



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

Online Board of Directors Meeting July 15, 2020

Call to Order:

President Joanna Henshaw called the July meeting of the AVVA Board of Directors to order at 9:02 AM (PDT) on Wednesday, July 15, 2020. The meeting was conducted, and with participant permission, the audio recorded, using the GoToMeeting conferencing application.

Opening Exercises:

President Henshaw recognized Reverend Orlando McGruder, National Parliamentarian, to deliver the invocation and proclaim a moment of silence.

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll.

President: Joanna Henshaw
Vice President: Kaye Gardner
Secretary: Nina Schloffel
Treasurer: Kathy Andras
Region 1: Frances Guevremont
Region 2: Bobbie Morris
Region 3: Hope Summers (*note 1)

Region 4: Susan Henthorn (*note 2)
Region 5: Don Jones
Region 6: Rick Talford
Region 7: Terri Rangel
Region 8: Vacant
Region 9: Tim Von Bon

A quorum was established.

*note 1 – Region 3 joined meeting at 9:57 AM (PDT)

*note 2 – Region 4 joined meeting at 9:11 AM (PDT)

Meeting Protocol:

Per President Henshaw, the following protocols would be observed during this online meeting:

- During discussion, initial comments will be limited to two (2) minutes per speaker.
- Once everyone has had a chance to speak, people will have a second opportunity to present their views.
- Speakers will be verified by roll call.

Approve Agenda:

Motion (#1) Moved by Region 5, Don Jones, and seconded by Region 9, Tim Von Bon, to adopt the agenda as presented. ***Hearing no objections, the agenda was adopted.***



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Consent Calendar:

CONSENT CALENDAR

July 2020

1. Moved by the National Secretary: To approve minutes from the April 23, 2020 special online board meeting.
2. Moved by the National Secretary: To approve minutes from the May 19, 2020 special online board meeting.
3. Moved by the National Secretary: To approve minutes from the June 3, 2020 special online board meeting.

Motion (#2) Moved by Secretary, Nina Schloffel, and seconded by Region 7, Terri Rangel, to accept and record into the permanent record, motions as presented on the July 2020 Consent Calendar. ***Hearing no objections, the Consent Calendar was adopted.***

Region 4, Susan Henthorn joined meeting at 9:11 AM (PDT).

Special Appointment:

Motion (#3) Moved by National President, Joanna Henshaw, and seconded by Vice President, Kaye Gardner, to appoint AVVA member, Deborah Williams as Special Advisor to the AVVA National Board. ***Motion adopted by unanimous vote (10 yes, 0 no).***

Awards:

Strategies for national awards and certificates:

- Present awards to recipients before October 30th
 - Regional director or state rep/president
 - Fellowship – mail to affected RD
 - Member of the Year – mail to affected RD
 - Three Other Regions involved in presentations
 - Congratulatory remarks from National President (by RD or state rep/president)
 - Record or take photos of presentations
- Certificates for nominees
- Recognize awardees
 - The Veteran
 - AVVA Website

Strategies for VISTA awards:

- VISTA Chair, Susan Henthorn, to present plaque
- Certificates prepared by Bernie Rekowski, mail direct to:
 - Region to regional director
 - State to state rep/president
 - Chapter to chapter rep/president



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- Pins
 - Mail to Regional Directors for distribution
- Recognize awardees
 - The Veteran
 - AVVA Website

President's Awards:

- Three awardees.
 - Two taken care of
 - One in progress

Policy and Procedure Submissions:

Motion (#4) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection 1.A.1, to add after the word 'meeting' and before the word 'and', additional punctuation and the phrase: ', annual meetings, conventions, and other meetings as may be called,' then add subsection 1.A.14. **The national president, along with the national treasurer, approves all disbursements. Adopted by Unanimous Vote (10 yes, 0 no).**

Motion (#5) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsections I.B.10; II.B.9; III.B.8; IV.B.8; V.B.12, VI.B.6, to add '**The individual must have access to and a basic knowledge of Microsoft Word and Excel programs, or be prepared to learn both.**'

Amendment to Motion (#5) Moved by the Executive Committee, no second required to amend the original proposal to read: The individual must have access to Microsoft Word and Excel and can effectively use, or is willing to learn how to use, both programs.

Amendment Adopted by Majority Vote (9 yes, 1 abstain).

Amended Motion (#5) Moved by Executive Committee, no second required, to adopt the motion as amended. **Adopted by Majority Vote (9 yes 1 abstain).**

Region 3, Hope Summers, joined meeting at 9:57 AM (PDT).

Motion (#6) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsections I.B.3.; II.B.3; III.B.3; IV.B.3, after the word 'as' and before the word 'state' to delete the phrase '~~chapter representative or president~~'.

Amendment to Motion (#6) Moved by the Executive Committee, no second required to amend the original proposal to read: The individual must have held a position in AVVA as chapter representative or chapter officer, state representative or state officer, AVVA regional director, or another national officer. **Amendment Adopted by Unanimous Vote (11 yes, 0 no).**

Amended Motion (#6) Moved by Executive Committee, no second required, to adopt the motion as amended. **Adopted by Unanimous Vote (11 yes, 0 no).**



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Motion (#7) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection III.A.4, to add after the word 'records' the phrase '**and as such needs to become familiar with the retention of documents guidelines in Section 6 of the policies.**' **Withdrawn by Maker.**

Motion (#8) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection III.A.7, between the word 'notifies' and the word 'board' to strike 'the' and add '**all**', then after the word 'members' strike the phrase '~~and all members~~', and finally after the word 'meetings' strike '~~etc. in accordance with the Bylaws of AVVA.~~' **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#9) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection IV.A.3, between the words 'treasurer' and 'receives' to add the phrase '**oversees the banking transactions acted upon by the VVA Finance Department, who**'. **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#10) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection IV.A.4, after the word 'treasurer' add '**and the national president**', then strike '~~after approval from the board of directors~~'. **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#11) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection V.A.10, after the word 'all' add '**the director's**', then after the word 'etc.' add '**since the last report**'. **Adopted by Unanimous Vote (11 yes, 0 no).**

Break:

Start -10:25 AM (PDT)

Return – 10:35 AM (PDT)

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll.

President: Joanna Henshaw
Vice President: Kaye Gardner
Secretary: Nina Schloffel
Treasurer: Kathy Andras
Region 1: Frances Guevremont
Region 2: Bobbie Morris
Region 3: Hope Summers

Region 4: Susan Henthorn
Region 5: Don Jones
Region 6: Rick Talford
Region 7: Terri Rangel
Region 8: Vacant
Region 9: Tim Von Bon

A quorum was established.



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Motion (#12) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection 1.VI.B.4, after the word 'to' strike '~~meet every qualification~~', then add '**perform all duties**' and finally after the word 'position' add '**if called upon to do so**'.

Amendment to Motion (#12) Moved by the Executive Committee, no second required to amend the original proposal to delete Subsection 1.VI.B.4 and renumber Subsection 1.VI.B.5 to Subsection 1.VI.B.4.

Amendment Adopted by Unanimous Vote (11 yes, 0 no).

Amended Motion (#12) Moved by Executive Committee, no second required, to adopt the motion as amended. **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#13) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection VIII.C, to read as follows:

1. The historian shall attend all important and noteworthy national meetings and events at the request of the national board of directors, and at the expense of AVVA.
2. The Historian will take pictures using an SD card supplied by AVVA that is compatible with their camera. A notebook will also be supplied for recording the when, where, why and who of each photo.
3. At the end of the event, the SD card and notebook will be turned over to an AVVA pre-assigned officer.
4. These pictures are the property of AVVA and will be available for reproduction upon request, for official AVVA uses.
5. ~~Delete this number~~

Adopted by Unanimous Vote (11 yes, 0 no.)

Motion (#14) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection X.B.1, after the word 'shall' to delete the phrase '~~escort guests to the chair~~' then add '**direct attendees to the proper seating areas.**' **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#15) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsections XIII.A.4, after the word 'directors,' to add '**to include all activities involving the committee or chair during that quarter.**', then strike '~~as requested, ordinarily coinciding~~' and adding '**These reports will coincide**', then after the word 'meetings' strike '~~and any~~', and after the word 'reports' strike '~~that~~'. Lastly, adds a new Subsection XIII.A.5 that reads: '**5. Committee chairs will prepare and submit budget requests to the Finance Committee on an annual basis.**'



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Amendment to Motion (#15) Moved by the Executive Committee, no second required to amend the original proposal after the word 'quarter' and before the word 'Other' to delete the phrase 'These reports will coincide with the dates of national board meetings.' The amended proposal reads as follows:

4. Committee chairs will submit quarterly reports to the national board of directors, to include all activities involving the committee or chair during that quarter. Other reports may be requested by the national president or board of directors.

5. Committee chairs will prepare and submit budget requests to the Finance Committee on an annual basis.

Amendment Adopted by Unanimous Vote (11 yes, 0 no).

Amended Motion (#15) Moved by Executive Committee, no second required, to adopt the motion as amended. **Adopted by Unanimous Vote (11 yes 0 no)**

Motion (#16) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection XIII.B., to add a new #3.' **3. A committee chair or member of the committee may be removed from their position, by the President with board approval, for failure to perform their duties or for other causes as outlined in the AVVA Disciplinary code.**

Amendment to Motion (#16) Moved by the Executive Committee, no second required to amend the original proposal after the word 'chair' and before the word 'may' to delete the phrase 'or member of the committee'.

Amendment Adopted by Unanimous Vote (11 yes, 0 no).

Amended Motion (#16) Moved by Executive Committee, no second required, to adopt the motion as amended. **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#17) moved by the Policy and Procedures Committee, no second required, to change Position Responsibilities, Section 1, Subsection XV.A.1; XVII.A.1, to add a new 'e.' **e. Must ensure that records of the Association are properly filed and maintained to retain IRS status as a 501(c)3.' Motion Failed (0 yes, 11 no).**

Motion (#18) moved by the Policy and Procedures Committee, no second required, to change National Committees, Section 3, Subsection I.C, between the words 'appointments' and 'run', strike 'may' and insert 'will', then after the word 'time.', add '**Committee chairs or members may be removed with board approval.**'

Amendment to Motion (#18) Moved by Policy and Procedures Committee Chair, Cecilia Essenmacher, no second required, to amend the original proposal to strike '**Committee chairs or members may be removed with board approval.**'

Amended proposal now reads: C. Committee appointments *will* run concurrently with the term of the appointing board's term or may be for a specified length of time.

Amendment Adopted by Unanimous Vote (11 yes, 0 no).



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Amended Motion (#18)) Moved by Policy and Procedures Committee Chair, Cecilia Essenmacher, no second required, to adopt the motion as amended. **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#19) moved by the Policy and Procedures Committee, no second required, to change National Committees, Section 3, Subsection II.L Product Sales, to add the following new subsection, '3. Persons working at the national Product Sales table will not accept items for sale, other than donations to AVVA, from any entity with whom there is no MOU previously agreed to by the National Board.'

Amendment to Motion (#19) Moved by the Executive Committee, no second required to amend the original proposal to read:

'3. Persons working national Product Sales will not accept items for sale, other than donations to AVVA, from any entity with whom there is no current MOU.'

Amendment Adopted by Unanimous Vote (11 yes. 0 no).

Amended Motion (#19) Moved by Executive Committee, no second required, to adopt the motion as amended. **Adopted by Unanimous Vote (11 yes, 0 no).**

Motion (#20) moved by the Policy and Procedures Committee, no second required, to change Administrative, Section 6, Subsection I.A and I.A.1 & 2 to read:

'A. Board meetings will be conducted by the policies in section 6 of the AVVA Policy and Procedures Manual, or if not addressed, under the current edition of Roberts Rules of Order.

1. As stated in the Bylaws, the national board must have a quorum (defined as 2/3 of the whole number of board positions filled) in order to vote on any issue.
2. A majority of 51% of the number of voting members present, voting either "yea" or "nay", is required for any vote to pass or fail.
 - a. Example: a board of 12 requires either 7 yeas, or 7 nays to pass or fail a vote.'

Adopted by Majority Vote (9 yes, 2 no).

Motion (#21) moved by the Policy and Procedures Committee, no second required, to change Administrative, Section 6, Subsection VII.G.1.a, between the words 'Treasurer' and 'of' add the phrase 'and President', then change the word 'the' to 'them' and strike the word 'Treasurer'. **Adopted by Unanimous Vote (11 yes, 0 no).**

Information:

- A. New products and new order form now on the AVVA website.
- B. Researching business management systems (President Henshaw)
 - a. AKA low code development programs
 - i. Allow users to develop own programs
 - ii. Administrator probably national president, with officer access
 - b. Needed to support various accounting and membership functions



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- i. Still need person for banking services
 - ii. May eliminate need for cloud service
 - c. Caspio or similar product
 - i. Yearly subscription \$4,800 -\$5,000 for Caspio
 - ii. Will provide demo to BOD
- C. Cost of sending renewal notices –
 - a. Sending out two reminders before renewal date
 - b. Base fee is \$375, whether one or two reminders sent
- D. Future Board Meetings - No plans for board travel in October or January.

Next Session:

- A. Determine if Newsletter or Blog – Public and Media Relations Committee (Tim Von Bon)
 - a. Create and distribute recommendations to BOD for pre-meeting review
- B. Conduct training on quarterly committee and board reports – President Henshaw, Secretary Schloffel
- C. Date: Thursday, July 30, 2020, 3:30 PM (PDT) – 5:30 PM (PDT)

Special Announcement:

Vice President Kaye Gardner shared a FaceBook post recognizing AVVA for the organization's \$10,000 donation to Feeding America. The post was by longtime AVVA member, Sue Crego,

Adjournment:

Having no further business, President Henshaw adjourned the meeting at 12:40 PM (PDT).

Submitted by,

Nina D. Schloffel
AVVA National Secretary