



## **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 October 8, 2020

#### **Call to Order:**

President Joanna Henshaw called the online meeting of the AVVA Board of Directors to order at 9:03AM (PDT) on Thursday, October 8, 2020. The meeting was conducted, and the audio recorded, using the GoToMeeting conferencing application.

#### **Opening Ceremonies:**

President Henshaw recognized Region 2 Director, Bobbie Morris, to observe a moment of silence and to lead the assembly in a short prayer.

#### **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: Rick Talford
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 (excused)	

A quorum was established.

#### **Other Attendees:**

Cecilia Essenmacher – National Chair, Policies and Procedures Committee  
Kathy Mattingly – National Chair, Finance Committee  
Rev. Orlando McGruder – National Parliamentarian  
Deborah Williams – Special Advisor (joined at 9:45 AM, PDT)

#### **Approve Agenda:**

Secretary Schloffel proposed amending the agenda:

- to change Section III, Motions by adding item 'c.', a motion coming out of the Strategic Planning Committee
- to change Section VI, Old Business/New Business item 'd.' to a motion to confirm the committee chair(s) and members of the Scholarship Committee



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**Motion (# 1)** – moved by Secretary Nina Schloffel and seconded by Region 5, Don Jones, to accept the agenda as amended.

**Adopted without objection**

### **Out of Committee Motion(s):**

**Motion (# 2)** – moved by President Joanna Henshaw, and seconded by Vice President, Kaye Gardner, to approve the appointment of Bobbie Morris as the AVVA National Chaplain, to replace Fran Davis, who has retired.

**Adopted without objection**

**Motion (# 3)** – moved by President Joanna Henshaw, seconded by Vice President, Kaye Gardner, to name the reinstated AVVA scholarship fund the “AVVA Elayne Mackey Scholarship Fund.

**Failed by unanimous vote**

**Motion (# 4)** – moved by the Strategic Planning Committee, no second required, to form a planning workgroup within the Strategic Planning Committee with Sharon Hobbs and Nancy Rekowski as co-chairs with additional members to be presented to the board for confirmation at a later date.

**Adopted without objection**

### **Confirm E-Motions from April 16 through October 1**

#### ***Electronic Motions: October 2020***

**ITEM 109:** The Policy and Procedures Committee moves to revise P & P Section 12.II.A.1 to add paragraph "a." that inserts the following new language (see attachment 1).

A. AVVA will not pay for or reimburse any of the following expenses:

1. Airline seat upgrades

a. Upgrades may be considered by the Executive Board when documentation is provided specifying need due to special circumstances.

**MOTION WITHDRAWN BY MAKER**

**ITEM110:** The secretary moves that the board of directors adopt minutes from the July 15, 2020 Online Board Meeting.

**MOTION ADOPTED WITHOUT OBJECTION.**

**ITEM111:** The Vice President moves to change Policy and Procedures Section 5 Elections, Subsection XII.D.2.a, the Oath of Office, as presented in the attached change



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request: Seconded by Region 6, Rick Talford  
**MOTION ADOPTED WITHOUT OBJECTION.**

**IEM112:** The Secretary moves to adopt the minutes from the September 15, 2020  
Online Board Meeting  
**MOTION ADOPTED WITHOUT OBJECTION**

**Motion (# 5)** – moved by Secretary Nina Schloffel and seconded by Region 2, Bobbie Morris, to confirm and enter into the permanent record all electronic motions made between the April 15-17, 2020 Board Meeting and the October 2020 Board Meeting.  
**Adopted without objection**

### **Additional Reports:**

Vice President Kaye Gardner provided a summary of her activities since the April Board Meeting. There were no updates or additions to other Officer, Regional or Committee reports.

### **Old/New Business:**

- a. **Flight Information** – President Henshaw reminded the board that if their April 2020 airline tickets were carried over to October, or they received a voucher from the airlines, these need to be rescheduled for next April.
- b. **April BOD Meeting** - President Henshaw stated that while there are concerns regarding meeting space and lodging, VVA is moving forward with plans for an April board meeting in Silver Spring. Right now, chances are good that AVVA will be able to have an onsite board meeting in April.
- c. **Budget Requests** – President Henshaw thanked the board and committee members for submitting their budget requests on time. Finance chair, Kathy Mattingly reported that only two budget requests remain outstanding.
- d. **Committee Chair Assignment, Scholarship Fund** – President Henshaw presented the following motion:

**Motion (# 6)** – moved by moved by President Joanna Henshaw, seconded by Region 2, Bobbie Morris, to accept:

- AVVA Elayne Mackey Scholarship Committee Co-chairs: Kathy Andras and Joanna Henshaw
- AVVA Elayne Mackey Scholarship Committee Members: Sharon Hobbs, Carl Curtis and Deanna Perry

**Amendment - Motion (# 6)** proposed by Treasurer Kathy Andras and seconded by Vice President Kaye Gardner to add:



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- AVVA Elayne Mackey Scholarship Committee Members: Kathy Mattingly and Don Jones
- AVVA Elayne Mackey Non-Voting Scholarship Committee Members: the remaining Executive Board, Vice President Kaye Gardner and Secretary Nina Schloffel

### ***Amendment adopted without objection***

**Amended Motion (# 6)** – move to accept revised main motion that reads, to accept as:

- AVVA Elayne Mackey Scholarship Committee Co-chairs: Kathy Andras and Joanna Henshaw
- AVVA Elayne Mackey Scholarship Committee Members: Sharon Hobbs, Carl Curtis, Deanna Perry, Kathy Mattingly and Don Jones
- AVVA Elayne Mackey Non-Voting Scholarship Committee Members: the remaining Executive Board, Vice President Kaye Gardner and Secretary Nina Schloffel

### ***Amended main motion adopted without objection***

**Reconsider Amended Motion (# 6).** Moved by Vice President Kaye Gardner and seconded by Treasurer Kathy Andras to reconsider Motion (# 6), as amended. Reason to reconsider Motion #6, as amended, is that Motion #3, to name the reinstated AVVA Scholarship the Elayne Mackey Scholarship Fund failed.

New vote taken on Amended Motion (# 6)

***Failed by unanimous vote (0 yes, 9 no)***

**Motion (# 7)** – moved by Secretary Nina Schloffel and seconded by Region 5 Rick Talford, to create a program and committee to be known as the Scholarship Program and the Scholarship Committee and to accept the appointments of:

- Scholarship Committee Co-chairs: Kathy Andras and Joanna Henshaw
- Scholarship Committee Members: Sharon Hobbs, Carl Curtis, Deanna Perry, Kathy Mattingly and Don Jones
- Non-voting Scholarship Committee Members: the remaining Executive Board, Vice President Kaye Gardner and Secretary Nina Schloffel

### ***Adopted without objection***

- e. ***Pay Pal, Add Second Donation Button*** – President Henshaw presented the following motion:

**Motion (# 8)** – moved by President Joanna Henshaw and seconded by Region 1, Fran Guevremont, to approve adding a second donation button on the website, through Pay Pal, specifically for donations to the Scholarship Fund.

### ***Adopted without objection***



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- f. **Member Survey** – The board discussed a survey that would capture our members' opinions about the future of AVVA. Considerations included creating and distributing the survey, and then collating and evaluating the responses such that the results could be presented to the membership. It was determined the Strategic Planning Committee should direct and oversee this project. President Henshaw will contact Nancy Rekowski, Strategic Planning Committee Chair, regarding the survey and the committee's involvement..

### **Policy and Procedure Proposals:**

**Motion (# 9)** – moved by the Membership Committee, no second required to change Membership, Section 7.I.C to add #4 with new text describing an Annual Membership Drive.

**Amendment - Motion (# 9)** proposed by Membership Committee to strike the word 'shall' and insert the word 'may'. **Amendment adopted without objection**

**Amended Motion (# 9)** – moved to accept changing Membership, Section 7.I.C. to add #4. with the following text:

4. Annual Membership Drive: One month of each year ~~shall~~ **may** be selected as a membership drive month by the Membership Committee with the approval of the board of directors. During this month, the Life Member dues will be reduced for Regular Members only, both current and new. The rate of the reduction in a given year will be determined by the board of directors.

**Amended main motion adopted without objection**

**Motion (# 10)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5 Introduction to delete the text ~~'except as otherwise provided in the AVVA Bylaws'~~.

**Adopted without objection**

**Motion (# 11)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.I. to add a new subsection C.1.a.-b.:

#### **C ELECTION POLICY VIOLATIONS**

1. Any state or chapter representative or president who knowingly and deliberately violates this policy by any means during the election process will be asked to resign.
  - a. If the person does not resign voluntarily, disciplinary action will be initiated. The chapter or state affected will be without a voting delegate until the next regular election cycle.
  - b. If the person resigns without disciplinary action being initiated, a special election may be requested by the affected chapter or state.

**\*RE-LETTER THE CURRENT C-F)**

**Failed by majority vote (1 yes, 8 no)**



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**Motion (# 12)** – moved by the Policy and Procedures Committee, no second required, to change Membership, Section 7.I.I.5. by striking text listed as #5. and deleting #5,. then adding said text to Section 7.I.E.1 as letter ‘a’:

- a. Renewal notices are not sent to AVVI members. Renewals should be tracked by the AVVA/VVA advisor.

**Adopted without objection**

**Break: 11:00 AM -11:15 AM (PDT)**

**Motion (# 13)** – moved by the Membership Committee, no second required to change Membership, Section 7.I.E.3 to amend text and add subsections ‘a.’ and ‘a.1.-2.’:

3. Renewals **should** be mailed to **the address listed on the renewal forms**, ~~the National Membership Department, paid through an incorporated chapter, or paid through the local VVA chapter in the absence of an incorporated AVVA chapter.~~

- a) The group renewal form (F.Mem 07.05) may be used by a chapter sending in more than one renewal at a time instead of using individual renewal forms.
  1. Do not use this form if member information (address & email) are not correct on the roster
  2. If a charge card is used by a member to pay for their renewal, the group renewal form may not be used for that individual.

**Adopted without objection**

**Motion (# 14)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.II.E. by striking the text:

~~The AVVA National Elections, National Disciplinary, National Finance and National Membership committees will verify all such candidates.~~

**Adopted without objection**

**Motion (# 15)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.III.B.4. by adding the text ‘**Sign-in sheets for National Elections are to be held until the next election**’.

**Adopted without objection**

**Motion (# 16)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.V.1.a.-c. and Section 5.VI.1.a.-c. by striking the existing text and inserting:

- a. if there is a candidate for either secretary or treasurer, but not both, the president can appoint a combined secretary-treasurer after the election results are announced, if that person agrees to hold both positions, or:
- b. if the person mentioned above does not agree, the president can appoint another member to fill the vacant position.
- c. There must be at least three individuals holding the four officer positions

**Adopted without objection**



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**Motion (# 17)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.X.C.1 by adding a new #2. that reads:

2. If a level of responsibility is vacant, the next higher level will be responsible. If both state and region levels are vacant the National Elections Committee Chair should be contacted.

### **Adopted without objection**

**Motion (# 18)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.V.C.1 (Election Process – State) by adding new subsections a. & b.:

- a. If a state has no president or representative it is the duty of the Region Director to appoint an election chair for the state or to perform the election process themselves.
- b. (If the region director position is vacant refer to sub-section X.C.2)

and Section 5.VI.C.1 (Election Process – Chapter) by adding new subsections a. & b.:

- a. If a chapter has no president or representative it is the duty of the state president or representative to appoint an election chair for the chapter or to perform the election process themselves.
- b. (If the state and region positions are both vacant refer to sub-section X.C.2)

### **Adopted without objection**

**Motion (# 19)** – moved by the Policy and Procedures Committee, no second required, to change Elections, Section 5.X.D.1. by adding new subsections a. & b.:

- a. If a state currently has no representation, the Region Director or their designee is responsible for notifying the state members with email addresses (on the most current roster) of elections to be held between January and June, of sending letters of intent if they wish to run, and should be prepared to assist with the election for the state. It is strongly urged that the election be in conjunction with the VVA state council annual meeting. (If there is no Regional director refer to X.C.1)
- b. If there is no response from a member of any such notified state, no election will be held, and the state will have no vote at the national level.

and Section 5.X.D.2 by adding new subsections a. & b.:

- a. If a chapter currently has no representative, the person in charge of state elections is responsible for notifying those chapter members with email addresses on the most current roster, of elections to be held in April and should be prepared to assist with the election for the chapter. (If there is no state representative refer to X.C.1)
- b. If there is no response from a member of any such notified chapter, no election will be held, and the chapter will have no vote at the state or national levels.

### **Withdrawn by maker (Chair, C. Essenmacher for P & P Committee)**

**Motion (# 20)** – moved by the Policy and Procedures Committee, no second required, to change Accounting, Section 4.V.B.2. by amending the text as follows:

2. A copy of the cardholder's Credit card statement Card Expense Form (F-FIN04.02), along with corresponding receipts, will be sent electronically to the AVVA treasurer and president for expense identification and payment approval

### **Adopted without objection**



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**\* Motion (# 21)** – moved by Region 5 Don Jones and Region 6 Rick Talford and seconded by Vice President Kaye Gardner, to change Membership, Section 7.i to delete subsection #2.

~~2. A justice system member must be a veteran.~~

***Adopted by majority vote (6 yes, 3 no)***

**Recess:**

Thursday, October 8, 2020 at 12:30 PM (PDT) - Having completed the business of the day, President Henshaw recessed the October 2020 online board meeting until, Friday, October 9, 2020 at 9:00 AM (PDT).



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### Online Board of Directors Meeting Reconvened October 9, 2020

#### **Call to Order:**

President Joanna Henshaw reconvened the online meeting of the AVVA Board of Directors to order at 9:05 AM (PDT) on Friday, October 9, 2020. The meeting was conducted, and recorded, using the GoToMeeting conferencing application.

#### **Opening Ceremonies:**

President Henshaw recognized National Chaplain Bobbie Morris, to lead the assembly in a short prayer and to observe a moment of silence.

#### **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: Rick Talford
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.

#### **Other Attendees:**

Cecilia Essenmacher – National Chair, Policies and Procedures Committee  
Kathy Mattingly – National Chair, Finance Committee  
Rev. Orlando McGruder – National Parliamentarian  
Deborah Williams – Special Advisor (joined at 9:15 AM, PDT)

#### **Information/Assignments:**

- A. Project Friendship – The Holt Street Miracle Center (Dayton, Ohio) received \$2,900 through AVVA's Project Friendship program. President Henshaw reported that the center's director called to thank AVVA for the donation. The director informed President Henshaw that the donation was especially helpful during this pandemic.
- B. President Henshaw directed Committee Chairs to review their respective



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committee policies, including Section 11, Committee Descriptions – if there are no changes to committee policies, the Policy and Procedure Chair will be informed that the review has been completed and no changes are required. The P & P Chair will then update the policy with the date reviewed. If committee policy needs to be changed, the Committee Chair will work with the P & P Chair to submit requisite policy change proposals.

C. The Fundraising Source Task Force was charged with finding new funding resources – Kathy Andras agreed to investigate possible sources for funding and report back to the board with her findings.

D. 2021 Convention assignments will be affirmed prior to January 1, 2021. A list of assigned tasks follows. The list will be updated as additional assignments are determined.

- i. Registration Forms, Review / Revise – *Nancy Montgomery / Joanna Henshaw*
- ii. Luncheon – *Bobbie Morris / Cecilia Essenmacher*
- iii. Luncheon Speaker – *Joanna Henshaw*
- iv. Award Criteria – *Rick Talford / Terri Rangel*
- v. Product Sales – *Susan Henthorn / Kathy Andras*
- vi. Recruiting & Information Table, Set Up – **TBD**
  - Think of good but inexpensive giveaway - **ALL**
- vii. AVVA Office – *Nina Schloffel*
- viii. Approval of Delegates (Letter of Notice) – *Nancy Montgomery*
- ix. Election Rules – **TBD**
- x. Convention Rules – **TBD**
- xi. Bylaw Proposals – *Nancy Rekowski / TBD*
- xii. Delegates Credentialing – *Cecilia Essenmacher / Kathy Mattingly / Nancy Montgomery*
- xiii. Delegate Books – *Joanna Henshaw / Nina Schloffel*
- xiv. Project Friendship – *Sandy Miller / Kaye Gardner / Tim Von Bon*
- xv. Convention Registration - *Entire Board* (stuffing bags, helping with reg, etc.)
- xvi. Delegate Registration – *Nancy Montgomery*
- xvii. Sergeants at Arms – **TBD**
- xviii. Set up of Flags – *Don Jones / Tim Von Bon / Rick Talford* (Luncheon and Convention?)
- xix. Electronic Equipment for Bylaw Presentation – *Nina Schloffel*
- xx. Delegate Training – **TBD**
- xxi. Information Booklet - **TBD**



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### **Incarcerated Member Motion:**

**Motion (# 22)** – moved by Membership Committee Chair Cecilia Essenmacher and seconded by Region 9, Tim Von Bon, that the specialized dues for incarcerated veterans remain at \$7.00 per year, but that the dues for the non-veteran members be the same as for other regular members at a minimum of \$20.00 per year.

***Failed by majority vote (3 yes, 7 no)***

\* There was considerable debate around this motion in particular and on the status of incarcerated members, veterans and non-veterans, in general. The primary argument against this motion is that incarcerated individuals:

- A. Have restrictions imposed by their respective wardens on the amount they are allowed to pay as membership dues for any organization.
- B. Have significant restrictions on the dollar amounts they are allowed to have in their personal accounts.
- C. Receive payment for their prison jobs at a rate that is often less than \$1.00 per hour.

Membership Chair, Cecilia Essenmacher, countered argument 'A' with a statement that she was able to research that claim and found it to be inaccurate. Per Chair Essenmacher, conversations with various prison officials determined that organizations are allowed to ask inmates to pay whatever dues schedule is required by the organization. In this case, an incarcerated non-veteran would be asked to pay \$20.00 for a yearly AVVA membership. However, should a warden impose dues restrictions, AVVA will accept whatever payment the prison deems as allowable. In such cases, payment must be accompanied with supporting, official, documentation.

Arguments 'B' and 'C' were likened to the situation of non-incarcerated individuals with limited financial resources. Debate continued and the board remained unable to come to consensus on a path forward for this motion.

President Henshaw stated that by allowing associate incarcerated members to pay only \$7.00 dues for a yearly membership, while our other yearly members are required to pay \$20.00, may be construed as discriminatory. President Henshaw further suggested that the dues currently set for associate incarcerated veterans violates AVVA Bylaws Article III Section 3.02, wherein the following stipulates that "The Corporation shall have two classes of members: Regular Members and Dual Members." Our Bylaws provide no reference to incarcerated members, veteran or otherwise.

Membership Chair Essenmacher offered to work with interested parties to create a Bylaws amendment to establish an additional membership class for incarcerated



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members. President Henshaw agreed to research whether current incarcerated member policies are potentially discriminatory. This issue remains unresolved.

**Adjournment:**

Having no further business, President Henshaw adjourned the meeting at 6:15 PM (PDT).

Recorded and Submitted by,

Nina D. Schloffel  
AVVA National Secretary