



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 November 13, 2019

Call to Order:

President Joanna Henshaw called the online special meeting of the AVVA Board of Directors to order at 5:03 PM (PDT) on Wednesday, November 13th. The meeting was conducted using the GoToMeeting conferencing application.

Announcement:

President Henshaw announced that Region 4 Director, Susan Henthorn, is excused from tonight's meeting. Susan and her family are grieving the loss of her beloved grandson. President Henshaw requested prayers for Susan and her family.

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll.

President: Joanna Henshaw	Region 4: Susan Henthorn -excused
Vice President: Kaye Gardner	Region 5: Don Jones
Secretary: Nina Schloffel	Region 6: Fran Davis
Treasurer: Kathy Andras	Region 7: Terri Rangel
Region 1: Frances Guevremont	Region 8: Vacant
Region 2: Bobbie Morris	Region 9: Tim Von Bon - Absent
Region 3: Hope Summers	

A quorum was established

Agenda Approval:

Hearing no objections, President Joanna Henshaw approved the agenda.

Approve Appointment - Parliamentarian:

Motion (#1) moved by President Joanna Henshaw, and seconded by Region 2, Bobbie Morris, to accept the appointment of Orlando McGruber as the Parliamentarian for the 2019 - 2021 term of office. **ADOPTED w/o Objection**



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Policy Changes:

*Background on **Motion #2** – The points of contact (POC's) should have access to all available avenues of communication. Requiring POC's to initiate the contact adding themselves to the distribution list for AVVA 'Flash Notices' is both reasonable and beneficial.*

Motion (#2) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.XVIII.A.a-c to add a new subsection 'c' that mandates each Point of Contact (POC) contact the national secretary to have themselves added to the distribution list for *Flash Notices*. **ADOPTED by unanimous vote**

*Background on **Motion #3** – This change brings the policy governing disbursements up to date since most accounting practices are performed electronically.*

Motion (#3) moved by the Finance Committee, no second required, to accept the proposed change to **Finance**, Section 4.II.B.5 adding the phrase '*or electronic deposit*' to the disbursement options listed. **ADOPTED by unanimous vote**

*Background on **Motion #4** – This change modifies existing policy to facilitate interactions between the paid staff and the AVVA board and committee chairs.*

Motion (#4) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Administrative**, Section 6 subsection 6.A to allow board members and committee chairs to interact with staff when needed. Specific changes follow:

- Strikes the word "~~committee~~" from between the words 'executive' and 'board',
- Strikes the word '~~and~~' from between the words 'board' and 'the', adds a comma (,) before the word 'the'.
- After the word 'directors', adds the phrase 'and the AVVA committee chairs',
- Strikes the words '~~only when given permission from~~' and replaces them with 'as directed by'.

ADOPTED by unanimous vote

*Background on **Motion #5** – This change adds a subsection to define the specific organizational knowledge required of the Parliamentarian.*

Motion (#5) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.IX.B to add a new #4 to Parliamentarian duties. Text follows:



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4. The Parliamentarian will acquire and maintain a basic knowledge of the Bylaws and the Policies and Procedures of the Corporation.

ADOPTED by unanimous vote

*Background on **Motion #6** – This change renames the **Veterans Benefits** Committee to the **Survivor Benefits** Committee. The change supports AVVA's efforts to more effectively reach out to veterans' families.*

Motion (#6) - moved by the Policy and Procedures Committee, second by Region 9, Tim Von Bon, to change **Committees**, Section 3.II.O.1 by changing the name Veterans Benefits to Survivor Benefits and add (new) Section 3.II.O.3 Text follows:

3. The Survivor Benefits Committee oversees the Survivor Benefits Seminar Program.

ADOPTED by unanimous vote

*Background on **Motion #7** – This change assigns the National Secretary the responsibility of filing hardcopies of chapter and state bylaws at the national office. Prior to this change, this responsibility was not assigned to a specific national officer or committee chair.*

Motion (#7) – moved by the Bylaws Committee, no second required, to change **Committee Policies**, Section 11.V.C.9.a to insert the phrase 'to the national secretary between the words 'hardcopy' and 'to'.

ADOPTED by unanimous vote

*Background on **Motion #8** – To ensure that state and chapter bylaws are compliant with those of the national organization, these must be submitted to the Bylaws Committee for review. This change proposes the imposition of deadlines for incorporating states and chapters to submit their bylaws.*

Motion (#8) – moved by the Bylaws Committee to change **Committee Policies** Section 11.V.C.8 by adding the phrase '**in accordance with the amendments to the National Bylaws at convention**' and striking the phrase '**no later than the end of the year**'. The motion also adds subsection 11.V.C.8.a-c. Text follows:

- a. If bylaw changes are required, the new state and chapter template will be sent to the incorporated subsidiaries within two (2) weeks from the last day of convention.
- b. The states and chapters will be given a deadline date by which they must adopt the new bylaws and send a copy of their adopted bylaws back to the designated Bylaw Committee representative.
- c. Failure to comply will result in the suspension of delegate voting privileges at state and national levels.



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Motion (#8) - POSTPONED BY PROPOSING COMMITTEE – to be revised and resubmitted with upgrade by end of year, or as completed.

Background on Motion #9 – A new subsection was needed to provide details about the operations of the Public Affairs and Media Relations Committee.

Motion (#9) – moved by the Public Affairs and Media Relations Committee, no second required, to change **Committee Policies, Section 11** to add subsection XIX.A-C that describes the purpose, structure and committee duties of the Public Affairs and Media and Media Relations Committee.

Amendment: to change subsection XIX.C.4 to add the word ‘National’ between the words ‘**All**’ and ‘**press**’. - **Amendment passed by unanimous vote**

Main Motion (#9) ADOPTED, as amended, by unanimous vote

Background on Motion #10 – Due to the adoption of the Travel Policy, Section 4 needed to be updated to reflect the appropriate information.

Motion (#10) – moved by the Policy and Procedures Committee, no second required, to change **Finance** Section 4.IV.B to strike the existing Section 4.IV.B.1-11 and 14 and add a new 4.IV.B.1. Text follows:

1. All travel requirements and restrictions can be found in the Travel Policy, section 12 of the P&P manual. Official AVVA travel is funded by budgets prepared and overseen by the National Finance Committee and approved by the national board of directors.

Renumber former #13 to be #2

Add back former #4 as #3.

ADOPTED by unanimous vote

Background on Motion #11 – The position Database Coordinator has been renamed Database Manager and is now a position that is appointed by the national president. Various policies needed to be changed accordingly.

Motion (#11) – moved by President Joanna Henshaw and seconded by Region 6, Fran Davis, to change Section 1 **Positions and Responsibilities**, Section 5 **Elections** and Section 11 **Committee Policies**, by changing the name of the **Database Coordinator** to **Database Manager** and making it a position appointed by the national president.

ADOPTED by unanimous vote

Background on Motion #12 – Previously known as the Database Coordinator, the Database Manager is now an appointed position that carries very specific responsibilities and manages critical corporate data. These needed to be defined in a relevant policy.



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Motion (#12) – moved by President Joanna Henshaw and seconded by Region 2, Bobbie Morris, to change **Positions and Responsibilities**, Section 1 by adding subsection 1.I.Vii.A.1&2 and 1.I.VII.B.1-5, to establish position responsibilities for the Database Manager. Note: This change requires the renumbering of the subsequent subsections of Section 1 policy.

ADOPTED by unanimous vote

*Background on **Motion #13** – Changes to **Elections**, Section 5 were necessary to ensure timely and accurate reporting/recording of elections results. These included redefining job duties for the Database Manager position.*

Motion (#13) – moved by the Elections Committee, no second required, to change **Elections**, Section 5 with major revisions to subsections XV.A.1-9 and XV.B.1-9.

ADOPTED by majority vote

*Background on **Motion #14** – Various changes have been made to the Elections Committee structure and duties. The description for the committee needed revision to reflect these changes.*

Motion (#14) – moved by the Elections Committee, no second required, to change **Committee and Program Policy**, Section 11 subsection VII.B.1 to strike the reference to the **Database Coordinator** and add subsection VII.B.2 establishing term of office for the election chair. Text follows:

2. The term of office of the elections chair shall be two years, in conjunction with the term of the board of directors who approve him or her.

Modifies subsection VII.C.3 to add the text 'responsible for reviewing the elections policy at least once per calendar year and submitting any needed changes or updates to the P&P committee chair' after the words, 'The chair will be', and strikes the word **to** between the words 'come' and 'the' and replaces it with the word "through".

Modifies subsection VII.C.5 to add the word 'national' between the words 'the' and 'membership' and adds the phrase 'and the national disciplinary chair' after the word 'chair' and before the word 'for'.

Modifies subsection VII.D.3 to add the phrase 'At the request of the committee chair, the' before the words 'committee members'.

ADOPTED by unanimous vote



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Other Business:

President Henshaw discussed the following:

A. Regional Director Duties –

- a. Compile email lists of their respective states and chapters.
- b. Keep their deputies up to date on AVVA business.

B. Life Member Cards –

- a. Cards will not be locally printed.
- b. Proofs are completed and new cards ordered.
- c. New cards are still cost effective.

C. Veteran's Day Wreath –

- a. No AVVA wreath to be placed at Arlington.
- b. AVVA wreaths will be placed at the Wall and at the In-Memory Plaque

D. Paper Safe –

- a. Final proof due within the next few days.

Adjournment:

Having no further business, President Henshaw adjourned the November 13th online board meeting at 6:51 PM (PDT).

Submitted by,

Nina D. Schloffel
AVVA National Secretary