



ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

8719 Colesville Road; Suite 100 • Silver Spring, MD 20910-3919
Telephone (301) 585-4000 • Fax Main (301) 585-0519

Board of Directors Meeting Minutes
October 18, 2018
DoubleTree Hotel, Silver Spring, MD

Call to Order:

President Sharon Hobbs called the regular meeting of the AVVA Board of Directors to order at 9:00 AM in Inspiration Room 1, 1st Floor, DoubleTree Hotel, Silver Spring, MD.

President Hobbs advised that due to family issues, Region 2 Deputy Director Bobbie Morris and Region 6 Director Fran Davis are unable to join us today. President Hobbs asked that we think of Bobbie and Fran, as well as Dr. Tom Hall. Dr. Hall, who has been instrumental to our PTSD '2' program recently lost his wife to cancer.

Opening Exercises:

President Hobbs called the assembly to stand for a moment of silence, then recognized Region 4 Director Jeri Wallis to deliver the invocation. Vice President Elayne Mackey, led the assembly in the *Pledge of Allegiance*.

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll (sign in sheet attached):

President: Sharon Hobbs	Region 4: Jeri Wallis
Vice President: E. Mackey	Region 5: Cecilia Essenmacher
Secretary: Nina Schloffel	Region 6: Fran Davis - Excused
Treasurer: Kathy Andras	Region 7: Terri Rangel
Region 1: Joanne Blum	Region 8: John Birch
Region 2: Nancy Rekowski - AM, Excused	Region 9: Casey Farrell
Region 3: Kaye Gardner	

Secretary Schloffel confirmed that a quorum was established.

Welcome:

President Hobbs welcomed everyone and noted Vice President Elayne Mackey's return to duty. She also acknowledged our special guest, Mary Miller. Mary is one of the three AVVA past presidents in town to attend the VVA 40th Anniversary Gala.

Agenda:

President Hobbs amended the agenda to add:

- Section VII Visiting Guests, added Jake Barsottini.



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- Section VIII General Orders, subsection L, 2019 Convention Assignments, added item 15, Registration Fees.

MOTION #1 – Moved by Region 4, Jeri Wallis, and seconded, to approve the agenda as amended. - **Adopted Without Objection**

Announcements:

President Hobbs announced that she has our tickets for the Anniversary Gala. Those who don't want steak for dinner should get their selection to Wes today before noon. Extra tickets are available.

Officer and Board Reports Updates:

- **Region 3** – Director Kaye Gardner updated the Region 3 report to add that Sandy and Terry Steer of South Carolina Chapter 925 lost everything to the recent hurricane and could use financial assistance.
- **Region 9** – Director Casey Farrell submitted a written report for Region 9 and provided a verbal summary of her activities.

Committee and Program Reports - Updates:

- **Membership** - Chair Cecilia Essenmacher advised that roster information for deceased members might be misrepresented. It appears some members may have responded to mail requests for updates to the VVA directory by incorrectly reporting members as deceased.
- **Product Sales** – Chair Susan Henthorn submitted a written report of 2018 product sales and inventory through October 18th.
- **VISTA** – Chair Jeri Wallis stated that 2018 VISTA hours are not being submitted as projected. Unless the number of reported hours increases, program hours for 2018 will come in below those of last year.

Consent Calendar:

MOTION #2 – Moved by Region 5, Cecilia Essenmacher, and seconded to accept the motions listed in the Consent Calendar into the permanent record. – **Adopted Without Objection**

Consent Calendar - October 18, 2018

1. **Motion out of the Bylaws Committee** - to approve the addition of the Bylaws Committee description to the Policy and Procedures Manual Section 11, COMMITTEE PROGRAM POLICIES, subsection V.



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2. **Motion out of the Government Affairs Committee** - to approve the addition of the Government Affairs Committee description to the Policy and Procedures Manual, Section 11, COMMITTEE PROGRAM POLICIES, subsection X.
3. **Motion out of the Incorporation Committee** - to approve the addition of the Incorporation Committee description to the Policy and Procedures Manual, Section 11, COMMITTEE PROGRAM POLICIES, subsection XI.
4. **Motion out of the Veterans in the Justice System Committee** - to approve the addition of the Veterans in the Justice System Committee description to the Policy and Procedures Manual, Section 11 COMMITTEE PROGRAM POLICIES, subsection XXIV.

Electronic Motions:

MOTION #3 – Moved by Region 4, Jeri Wallis, and seconded, to accept into the permanent record, all electronic motions made between the July 23, 2018 and October 18, 2018 Board Meetings. - **Adopted Without Objection**

Electronic Motions:

1. **IEM8:** The secretary moves that the board of directors adopt minutes from the July 23, 2018 Board Meeting. - **MOTION ADOPTED BY MAJORITY VOTE.**
2. **IEM9:** The secretary moves that the board of directors adopt minutes from the July 26 2018 Annual Business Meeting.- **MOTION ADOPTED BY MAJORITY VOTE**

P & P Proposed Changes:

MOTION #4 – Out of the Policy and Procedure Committee, no second required, to add subsection XI, POSITION RESPONSIBILITIES: Special Advisor to AVVA, to Section 1 of the Policy and Procedure Manual as proposed to the board on October 18th. – **Adopted Without Objection**

MOTION #5 – Moved by AVVA member, Joanna Henshaw, and seconded, to revise Section 5 of the Policy and Procedure Manual as presented to the board on October 18th. – **Motion Failed**

Explanation – The proposed revision introduces changes that affect elections processes such that they are inconsistent with accepted policy. The Elections Committee does not support these changes and recommended rejecting this proposal.



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MOTION #6 – Out of the Membership Committee, no second required, to make various changes to Section 7 of the Policy and Procedure Manual as proposed to the board on October 18th.

Amendment to change proposed Policy and Procedure for Section 7, Membership, H.1.a, to strike the words *national membership department*, and all text immediately following, and add the text: representative/president of the chapter to which they are transferring. This chapter rep or chapter president will sign the form to accept or deny the transfer, then forward the form to the National Membership Department.

The motion as amended now reads: to change proposed Policy and Procedure for Section 7, Membership, H.1.a, to strike the words *national membership department*, and all text immediately following, and add the text: representative/president of the chapter to which they are transferring. This chapter rep or chapter president will sign the form to accept or deny the transfer, then forward the form to the National Membership Department.

Moved by the Membership Committee, no second required, to accept the motion as amended. - **Adopted Without Objection**

MOTION #7 – Out of the Policy and Procedure Committee, no second required, to change the text in Section 8, National Programs, subsection II.F.2 as proposed to the board on October 18th.

Amendment to change the text in Section 8, National Programs subsection II.F.2 to add the word veterans after the word Homeless and the word veterans after the word wounded.

The motion as amended now reads: to change the text in Section 8, National Programs subsection II.F.2 to add the word veterans after the word Homeless and the word veterans after the word wounded.

Moved by Region 4, Jeri Wallace, and seconded, to accept the proposal as amended. – **Adopted Without Objection**

MOTION #8 – Out of the Condolence Committee, no second required, to amend the new Condolence Committee subsection, VI.B.3, in Section 11 of the Policy and Procedure Manual as follows: After the word *Information*, insert the statement which is provided by Vietnam Veterans Memorial Fund (VVMF), - **Adopted Without Objection**



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MOTION #9 – Out of the Policy and Procedure Committee, no second required, to amend the new Project Friendship subsection, XVII.B.2.3, Section 11 of the Policy and Procedure Manual to:

- Insert a new paragraph 2 that states: Recipients of the Project Friendship grant will be charities or organizations that are dedicated to helping Veterans and/or their families, homeless persons, wounded military, or people who have lost a loved one in service to America.
- Amend the renumbered paragraph 3 as follows:
 - After the word recipient and before the word within insert the word preferably.
 - After the sentence ending with the word held, insert the sentence If a recipient cannot be found in the immediate area, one will be found in as close proximity as possible.

Amendment to change proposed Policy and Procedure, Section 11, subsection Project Friendship, XVII.B.2 to strike the word persons and add the word veteran.

Moved by Region 4, Jeri Wallis, and seconded, to accept the proposal as amended. - **Adopted Without Objection**

MOTION #10 – Out of the Finance Committee, no second required, to amend the new Finance Committee subsection, IX B.2, Section 11 of the Policy and Procedure Manual as follows: At the end of the first sentence, add the statement One of these members shall be the National Treasurer, who will be a non-voting member. – **Adopted Without Objection**

MOTION #11 – Moved by AVVA member, Joanna Henshaw, to add a new section, Section 12, TRAVEL: General Provisions, to the Policy and Procedure Manual as presented to the board on October 18.

Debate: Travel is under the purview of the Finance Committee. This proposal needs to be reviewed by the Finance Committee prior to voting.

MOTION #12 - Moved by the Finance Committee, no second required, to postpone the vote on Motion #12 until the April 2019 meeting of the Board of Directors. - **Adopted Without Objection**

Out of Committee:

MOTION #13 – Out of the Elections Committee, no second required, to approve the submitted tri-fold brochure “Election Chair’s Guide to Conducting an Election for Unincorporated States and Chapters.



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Out of the Elections Committee, move to withdraw the motion. – **Motion Withdrawn**

MOTION #14 – Out of the Government Affairs Committee, no second required, to support Senate Bill S.785, the Alaska Native Veteran Land Allotment Equity Act.

Out of the Government Affairs Committee, move to withdraw the motion. – **Motion Withdrawn**

MOTION #15 – Out of the Public and Media Relations Committee, no second required, to accept a new letterhead from the two proposals submitted.

Vote to accept letterhead #1 - **10 yes, 1 no**

Vote to accept letterhead #2 - **1 yes, 10 no**

Motion adopted to accept letterhead proposal #1.

MOTION #16 – Out of the Strategic Planning Committee, no second required, to adopt revisions as proposed in the Associates of Vietnam Veterans of America, Inc. Strategic Plan presented to the board on October 18th. – **Adopted Without Objection**

MOTION #17 – Out of the Finance Committee, no second required, to begin a Life Membership Fire Sale for dual membership only. The sale will begin October 18, 2018 and end January 31, 2019 with guidelines as presented to the board on October 18th.

Out of the Finance Committee move to withdraw the motion. – **Motion Withdrawn**

10:02 AM - Business meeting suspended for Meeting Planner Report – 2019 Convention (Wes Guidry)

10:20 AM - Business meeting resumed

MOTION #18 – Moved by AVVA National Officers, and seconded, to add a reduced dues classification to our application that applies to dual membership only: VVA Dual Life Membership one time payment: \$50. The following conditions apply:

- Dual members who have purchased a 3-year membership after August 18, 2018 will automatically change to life members at no additional cost.
- Dual members who have purchased a 1-year membership after August 18, 2018 may upgrade to life status with an additional \$30 payment paid before December 31, 2018.
- Dual members who have purchased a time-payment plan after August 18, 2018 will be upgraded to life status IF \$50 has been paid toward a life membership before December 31, 2018.



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President Hobbs called for a standing vote: **9 yes, 2 No – Adopted by Majority Vote**

Other Motions:

MOTION #19 – Moved by Region 5, Cecilia Essenmacher, for Region 2, Nancy Rekowski, and seconded, to commend Webmaster Joanna Henshaw for her outstanding work on the AVVA website and for her continued support through the years. Joanna’s commendation will be entered into the minutes of this meeting.- **Adopted Without Objection**

Break Called at 10:43 AM

Reconvened at 11:00 AM

11:00 AM - Business meeting suspended for Guest Presentation

Guest Presentation:

501C3 Conversion States and Chapters– *Jake Barsottini*

- 30 incorporated States and Chapters (total)
- Conversion Packages sent to States and Chapters
- Process requires amended Articles of Incorporation
 - Statement of Purpose
 - Dissolution
- Forward to Jake for approval (email: jbarsottini@gmail.com)
- Do Not submit to IRS
- Forward letter to Jake requesting to be part of conversion group
 - Will file with IRS for group exemption
 - If successful cost will be \$2000 for the group
 - If not, will be \$600 per entity (IRS only)
 - Automatic inclusion for future incorporations

11:15 AM - Business meeting resumed

General Orders:

A. Leadership Conference Final Report – Hobbs/Andras

- a. Project Friendship – \$150 since Conference, total donations \$13,000 plus
- b. Product Sales –

Total	\$2,729.89
Agent Orange Store	- 1,493.00
Additional revenue	+ 84.00
Final Revenue	\$1,320.89

B. Foundation & Paper Safe Donations – Rangel, Yates



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- a. Paper Safe Donation \$165
- b. Obtained grant from Wal-Mart to fund charitable activities of a specific chapter
- c. Meeting November 8th to determine future of the foundation.
- C. IRS Status – Hobbs**
 - a. National's conversion to 501C3 is complete.
 - b. Converting States and Chapters should refrain from sending fees/requests to change to 501C3 without Jake Barsottini's approval. If rejected, fee will not be returned. Each filing will incur a new fee.
- D. VVA Workgroups Update – Hobbs, Rekowski**
 - a. Work Group 1 – Fine tuned recommendations over the last two days. Will present to VVA BOD on Saturday.
 - b. Work Group 2 – Brought in younger veterans who shared perspectives as to how a workable Veterans organization should be structured. Possibly a 501C19. Ready to present recommendations to VVA BOD on Saturday.
- E. Spousal and Survivor's Benefits Program – Hobbs**
 - a. Phase 1 is implementation of community based Spousal and Survivor's Benefits Seminars/Town Hall Meetings.
 - b. 119 attended pilot seminar in Chattanooga on September 29th. Lots of interagency, chapter, and community participation. Seminar was enthusiastically received.
 - c. Created a working guide to for local chapters to successfully produce their own Spousal and Survivor's Benefits Seminar/Town Hall. The guide will be available on the AVVA website.

MOTION #20 – Moved by Region 9, Casey Farrell, and seconded to accept the Spousal and Survivor's Benefits Program as presented to the board by Sharon Hobbs on October 18th. – Adopted by Unanimous Vote

- F. Finance Update – Price, Andras, Hobbs**
 - a. Budgets – Price
 - i. Everyone working within budgets.
 - ii. Budget requests for FY 2020 due December 1st.
 - 1. Include justification for funds requested.
 - iii. Electronic versions (Excel) of budget request forms available by request.
 - b. Expense Reimbursements – Andras
 - i. Submit to Kathy or Sharon for approval.
 - ii. Expenses will not be paid be if reimbursement request not submitted within 30 days of incurring expense.
 - iii. Advisor reports due within two weeks of committee meeting.
 - c. Travel Advances – Andras



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- i. Requests need to be submitted well in advance to verify budgeted funds.
- d. Pending Memberships – Hobbs
 - i. 110 life memberships currently on hold for proof of age = \$11,000 (approximately) liability. Suggest granting full life membership to pending applications through 2017 to eliminate majority of \$11,000 liability.

MOTION #21 – Moved by Region 4, Jeri Wallis, and seconded, to grant pending applications for life memberships, through the year 2017, permanent life memberships. – Adopted by Unanimous Vote

**Recess for Lunch at 12:00 PM
Reconvened at 1:00 PM**

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll.

President: Sharon Hobbs
Vice President: E. Mackey
Secretary: Nina Schloffel
Treasurer: Kathy Andras
Region 1: Joanne Blum
Region 2: Nancy Rekowski
Region 3: Kaye Gardner

Region 4: Jeri Wallis
Region 5: Cecilia Essenmacher
Region 6: Fran Davis - Excused
Region 7: Terri Rangel
Region 8: John Birch
Region 9: Casey Farrell

Quorum established

- G. Shirts & Vests – Andras/Birch**
Provided samples of shirts and vests.

MOTION #22 – Moved by Region 1, Joanne Blum and seconded, to select a shirt from the two provided.

- #1 – Collarless silky knit (black) - **7 yes, 5 no**
- #2 – Cotton blend with collar (black) – **5 yes, 7 no**

Motion Adopted to accept #1 - collarless silky black knit shirt.

MOTION #23 – Moved by Secretary, Nina Schloffel, and seconded, to provide size samples of collarless knit shirts at April board meeting. - Adopted Without Objection

- H. Crime Insurance – Hobbs**



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- a. National currently provides coverage for all incorporated States and Chapters
- b. Premium paid by National through 2021.
- c. Considerations
 - Coverage limited to crime committed on premises.
 - Requires confirmation of CPA audit performed annually.
 - Requires police report.
 - Loss must exceed \$10,000.
- d. Options
 - National continues to pay premiums for incorporated States and Chapters.
 - National discontinues paying premiums, but makes optional coverage available if State or Chapter assumes \$200 premium.

MOTION #24 – Moved by Region 7, Terri Rangel, and seconded, to cease to pay crime insurance for incorporated States and Chapters after 2021. – **Adopted by Unanimous Vote**

- I. 20th Anniversary Kick-off – Rekowski, Rangel
 - Anniversary logo presented
 - Exclusive use of anniversary logo on all 20th Anniversary pamphlets/paperwork
 - 20TH Anniversary Booklet – proposed format introduced
 - Consider celebratory event

MOTION #25 – Moved by 20th Anniversary Committee, no second required, to accept the 20th Anniversary logo as presented but to remove the “Together Always” banner from the logo. - **Motion Adopted Without Objection**

MOTION #26 – Moved by 20th Anniversary Committee, no second required, to use the 20th Anniversary logo for all pamphlets/paperwork generated for the 20th Anniversary. – **Adopted Without Objection**

1:55 PM - Business meeting suspended for Meeting Planner Update – 2019 Convention (Wes Guidry)

2:03 PM - Business meeting resumed

- J. 2019 Convention Assignments
 1. AVVA Office Hours – Nina Schloffel
 2. Awards – Beverly Pounds, Jeri Wallis
 3. Business Sessions Computer – Nina Schloffel
 4. Bylaws Proposals – Nancy Rekowski, Cecilia Essenmacher



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5. Credentialing – Kaye Gardner, Cecilia Essenmacher, Susan Price, Sharon Hobbs
6. Flags – John Birch
7. Luncheon – Jeri Wallis, Bobbie Morris
8. Information Books – Nina Schloffel, Sharon Hobbs
9. Questionnaire – Casey Farrell, Hope Summers
10. Project Friendship – John Birch, Kathy Andras
11. Registration – Terri Rangel, Susan Price, Elayne Mackey
12. Rules – Joanne Blum, Don Jones
13. Sergeant-at-Arms x 2 – N/A (advisor Hobbs)
14. Vendor Booth – Susan Henthorn, Fran Davis
15. Registration Fees – Finance Committee

MOTION #27 – Moved by Finance Committee, no second required, to increase registration for 2019 Convention from \$60.00 advance, \$65.00 onsite, to \$65.00 advance, \$70.00 onsite. - **Adopted Without Objection**

K. Assignments

1. Awards criteria and updated forms on website by January
2. National elections and candidate deadlines and forms on website by January
 - Candidate and delegate registration begins January 2, 2019
 - Candidate registration postmarked by April 1, 2019
 - Delegate registration postmarked by June 19, 2019 (possible delegates = 167)
 - National Elections – Friday, July 19, 2019
3. Bylaws post proposal deadline and form on website by January
4. Luncheon Committee to check for keepsake gift (non-breakable ornament or other durable item)
5. Membership work with webmaster to revise online application
6. Nancy to revise membership application
 - a. Remove Service Officer Program
 - b. Add new dues classification
 - c. Add Spousal Benefits Program
7. Nina to send 2017 Convention rules to Joanne, Don and Barbara
8. Policy and Procedure Committee to develop Benevolence policy by April BOD meeting
 - a. Work with Finance Committee (grant amounts)
 - b. Establish guidelines
 - c. Determine frequency

MOTION #28 – Moved by Region 3, Kaye Gardner, and seconded the to make a \$200 donation to Sandy and Terry Steer to help with expenses. - **Adopted Without Objection**



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Committee and Program Reports – Updates (resumed):

- **Government Affairs** - Chair Sharon Hodge presented a document that lists Veterans bills signed into law through mid-October and summarizes various Congressional statistics. Sharon reported that while the Blue Water Navy Bill was passed in the Senate, it is having difficulty in the House, where funding remains an issue. Lastly, Sharon noted, although the Caregiver Act has been signed into law, it has a 2-year implementation window.

Adjournment:

Having no further business, the October 18, 2018 meeting of the Board of Directors adjourned at 3:05 PM. The Board was put on notice to meet at the call of the President, if the need arises, over the next two days.

Submitted by,

Nina D. Schloffel

Nina D. Schloffel
AVVA National Secretary

Attachment



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**Board of Directors Meeting
Silver Spring, MD
October 18, 2018**

	Name	Signature
President	Sharon Hobbs	<u>Sharon Hobbs</u>
Vice President	Elayne Mackey	<u>Elayne Mackey</u>
Secretary	Nina Schloffel	<u>Nina Schloffel</u>
Treasurer	Kathy Andras	<u>Kathy Andras</u>
Region 1	Joanne Blum	<u>Joanne Blum</u>
Region 2	Nancy Rekowski	<u>AM - Excused AM by NS</u>
Region 3	Kaye Gardner	<u>Kaye Gardner</u>
Region 4	Jeri Wallis	<u>Jeri Wallis</u>
Region 5	Cecilia Essenmacher	<u>Cecilia Essenmacher</u>
Region 6	Fran Davis	<u>Excused</u>
Region 7	Terri Rangel	<u>Terri Rangel</u>
Region 8	John Birch	<u>John Birch</u>
Region 9	Casey Farrell	<u>Casey Farrell</u>
VVA Advisor	Marsha Four	<u>Marsha Four</u>
Finance Chair	Susan Price	<u>Susan Price</u>
		<u>AM/NS</u>
		<u>Reg 2 - AM Excused Work Group II</u>
		<u>Reg 6 - Family Emergency</u>