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I. INCORPORATED SUBSIDIARIES: *State Associations*

A. STEPS TO FOLLOW FOR STATE INCORPORATION

1. When the members of a state decide to Incorporate, the State Representative or person designated by the members to represent them will notify the National Incorporation Committee 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 express such opinion in writing to the National Incorporation Committee 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 begins.
 - d. Any state denied Incorporation has the right to appeal, using the Appeals Process, (***Ref. Subsection IV***).
2. A state must have fifty (50) Regular Members to form an AVVA State Association.
3. The National Incorporation Committee Chair will verify that the requesting state meets the minimum membership requirements. After verification, the Incorporation Petition will be made available to the State Representative, or the person chosen by the state members to represent them in this process.
4. ***Regular Members*** signing the petition must be eighteen (18) years of age or older. The person acquiring the signatures ***must*** verify ages; this is a legal document.
5. Members signing the petition must be ***Regular Members*** in good standing for at least three (3) months. This total may include a maximum of five (5) dual members.

B. SIGNATURE REQUIREMENTS

1. States with fifty (50) to one hundred (100) Regular Members require a simple majority. (e.g., a state with sixty (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 three (3) month deadline, from the date of the first signature on the petition, to return the signed petitions to the National Incorporation Committee Chair. The original signed petition is to be mailed by the State Representative, or person representing the state, via USPS certified mail, return receipt requested. The petitions must be postmarked by the deadline date.
2. The Incorporation Chair will verify 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 must be represented on the petition.
4. After verification of signatures, the Bylaws Template and the State Start-Up Kit will be provided by the Incorporation Committee Chair to the State Representative or person representing the state in this process. The Start-up Kit will contain a check-off list and all instructions and documents needed to complete the Incorporation process.

D. ELECTIONS

1. The election of Interim State Officers will be held in accordance with the National Policies and Procedures Manual.
2. The officers will be the President, Vice President, Secretary, and Treasurer. Officers will serve until the next regular election cycle.
 - a. After the election results are announced, if there was a candidate for either Secretary or Treasurer, but not both, the President may appoint a combined Secretary-Treasurer if the newly elected person agrees, **or**
 - b. If the newly elected person disagrees, the President may appoint another member to fill the vacant position.
3. After the election of Interim Officers, the AVVA State President must oversee the 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 Start-Up Kit to complete the process and return the documents, via USPS certified mail, to the address provided. Any request for extensions shall be for a one (1) time approval of thirty (30) days reviewed by the Incorporation Committee Chair.
2. The National Incorporation Committee Chair will have thirty (30) days to review the submitted documents for accuracy, completeness, verification of completed deadlines, and notify the National President and the Regional Director of the committee's determination. All paperwork will be assembled for filing at the National Office.



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3. All AVVA Members must follow the National Policies and Procedures Manual, however, once the Incorporation process is completed, the State Association may develop additional policies specific to their needs. Any additional policies must not conflict with National Policies.
4. The National P&P Committee will review any additional policies added by a state to ensure that there is no conflict with the National Policies and Procedures Manual.
5. The National Incorporation Chair, will notify the Interim State President of Incorporation.
6. The National Incorporation Chair will notify the IRS by Corporate Letter Head, with information necessary to add a Subsidiary to our Tax Group Exemption.
7. All state officers have duties and responsibilities to the AVVA National Organization. These duties and responsibilities are outlined in the National Policies and Procedure Manual, (*Ref. P&P Section 1., Subsection XV.*)
8. States wishing to apply for exemption from sales tax must make their request through their individual state.
9. The State Charter shall be signed by the National President and 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. All costs of Incorporation will be the responsibility of the Incorporating State.

G. REVOCATION OF AN ASSOCIATION CHARTER

1. An AVVA State Association may be revoked for any of the following reasons:
 - a. Failure to schedule elections in the required timeframe of each even numbered year.
 - b. Failure to file election reports according to existing policies.
 - c. Failure to file accurate and completed financial reports, and file an IRS 990 by July 15th.
 - d. Violation of the AVVA Disciplinary Code.
 - e. Any act that violates the Memorandum of Understanding (MOA) between AVVA and VVA or any prohibited activity jeopardizes the AVVA tax-exempt status.



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2. If the National Board of Directors, by recommendation of the National Incorporation Committee Chair, determines that a State Charter must be revoked, the National President, or their designee, will formally notify the State President in writing. (*Ref. P&P Section 11., Subsection XI.* for the process details.)
3. The affected State President may appeal said determination in writing, sent to the National President, within thirty (30) days of their notice.
4. The National Board will consider the appeal, and render a decision within thirty (30) days of receipt, and will notify the State President of their decision.
5. Revocation of a State Charter results in the state's inability to be legally Incorporated in their state using any version of the Associates of Vietnam Veterans of America, Inc.'s name. The State must dissolve their Incorporated status with their state.
6. Corporate Law in the State of Incorporation will be followed if different from above.
7. All remaining assets of a failed or dissolved AVVA State Association will become the property of AVVA National if the State Corporate Law does not address asset distribution.
8. **To help ensure your success, the Incorporation Committee will remain available to you at all times, and will continue to mentor you through your first financial report and your first IRS 990 filing.**

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 (*Ref. Subsection III.*) for Independent Chapters.
2. When the majority of the members of a chapter decide to Incorporate, the Chapter Representative or person designated by the members to represent them will notify the National Incorporation Committee Chair. The Incorporation Chair will notify the State Representative or President, the Regional Director, and the National President of the request.
 - a. The person representing the chapter will supply the Incorporation Committee Chair with written verification that all of the members were sent a notification that their chapter wants to Incorporate and that a majority of them agree.



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- b. The person representing the chapter will contact the Incorporation Committee Chair to request the Petition Packet.
3. The group must have a minimum of ten (10) Members over the age of eighteen (18) to sign the petition. This total may include a maximum of two (2) dual members.
4. Chapters of AVVA are subject to all AVVA governing documents, available on the AVVA website www.avva.org

B. PROCEDURE

1. The National Incorporation Committee Chair will verify that the requesting chapter meets the minimum membership requirements and make the Petition Packet available to the Chapter Representative or person representing the membership. This packet will include all documents required for the petition steps in the Incorporation Process. All signers must:
 - a. Be a member in good standing for a minimum of three (3) months.
 - b. Be a Regular (voting) Member of AVVA or a qualifying dual member.
 - c. Be at least eighteen (18) years of age.
2. The Incorporating Chapter will have sixty (60) days from the date of the first signature acquired to complete and return the petition and age verification to the Incorporation Chair, via USPS certified mail to the address supplied in the petition instructions. Signatures must be original.
3. After verification by the Incorporation and the Membership Chairs that all names on the petition are valid, the National Incorporation Committee Chair will send the Start-Up Kit access information and all instructions, forms, and documents needed for completion of the Incorporation process to the elected Chapter Representative, or designated person, within thirty (30) days.
 - a. If for any reason either the Regional Director, State President, or Representative does not feel the chapter is prepared to Incorporate, they will state so in writing to the National Incorporation Committee 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 begins.
 - d. Any chapter that is denied the Incorporation process may choose the Appeal Process, (**Ref. Subsection IV**).
4. The Incorporating Chapter will have ninety (90) days from receipt of the Start-up Kit to complete the process and return, via USPS-certified mail, all forms and documents



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needed to the address provided. Any request for extensions shall be for a one (1) time approval of thirty (30) days reviewed by the Incorporation Committee Chair.

C. ELECTIONS

1. Upon receiving the Start-up Kit, elections for Interim Chapter Officers will be held in accordance with rules in place in the Incorporation process.
2. The officers will be the President, Vice President, Secretary, and Treasurer. Interim Officers serve until the next scheduled election cycle, April of even-numbered years.
 - a. After the election results are announced, if there was a candidate for either Secretary or Treasurer, but not both, the President may appoint a combined Secretary-Treasurer if the newly elected person agrees, **or**:
 - b. If the newly elected person does not agree, the President may appoint another member to fill the vacant position.
3. After the election of officers, the AVVA Interim Chapter President must oversee proceedings with the next steps of Incorporation.

D. FINALIZING INCORPORATION

1. The completed Start-Up Kit will be returned, via USPS certified mail, return receipt requested to the National Incorporation Committee Chair at the address provided.
2. The AVVA Incorporation Committee Chair will be given thirty (30) days from receipt to review all documents and request a Charter be signed by the National President, to be presented by the Regional Director. 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 Committee Chair will inform the newly formed chapter of the outcome.

E. COSTS

1. The cost of Incorporating will vary from state to state.
2. All costs of Incorporation will be the responsibility of the Incorporating Chapter.

F. REVOCATION OF A CHAPTER CHARTER

1. An AVVA Chapter Charter may be revoked for any of the following reasons:



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- a. Failure to schedule elections in the required timeframe of each even-numbered year, according to existing policy.
 - b. Failure to file election reports, according to existing policies (**Ref. P&P Section 5**).
 - c. Failure to file accurate and completed financial reports, and file an IRS 990 by July 15th.
 - d. Violation of the AVVA Disciplinary Code.
 - e. Any act that violates the Memorandum of Understanding (MOA) between AVVA and VVA or any prohibited activity jeopardizes the AVVA tax-exempt status.
2. If the National Board of Directors, by recommendation of the National Incorporation Committee Chair, determines that a Chapter Charter must be revoked, the National President, or their designee, will formally notify the Chapter President in writing. (**Ref. P&P Section 11, Subsection XI**, for process details).
 3. The affected Chapter President may appeal said determination in writing, sent to the National President within thirty (30) days of their notice.
 4. The National Board will consider the appeal, and render a decision within thirty (30) days of receipt, and will notify the Chapter President of their final decision.
 5. Revocation of a Chapter Charter results in the Chapter's inability to be legally Incorporated in their state using any version of the Associates of Vietnam Veterans of America, Inc.'s name. The Chapter must dissolve their Incorporated status with their state.
 6. Corporate Law in the State of Incorporation will be followed if different from above.
 7. All remaining assets of a failed or dissolved AVVA State Association will become the property of the AVVA National if the State Corporate Law does not address asset distribution.
 8. **To help ensure your success, the Incorporation Committee will remain available to you at all times and will continue to mentor you through your first financial report and your first IRS 990 filing.**

III. INCORPORATED SUBSIDIARIES: *Independent Chapter Incorporation*

The Independent AVVA Chapter was approved by membership during the AVVA 2010 National Convention in Orlando, Florida. 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 within a 30-minute drive from a VVA or AVVA Chapter.

A. INCORPORATION OF AN INDEPENDENT CHAPTER



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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.
 - a. All members of the group who would be involved in the request for Independent Chapter status must be informed of the request to Incorporate and a majority of those involved must have agreed to the request.
 - b. The group must have a minimum of ten (10) Members over the age of eighteen (18) to sign the petition. This total may include a maximum of two (2) dual members.
2. Independent Chapters of AVVA will be subject to the AVVA National Disciplinary Code available on the AVVA Website www.avva.org
3. All Independent Groups planning to Incorporate **must** complete the Request to Incorporate Form prior to receiving the Petition Packet to Incorporate. (**F-Inc02.15**) available on the AVVA Website: www.ava.org/forms.html

B. PROCEDURE

1. *A request to Incorporate* will be sent to the National Incorporation Committee Chair and copied to the National President. Use Form (**F-Inc02.15** within fifteen (15) days of receipt of the request, the Incorporation Chair will notify the Regional Director and State President or Representative of the request.
 - a. If the request results from your affiliated VVA Chapter's dissolution, please be sure to indicate your current AVVA Chapter number on the request form.
 - b. If for any reason the Regional Director, State President, or Representative does not feel the chapter is prepared to Incorporate, they will state so in writing to the National Incorporation Committee Chair.
 - c. The Incorporation Committee will investigate the evidence submitted to them and render a determination.
 - d. If determined that the chapter should reconsider Incorporation; the committee will offer constructive feedback and steps to improve their circumstances before an Incorporation process begins.
 - e. A chapter that is denied the Incorporation process might choose the Appeal Process, (**Ref. Subsection IV.**)
2. Once permission is received, the Incorporating Chapter will be provided with the petition to Incorporate Packet and the AVVA Membership Transfer Form. 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 USPS certified mail, at the address provided. **All signers of 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.



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- 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 for Independent Chapters Form; transfer will not take effect until the Incorporating Chapter has been awarded their Charter.
3. Within thirty (30) days of receiving the signed petition, and all transfer forms the National Incorporation Chair will verify all signatures and send access instructions for the Start-Up Kit. The Start-Up Kit will contain a check-off list, and all instructions and documents needed for completion of the Incorporation process.
 4. The Incorporating Chapter will have ninety (90) days from receipt of the Start-up Kit to complete and return, via USPS certified mail, to the 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. ELECTIONS

1. Upon receipt of the Start-up Kit, elections for Interim Chapter Officers will be held in accordance with the National Policies and Procedures.
2. The elected officers will be the President, Vice President, Secretary, and Treasurer. Officers serve until the next scheduled election cycle in accordance with the National Policies and Procedures Manual, Elections (**Ref. Section V.**)
 - a. After the election results are announced, if there was a candidate for either Secretary or Treasurer, but not both, the President may appoint a combined Secretary-Treasurer if the newly elected person agrees, **or:**
 - b. If the newly elected person does not agree, the President may appoint another member to fill the vacant position.
3. After the election of officers, the AVVA Interim Chapter President must oversee proceeding with the next steps of Incorporation

D. FINALIZING INCORPORATION

1. The completed Start-Up Kit will be returned via USPS certified mail, return receipt requested, to the National Incorporation Committee Chair at the address provided.
2. The AVVA Incorporation Committee Chair will be given thirty (30) days from receipt to review all documents and request a Charter to be signed by the National President and presented by the Regional Director. If no Regional Director is seated, the State President or Representative shall give the Chapter Charter. If there is no State President or Representative, the National President shall appoint a person to present the Chapter Charter.



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3. The National Incorporation Committee Chair will inform the newly formed chapter of its findings.

E. COSTS

1. The cost of Incorporation will vary from state to state.
2. All Incorporation costs will be the Incorporation Chapter's responsibility.

F. REVOCATION OF AN INDEPENDENT CHAPTER CHARTER

An AVVA Chapter may be revoked for any of the reasons listed under (*Ref. Section II.F.1.a-e.* and *Section II.F.1.-8.*) for the Revocation /Dissolution process.

IV. INCORPORATED SUBSIDIARIES: *Appeals Process*

- A. States, Chapters, or Independent Chapters have the right to appeal a decision made by the Incorporation Committee. Use Form (*F-Inc02.16*).
- B. After a written decision has been received by the State or Chapter recommending that they postpone Incorporation, the entity has thirty (30) days to appeal to the National Board of Directors for reconsideration. This e-mail will be retained to record the date sent if the notice is e-mailed. If a physical letter is sent, it will be sent via USPS-certified mail, and the receipt will be retained by the sender.
 1. The appeal must include:
 - a. Complete contact information (address, phone, e-mail).
 - b. The recommendations from the Incorporation Committee.
 - c. Reasons why the board should reconsider.
 - d. Reasons stated must include evidence.
- C. The appeal will be e-mailed 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 decide within thirty (30) days of receiving the appeal form.