



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

Annual Business Meeting Minutes

August 15, 2013

Hyatt Regency Riverfront • Jacksonville • Florida

President Switzer called the General Business Session of the Seventh National Convention to order at 9:05am on August 15, 2013, in the River Terrace I Room at the Hyatt Regency Riverfront Hotel in Jacksonville, Florida. The invocation and Moment of Silence was given by Father Philip Salois, MS; after the Pledge of Allegiance to the Flag, President Switzer introduced the Board of Directors.

President Switzer appointed the following positions:

Parliamentarian: John Tatum

Timekeeper: Bill Williams, National Treasurer

Credentials: Ann Rice, Delegate Tennessee Chapter 240

Rules Chair: Kathy Andras, Region 7 Director

Sargent-at-Arms: Hope Summers, South Carolina State Representative

Motion: To approved the amended agenda. **Adopted.**

Ann Rice, Credentialing Ccommittee, reported that 97 State and Chapter Delegates, and one at-Large Delegate were registered for the meeting.

Kathy Andras, Rules of Order Chair, read the Rules with corrected typographical errors and with amendments.

The Chair declared a quorum and passed the gavel to the Bylaws Chair, Pat Furno. Pat introduced the Bylaws Committee to the delegation: Nancy Montgomery, Virginia State Representative & John Birch, Oregon State Representative and Region 8 Director.

The following bylaw amendments were passed by the Delegation and will be posted to the AVVA website within the next thirty (30) days:

ARTICLE II Registered Office and Agent

Delete:

Section 2.01 Registered Office and Agent. *The Corporation's initial registered office is 8605 Cameron Street, Suite 400, Silver Spring, MD 20910, and the name of the initial registered agent having an office at such address is Vietnam Veterans of America, Inc. ("VVA"), a foreign corporation that is authorized to transact or conduct affairs in the District of Columbia.*



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

ARTICLE II Offices

Section 2.03 Other Offices. *The Corporation may also have offices at such other places, both within and without the District of Columbia, as the Board of Directors may determine from time to time or the affairs of the Corporation may require.*

ARTICLE III Purposes

Section 3.01. Purposes. *The Corporation, which may have State Councils and Chapters, is organized and operated for the purposes delineated in the Articles of Incorporation, Fourth.*

ARTICLE V Duration

Delete:

The Corporation shall have perpetual existence, but may be dissolved at any time in accordance with applicable law. .

ARTICLE VII Board of Directors

Section 7.01 General. *The property, affairs, and business of the Corporation are vested in a Board of Directors, which shall consist of no less than ten (10) nor more than sixteen (16).*

Section 7.03 Election of Directors. *Each Region of the Corporation may elect a Director to represent them on the Board of Directors as determined by the Policy and Procedure Manual Section 5. The elected Director must reside within a fifty-mile radius of that Region, hold an active membership in that region, and actively participate in the region they represent. The remaining four (4) members of the Board of Directors of the Corporation shall be the President, Vice-President, Secretary and Treasurer of the Corporation elected as determined by the Policy and Procedure Manual Section 5.*

Section 7.06 Removal. *Any Director of the Corporation may be recommended for removal from office for cause and in compliance with the AVVA Disciplinary Code in effect at the time of action, with adequate evidence of justification in writing, at any meeting of the Board of Directors by unanimous vote of the other Directors, or by written consent signed by all of the other Directors and filed with the minutes of the proceedings of the Board of Directors. Actual removal from office shall follow the directive found in the current Policies and Procedures and in the District of Columbia Nonprofit Corporation Act. No Director shall be removed from office based solely on the testimony of one person where no other supporting evidence exists.*



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

ARTICLE VIII Officers

Section 8.05 Removal. Any Officer of the Corporation may be recommended for removal from office for cause, with adequate evidence of justification in writing, at any meeting of the Board of Directors, or by written consent signed by all of the Directors and filed with the minutes of proceedings of the Board of Directors. Actual removal from office shall follow the directives found in the current Policies and Procedures and in the District of Columbia Nonprofit Corporation Act. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 8.08 Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem necessary for conducting the affairs of Corporation and who shall have such authority and perform such duties as may be prescribed by the Board of Directors. Any such other officer or agent may be removed at any time with or without cause by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, and the appointment of such other officer or agent shall not itself create contract rights.

The following bylaw amendments failed to pass:

ARTICLE I Name

Delete:

The name of the corporation is Associates of Vietnam Veterans of America, Inc., (“the Corporation”).

ARTICLE VI Members

Section 6.02 Eligibility for Membership. Regular Membership shall be granted to any persons who wish to further the purposes of both VVA and AVVA.

Convened for lunch: 11:20am. Reconvened: 1:32pm

2:55pm. A quorum was established by the Sargent-at-Arms. 91 Delegates were present.

Motion: To authorize the Bylaws Committee to correct typographical and grammatical errors in the bylaws as may be necessary to maintain consistency and reflect the intent of the voting delegates at this convention. These changes (if any) will be posted to the AVVA website within 30 days of the end of this convention and after consideration of comments received (if any) the Committee will present a final copy of the bylaws to the Board of Directors at the October 2013 meeting for approval. **Adopted.**



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

General Session of the National Convention was convened until Friday, August 16th at 9am.

President Switzer reconvened the General Session of the National Convention at 9:05am on Friday, August 16th.

The National Anthem was sung by Ginger Harvey.

The 2013 Project Friendship was the **5 Star Veterans Center** in Jacksonville, FL. AVVA and VVA donated over \$4,000; a check was presented to the Center by President Switzer and Treasurer Williams.

Elayne Mackey (CA), National Elections Chair, opened the Candidate Forum, recognized her committee: Susie Meeks (TX), Diane Nicholson, (KS) and Sharon Hobbs (TN), thanked the Board for Directors, and outlined the procedures to be followed. We will only hear from candidates being opposed.

Office Candidate(s)

Region 1: Frances Cartier (ME)
Region 2: Nancy Rekowski (PA)
Region 3: Donna-Marie Crowell (NC)
 Beverly Pounds (TN)
Region 4: Jeri Wallis (GA)
Region 5: Penny Meinhardt (MI)
Region 6: Sherry Wright (KS)
Region 7: Kathy Andras (LA)
Region 8: John Birch (OR)
Region 9: Laurie Dodson (CA)
 Elayne Mackey (CA)

President: Sharon Hobbs (TN)
Vice President: Pat Furno (WI)
 Cathy Keister (SC)
Secretary: Joanna Henshaw (NV)
Treasurer: Bill Williams (MT)

Motion: To accept the Election Guidelines as written. **Adopted.**

Elayne Mackey, Elections Chair, briefly turned the Forum over to Suzie Meeks for the Region 9 candidates' forum.

Without objection the voting process began at 10:39am.

Without objection the polls were closed at 11:20am.

Past President Switzer swore the newly elected President, Sharon Hobbs, into office; President Hobbs administered the Oath of Office to the newly elected Board.



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

Election Results for the 2013 – 2015 AVVA Board of Directors are:

President: Sharon Hobbs (TN)
Vice President: Cathy Keister (SC)
Secretary: Joanna Henshaw (NV)
Treasurer: Bill Williams (MT)

Region 1: Frances Cartier (ME)
Region 2: Nancy Rekowski (PA)
Region 3: Beverly Pounds (TN)
Region 4: Jeri Wallis (GA)
Region 5: Penny Meinhardt (MI)
Region 6: Sherry Wright (KS)
Region 7: Kathy Andras (LA)
Region 8: John Birch (OR)
Region 9: Elayne Mackey (CA)

With no further business, the 2013 National Convention was adjourned by President Hobbs at 12:50pm.

The minutes were taken by Sharon Hobbs, past Secretary.

Joanna Henshaw, AVVA National Secretary

Awards were given during the AVVA Luncheon on August 14, 2013. The recipients were:

President's Commendation Medal: Mokie Porter, Charlie Hobbs,
Elayne Mackey, Kathy Andras & Sharon Hobbs

Fellowship Award: Rita Vitale
Member of the Year: Lynn Wesp

SCHOLARSHIP RECIPIENTS:

William Graves Ethridge (GA Tech)- \$500
Marissa Hamilton (Augustana College)- \$1,000
David P. Ethridge (Kennesaw University)- \$500