



SIX CHOICES FOR VVA'S FUTURE

Wednesday, August 12, 2026

3:45pm - 5:15pm

Presented by:
Leslie DeLong
Sharon Hobbs
Charlie Montgomery

Appendix 1

Appendix 1

Report of the Joint Board Committee to Investigate the Consolidation of the VVA and AVVA

Appendix 1

At the January meeting the VVA Board of Directors adopted a motion establishing a board committee to work jointly with the AVVA board committee to investigate consolidating the VVA and AVVA into a newly established corporation.

It can be done!

A. According to the

1. District of Columbia Code, Division V. Local Business Affairs, Title 29 –Business Organizations &
2. *Starting a nonprofit in DC: A Guide* by DC Bar Pro Bono Center

Members of the VVA, Inc., a New York not-for-profit corporation and the members of the AVVA, Inc., a District of Columbia nonprofit corporation **can** establish a nonprofit corporation in the District of Columbia.

B. According to the

1. New York Consolidated Laws, NPC – Not-For-Profit Corporation
2. *Voluntary dissolution of not-for profit corporations with assets &*
3. *Guide to Mergers and Consolidations of Not-for-Profit Corporations*

The VVA, Inc., a New York not-for-profit corporation, **can** dissolve and distribute its assets to a nonprofit tax-exempt corporation of like kind.

C. According to the

1. District of Columbia Code, Division V. Local Business Affairs, Title 29 –Business Organizations &
2. *Dissolving a Nonprofit Corporation* by the National Council of Nonprofits

The AVVA, Inc. a District of Columbia nonprofit corporation **can** dissolve and distribute its assets to a nonprofit tax-exempt corporation of like kind.

D. The answer to the question, “Can it be done”? Is, “YES”!

1. It requires planning and paperwork by a joint committee, by members, by staff, and by the appropriate attorneys and consultants.
2. It requires approval from two boards of directors.
3. It requires approval by the convention delegation.
4. It requires approval by the two states’ authorities.

E. It requires carrying it out.

1. It is highly recommended to consult legal counsel to navigate the specific statutory requirements of both jurisdictions and to handle the necessary regulatory filings with both the NY Attorney General and the DC Department of Licensing and Consumer Protection.
2. It is highly recommended to employ the services of a consulting firm that works with nonprofit corporations to consolidate. These firms provide services ranging from strategic planning and financial due diligence to legal and governance.
3. It is highly recommended to engage external, third-party facilitators to lead the consolidation process to ensure objectivity.

F. Based on web searches the estimated costs are:

1. Legal Services ≈ \$5000
2. Consultant Services ≈ \$150/hour
3. State Filing Fees ≈ \$500
4. IRS Filing Fees ≈ \$600

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II Six Options

- A. Before starting the investigation, the committee identified six options available to the VVA.
 - 1. The first option, consolidate, brings the VVA and AVVA together as they were in the beginning.
 - 2. The second option, merge, brings the VVA and AVVA together as they were in the beginning.
 - 3. The third option, dissolution, voluntarily dissolves and distributes the net remaining assets of the VVA to nonprofit tax-exempt corporations of like kind.
 - 4. The fourth option amends the VVA Constitution to allow AVVA members and others to join the VVA.
 - 5. The fifth option amends the VVA Constitution to allow post-Vietnam era veterans to join the VVA.
 - 6. The sixth option, judicial dissolution, involuntarily dissolves and distributes the net remaining assets by the Attorney General and/or courts of New York.
- B. The committee then adopted a name, a state of incorporation, and a three-part plan to consolidate.

III The Committee

- A. The committee adopted ***Veterans & Associates of America*** as the name, and the District of Columbia as the state of incorporation.
- B. The committee investigated the states' procedures, the state and federal forms, and hiring a consulting firm.
- C. The committee notes of each joint board committee meeting are available.

The Joint Board Committee Members

VVA Board Members	AVVA Board Members
Charlie Montgomery, Director at large	Sharon Hobbs, President
Liz Cannon, Director at large	Kathy Andras, Vice President
John Margowski, Director at large	Tony Gigli, Region 5 Director
Charlie Stapleton, Director at large	Bobbie Morris, Region 2 Director
Sandi Wilson, Director at large	Terri Rangel, Region 7 Direct

Appendix 1

The non-voting advisors are Mike Swift, VVA's Parliamentarian, Barbara Miller, AVVA's Parliamentarian, and Leslie DeLong VVA Constitution Chair. The recorder is Nina Schloffel.

On behalf of the joint board committee, I move the adoption of the following resolutions.

Resolution VAA District of Columbia

- 1 Whereas, The VVA, Inc., is facing an inevitable change of control;
- 2 Whereas, The VVA, Inc., does not want to end in a less than honorable manner;
- 3 Whereas, The VVA, Inc., and AVVA, Inc., once operated together as one entity;
- 4 Whereas, The AVVA, Inc., board has voted to work with VVA, Inc., in consolidating the two corporations; now therefore be it
- 1 Resolved, That each board establish a committee of five board members to work jointly;
- 2 Resolved, That the accompanying outline be followed in completing resolves 3 through 8;
- 3 Resolved, That the committees and staff complete the necessary forms to establish the Veterans and Associates of America, Inc., (VAA) in the District of Columbia;
- 4 Resolved, That, the committees jointly prepare the initial bylaws of the VAA;
- 5 Resolved, That the incorporators and initial directors consider the initial bylaws;
- 6 Resolved, That the corporation obtain the services of professionals in the field of consolidations to review the plan;
- 7 Resolved, That the boards of directors of the AVVA, Inc., and the VVA, Inc., consider the completed work of the committees; and
- 8 Resolved, That the VVA board present the work to the delegates at a biennial convention.

Outline VAA District of Columbia

- 1 Follow instructions & Code
 - a. Starting a Nonprofit in D.C., DCBAR Pro Bono Center,
www.lawhelp.org/dc/resource/starting-a-nonprofit-booklet
 - b. District of Columbia Code, Division V. Local Business Affairs.
<https://law.justia.com/codes/district-of-columbia/title-29/>
- 2 Present documents to the boards
- 3 Nonprofit professionals review documents

Appendix 1

Resolution VVA New York

- 1 Whereas, The VVA, Inc., is facing an inevitable change of control;
- 2 Whereas, The VVA, Inc., does not want to end in a less than honorable manner;
- 3 Whereas, The VVA, Inc., and AVVA, Inc., once operated together as one entity;
- 4 Whereas, The AVVA, Inc., board has voted to work with VVA, Inc., in consolidating the two corporations; now therefore be it
- 1 Resolved, That each board establish a committee of five board members to work jointly;
- 2 Resolved, That the accompanying outline be followed in completing resolves 3 through 6;
- 3 Resolved, That the committee and staff complete the necessary forms for the VVA to consolidate;
- 4 Resolved, That the corporations obtain the services of professionals in the field of consolidations to review the plan;
- 5 Resolved, That the boards of directors of the AVVA, Inc., and the VVA, Inc., consider the completed work of the committee; and
- 6 Resolved, That the VVA board approved plan be presented to the delegates at a biennial convention.

Outline VVA New York

- 1 Follow instructions & law
 - a. Voluntary dissolution of not-for-profit corporations with assets
https://ag.ny.gov/sites/default/files/publications/dissolution_with_assets.pdf
 - b. Department of Taxation and Finance, Instructions for voluntary dissolution of a New York corporation <https://www.tax.ny.gov/bus/doingbus/tr125.htm>
 - c. New York Laws, NPC - Not-For-Profit Corporation <https://law.justia.com/codes/new-york/npc/>
- 2 Present documents to the board
- 3 Not-for-profit professionals review documents

Appendix 1

Resolution Employee Negotiations

- 1 Whereas, The VVA, Inc., is facing an inevitable change of control; and
- 2 Whereas, The VVA, Inc., does not want to end in a less than honorable manner; now therefore be it
- Resolved, That the VVA, Inc., board of directors negotiate arrangements with their employees concerning transferring to the VAA, Inc.

Resolution Transfer of Members

- 1 Whereas, The VVA, Inc., is facing an inevitable change of control;
- 2 Whereas, The VVA, Inc., does not want to end in a less than honorable manner;
- 3 Whereas, The VVA, Inc., and AVVA, Inc., once operated together as one entity;
- 4 Whereas, The AVVA, Inc., board has voted to work with VVA, Inc., in consolidating the two corporations; now therefore be it
- Resolved, That the VVA, Inc., and the AVVA, Inc., agree to transfer their members to the VAA, Inc.

Resolution AVVA District of Columbia

- 1 Whereas, The AVVA, Inc., is considering a change of control;
- 2 Whereas, The AVVA, Inc., does not want the VVA, Inc., to end in a less than honorable manner;
- 3 Whereas, The AVVA, Inc., and VVA, Inc., once operated together as one entity;
- 4 Whereas, The AVVA, Inc., board has voted to work with VVA, Inc., in consolidating the two corporations; now therefore be it
- 1 Resolved, That the AVVA, Inc., board establish a committee of five board members to work jointly;
- 2 Resolved, That the accompanying outline be followed in completing resolves 3 through 6;
- 3 Resolved, That the AVVA, Inc., committee and staff complete the necessary forms;
- 5 Resolved, That the AVVA, Inc., obtain the services of professionals in the field of consolidations to review the plan; and
- 6 Resolved, That the board of directors of the AVVA, Inc., consider the completed work of the committees.

Appendix 1

Outline AVVA District of Columbia

- 1 Follow instructions & code
 - a. A Guide to Nonprofit Dissolution Presentation for the DC Bar Pro Bono Center
[https://www.lawhelp.org/files/7C92C43F-9283-A7E0-5931-E57134E903FB/attachments/E37A55C1-9B59-472C-80B0-A6F9D199894A/nonprofit-dissolution-dc-pro-bono-center-\(proposed-final-5-11-20\).pdf](https://www.lawhelp.org/files/7C92C43F-9283-A7E0-5931-E57134E903FB/attachments/E37A55C1-9B59-472C-80B0-A6F9D199894A/nonprofit-dissolution-dc-pro-bono-center-(proposed-final-5-11-20).pdf)
 - b. District of Columbia Code, Division V. Local Business Affairs.
<https://law.justia.com/codes/district-of-columbia/title-29/>
- 2 Present documents to the board
- 3 Nonprofit professionals review documents

Resolution Transfer of Members

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 - 4 Whereas, The AVVA, Inc., board has voted to work with VVA, Inc., in consolidating the two corporations; now therefore be it
- Resolved, That the VVA, Inc., and the AVVA, Inc., agree to transfer their members to the VAA, Inc.