVA chapter was approved by the membership during the AVVA 2010 National Convention in Orlando, FL. It was designed for those AVVA members whose affiliate VVA chapter had dissolved or for those groups of AVVA members wanting to unite while not located close to a VVA chapter.

A. INCORPORATION OF AN INDEPENDENT CHAPTER

1. Members of the Associates of Vietnam Veterans of America, Inc. who are not affiliated with a VVA chapter may request permission to incorporate from the AVVA National Incorporation Committee chair.
2. The group must have a minimum of ten (10) members over the age of eighteen (18). (This number excludes AVVA members who hold dual membership.)
3. Independent chapters of AVVA will be subject to the AVVA National Disciplinary Code available on the website: www.avva.org
4. All independent groups planning to incorporate **must** complete the Request to Incorporate Form prior to downloading the Petition to Incorporate. (Refer to Form: F-INC02.06 available on the AVVA Website: www.avva.org/forms.html).
5. The independent chapter president will be the delegate at all state meetings and the national convention if the proper election and financial documents have been filed according to policy. (Refer to Section 1.XIV.A.1 and Section 4.VI.B)

B. PROCEDURE

1. A *Request to Incorporate* will be sent to the national incorporation chair and copied to the national president. (Form: F-Inc02.06.) Within fifteen (15) days of receipt of the request, the incorporation chair will notify the state president or representative of the request.
 - a. If for any reason either the regional director, or state president or representative, does not feel the chapter is prepared to incorporate they will state so in writing to the national incorporation chair.



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- b. The Incorporation Committee will investigate the evidence submitted to them, and render a determination.
 - c. If determined that the chapter should reconsider incorporation, the committee will offer constructive feedback and steps to improve their circumstances before an incorporation process will begin.
 - d. Any chapter that is denied the incorporation process may choose the Appeal Process, subsection VI below.
2. Once permission is received, the incorporating chapter will download the Petition to Incorporate packet (F-Inc02.03) and the AVVA Membership Transfer Forms from the AVVA Website. The chapter will have sixty (60) days from the date of the first signature to complete and return the petition and the transfer forms to the incorporation chair, via Certified Mail, at the address provided.
 3. Within thirty (30) days after verification from the regional director and state president or representative, the national incorporation chair will send instructions for downloading the Start-Up Kit. The Startup Kit will contain a check-off list, and all instructions and documents needed for completion of the incorporation process. The Start-up Kit must be downloaded within five (5) days of receipt of instructions.
 4. The incorporating chapter will have ninety (90) days from receipt of the downloaded Start-up Kit to complete and return, via Certified Mail, to address provided. Any requests for extensions of time will be reviewed by the Incorporation Committee on a case by case basis. Extensions are neither usual nor guaranteed.

C. PREREQUISITES FOR PETITION

1. AVVA members signing the petition must:
 - a. Be a member in good standing for a minimum of three (3) months.
 - b. Be a Regular (voting) Member of AVVA.
 - c. Be at least eighteen (18) years of age.
 - d. Members must reside a reasonable distance from the corporate base in order to allow for regular attendance at meetings.
 - e. Members must complete a Membership Transfer Form; transfer will not take effect until the incorporating chapter has been awarded their Charter.

D. ELECTIONS

1. Upon downloading of the Start-up Kit, elections for chapter officers will be held in accordance with the national policies and procedures in place.



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2. The elected officers will be: president, vice-president, secretary and treasurer or secretary/treasurer. Officers serve until the next scheduled election cycle in accordance with the National Policy and Procedure Manual, Elections Section.
3. After the election of officers, the AVVA chapter president must oversee proceeding with the next steps of incorporation.

E. FINALIZING INCORPORATION

1. The completed Start-Up Kit will be returned by certified mail return receipt requested to the national Incorporation chair at the address provided.
2. The AVVA incorporation chair will be given thirty (30) days from receipt to review all documents and request a Charter to be presented by the regional director, or if no regional director is seated, the state president or representative shall present the chapter charter. If there is no state president or representative, the national president shall appoint a person to present the chapter charter.
3. The national incorporation chair will inform the newly formed chapter of its findings.

F. COSTS

1. The cost of incorporation will vary from state to state.
2. It is strongly suggested that prospective chapters use an Attorney licensed to practice law in your state.
3. All costs of incorporation will be the responsibility of the incorporating chapter.

G. DISSOLVING AN AVVA INDEPENDENT CHAPTER

1. An AVVA chapter may be dissolved for any of the following reasons:
 - a. Failure to schedule elections in the required time frame of each even numbered year, according to existing policy.
 - b. Failure to file election reports, according to existing policy, within thirty (30) days.
 - c. Failure to file correct and completed financial reports by July 15th.
 - d. Violation of the AVVA Disciplinary Code.
 - e. Any act that violates the memorandum of understanding between AVVA and VVA or any prohibited activity that jeopardizes the AVVA tax-exempt status.
 - f. Failure to maintain a minimum of ten (10) members for a period of twelve (12) consecutive months.



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2. All assets of a failed or dissolved AVVA chapter located in a state where AVVA is incorporated will become the property of the AVVA Incorporated State Association.
3. All assets of a failed or dissolved AVVA chapter located in a state where AVVA is not incorporated will become the property of AVVA national.
4. Corporate Law in the state of incorporation will be followed if different from above.

IV. INCORPORATED SUBSIDIARIES: *Appeals Process*

- A. States, chapters, or independent chapters have the right to appeal a decision made by the Incorporation Committee. (Using form Inc02.09)
- B. After a decision [in writing] has been received by the state or chapter, recommending that they postpone incorporation, the entity has (30) days to appeal to the national board of directors for reconsideration.
 1. The appeal must include:
 - a. Complete contact information (address, phone, email).
 - b. The recommendations from the Incorporation Committee.
 - c. Reasons why the board should reconsider. Reasons stated must include evidence.
- C. The appeal will be emailed or mailed to the national incorporation chair, who will acknowledge receipt and notify the national president.
- D. The national board of directors will address the appeal and render a decision within thirty (30) days of the document being received.