



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
April 9, 2026
Crystal Gateway Marriott
1700 Richmond Highway, Arlington, VA

Call to Order:

President Sharon Hobbs called the regular board meeting of the Associates of Vietnam Veterans of America to order at 9:00 AM (EDT) on Thursday April 9, 2026. The meeting was held at the Crystal Gateway Marriott, Salon D in Arlington, Virginia. Secretary Nina Schloffel was in place.

Opening Exercises:

President Hobbs recognized Chaplain Tony Gigli to observe a Moment of Silence and deliver the invocation. Vice President Kathy Andras led the assembly in the Pledge of Allegiance.

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll:

President:	Sharon Hobbs	Region 4:	Brendia Nix, Deputy *
Vice President:	Kathy Andras	Region 5:	Tony Gigli
Secretary:	Nina Schloffel	Region 6:	Barbara Coan
Treasurer:	Joanne Blum	Region 7:	Terri Rangel
Region 1:	Vacant	Region 8:	Jennifer Ellis
Region 2:	Bobbie Morris	Region 9:	Vacant
Region 3:	Wynella Bethards		

* Region 4 Director: Mary Anne Newman - excused

* National Election Chair: Nancy Montgomery - excused

A quorum was established.

Other Attendees:

Ruth Feliciano (OR)	Deputy, Rergion8
Reynaldo Madrid (NM)	Dual Member Chapter 1158, VVA Secretary NMSC
Barbara Miller, PRP (MD)	National Parliamentarian (Virtual Participant)
Susan Price (TN)	National Chair, Finance Committee
Margaret Wojciechowicz (NJ)	Chapter 800, Veterans Service Officer



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Agenda:

Motion (#1) Motion to accept Agenda adopted without objection.

Approve January Minutes:

Motion (#2) Motion to accept January minutes adopted without objection.

Officer and Board Report Updates:

All reports were submitted on time. There were no updates

Committee and Program Report updates:

Awards: Committee Chair Tony Gigli provided an update on nominations received to date. President Hobbs noted that it's still early and we that we can anticipate more nominations as we get closer to Leadership. Secretary Schloffel will send another Awards Flash Notice.

Spousal and Survivor Benefits: Western Regions Program Chair Jennifer Ellis reported that Alaska's Spousal and Survivor Benefits Seminar was magnificent! VVA State Secretary Vickie Clay did amazing job coordinating and running the event. Everyone pitched in, did their part, and success followed.

Incorporation: Region 6 Director Barbara Coan announced that her home chapter, AVVA 1014 (Missouri) has begun the incorporation process. Committee Chair Bobbie Morris noted that the Louisiana State Association is close to receiving its charter. The Georgia Association is collecting signatures and is set to begin its incorporation. Bobbie suggests that more than one person is in charge of an incorporation. Having a co-chair is the way to go.

Consent Calendar:

There was no Consent Calendar.

Out of Committee Proposals:

Motion (#3) Policies and Procedures Chair ,Barbara Coan, moved, on behalf of the VISTA Committee, to amend Policy and Procedure Section 3, Committees, subsection II.B.3 to add a new subsection a. with the text 'Hours spent in representation of other organizations (e.g. VFW, American Legion, Elks, etc.) cannot be counted.'

Adopted Without Objection



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Motion (#4) Policies and Procedures Chair, Barbara Coan, moved, on behalf of the VISTA Committee, to amend Policy and Procedure Section 11, Committee and Program Policies, subsection IV.B.3 to add a new subsection g. with the text:

- g. Hours spent in representation of other organizations (e.g. VFW, American Legion, Elks, etc.) cannot be counted.

Adopted Without Objection

Motion (#5) Policies and Procedures Chair, Barbara Coan moved, on behalf of the Finance Committee, to amend Policy and Procedure Section 4, Finance and Accounting, subsection XIV.A.1 to add new subsections a. and b. with the following text:

- a. Air travel will not be advanced.
- b. Since no upfront expenditure is required, all air travel should be booked through our contracted agency, *Let's Travel*. Any other booking option requires that air travel is completed before reimbursements are issued.

Adopted Without Objection

Policy and Procedure Proposals:

Motion (#6) Policy Chair Barbara Coan moved, on behalf of member Joanna Henshaw, and it was seconded, to amend Policy and Procedure Section 5, Elections, subsections V.C.7 as follows:

7. After the word 'State' insert the letter 's', then strike the word 'elections'. After the word meetings, strike the word 'However', then insert the capital letter 'A'.

- a. After the word 'Elections', strike the word 'Chair', then insert the text 'Committee with a notice to the affected Regional Director.'
- b. Strike the existing text in subsection 'b', and insert the following text: The state is using Zoom, Microsoft Teams, Go To Meeting, or a similar meeting program which allows each attendee to verify all information exchanged; the election portion of the meeting is being recorded by the meeting software.
- c. Insert a new subsection 'c.' with the following text:
All voting is done by voice roll call; each voting person will identify themselves as they vote. The entire meeting is documented in minutes.
 - (1). If private voting is desired, votes can be sent via text message or email to the election chair of the state, or the person conducting the election, and that person stores the record of the vote.



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d. Insert a new subsection 'd', with the following text:

The Election Results Form and audio recording of the election is turned over to the Regional Director and the National Elections Chair within the normal result deadlines. (Note: meeting software allows for MP3 or MP4 recordings which can be run on any modern computer or pad.)

(Next paragraph) Strike the letter 's' from the word 'Chapters', then add the text 'representatives/presidents and officers. After the word 'Since', add the text 'the recording of the election portion of the meeting along with text or email records (if any) serve as vote and attendance verification', then strike the text 'uncontested offices are elected by acclamation', then after the word ballots, insert the text "and sign in sheets", After the word Chair' strike the word ' however,', then after the word 'attendance', add the text 'by all required parties. Then strike the text 'on the election sign in sheet and ensure that it is followed accordingly.'

Failed By Unanimous Vote

Electronic Motions:

Electronic Motions: April 2026

The following electronic motions were made between the January 2026 National Board Meeting and the April 2026 National Board Meeting.

ITEM403 Cancelled by National Secretary. Replaced by ITEM404.

ITEM404 Moved by National Secretary, Nina Schloffel, and it was seconded, to accept the name *U.S. VETERANS, FAMILIES, and FRIENDS* as the name of the new corporation to be formed with the consolidation of VVA and AVVA.

Failed by Unanimous Vote – _February 23, 2026

ITEM405 Moved by National Secretary, Nina Schloffel, and it was seconded, to accept the District of Columbia as the state in which the new corporation will be formed with the consolidation of VVA and AVVA.

Adopted Without Objection – _February 28, 2026

ITEM406 Moved by National Secretary, Nina Schloffel, and it was seconded, to accept *Operation Lifeline* as AVVA's 2026 Project Friendship.

Adopted Without Objection – _March 5, 2026

ITEM407- Moved by National Secretary, Nina Schloffel, and it was seconded, to accept the name *Veterans and Associates of America, Inc.* as the name of the new corporation to be formed with the consolidation of VVA and AVVA.

Adopted by Unanimous Vote – _March 9, 2026



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Motion (#7) Moved by National Secretary, Nina Schloffel, and it was seconded, to accept all Electronic Motions made between the January 2026 National Board Meeting and the April 2026 National Board Meeting into the permanent record.

Adopted Without Objection.

----- Business Paused for Guest Speaker at 9:42AM (EDT) -----

Wes Guidry, VVA Meeting Planner, joined the meeting at 9:42AM (EDT) . Wes provided information regarding the 2026 Leadership Conference. A summary of his report follows:

- Leadership Conference
 - Registration form on the VVA website
 - Everyone needs a form, can't do couple's registration/
 - Same form for VVA/AVVA
 - \$100.00 until July 15th, \$150.00 late/onsite registration
 - Bag, water bottle, pen and notebook
 - Seminar Handbook
 - Jacksonville Hyatt Regency
 - Room rate - \$125.00 ++
 - Parking – not as high as DC, need to have coupon for 20% off at checkout
 - See Wes or DJ in VVA office
 - Dates – Tuesday, August 11th – Saturday, August 15th
 - Two seminar tracks (14 seminars instead of 21)
 - Tuesday, August 11th, Welcome Home Party
 - Buffet 6:00PM – 7:30PM
 - Music by the Beach Bums (Jimmy Buffet, Beach Boys) 7:30PM – 9:00PM
 - Wednesday, August 12th, VVA/AVVA Officers Luncheon on (plated meal)
 - Wednesday, August 12th, Other party
 - Buffet 6:00PM – 7:30PM
 - Music by the Chrome 57 (Doo Wop) 7:30PM – 9:00PM
 - Thursday, August 13th AVVA Luncheon
 - Menu – Chicken (need to keep costs affordable)
 - Thursday Evening, no events– Opportunity to go out, see Jacksonville
 - Friday, August 14th,
 - Buffet 6:00PM – 7:30PM
 - Music by the Bushmen (60's -70's) 7:30PM – 9:00PM
 - Saturday, August 15th, VVA Awards Banquet
 - Menu – Chicken or salmon (again, affordability)



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- 2027 Convention will be in DC, at the Crystal Gateway Marriott
 - Expect less attendance than in the past
 - Probably not the last convention

Wes concluded his report at 10:10 AM (EDT). President Hobbs thanked Wes for keeping us up to date on events and activities.

----- Business Resumed 10:10 AM (EDT) -----

General Orders:

- A. Resignation – Nancy Switzer has submitted her resignation as chair of the Paper Safe and Toxic Exposure Committees. This was a difficult decision because Nancy really cares about both programs. However, family comes first, and Nancy and her family are dealing with significant issues.

Motion (#8) Moved by Region 6, Barbara Coan, and it was seconded, to accept Nancy Switzer's resignation as chair of the Paper Safe and Toxic Exposure Committees.

Adopted Without Objection

- B. Arizona Chapter 975 – Incorporation Chair, Bobbie Morris informed the board that Chapter 975 voted to voluntarily surrender their charter and ultimately dissolve. Dissolution will be accomplished within Arizona, AVVA, however, is asked to accept the surrender of Chapter 975's charter.

Motion (#9) Moved by Bobbie Morris, Incorporation Committee Chair, to accept Arizona Chapter 975's surrendered charter .

Adopted Without Objection

- C. Membership Cards – President Hobbs noted that AVVA membership cards are currently printed by a contracted firm in Florida. VVA membership cards, however, are printed in house at substantial savings. Membership department manager, Nicole Kennedy, obtained a quote from the VVA vendor to setup in house printing for AVVA membership cards. Total cost to AVVA is \$2,828.17. The cards will be flat graphics on plastic (see attached). Having our membership cards printed onsite will be more cost effective and have a quicker turnaround time.

Motion (#10) Moved by President Sharon Hobbs, on behalf of the Membership Committee, to purchase and setup equipment required for the onsite printing of AVVA membership cards

Adopted Without Objection

----- Break 10:25AM (EDT) to 10:40AM (EDT) -----



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- D. Consolidation Initiative Committee Report - Hobbs
 - a. Distribute to VVA Board on Friday (attachment)
 - b. Seminar at Leadership – **Six Choices for VVA's Future**
 - i. Charlie Montgomery, Sharon Hobbs, Leslie DeLong
- E. Leadership Conference
 - a. National Awards – Gigli
 - i. Nominations deadline – May 30th
 - ii. Certificates – Schloffel
 - 1. Obtain templates from Bernie Rekowski and work with printer - Schloffel
 - iii. AVVA Flash Notice – Schloffel to send Mailchimp reminder about May 30th deadline.
 - b. VISTA – Andras
 - i. Tallys in progress
 - ii. Certificates – Schloffel
 - 1. Obtain templates from Bernie Rekowski and work with printer - Schloffel
 - c. Luncheon Gifts -Newman, Ellis, Blum, Andras
 - i. Will obtain samples and estimates for business card cases and luggage tags
 - ii. E-motion to board for gift selection - Schloffel
 - d. Luncheon Speaker – Hobbs
 - i. Operation Lifeline representative has agreed to speak at the awards luncheon.
 - e. Office -Schloffel
 - i. Schedule in progress
 - 1. Two RD's or officers per 1 ½ hour shift
 - 2. Open 9:00AM – 4:00PM
 - 3. Closed for lunch 12:00PM to 1:00PM
 - f. Project Friendship – Hobbs
 - i. Flyers -Distribute to VVA BOD prior to the VVA BOD (attachment)
 - 1. Electronic copy to Board next week - Schloffel
 - ii. AVVA Flash Notice – Schloffel to send Mailchimp emails
 - 1. Announcement
 - 2. Reminder
 - g. Registration and Luncheon – Hobbs
 - i. Turn in Registration form today
 - ii. Board Registration - Fee covered by budget
 - iii. Luncheon - covered by budget
 - iv. Board Meeting/Dinner – Monday, evening , August 10th



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Announcements:

Leadership Travel

Arrive – Monday, August 10th

Depart – Saturday, August 15th

Annual Meeting – Immediately after Thursday's luncheon

No Product Sales at Leadership

Saturday Training (Salon D) – Membership Rosters, Terri Rangel

Video:

Video – Barbara St. Martin Cho presented a short video

Adjournment:

Having no further business, President Hobbs adjourned the meeting at 11:50AM (EDT), to meet at the call of the President over the next three days, should the need arise.

Submitted by,

Nina Schloffel
National Secretary
Associates of Vietnam Veterans of America, Inc.

Attachments

Acct. No.	Date	Estimate #
1111514963	3/6/2026	Q1986608

Bill To

Vietnam Veterans of America
NICOLE KENNEDY
Ste 100 8719 Colesville Rd Ste 100
Silver Spring MD 20910-3919
United States

Ship To

Vietnam Veterans of America
Nicole Kennedy
8719 Colesville Road # 100
Silver Spring MD 20910-3919
United States

Expires	Sales Rep	PO #	Ship Via	Currency
4/5/2026	JJ Bell		FedEx Ground®	USD

Item	Description	Qty	Rate	Amount
70001	ID Card Printer, Fargo DTC1500 XE, Direct to card printing, Single-sided printing, No Encoding	VVA / ANVA 1	2,200.00	2,200.00
TrueSupport-4	TrueSupport - 4 Years phone support loaner replaceent if needed	VVA / ANVA 1	485.00	485.00
70201	ID Card Printer Ribbon, Fargo DTC1500 XE, 700 prints, YMCKO, For DTC1500XE Fargo printers	VVA 1	236.99	236.99
45617	Resin White - 2000 Images. Compatible with: DTC1500	ANVA 1	70.00	70.00

2,828.17

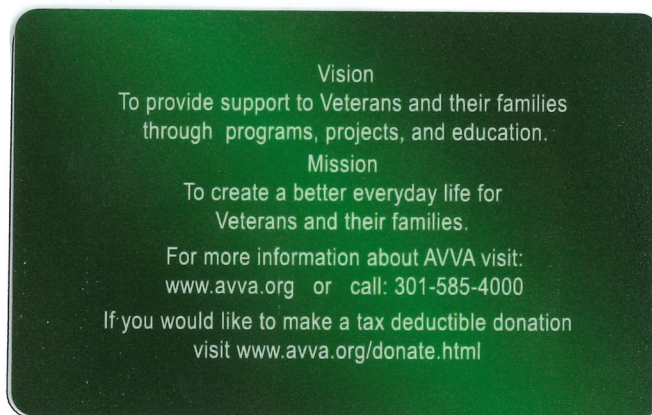
Subtotal 2,828.17

FLAT GRAPHICS / EMBOSSING APPROVAL FORM

FRONT



BACK



INITIAL: _____

DATE: _____

Machine #: 7.000 #8

Job set up #: 03791-1

Color ribbon/foil: WHITE

Customer #: 03791-1

It can be done!

According to the

- a. <https://law.justia.com/codes/new-york/npc/>
- b. Voluntary dissolution of not-for profit corporations with assets &
- c. Guide to Mergers and Consolidations of Not-for-Profit Corporations

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

According to the

- a. [Title 29 of the D.C. Code \(Business Organizations Act\)](#) &
- b. Dissolving a Nonprofit Corporation by the National Council of Nonprofits

The AVVA, Inc. a District of Columbia not-for profit corporations **can** dissolve and distribute its assets to a nonprofit tax-exempt corporation of like kind.

According to the

- a. [Title 29 of the D.C. Code \(Business Organizations Act\)](#) &
- b. <https://www.nonprofitlegalcenter.com/nonprofit-resources-by-state/district-of-columbia/>

The 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.

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

It requires planning and paperwork by a joint committee, by members, by staff, and by the appropriate attorneys and consultants.

It requires approval by two boards of directors.

It requires approval by the convention delegation.

It requires approval by the two states’ authorities.

And, finally, it requires carrying **it** out.

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.

It is highly recommended to employ the services of a consulting firm that specializes in helping nonprofit corporations consolidate, or merge. These firms provide services ranging from strategic planning and financial due diligence to legal, and governance.

It can be done!

It is highly recommended to engage external, third-party facilitators to lead the consolidation or merger process to ensure objectivity.

Based on web searches the estimated costs are:

- 1 Legal Services $\approx$ \$5000
- 2 Consultant Services $\approx$ \$150/hour
- 3 Filing Fees $\approx$ \$500

Question / Consultants / Stages

I Questions

- 1 Which of the programs will survive?
- 2 Who will end up in leadership?
- 3 What are the arrangements for employees, consultants, and contractors?
- 4 What will the name be?
- 5 Where will the headquarters be located?
- 6 In which state will the organization be incorporated?

II Consultants

- 1 This, Option I, II, or III, is not something for do-it-yourselfers.
- 2 Options I, II, and III are sophisticated business transactions requiring consultants experienced in guiding nonprofit corporations through the consolidation or merger procedures.

III Stages

- 1 Inquiry & consideration.
- 2 Consolidation agreement & plan.
- 3 Approvals.
- 4 Closing.

The Three...

Each board shall establish a committee of five board members each who shall jointly:

I VAA District of Columbia

- 1 Identify incorporators and/or initial directors
- 2 Establish a corporation
 - a. Complete DC form DNP-1
 - b. Complete DC form ____
 - c. Complete DC form ____
- 3 Complete IRS form SS4
- 4 Complete IRS form 1023
- 5 Request IRS letter of determination
- 6 Follow
 - a. [Title 29 of the D.C. Code \(Business Organizations Act\)](#)
 - b. <https://www.nonprofitlegalcenter.com/nonprofit-resources-by-state/district-of-columbia/>
- 7 Resolution (I 7) on page 6
- 8 Present documents to the boards
- 9 Nonprofit professionals review documents

II VVA New York

- 1 Dissolution and distributions of assets
 - a. Complete NY form DOS-1337-f-I-a
 - b. Complete NY form ____
 - c. Complete NY form ____
- 2 Follow...
 - a. Voluntary dissolution of not-for-profit corporations with assets
 - b. <https://www.councilofnonprofits.org/running-nonprofit/governance-leadership/dissolving-nonprofit-corporation>
- 3 Resolution (II 3) on page 7
- 4 Present documents to the board
- 5 Nonprofit professionals review documents

The Three...

III AVVA District of Columbia

- 1 Dissolution and distribution of assets
 - a. Complete DC form DNP-6
 - b. Complete DC form ____
 - c. Complete DC form ____
- 2 follow...
 - a. [Title 29 of the D.C. Code \(Business Organizations Act\)](#)
 - b. Dissolving a Nonprofit Corporation by the National Council of Nonprofits
- 3 Resolution (III 3) on page 8
- 4 Present documents to the board
- 5 Nonprofit professionals review documents

Resolution (I 7)

- 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 or merging the two corporations; now therefore be it
- 1 Resolved,** That each board establish a committee of five board members;
- 2 Resolved,** That the committee and staff complete the necessary forms;
- 3 Resolved,** That, the committees jointly prepare the initial bylaws of the Veterans and Associates of America, Inc., (VAA);
- 4 Resolved,** That the incorporators and initial directors consider the initial bylaws jointly prepared by the committees;
- 5 Resolved,** That the corporations obtain the services of professionals in the field of mergers and consolidations to review the plan;
- 6 Resolved,** That the boards of directors of the AVVA, Inc., and the VVA, Inc., consider the completed work of the committees; and
- 7 Resolved,** That, the board approved plan be presented to the delegates at a biennial convention.

Resolution (II 3)

- 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 or merging the two corporations; now therefore be it
- 1 Resolved,** That each board establish a committee of five board members;
- 2 Resolved,** That the committee and staff complete the necessary forms;
- 3 Resolved,** That, the committees jointly prepare the initial bylaws of the Veterans and Associates of America, Inc., (VAA);
- 4 Resolved,** That the incorporators and initial directors consider the initial bylaws jointly prepared by the committees;
- 5 Resolved,** That the corporations obtain the services of professionals in the field of mergers and consolidations to review the plan;
- 6 Resolved,** That the boards of directors of the AVVA, Inc., and the VVA, Inc., consider the completed work of the committees; and
- 7 Resolved,** That, the board approved plan be presented to the delegates at a biennial convention.

Resolution (III 3)

- 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 or merging the two corporations; now therefore be it
- 1 Resolved,** That the AVVA, Inc., board establish a committee of five board members;
- 2 Resolved,** That the AVVA, Inc., committee and staff complete the necessary forms;
- 3 Resolved,** That, the AVVA, Inc., committee work jointly with the VVA, Inc., committee to prepare the initial bylaws of the Veterans and Associates of America, Inc., (VAA);
- 4 Resolved,** That the incorporators and initial directors consider the initial bylaws jointly prepared by the committees;
- 5 Resolved,** That the AVVA, Inc., obtain the services of professionals in the field of mergers and consolidations to review the plan; and
- 6 Resolved,** That the board of directors of the AVVA, Inc., consider the completed work of the committees.

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 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 or merging 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.



**ASSOCIATES OF VIETNAM VETERANS OF AMERICA
IS PROUD TO ANNOUNCE OUR 2026 PROJECT FRIENDSHIP**

OPERATION LIFELINE



***1689 IDLEWOOD AVE • GREEN COVE SPRINGS, • FL
904-863-3099***

THE CORE OF OUR MISSION

- Ensuring that veterans and the families have access to safe, affordable homes where they can grow and thrive
- Addressing unsafe living conditions and critical repairs, so that veterans regain safety, stability, and peace of mind in their homes.
- Providing long-term, affordable housing with support services that help veterans transition from instability to independence and long-term success.
- Providing transitioning service members training in construction, project management, and other paths promoting success after service.

MAKE YOUR CHECK PAYABLE TO: [AVVA](#)

WITH “[PROJECT FRIENDSHIP](#)” NOTED ON YOUR CONTRIBUTION

MAIL TO: [AVVA NATIONAL OFFICE](#)

[8719 COLESVILLE RD • SUITE 100 • SILVER SPRING • MD • 20910](#)

**OR BRING YOUR DONATION WITH YOU TO THE NATIONAL LEADERSHIP &
EDUCATION CONFERENCE IN JACKSONVILLE, FL**

Donation total will be announced during the Closing Ceremony of the Conference