



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 - Minutes

April 15 -16, 2020

Call to Order:

President Joanna Henshaw called the online meeting of the AVVA Board of Directors to order at 9:05 AM (PDT) on Wednesday, April 15, 2020. The meeting was conducted using the GoToMeeting conferencing application.

Opening Exercises:

President Henshaw recognized Fran Davis, National Chaplain, to deliver the invocation.

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 - Excused

Region 4: Susan Henthorn

Region 5: Don Jones

Region 6: Fran Davis/ Rick Talford

Region 7: Terri Rangel

Region 8: Vacant

Region 9: Tim Von Bon

A quorum was established.

Guests:

Cecilia Essenmacher, National Chair, AVVA Policy and Procedures

Kathy Mattingly, National Chair, AVVA Finance Committee

Announcement:

Region 6 Director Fran Davis announced that Region 6 Deputy Director Rick Talford will act as Region 6 Director for the duration of this multi-session meeting. Fran will act as deputy director for Region 6, also for the duration of this multi-session meeting.

Secretary Nina Schloffel advised that unless there were any objections, this entire online board meeting would be recorded. There were no objections.



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Approve Agenda:

Secretary Nina Schloffel proposed amending the agenda to discuss special instructions for conducting this online board meeting.

Motion (#1) Moved by President Joanna Henshaw, and seconded by Secretary Nina Schloffel, to adopt the agenda as amended. ***Hearing no objections, the agenda was adopted as amended.***

Instructions - Online Board Meeting:

Secretary Schloffel and President Henshaw advised that the following protocols would enable a productive and accurately documented online meeting:

- When asking to be recognized (i.e. to speak), direct your request to the president.
- When speaking, state your respective office and your name.
- Voting for each motion will be by roll call and audible response.
- Votes for each motion shall be recorded on form 'AVVA BOD Motion Voting Record'.
- The Voting Record will be retained by the national secretary and filed in the national office.

Updates to Officer / Director / Committee Reports:

President Henshaw reported that she received a letter from the IRS regarding our petition for a group exemption (501C3). The letter requested supplemental documentation that was very specific in nature. President Henshaw and Incorporation Chair Bobbie Morris worked with various chapter and states in obtaining this documentation. These were packaged and mailed to the IRS earlier this week.

Committee Chair, Susan Henthorn, updated the Product Sales report to include the subsequent sale of a number of Agent Orange pins and AVVA flags. Chair Henthorn also reported that requests for these items remains constant.

E-Motions:

Electronic Motions

Made Between the October 2019 and April 2020 Board Meetings

IEM 102: The secretary moves that the board of directors adopt minutes from the September 3, 2019 Special Board Meeting.

MOTION ADOPTED WITHOUT OBJECTION.



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IEM103: The president moves that the board of directors accept the appointment of Kathy Mattingly as chair of the National Finance Committee.

MOTION ADOPTED WITHOUT OBJECTION.

IEM104: The secretary moves that the board of directors adopt minutes from the October 10, 2019 Board Meeting.

AMENDED MOTION (Typo Pg. 7.) ADOPTED BY MAJORITY VOTE.

IEM105: The Policy and Procedures Committee moves that the board of directors adopt the proposal affecting Section 5, II.E. The proposal changes Section 5, II.E by adding the word 'by' after the word 'be' and before the word 'March'.

MOTION ADOPTED WITHOUT OBJECTION.

IEM106: The Membership Committee requests that the board of directors adopt a change affecting Section 7 Subsection H.1.a-f:

- Adds a new number 'a' that restricts members to one voluntary transfer within any twelve-month period, within the same state.
- Changes the newly renumbered subsection 'b' to strike the words 'accept or deny' and replaces the stricken entries with the word '**acknowledge**'.

IEM106 amended as follows:

- Only one voluntary transfer will be allowed in any twelve-month period within the same state. **Any deviation will be considered on a case by case basis, by the full Membership Committee, with the approval of the board of directors.***
- Any person who voluntarily transfers from to one chapter, to another, or from at-large must send a copy of the Member Transfer Form to the representative/president of the chapter to which they are transferring. This chapter rep or chapter president will sign the form to ~~accept or deny~~ **acknowledge** the transfer, then forward the form to the National Membership Department.*

**Note - this change also renumbers the current #b to #c.*

Amendment adopted by majority vote.

AMENDED MOTION ADOPTED BY MAJORITY VOTE.



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IEM107: The secretary moves that the board of directors adopt minutes from the November 13, 2019 online special board meeting.
MOTION ADOPTED WITHOUT OBJECTION.

EM108: The president moves to appoint Suzie Meeks as the 2019-2021 AVVA Database Manager.
MOTION ADOPTED WITHOUT OBJECTION.

Motion (#2) moved by Region 9, Tim Von Bon, and seconded by Region 5, Don Jones, to accept and record into the permanent record, all electronic motions made between the October 2019 and April 1 2020 Board Meetings.
MOTION ADOPTED WITHOUT OBJECTION.

Consent Calendar:

CONSENT CALENDAR April 2020

1. Motion out of Veterans in the Justice System Committee To add Hope Summers as a member of the Committee at no cost to national.
2. Motion out of Finance Committee: To add Kaye Gardner as a member of the Committee at no cost to national.*
3. Motion out of Elections Committee: To add Suzie Meeks as Special Advisor to the Committee at no cost to national.

***Amendment:** Moved by Finance Committee Chair, Kathy Mattingly, no second required, to withdraw Consent Calendar Motion #2.
Amendment adopted without objection.

Motion (#3) moved by Region 9, Tim Von Bon, and seconded by Region 7, Terri Rangel, to accept and record into the permanent record, the April 2020 Consent Calendar as amended.
AMENDED MOTION ADOPTED WITHOUT OBJECTION

Leadership Conference:

President Henshaw stated that she does not know if this year's Leadership Conference will be cancelled, or even postponed. The question is now before the VVA National Board. A decision is expected by the end of the week.



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Other Business:

2021 Budget:

Finance Chair, Kathy Mattingly, presented the FY 2021 budget. Chair Mattingly also defined criteria used to fund the board, officer and committee budgets. Revenue projections were unavailable to review. The Finance Chair agreed to provide said projection upon completing data analysis.

Motion (#4) moved by Finance Chair Kathy Mattingly, no second required, to approve the FY 2021 budget as presented.

Amendment: Moved by Vice President, Kaye Gardner, and seconded by Region 2, Bobbie Morris, to amend the budget by adding an extra column for the Benevolence Policy and to fund the policy by moving \$1,000 from the Contingency Fund. **Amendment adopted without objection**

Moved by Finance Chair, Kathy Mattingly, no second required, to approve the FY 2021 budget as amended.

AMENDED MOTION (#4) ADOPTED WITHOUT OBJECTION

Note: 10:07 AM, Region 9 Director Tim Von Bon excused (personal business).

President Henshaw announced that excusing the Region 9 Director will not affect the board's ability to conduct business. We still have a quorum.

Cloud Service:

A task force will be formed to determine requirements for AVVA's migration to the 'cloud'. Requirements will include data storage capacity and necessary system features. President Henshaw will appoint the task force chair by the end of today.

Newsletter? Blog?:

President Henshaw opened a discussion about resurrecting the AVVA newsletter. President Henshaw suggested that the board consider initiating an AVVA blog, instead. It was noted that a blog is more fluid and offers followers immediate access to information updates.

Since the AVVA newsletter is the purview of the Media and Public Relations Committee, the board agreed to postpone further discussion until committee chair, Tim Von Bon, is able to participate.



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Website Redesign:

Webmaster Joanna Henshaw presented an interactive proposal for reformatting the AVVA website. The proposal is a work in progress and includes upgrades suggested by outside corporate fundraisers and website consultants.

The board suggested minor changes to the proposed website, but supported its overall design. Webmaster Henshaw will work to refine the original proposal and will, upon completion, provide the board with the revision.

Donation to Project Friendship:

There was considerable discussion regarding this year's Project Friendship. Funding decisions were put on hold until the board learns the status of the 2020 Leadership Conference. The board will take this up at a later date.

Break: 11:03 AM -11:20 AM

Policy Changes:

Motion (#5) moved by Administration (President Henshaw), no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.VII.A.2 to renumber existing subsection '2' to subsection '3' and add a new subsection '2' with the text 'The person qualifying for this appointment will have among their skills and resources the reasonable ability to use and understand Microsoft Office Excel and Office Word programs and have these programs in their current use.'

ADOPTED WITHOUT OBJECTION

Motion (#6) moved by Administration and the Elections Committee, no second required, to accept the proposed change to **Elections**, Section 5XV.B.5 to strike the word 'and', then after the word 'chair', adds the phrase 'and the AVVA national webmaster'.

ADOPTED WITHOUT OBJECTION

Motion (#7) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.I.A.7, II.A.6, III.A.13 to strike the parenthetical phrase '(See Bylaws Article V.)' then after the word 'a' and before the word 'ex-officio', adds the phrase 'non-voting' to each descriptor for the offices of national president, national vice president and national secretary.

ADOPTED WITHOUT OBJECTION

Note: 11:30 AM, Region 9 Director Tim Von Bon returned.



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Motion (#8) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.I.B; II.B; IV.B to add a new number '1.' to each descriptor for the offices of president, vice-president, and treasurer that displays the text '**Must be 21 years of age**'.

ADOPTED WITHOUT OBJECTION

Motion (#9) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.II.A.1-12 to add a new number '6' that displays the text '**As the compliance officer, the AVVA vice president is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code of Ethics, and, to notify the AVVA national president.**'

ADOPTED WITHOUT OBJECTION

Motion (#10) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Positions and Responsibilities**, Section 1.III.A to change existing number '11.' after the word 'chairs,' by adding the text '**other officers, and board members**' and after the word 'revisions', add a period and strike the words '~~policy proposals, and bylaws amendments~~'.

ADOPTED WITHOUT OBJECTION

Motion (#11) moved by the Policy and Procedures Committee, and seconded by Vice President Kaye Gardner, to accept the proposed change to **Accounting**, Section 4.IV.A.2 to add the word '**national**' between the words 'the' and 'treasurer', to add to existing number '3.' the words '**and president**' between the words 'treasurer' and 'will', then strikes existing number '4.' and the text '~~If the national treasurer is unavailable, the president of the Corporation will approve the payment.~~' Also requires renumbering of numbers 5, 6, and 7.

ADOPTED WITHOUT OBJECTION

Motion (#12) moved by Administration, no second required, to accept the proposed change to **Administration**, Section 6.I.B.2-3 to add a new number 'a.' that adds the text '**Subjects that are known to be controversial, adversarial, or which are likely to involve in depth discussion or amendments will not be presented as E-Motions.**', and adds a new number 'b' that adds the text '**Persons wishing to submit motions between meetings that do not qualify as an e-motion may request that the national president call a special meeting to be held online. The national president will determine if that motion is too controversial and would need to be held for the next regular board meeting.**'

ADOPTED WITHOUT OBJECTION



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Newsletter? Blog?:

Media and Public Relations Chair Tim Von Bon rejoined the meeting and President Henshaw reopened discussion regarding the AVVA newsletter. President Henshaw summarized key points of the earlier discussion. She further related that the board is to determine if an AVVA blog might better serve the membership than the current newsletter format.

The board discussed the merits of blogging versus a newsletter. The board will meet sometime around mid-May to finalize a path forward on this issue. In the meantime, President Henshaw asked the board to seriously consider all aspects of the options presented.

Discussion:

Awards - Co-chair Terri Rangel informed the board that while nominations for AVVA awards close on May 10th, none have been received. President Henshaw asked each director to remind their states about the awards deadline. The regional directors should encourage states to reach out to their chapters to submit nominees. The national secretary will put out an AVVA Flash notice as an additional reminder of the approaching deadline.

Elections – While deadlines for state and chapter elections have been adjusted to accommodate COVID-19 restrictions, due dates for letters of intent have not. The date to submit intent letters for chapter elections has passed*, however, intent letters for state elections must still be received by mid-May.

**Note: Correction – letters of intent for chapter elections accepted through April 30, 2020.*

Election Results forms need to be submitted as noted on at the bottom of the form. For state elections, the form needs to be sent to the regional director not more than 21 days after the election. In the case of chapter elections, the Election Results Form must be sent by the chapter to the state president, or state rep, within 15 days of the election. The state president or rep then must forward the form to the appropriate regional director within 21 days.

Recess:

Wednesday, April 15, 2020 at 12:26 PM (PDT) - Having completed the business of the day, President Henshaw recessed the April 2020 online board meeting until tomorrow, Thursday, April 16, 2020 at 9:00 AM (PDT).



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Online Board of Directors Meeting - Minutes Reconvened April 16, 2020

Call to Order:

President Joanna Henshaw reconvened the online meeting of the AVVA Board of Directors to order at 9:06 AM (PDT) on Thursday, April 16, 2020. The meeting was conducted, and recorded, using the GoToMeeting conferencing application.

Board of Directors Roll Call:

Secretary Nina Schloffel called the roll.

President: Joanna Henshaw	Region 4: Susan Henthorn
Vice President: Kaye Gardner	Region 5: Don Jones
Secretary: Nina Schloffel	Region 6: Rick Talford/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
Region 3: Hope Summers	

A quorum was established.

Guests:

Cecilia Essenmacher, National Chair, AVVA Policy and Procedures
Reverend Orlando McGruder, RP, National Parliamentarian

Opening Exercises:

President Henshaw recognized Reverend Orlando McGruder, RP, National Parliamentarian, to deliver the invocation.

Policy Changes:

Motion (#13) Moved by Administration (President Henshaw), seconded by Region 1, Fran Guevremont, accept the proposed change to **Administration**, Section 6.I.B.5.b to add a new number 'b.' that adds the text: **If the discussion becomes complicated, or if any amendment is offered, the process will be suspended by the chair of the board until an online meeting can be set to continue the motion, or until the next regular board meeting. If used, the online meeting will be set up within seven (7) calendar days of the suspension.**



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Motion (#13) Amendment proposed by President Joanna Henshaw, seconded by Secretary Nina Schloffel, to amend the proposed change by striking '~~will be~~' as it appears between the words process and suspended, and inserting the word '**may**'.

Amendment adopted without objection

AMENDED MOTION (#13) ADOPTED BY UNANIMOUS VOTE

Motion (#14) Moved by Administration (President Henshaw), seconded by Vice President Kaye Gardner, to accept the proposed change to **Administration**, Section 6.I.C to add a new subsection '**C. SPECIAL MEETINGS – ONLINE BOARD MEETINGS**'.

PROPOSAL WITHDRAWN BY MAKER (referred to Executive Committee for language revisions)

Motion (#15) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Administration**, Section 6.VII.F that changes 'F. Compliance Officer' to strike '~~the~~' between the words 'of' and 'code', and replaces it with the word '**this**', then after the word 'president' adds '**of the result of such investigations.**'

ADOPTED BY UNANIMOUS VOTE

Motion (#16) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Administration**, Section 6.VIII.C.2 & 2.a that modifies subsection '2.' by adding a period '.' after the word 'policy' then adds '**Documents should be kept or destroyed according to the retention schedule unless:**', then changes subsection 2.a. to strike the words '~~specifically notified not~~' and replacing them with '**given different instructions in writing**', and strikes the word '~~to~~'.

ADOPTED BY UNANIMOUS VOTE

Motion (#17) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Administration**, Section 6.XI.A-H that modifies:

- Subsection XI.A between the words 'revision.', and 'members', insert the text '**Committee chairs, board members and regular**'; then between the text 'is warranted, a' and the word 'Change', insert the words '**Request for**'
- Subsection XI.E, between the words 'proposal' and 'to', strike the word 'an'; then after the word 'consideration, add the text '**unless submitted by that committee.**'
- Subsection XI.F between the words 'to' and 'the', to strike the word '~~accept~~' and insert the word '**return**'.
- Subsection XI.H between the words 'member' and 'who', insert the text '**or committee**'.

ADOPTED BY UNANIMOUS VOTE

Motion (#18) moved by the Bylaws Committee, no second required, to accept the proposed change to **Committee Policies**, section 11.V.C.8, to insert, after the word



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'templates,' the text 'in accordance with the amendments to the National Bylaws at convention' then adds the following new subsections:

- a. If bylaw changes are compulsory, 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 of December 31 of the convention year, by which they must adopt the new bylaws and send a copy of the adopted bylaws back to the designated Bylaw Committee representative. Exceptions may be requested by a state and considered by the Bylaw Committee, if unable to meet the deadline.
- c. Failure to comply will result in the suspension of delegate voting privileges at state and national levels until the adopted bylaw template is received.

ADOPTED BY UNANIMOUS VOTE

Motion (#19) moved by Secretary Nina Schloffel, and seconded by Vice President Kaye Gardner, to accept the proposed change to **Finance**, Section 4 and **Travel Policy**, Section 12 to add a new section 12, named Travel Policy, to the Policy and Procedures Manual to house the travel policy as amended and approved in October 2019.

ADOPTED BY UNANIMOUS VOTE

Motion (#20) moved by Region 5 Director Don Jones, and seconded by Secretary Nina Schloffel, to move into executive session to discuss the next two proposals. President Henshaw instead offered the option to stop the audio recording and revert to taking manual notes. Region 5 Director Jones agreed to accept the offered option. Secretary Schloffel disabled the audio recording function.

MOTION WITHDRAWN BY MAKER

Motion (#21) moved by Region 5 Director Don Jones, and seconded by Secretary Nina Schloffel, to accept the proposed change to **Travel Policy**, Section 12.II.A,1 to strike the parenthetical statement '(unless prior authorization from the national president and the national treasurer)'.
~~(unless prior authorization from the national president and the national treasurer)~~

ADOPTED BY MAJORITY VOTE (yes = 6, no = 1, abstentions = 4)

Motion (#22) moved by Region 5 Director Don Jones, and seconded by Secretary Nina Schloffel, to accept the proposed change to **Travel Policy**, Section 12.III.1.a to add the parenthetical statement '(coach or economy, upgrades are out of pocket)'

Motion (#22) Amendment proposed by Secretary Nina Schloffel and seconded by Treasurer Kathy Andras Section, to add the parenthetical statement '(equivalent of coach or economy)' followed by the text 'Upgrades are out of pocket.'

Amendment adopted without objection

AMENDED MOTION (#22) ADOPTED BY UNANIMOUS VOTE



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Secretary Schloffel advised attendees that the audio recording function has been enabled and the meeting is again being mechanically recorded. There were no objections.

Motion (#23) moved by the Policy and Procedures Committee, no second required, to accept the proposed change to **Travel Policy**, Section 12.II.A,1 to strike the word 'unless' and insert 'without' and add new subsections a-c.

PROPOSAL WITHDRAWN BY MAKER (to be revised for resubmission at a later date)

Leadership Conference:

President Henshaw received no word from VVA regarding the Leadership Conference. Since AVVA awards are normally distributed at the conference, should VVA cancel, we need to be prepared with other, creative ways for AVVA to recognize outstanding members. Various suggestions, including virtual options, were offered. This topic will be revisited at a subsequent date.

Another conference dependent issue is product sales. If the conference is cancelled, anticipated product sales revenue will be severely affected. President Henshaw and Product Sales Chair, Susan Henthorn, have been working to expand sales potential to beyond onsite venues. These include designing order forms that include all products carried in our inventory. Still have to determine appropriate shipping costs as well as address other logistical concerns.

A new Project Friendship flyer is being sent to the board. President Henshaw reinforced that the board continue to strongly promote Project Friendship to our members and the VVA.

Reminder: The board will reconvene on Thursday, April 23rd at 9:00 AM (PDT) to make a final determination on Project Friendship donations.

Preview for Tomorrow's Training Session:

President Henshaw informed the board that tomorrow's primary purpose is to discuss AVVA's future. That is, where do we see ourselves in the next five, ten years or even three years? Review the Strategic Plan and be prepared to present your thoughts. Although President Henshaw would like to have as many participants as possible, tomorrow's training session is not mandatory. The training session begins at 9:00 AM (PDT). Along with President Henshaw, Strategic Planning Committee Chair Nancy Rekowski will be co-facilitating the training.

Region 5 Director Don Jones is unable to attend the training. Director Jones has a prior commitment with his Ohio incarcerated chapters. The incarcerated chapters started by



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making (COVID-19) masks for themselves. They continued to make masks and now have enough (appx. 2,000) to distribute outside the prison. Director Jones will provide the names of the incarcerated chapters involved in this project. The chapters will be recognized on the AVVA website as well as on the AVVA Facebook page.

Note: See attachment for April 17, 2020 training attendees.

Adjourn:

Thursday, April 16, 2020 at 11:59 PM (PDT) - Having no further business, President Henshaw adjourned the April 2020 online board meeting.

Submitted by:

Nina D. Schoffel
AVVA National Secretary
Attachment – Training AVVA's Future



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Attachment to April BOD Minutes

Online Training: AVVA Strategic Plan/Future of AVVA April 17, 2020

Facilitators:

Joanna Henshaw, AVVA National President
Nancy Rekowski, National Chair, AVVA Strategic Planning Committee

Additional Contributor:

Cecilia Essenmacher, National Chair, AVVA Membership Committee

Attendees:

Vice President: Kaye Gardner	Region 4: Susan Henthorn
Secretary: Nina Schloffel	Region 6: Rick Talford
Treasurer: Kathy Andras	Region 7: Terri Rangel
Region 1: Frances Guevremont	Region 9: Tim Von Bon
Region 2: Bobbie Morris	Region 9: Kelley Frederickson (Deputy)
Region 3: Hope Summers	National Chaplain: Fran Davis

Excused – Region 5: Don Jones

Membership Statistics:

Cecilia Essenmacher presented membership statistics by region. The information included:

- The number of chapters eligible to incorporate as well as the number of chapters too small to incorporate.
- Almost half our membership is in chapters too small to incorporate.
- Over the last two years, as many as 20 VVA chapters have closed leaving our members to go at large. Frequently, such members do not stay involved if their partners are no longer active.

Cecilia is updating membership statistics to reflect recent data. Upon completion, Cecilia will send the updated report to the board.



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Strategic Plan:

Nancy Rekowski provided background on the Strategic Plan. The plan was updated last April. Those familiar with the previous plan will note that several new things have been added.

The board needs to be involved 100%. Read through the Strategic Plan. Learn about our critical issues and understand how the various strategies will affect your committees and our membership.

Make notes. Email questions or concerns to Nancy (cc President Joanna Henshaw and/or Committee Senior Member, Susan Henthorn).

Discussion Items:

- Do we want to continue as is? With whomever VVA becomes?
- Do we want to just close up?
 - Polls
 - i. Membership
 - ii. Board
- What do we need in order to stand alone?
 - Further Incorporation – states and chapters
 - Clerical/administrative support
 - Dual members
- What do we need to survive beyond VVA?
 - Acquire funding
 - Strengthen programs – a new mission?, not lose sight of VVA mission?
 - Recruitment– what will our membership look like?
- Focus groups – role, appointments, milestones

Summary:

Joanna's question to VVA - Who better to leave your legacy to than the people who have stood beside you for over 20 years?