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VVA LEADERSHIP CONFERENCE · 2026

Six Options for Determining the Future of VVA

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Co-Chairs, Joint Board Committee to Investigate the Consolidation of the VVA & AVVA

Wednesday, August 12, 2026 · 3:45 - 5:15 pm

Introduction & Background

The VVA, Inc., a New York not-for-profit corporation, faces an inevitable change of control — as explained at the October 2025 Board Orientation on the ABA Guidebook for Directors of Nonprofit Corporations.

- A joint committee of ten AVVA and VVA board members was formed to investigate a plan of consolidation — Option 1 of six options identified for the future of VVA.
- The committee delivered its report and a detailed consolidation plan (Appendix 1). The Board took no action on the plan.
- The Board did adopt a motion to schedule this presentation for the 2026 Leadership Conference to inform members of the six options.
- For each option: an outline of the steps required, the pros and cons, and conditions and questions to consider.

HOW WE GOT HERE

Oct 2025

Board Orientation flags an inevitable change of control.

Jan 31, 2026

Joint AVVA–VVA committee established by majority vote.

Apr 12, 2026

Committee reports; Board takes no action but schedules this presentation.

The Six Options at a Glance

FIVE PATHS THE BOARD MAY CHOOSE — OR A SIXTH IMPOSED BY THE STATE

1 Consolidate

Combine VVA and AVVA into a new corporation — Veterans and Associates of America (VAA).

2 Merge

VVA merges into AVVA, renamed VAA, which becomes the surviving corporation.

3 Voluntary Dissolution

Dissolve VVA and distribute net assets to like-kind, tax-exempt nonprofits.

4 Open Membership — AVVA & Others

Amend the Constitution to allow AVVA members and other supporters to join.

5 Open Membership — All Veterans

Amend the Constitution to admit all veterans of the U.S. Armed Forces.

6 Judicial Dissolution

Involuntary dissolution; New York's AG and courts decide asset distribution.

Board Action — and the Default Path

- The Board took no action on the plan presented on April 12, 2026.
- If the Board continues to take no action on any of the five affirmative options, the change of control will be carried out judicially by the State of New York — Option 6.
- Choosing among Options 1–5 keeps the outcome in the hands of VVA's Board and members.

> *The duty of loyalty requires each nonprofit director to act in the best interests of the corporation, and to not make decisions that further the director's own interests at the corporation's expense.*
>
> — ABA Guidebook for Directors of Nonprofit Corporations, p. 220

Conflict of Interest & Recommended Support

POTENTIAL CONFLICT OF INTEREST

- Officers who promote Option 5 while not considering other options may be viewed as having a potential conflict of interest — it may be appropriate for them to step back from that vote.
- Their current roles could also be affected if the Board chose Option 1 or 2, which could create the appearance of a conflict.
- Governed by the Conflict of Interest (Board) Policy — VVA BOD Policy Reference Guide (9-9-2024), pp. 22–25.

RECOMMENDED SUPPORT

Legal counsel

Navigate statutory requirements and file with the NY Attorney General and, if applicable, the DC Department of Licensing and Consumer Protection.

Nonprofit consultants

A firm experienced in strategic planning, financial due diligence, legal and governance matters.

Independent facilitators

External, third-party facilitators to lead the process and ensure objectivity.

OPTION 1 · DEFINITION & KEY STEPS

1

Consolidate

DEFINITION *The legal combination of two or more corporations into one new corporation.*

KEY STEPS

- VVA (New York) and AVVA (D.C.) members form a new D.C. nonprofit — Veterans and Associates of America (VAA, Inc.).
- Joint committee and staff file the D.C. incorporation forms, draft initial bylaws, and consult professionals; both Boards review all documents.
- The work is presented in resolution form to the delegates at a biennial convention.
- VVA and AVVA each prepare voluntary dissolution plans under their state codes, distributing net assets to VAA (like-kind, tax-exempt).
- VVA's plan needs Board approval plus a two-thirds delegate vote; AVVA's needs Board plus membership approval.
- State approvals: NY requires Attorney General approval; D.C. requires only proper filings and fees.
- Negotiate employee transfers; notify the IRS; update or terminate contracts, licenses, leases, and charitable registrations in NY and D.C.
- VAA is incorporated before either dissolution; the two Boards jointly set the dissolution dates.

OPTION 1 · PROS, CONS & QUESTIONS

1 Consolidate

PROS

- VVA and AVVA, renamed VAA, shape the outcome together.
- A 501(c)(3) is already established; a 501(c)(4) may be added for lobbying.
- VAA may keep or revise the motto, mission, vision, and objectives.
- Membership opens to all supporters; VVA memberships can transfer.
- No apparent or perceived conflicts of interest.

CONS

- The federal charter is terminated (App. 2, §18).
- The IRS Group Determination letter is terminated.
- Exclusive right to the names and logo ends (App. 2, §17).
- 501(c)(19) tax status is terminated.
    - Chapters lose their tax-exempt status.
    - State councils lose their tax-exempt status.

QUESTIONS TO CONSIDER

- How will the new VAA safeguard the tax-exempt status of chapters and state councils once the federal charter ends?
- How will VVA's assets, identity, and mission be represented in the new corporation?
- What transition support will be offered to current staff and volunteers?

OPTION 2 · DEFINITION & KEY STEPS

2 Merge

DEFINITION

The legal combination of two corporations into one, where the surviving corporation assumes the rights, responsibilities, and assets of the other.

KEY STEPS

- VVA (NY) merges into AVVA (D.C.), renamed VAA; AVVA becomes the surviving corporation.
- Both D.C. (Nonprofit Corporation Act, Subch. IX) and NY (N-PCL §§901–908) permit a NY–D.C. merger.
- Draft one plan of merger satisfying both D.C. (Form DNP-4) and New York requirements.
- Board resolutions adopt the plan; membership then approves per the bylaws — notice to every voting member and a two-thirds vote.
- The NY Attorney General (Charities Bureau) may require approval of the plan; D.C. does not.
- Negotiate employee transfers to VAA.
- File in both states, effective the same day: AVVA files D.C. Form DNP-4; VVA files the NY Certificate of Merger with AG approvals attached.
- After the merger: notify the IRS, update registrations, address licenses and leases, and implement new governing documents.

2 Merge

PROS

- VVA and AVVA, renamed VAA, shape the outcome together.
- Easier than consolidation — no new corporation to form; a 501(c)(3) already exists.
- Costs roughly two-thirds of the cost of consolidating.
- VAA may keep or revise its motto, mission, vision, and objectives.
- Membership opens to all supporters; VVA memberships can transfer.
- No apparent or perceived conflicts of interest.

CONS

- The federal charter is terminated (App. 2, §18).
- The IRS Group Determination letter is terminated.
- Exclusive right to the names and logo ends (App. 2, §17).
- 501(c)(19) tax status is terminated.
  - Chapters lose their tax-exempt status.
  - State councils lose their tax-exempt status.

QUESTIONS TO CONSIDER

- As the surviving corporation, how will AVVA (renamed VAA) preserve VVA's mission and identity?
- What protections exist for chapters and state councils that lose tax-exempt status?
- What transition support will be offered to current staff and volunteers?

OPTION 3 · DEFINITION & KEY STEPS

3 Non-Judicial (Voluntary) Dissolution

DEFINITION

Voluntary dissolution of a New York not-for-profit corporation and the distribution of its net remaining assets (N-PCL §1001).

A 2019 "Strategic Plan for Dissolution" was presented to the Board and 2019 Convention; no action was taken (Appendix 4).

KEY STEPS

- VVA designs a plan to dissolve and distribute net assets — identifying like-purpose, tax-exempt organizations [501(c)(19) or (3)].
- Obtain each recipient's governing documents, recent financials, and an affidavit verifying purpose and tax status.
- The VVA Board approves the plan and ordering resolution by majority vote.
- Delegates at a biennial convention approve by a two-thirds vote.
- VVA petitions the NY Attorney General for approval, submitting the resolutions, governing documents, financials, and recipient documents.
- The AG may reject the plan on complaints, on VVA's failure to act, or if judicial dissolution is deemed necessary.
- If approved, VVA has 270 days (~9 months) to pay liabilities, distribute assets, and finish business.
- VVA files a Certificate of Dissolution with New York, plus any other required state, federal, and IRS documents.

Request complete copies of the complete 2019 Strategic Plan for Dissolution

Ldelong@vva.org

OPTION 3 · PROS, CONS & QUESTIONS

3

Non-Judicial (Voluntary) Dissolution

PROS

- The VVA Board and members decide where the VVA's assets are distributed.
- VVA ends honorably, on its own terms.

CONS

- The federal charter is terminated (§18).
- The IRS Group Determination letter is terminated.
- Exclusive right to the names and logos ends (§17).
- 501(c)(19) tax status is terminated.
  - Chapters lose tax-exempt status under the Group Determination Letter.
  - State councils lose tax-exempt status under the Group Determination Letter.

QUESTIONS TO CONSIDER

- Who decides where the net remaining assets are distributed?
- Can the chapters and state councils receive a portion of the assets?

4

OPTION 4 · DEFINITION & KEY STEPS

Open Membership to AVVA & Others

DEFINITION

Amend the Constitution so membership is open to anyone who wishes to support veterans — beyond veterans themselves.

KEY STEPS

- Amend the VVA Constitution by a two-thirds delegate vote; a fuller revision may be needed for open membership and 501(c)(3) compliance.
- Amend or restate the New York Certificate of Incorporation.
- Apply for IRS reclassification from 501(c)(19) to 501(c)(3) and await the determination letter.
- If applicable, create a related 501(c)(4) to preserve the current level of lobbying.
- Update or terminate charitable registrations in NY and other states.
- Address licenses, contracts, and leases.
- Implement new governing documents and any board, policy, and staff changes.

OPTION 4 · PROS, CONS & QUESTIONS

4

Open Membership to AVVA & Others

PROS

- The Corporation is more likely to exist "in perpetuity" rather than for one generation.
- Korean (now U.S. citizen) Vietnam War veterans can become full members.
- Anyone who wishes to support veterans can join.
- With careful planning, current lobbying and advocacy can be maintained.

CONS

- The federal charter is terminated.
- Exclusive right to the VVA name and logos is lost.
- IRS 501(c)(19) status is terminated.
- The IRS Group Determination letter is terminated.
  - State councils and chapters lose tax-exempt status.

QUESTIONS TO CONSIDER

- How many new dues-paying members are needed to cover the cost of 93,000+ non-dues-paying life members plus new members?
- How much will the new annual dues be?
- Will VVA seek a new Group Determination Letter that chapters and councils can join?
- What are the options for chapters that do not want to open membership?

OPTION 5 · DEFINITION & KEY STEPS

5 Open Membership to All U.S. Veterans

DEFINITION

Amend the Constitution to admit all veterans of the U.S. Armed Forces — the simplest option, but one that needs planning now.

KEY STEPS

- Amend Article 1, §3(A) of the Constitution, striking "who served on active duty during the dates established by federal law for the Vietnam War."
- Membership becomes open to any veteran of U.S. military service — dues, compliance, and DD-214 proof still required.
- Make conforming amendments throughout the document.
- The NY Certificate of Incorporation defines membership by the bylaws, so long as 501(c)(19) requirements are met.
- The Federal Charter likewise defers to the bylaws, subject to 501(c)(19) compliance.
- Review and update policies, procedures, and lower-ranking governing documents to reflect the change.

OPTION 5 · PROS, CONS & QUESTIONS

5 Open Membership to All U.S. Veterans

PROS

- The Corporation remains a 501(c)(19).
- It maintains its Federal Charter.
- It keeps the exclusive right to the VVA name and logos.
- The Corporation may exist “in perpetuity” rather than for one generation.

CONS

- Little recruiting experience within the organization.
- Uncertainty over how many new members will join.
- The name “Vietnam Veterans of America” may deter younger veterans from joining.

QUESTIONS TO CONSIDER

- How many new dues-paying members are needed to cover 93,000+ life members plus new members?
- Has VVA surveyed members on whether opening membership is acceptable?
- IAVA has 450,000+ non-dues-paying members — has VVA surveyed such younger-veteran groups for interest?
- How will new members be included in leadership at all levels, and what are the options for chapters that opt out?

OPTION 6 · DEFINITION & KEY STEPS

6 Judicial Dissolution

DEFINITION

Involuntary dissolution ordered by the court, with net assets distributed as the New York Attorney General and courts determine (N-PCL §1102).

KEY STEPS

- A petition may be presented by a majority of directors, or by members/delegates authorized by a majority-vote resolution, in cases such as:
  - The corporation cannot pay its debts, or a creditor sues over insolvency.
  - Directors or members are so divided that required votes cannot be obtained.
  - The corporation can no longer carry out its purposes, or its assets are being wasted.
- The petition is adopted as resolutions stating the reasons and asks the NY Supreme Court for dissolution.
- The court may require a statement of assets and liabilities and the names and addresses of members and creditors (§1002-A).
- If dissolution is appropriate, the court directs distribution of property to those entitled and to like-kind organizations.
- The court may appoint receivers to wind up, liquidate, sell property, and settle claims (§1206).

OPTION 6 · PROS, CONS & QUESTIONS

6 Judicial Dissolution

PROS

- None — there are no advantages to an involuntary, court-ordered dissolution of the VVA.

CONS

- A dishonorable end to VVA.
- Abandonment of our founding motto.
- No choice over where net remaining assets are distributed.
- State councils and chapters are abandoned.

QUESTIONS TO CONSIDER

- Why should the VVA resort to this undignified end?
- Is this the "Last Man Standing" ending that the members seem to want?

THE PATH FORWARD

The choice still belongs to VVA

- Five options keep the outcome in the hands of the Board and members; inaction defaults to Option 6, decided by New York.
- Engage legal counsel, nonprofit consultants, and independent facilitators before proceeding.
- Next step: an informed member discussion of all six options.

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